



Certificate

*I, Ken Hechler, Secretary of State of the
State of West Virginia, hereby certify that*

by the provisions of Chapter 31, Article 1, Sections 27 and 28 of the West Virginia Code, the
Articles of Incorporation of

SUNCREST NEIGHBORHOOD ASSOCIATES, INC.

conform to law and are filed in my office. I therefore declare the organization to be a Corporation
for the purposes set forth in its Articles, with the right of perpetual existence.

Therefore, I hereby issue this

CERTIFICATE OF INCORPORATION

to which I have attached a duplicate original of the Articles of Incorporation



*Given under my hand and the
Great Seal of the State of
West Virginia on this
Tenth _____ day of
September 19 97*

Ken Hechler

Secretary of State

Suncrest Neighborhood Association Bylaws (proposed 5-29-97)

ARTICLE I. INTRODUCTION

1.1 Purpose of the Association: To exchange information about the neighborhood and, where appropriate, take positions on any and all city and county issues as they affect the integrity and quality of life of the Suncrest residential Neighborhood.

1.2 Powers. Except as limited by the Articles of Incorporation or these bylaws, the Corporation shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be granted by the applicable laws of the State of West Virginia.

ARTICLE II. MEMBERS

2.1 Members. Membership is open to all persons, at least 18 years of age, who live in the Suncrest Neighborhood, including and limited to the 4th and 7th wards of the City of Morgantown. Firms and corporations shall always be non-voting members.

2.2 Membership. In order to become a member, a person must attend a minimum of two meetings within a 12-month period or must pay dues as established by the Board of Directors. Membership shall be considered to be terminated by non-payment of dues or failure to attend at least two meetings within a 12-month period.

2.3 Powers and Duties. At every meeting of members, an affirmative majority vote only of those present shall be necessary for the adoption of a motion or resolution and for the termination of all questions and matters which shall come before the meeting. Each member shall have the right to one vote or to abstain from voting on any matter. Members may vote either in person or by proxy appointed by an instrument in writing, signed by such member and filed with the secretary at or before the meeting. Said proxy so appointed shall be a member of the Suncrest Neighborhood Association.

2.4 Expulsion. Any member whose conduct, in the opinion of two-thirds (2/3) of the membership, is detrimental to the welfare of the Suncrest Neighborhood, may be expelled from membership in the Suncrest Neighborhood Association.

ARTICLE III. MEETINGS OF MEMBERS

3.1 Meetings. The meeting of the general membership shall be held on the last Thursday of each month, unless canceled or changed to a different date by the Board of Directors.

3.2 Special Meetings. Special meetings of the members may be called by the Board of Directors at their discretion. Upon the written request of a majority of the voting members, the Board of Directors shall call a special meeting to consider a specific subject. Notice for time and place of any special meeting is to be given in writing, by phone or by advertisement in the paper prior to the meeting. No other business other than the Special Meeting shall be transacted at said meeting.

ARTICLE IV. BOARD OF DIRECTORS

4.1 Composition. The Board of the Corporation shall consist of four officers, as described below in Article V.

4.2 Board Meetings. The Board of Directors shall meet at its discretion.

4.3 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business.

4.3 Procedure. The Board may adopt its own rules of procedure that shall not be inconsistent with the Articles of Incorporation, these By-Laws or applicable law.

4.4 Powers of the Board of Directors. All of the business and affairs of the Corporation shall be managed by the Board in a manner consistent with these By-Laws and other applicable law.

ARTICLE V. OFFICERS

5.1 Officers. The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer, all of whom shall be elected from the General Membership. Only one member from each household shall be eligible to serve on the Board at any given time. Officers elected shall hold term for one (1) year.

5.2 Appointment and Tenure. Nominations for election to the Board shall be made by a nominating committee or from the floor at the General Meeting so designated. All nominees shall meet the membership requirements set forth. All nominees shall be inquired as to their willingness to serve if elected, prior to their name being placed on the ballot.

5.3 Resignation and Removal. Any officer may resign at any time by giving written notice to the President or to the Secretary, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed upon the affirmative vote of two-thirds of the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the officers, so removed. A quorum of the Board of Directors must be present.

5.4 President of the Board of Directors. The President of the Board of Directors shall preside at all meetings of the Board of Directors, General Membership and be a consulting member of all Committees Formed.

5.5 Vice-President of the Board of Directors. The Vice-President of the Board of Directors shall act as President in the absence of the President and when so acting, shall have the power and authority of the President. The Vice-President shall have such other duties as the Board shall from time to time assign to the office.

5.6 Secretary. The Secretary shall send or have sent appropriate notices, and prepare or have prepared an agenda for all meetings of the Board of Directors, shall act as custodian of all records and reports and shall be responsible for keeping a recording of adequate records of all meetings of the Board of Directors.

5.7 Treasurer. The Treasurer shall have charge of all funds of the Corporation. The Treasurer shall see that a true and accurate accounting of all financial transactions of the Corporation is made and that reports of such transactions are presented to the Board of Directors at each of the regular meetings or at special meetings as called. The Treasurer shall pay all orders on the Treasury as set forth in the budget. Budgeted obligations in the amounts ninety- nine (99.00) or less may be paid with one signature (Treasurer). One- Hundred (100) dollars or more requires two signatures (Treasurer/President). All monies must be brought to the attention of the Board at the next meeting.

ARTICLE VI. COMMITTEES

6.1 Additional and Combination. The Board, by resolution adopted by a majority of its Directors, may create one or more committees consisting of at least three persons. If the Board determines that any one or more of the committees should not exist, the Board shall assign the functions of such committee to a new committee or to the Board as a whole.

ARTICLE VII. FISCAL RESPONSIBILITIES

7.1 The Board shall have the authority to receive cash contributions, gifts of materials and free services, endowments and bequests, and investment earning and income from other legitimate sources.

7.2 The Board shall responsibly use all income from all sources or proceeds accruing there from.

ARTICLE VIII. DISSOLUTION

In the event the purposes for which this corporation has been formed no longer require its existence, the corporation shall be dissolved pursuant to its Articles of incorporation and the laws of the state of West Virginia. Its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the tax code, or shall be distributed to the federal government, or to a state or local government for public use.

ARTICLE IX. MERGER

Under no circumstances may this corporation be merged with or purchased by any organization(s) existing for private or public purpose.

ARTICLE X. AMENDMENT

These By-Laws, with the exception of Article X, may be amended by a two thirds (2/3) vote of those Corporation members present at a duly constituted and convened General meeting, provided that the proposed amendments shall have appeared on the agenda of a least two consecutive General meetings. Any amendment to Article X of these By- Laws must be ratified by a two-thirds (2/3) vote of the members of the corporation in addition to the required amendment notice and procedure previously set forth.

SUNCREST NEIGHBORHOOD ASSOCIATION
Morgantown, WV 26505
April 29, 1999

Re: Constitution and By Laws of the Association

At the August 27, 1998, meeting of the Suncrest Neighborhood Association it was recommended and approved that the election of officers for the Association would take place at the September meeting each year rather than the July meeting.

No statement appears in the Constitution and By Laws of the Association designating the date for election of Officers of the Association.

Therefore, please add this addendum to your copy of the Constitution and By Laws.

The election of Officers for the Association shall take place at the regularly scheduled meeting of the Association in September of each year.

A nominating committee shall be appointed in August of each year by the Executive Committee for the purpose of preparing a recommended slate of officers to be voted upon at the September meeting.