

**BOARD OF COUNTY COMMISSIONERS
FOREST COUNTY, PENNSYLVANIA
ORDINANCE NO.: 1 of 2021**

AN ORDINANCE AUTHORIZING THE BOARD OF COMMISSIONERS OF FOREST COUNTY TO CREATE THE DOUGLAS E. CARLSON LAND TRUST ("TRUST") IN ACHIEVING ITS GOALS AND OBJECTIVES AND ASSISTING THE TRUST WITH PERIODIC LOANS, GRANTS, AND TECHNICAL ASSISTANCE.

UNDER THE AUTHORITY OF THE COUNTY CODE, THE BOARD OF COMMISSIONERS OF FOREST COUNTY DOES HEREBY ENACT AND ORDAIN AS FOLLOWS:

Section 1. Background.

A. Several citizens of the County have volunteered to be founders and initial Directors of a Non-Profit entity to be called the Douglas E. Carlson Land Trust ("Trust"), with the following mission:

"To provide an organization that can serve the needs of Forest County in the preservation, conservation and stewardship of open space including important agriculturally productive lands and natural areas. To assist the Commissioners and the Planning Commission in decisions regarding open space planning and acquisition. To provide assistance to landowners in the County who wish to pursue conservation objectives in their long and short-term plans for their properties. To establish an "Endowment Fund" to provide operating revenue for stewardship and planning activities. To serve as a liaison with conservation and historic preservation organizations and promote the services that they can offer. These include the Natural Lands Trust, Brandywine Conservancy, Brandywine Valley Association and the French and Pickering Creek Conservation Trust. To purchase development rights and to accept lands and conservation easements from donors, including developers that are required to be set aside by subdivision regulation and establish management procedures with homeowners associations. To work with the County staff in efforts to better manage and improve existing open space area and trails."

B. The activities of the Trust, if effectively implemented, will preserve agricultural areas and other natural and historic resources within the County, thereby protecting the health, safety and welfare of the citizens of the County and carrying out the stated public policy of the Commonwealth of Pennsylvania "to conserve and protect agricultural lands as valued natural and ecological resources which provide needed open spaces for clean air, as well as aesthetic purposes."

Section 2. Authorization.

The County Board of Commissioners acknowledges that the support of the Trust is in the best interest of the citizens of Forest County and is expedient and necessary to the proper

care of the County's best interests and for the maintenance of the welfare of the County and its citizens and for the promotion and support of agricultural activities, being a significant part of the commerce and trade of the County; and the Board hereby specifically authorize the following:

A. The County shall hereafter be authorized to enter into such contractual arrangements with the Trust as the Commissioners shall deem to be the County's best interests;

B. The County shall hereafter be authorized to provide financial assistance to the Trust, in the form of annual or special grants and/or in the form of loans, or partly in grants and partly in loans, upon such terms and conditions as the Commissioners shall deem to be in the County's best interests; and

C. The County shall be hereafter authorized to provide technical assistance, professional assistance and/or other services to the Trust at such cost (including at no cost) as the Commissioners shall deem to be in the County's best interests.

Section 3. Effective Date.

This Ordinance shall be effective five (5) days after its enactment

ENACTED AND ORDAINED this 17th day of November, 2021.

**FOREST COUNTY
BOARD OF COMMISSIONERS**

By Mark S. Kingston
Mark S. Kingston, Chairman

By Robert J. Snyder, Jr.
Robert J. Snyder, Jr., Commissioner

By Basil D. Huffman
Basil D. Huffman, Commissioner

Attest:

Lynette Greathouse
Lynette Greathouse, Chief Clerk

THE DOUGLAS E. CARLSON RURAL LAND TRUST
Articles of Incorporation - Domestic Nonprofit Corporation

In compliance with the requirements of 15 Pa.C.S. 5306 (relating to articles of incorporation), the undersigned, desiring to incorporate a nonprofit corporation, hereby states that:

