

**EXHIBIT A**

**COMMONWEALTH OF PENNSYLVANIA**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION - DOMESTIC NONPROFIT CORPORATION**

In compliance with the requirements of 15 Pa. C.S. § 5306 (relating to articles of incorporation):

1. Name. The name of the corporation is:

The College Settlement of Philadelphia

2. Address. The address of the corporation's registered office in this Commonwealth is:

600 Witmer Road  
Horsham, PA 19044

The county of venue is Montgomery County.

3. Purposes and Operation. The corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 (as amended) exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation (a) exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code, or (b) contributions to which are deductible under section 170(a) of the Code as being to an organization referred to in section 170(c)(2) of the Code.

4. Nonprofit. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. Private Foundation. Notwithstanding any other provisions in these articles, at all times when the corporation is a private foundation within the meaning of section 509 of the Code, it shall be subject to the following additional restrictions:

(a) The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

(b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.

(d) The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

6. Nonstock. The corporation is organized upon a nonstock basis.

7. Dissolution. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the exempt purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes which at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the Board of Trustees shall determine. Any assets not so distributed by the Board of Trustees shall be distributed by the Court of Common Pleas of the county in which the corporation's principal office is then located exclusively for the corporation's exempt purposes. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the corporation is expressly prohibited.

8. Members. The corporation shall have no members.