



June 2, 2013

Dear Neighbor,

Please join us at our June 18, 2013 monthly meeting to vote on a proposed amendment to our Articles of Incorporation.

This amendment would allow Dickinson Square West to apply for tax-exempt status as a 501(c)(3) organization:

1. **Article 3** (the purpose clause) shall be amended to clarify that “the Corporation is a nonprofit organization organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), specifically to encourage community involvement with the goal of improving the Dickinson Square West community, the parameters of which are defined by the Corporation’s bylaws.”
2. **Article 6** (the membership clause) shall be amended to clarify that the Association is a membership organization.

The full text of the proposed amendment is on the reverse side of this paper.

You are eligible to vote if you reside in the Dickinson Square West neighborhood situated from Washington Avenue (south side), to South 4th Street (west side), to Mifflin Street (north side), to South 6th Street (east side) and members of the Dickinson Square West area business community (as approved by the Board of Directors).

You are required to bring official proof of address to vote: Driver’s license, Voter card, utility bill, or other official document.

Where: Mt. Moriah Church

Address: 410 Wharton Street

When: June 18, 2013, 7pm

Why: Vote on proposed amendment to Articles of Incorporation

Who: Any verified resident or business in Dickinson Square West boundaries

Please contact us with any questions, comments or concerns.

Sincerely,

Board of Directors

Dickinson Square West

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EXHIBIT A
AMENDED & RESTATED ARTICLES OF INCORPORATION
Dickinson Square West Civic Association

1. The name of the corporation is: Dickinson Square West Civic Association (the “Corporation”).
2. The address of the Corporation’s current registered office in this Commonwealth is: 1503-05 South 5th Street, Philadelphia, PA 19147, Philadelphia County.
3. The Corporation was incorporated under the Nonprofit Corporation Law of 1988. **The Corporation is a nonprofit organization organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), specifically to encourage community involvement with the goal of improving the Dickinson Square West community, the parameters of which are defined by the Corporation’s bylaws; and to take any and all actions necessary, proper, advisable, or convenient for the accomplishment of these purposes consistent with the limitations set forth in this Section and the provisions of Section 9 below. In furtherance of the foregoing, the Corporation shall have the power to do any acts and carry on any business and affairs that are not prohibited by the Act, as amended, by the Code, or by any other law.**
4. The Corporation is organized on a non-stock basis.
5. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
6. **The Corporation shall have members as set forth in the Corporation’s bylaws.**
7. The term for which the Corporation is to exist is perpetual.
8. Notwithstanding any other provision of these Articles, the powers and activities of the Corporation shall be subject to the following restrictions and limitations:
 - a. The Corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(a) of the Code and described in Section 501(c)(3) of the Code, or by an organization described under Section 170(c)(2) of the Code, contributions to which are deductible under Sections 170(a), 2055(a)(2), and 2522(a)(2) of the Code, nor shall the Corporation engage in any year in which it may be a “private foundation,” as defined in Section 509 of the Code, in any act prohibited by Section 4941(d) or 4943(c) of the Code, or do any act, or fail to do any acts, that will result in the imposition of tax on the Corporation under Sections 4942, 4944, or 4945 of the Code.
 - b. The Corporation is not authorized, and no amendment, alteration, change, or repeal of any provisions of the Articles shall authorize the Corporation or its directors or officers, to conduct the affairs of the Corporation in any manner or for any purpose that would cause the Corporation to lose its tax-exempt status under the provisions of the Code.
 - c. No part of the net earnings of this Corporation shall ever inure to the benefit of, or be distributable to, any of its members, directors, or officers or any other private person, except that reasonable compensation may be paid for services rendered to or for the Corporation in carrying out its purposes.
 - d. Except as authorized by Section 501(h) of the Code and a proper election filed thereunder, no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, whether by the publication or distribution of statements or otherwise.
9. In the event of the liquidation, dissolution, or winding up of this Corporation, the assets or property of the Corporation shall be distributed by the Board of Directors and as the membership shall determine to one or more organizations that are organized and operated for the purposes aligned with the purposes of the Corporation exclusively for the exempt purposes of the Corporation within the meaning of Section 501(c)(3) of the Code, or any successor provisions thereto, and in accordance with the Act, as amended. Any assets not so distributed shall be distributed by the Court of Common Pleas of Philadelphia County exclusively for such purposes, and in accordance with the Act, as amended. No director or officer of the Corporation or any other private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.