

SMITHFIELD SEWER AUTHORITY

RESOLUTION NO. 6-2008

A RESOLUTION BY THE BOARD OF SMITHFIELD SEWER AUTHORITY TO
AMEND ITS ARTICLES OF INCORPORATION.

WHEREAS, Smithfield Sewer Authority (the "Authority") is a municipality authority incorporated and organized under the Municipality Authorities Act of 1945, approved May 2, 1945, P.L. 382, as amended, of the Commonwealth of Pennsylvania, having been incorporated pursuant to action by the Board of Supervisors of Smithfield Township, Monroe County, Pennsylvania (the "Township"); and

WHEREAS, Articles of Incorporation of the Authority were duly filed with the Secretary of the Commonwealth of Pennsylvania on December 27, 1988, and the Authority was duly approved by the Secretary of the Commonwealth and assigned Entity No. 1068771; and

WHEREAS, this Authority desires to amend its Articles of Incorporation, which amendment is authorized and permitted by the Municipality Authorities Act, 53 Pa. C.S. §5601 et seq. (the "Authorities Act"), successor to the Municipality Authorities Act of 1945 under which this Authority was incorporated.

NOW, THEREFORE, BE AND IT IS HEREBY RESOLVED by the Board of the Smithfield Sewer Authority as follows:

Section 1. The foregoing background recitals are incorporated into and made a substantive part of this Resolution.

Section 2. This Authority proposes to amend its Articles of Incorporation, pursuant to Authorities Act Section 5605(a)(3), 53 Pa. C.S. §5605(a)(3), by revising Paragraph (G) of the Articles of Incorporation to provide as follows:

(G) The Authority shall have the power to own, operate, and administer wastewater collection, conveyance and treatment facilities and perform wastewater planning for systems that propose to connect to a public sewer system in accordance with the Pennsylvania Sewage Facilities Act and, as necessary or desirable to perform

such functions, shall additionally have the power to prepare and submit grant applications, review and approve planning modules for land development for developments proposing public sewage systems, and perform and implement studies, surveys, investigations, research, and analysis relating to wastewater planning and the collection, conveyance, treatment, and disposal of wastewater.

Section 3. This Authority further proposes to amend its Articles of Incorporation, pursuant to Authorities Act Section 5605(a)(2), 53 Pa. C.S. §5605(a)(2), to increase its term of existence by adding a new Paragraph (I) to its Articles of Incorporation which shall provide as follows:

(I) The term of existence of this Authority shall end on November 30, 2058.

Section 4. The Authority proposes that Articles of Amendment to its Articles of Incorporation, in substantially the form attached hereto as Exhibit "A" and made a part hereof, shall be filed with the Secretary of the Commonwealth of Pennsylvania.

Section 5. The Chairman or Vice Chairman and the Secretary or Assistant Secretary of this Authority are authorized and directed to certify a copy of this resolution and to submit such certified copy of this resolution to the Township Board of Supervisors, the governing authority of the municipality which incorporated this Authority, as required by the Authorities Act.

Section 6. The proper officers of this Authority are authorized and directed to do all things and to take all action which may be necessary in order to have the Township Board of Supervisors act upon the proposed Articles of Amendment to its Articles of Incorporation as set forth in Exhibit "A".

Section 7. If the Township Board of Supervisors shall duly adopt and approve the amendment of the Articles of Incorporation as set forth in the Articles of Amendment attached hereto as Exhibit "A", the Chairman or Vice Chairman and the Secretary or Assistant Secretary of this Authority are authorized and directed to execute and verify the Articles of Amendment, substantially in the form attached hereto as Exhibit "A", and the Secretary or Assistant Secretary are authorized and directed to affix thereto and attest thereon the official seal of the Authority.

Section 8. If the Township Board of Supervisors duly adopts and approves the Articles of Amendment as set forth in Exhibit "A", the Chairman or Vice Chairman and the Secretary or Assistant Secretary of the Authority are hereby directed to advertise, in the manner required by the Authorities Act, the intention of the Authority to file the Articles of Amendment with the Secretary of the Commonwealth of Pennsylvania.

Section 9. If the Township Board of Supervisors duly adopts and approves the Articles of Amendment as set forth in Exhibit "A", the Chairman or Vice Chairman and the Secretary or Assistant Secretary of the Authority are hereby directed to cause the Articles of Amendment, together with the necessary proofs of publication, to be filed with the Secretary of the Common-

wealth of Pennsylvania, and to do all other acts and things necessary or appropriate to secure approval of the Articles of Amendment.

Section 10. In the event any provision, section, sentence, clause or part of this Resolution shall be held to be invalid, illegal or unconstitutional by a court of competent jurisdiction, such invalidity, illegality or unconstitutionality shall not affect or impair the remaining provisions, sections, sentences, clauses or parts of this Resolution, it being the intent of the Authority that the remainder of the Resolution shall be and shall remain in full force and effect.

