COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF REVENUE

AMENDMENT TO ARTICLES OF INCORPORATION OF BELLEFONTE HISTORICAL AND CULTURAL ASSOCIATION, INC.

In accordance with the provisions required under Act 55 of 1997, the Articles of Incorporation of BELLEFONTE HISTORICAL AND CULTURAL ASSOCIATION, INC. is hereby amended to replace Item 12 with the following statement:

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all 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 art, cultural, or historical purposes in Centre County as shall at the time qualify as an exempt organization or organizations under section 501c(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN TESTIMON' WHEREOF, the undersigned officers have signed and sealed these Articles of Amendment this 2 day of 6004.

Notarial Seal Anna Rae King, Notary Public, Bellefonte Boro, Centre County

My Commission Expires Feb. 9, 2006

Member, Pennsylvania Association Of Notaries

Romayne B. Naylor, President

Samuel S. Totor, Arts Administrator