1. The name of the Corporation is: The Douglas E. Carlson Rural Land Trust.
2. The address of this Corporation's initial registered office in the Commonwealth of Pennsylvania is: 526 Elm Street, Box 4, Tionesta, PA 16353, Forest County.
3. The Corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania of 1988 exclusively for the following charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code):
 - (a) To provide for the long-term stewardship of natural and historic resources by the conservation of forests and woodlands, watersheds and waterways, wildlife habitat, agricultural lands and open space, and significant historic sites and structures wholly or in part in Forest County.
 - (b) To protect and enhance scenic natural beauty and cultural landmarks of Forest County.
 - (c) To provide this resource conservation through the acquisition and management of real property and interests in real property, public education, and nonpartisan government involvement.
 - (d) To encourage and develop cooperative working relationships between private and public interests.
 - (e) To educate the public about scientific forest and wildlife management, conservation concepts as wise use of natural resources, and the value of balancing economic and environmental sustainability.
 - (f) To preserve open space for the scenic enjoyment of the general public or pursuant to a clearly delineated governmental conservation policy that will yield a significant benefit;
 - (g) To acquire by gift, purchase or otherwise real or personal property of all kinds, without limitation as to amount or value, and the rights to property, including conservation easements, and to use such property and rights in such a manner as the governing board of the corporation deems appropriate to carry out the purposes set forth herein and subject to the limitations set forth herein.

(h) To engage in other activities directly or indirectly related to, or which may assist in the accomplishment of, such purposes; and

(i) Subject to the limitations set forth in paragraphs b., c., d. and e. of this Article 3, do all other things and acts and exercise all other powers, rights and privileges which a nonprofit corporation may now or hereafter be organized or authorized to do or to exercise under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, or officer of the Corporation, or to any other private person, 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 purposes as set forth in these Articles of Incorporation.
6. The voting members of the Corporation shall be the members of the Board of Directors, all of whom shall be residents or landowners of Forest County, Pennsylvania. There shall be nine (9) Directors, two-thirds of whom shall be appointed by the Forest County Board of Commissioners.
7. The term for which the Corporation is to exist is perpetual.
8. The Corporation is organized upon a nonstock basis.
9. The Corporation is organized pursuant to the Nonprofit Corporation Law of the State of Pennsylvania and shall: have all powers now provided for or which may hereafter be provided by Section 5502 thereof (or the corresponding provision of any future Pennsylvania Nonprofit Corporation Law), and to this effect the Corporation shall be empowered to do all acts and things as from time to time may be necessary or expedient as a means of accomplishing its purpose.
10. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
11. Notwithstanding any other provision set forth in these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding Section of any future Federal Tax Code) or (ii) by a

corporation, contributions to which are deductible under Section 170(c)(Z) of the Internal Revenue Code (or corresponding Section of any future Federal Tax Code).

12. Upon the dissolution of this Corporation the Board of Directors shall, after payment, or making provision for payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code (or the corresponding provisions of any future United State Internal Revenue Law), or to any public governmental entity or entities, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations or to such public governmental entity or entities as such Court shall determine, which are organized and operated exclusively for such purposes.
13. The Corporation shall be managed at all times with policies and practices that provide for equal rights, privileges and opportunities to any person regardless of race, color, religious creed, ancestry, age, sex, national origin, disability, or use of guide or support animals.
14. These Articles of Incorporation may be amended in the manner at the time prescribed by applicable statute(s) and the By-Laws.
15. The name and address of each incorporator is:

Mark S. Kingston, 526 Elm Street, #3, Tionesta, PA 16353
Robert J. Snyder, Jr., 526 Elm Street, #3, Tionesta, PA 16353
Basil D. Huffman, 526 Elm Street, #3, Tionesta, PA 16353

IN TESTIMONY WHEREOF, the undersigned have executed these Articles of Incorporation this 17th day of November, 2021.

Attest:

Lynette Greathouse
Lynette Greathouse, Chief Clerk

Mark S. Kingston
Mark S. Kingston, Chairman

Robert J. Snyder, Jr.
Robert J. Snyder, Jr., Commissioner

Basil D. Huffman
Basil D. Huffman, Commissioner