Section 11. This Resolution shall take effect and be in force immediately.

DULY ADOPTED this 13th day of October, 2008, by the Board of the Smithfield Sewer Authority in lawful session duly assembled.

SMITHFIELD SEWER AUTHORITY

Attest:


(Assistant) Secretary

By:


(Vice) Chairman

[AUTHORITY SEAL]

CERTIFICATE

I, the undersigned, (Assistant) Secretary of Smithfield Sewer Authority ("Authority"), certify as follows: The foregoing is a true and correct copy of a Resolution which duly was adopted by affirmative vote of a majority of the members of the Board of the Authority at a meeting of said Board duly convened and held according to law on October 13, 2008, at which meeting a quorum was present; that such Resolution duly has been recorded in the minutes of Board of the Authority; and that said Resolution is in full force and effect, without amendment, alteration or repeal, as of the date of this Certificate.

I further certify that the Board of the Authority met the advance notice and public comment requirements of the Sunshine Act, 53 Pa. C.S. §701 et seq., as amended, by advertising the date of said meeting, by posting prominently a notice of said meeting at the principal office of the Authority or at the public building in which said meeting was held, and by providing a reasonable opportunity for public comment at said meeting prior to adopting such Resolution.

IN WITNESS WHEREOF, I set my hand and affix the official seal of Smithfield Sewer Authority, this 13th day of October, 2008.



(Assistant) Secretary

[AUTHORITY SEAL]



ARTICLES OF AMENDMENT

TO: The Secretary of the Commonwealth of Pennsylvania

In compliance with the requirements of the Municipality Authorities Act, 53 Pa. C.S. §5601 et seq., as amended (the "Authorities Act") of the Commonwealth of Pennsylvania (the "Commonwealth") and pursuant to a resolution duly adopted by the Board of Smithfield Sewer Authority (the "Authority") proposing an amendment to the Articles of Incorporation of the Authority, which proposed amendment was submitted to and approved by the Board of Supervisors of Smithfield Township, Monroe County, Pennsylvania (the "Township"), the governing body of the municipality which incorporated the Authority, by an ordinance duly enacted, the Authority hereby files these Articles of Amendment to its Articles of Incorporation and hereby certifies:

1. The name of the Authority is presently "Smithfield Sewer Authority", and the registered office of the Authority is located at ~~RR-5 Box 5229~~, East Stroudsburg, Pennsylvania 18301.
1155 Red Fox Road

2. The Authority was duly formed under the provisions of the Pennsylvania Municipality Authorities Act of 1945, approved May 2, 1945, P.L. 382, as amended, pursuant to appropriate action of the Township Board of Supervisors, the original Articles of Incorporation of the Authority having been filed with and approved by the Department of State of the Commonwealth on December 27, 1988, and a Certificate of Incorporation was issued by the Department on December 27, 1988. The Authority was assigned Entity No. 1068771, and the Articles of Incorporation of the Authority are recorded at 8920, Pages 969 through 980, with the Department.

3. A copy of the ordinance enacted by the Township Board of Supervisors, said Board of

Supervisors being the governing body of the municipality which incorporated the Authority, duly certified by the Secretary or Assistant Secretary of the Township, adopting and approving the amendment herein set forth, is attached hereto and thereby is made a part of these Articles of Amendment.

4. The amendment to the Articles of Incorporation, proposed by the Board of this Authority pursuant to Municipalities Authorities Act Section 5605(a)(3), 53 Pa. C.S. §5605(a)(3), and approved by the Township Board of Supervisors revises Paragraph (G) of the Articles of Incorporation to provide as follows:

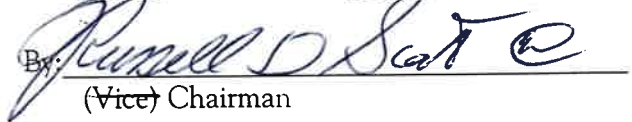
(G) The Authority shall have the power to own, operate, and administer wastewater collection, conveyance and treatment facilities and perform wastewater planning for systems that propose to connect to a public sewer system in accordance with the Pennsylvania Sewage Facilities Act and, as necessary or desirable to perform such functions, shall additionally have the power to prepare and submit grant applications, review and approve planning modules for land development for developments proposing public sewage systems, and perform and implement studies, surveys, investigations, research, and analysis relating to wastewater planning and the collection, conveyance, treatment, and disposal of wastewater.

5. The amendment to the Articles of Incorporation, proposed by the Board of this Authority pursuant to Municipalities Authorities Act Section 5605(a)(2), 53 Pa. C.S. §5605(a)(2), and approved by the Township Board of Supervisors adds a new Paragraph (I) to the Articles of Incorporation which shall provide: "(I) The term of existence of this Authority shall end on November 30, 2058."

Attest:


(Assistant) Secretary

SMITHFIELD SEWER AUTHORITY

By: 
(Vice) Chairman

[AUTHORITY SEAL]