

WRIGHT & REIHNER PC
ATTORNEYS AT LAW

June 8, 2012

Pennsylvania Department of State
Corporation Bureau
P.O. Box 8722
Harrisburg, PA 17105-8722

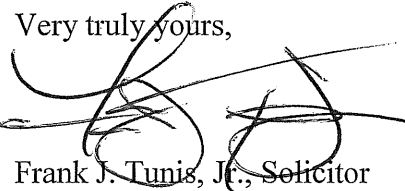
RE: Multi-Purpose Stadium Authority of Lackawanna County

To Whom it May Concern:

Enclosed please find the following documents for filing with the Department of State:

1. Articles of Amendment on behalf of the Multi-Purpose Stadium Authority of Lackawanna County ("Authority");
2. Two (2) copies of a completed Form DSCB: 15-134B (Docketing Statement – Changes);
3. All government approvals in the form of Resolutions from the Board of Commissioners of Lackawanna County (No. 12-0070) and the Authority (No. 1 of 2012);
4. Proof of publication from the Scranton Times and the Lackawanna Jurist; and
5. A check for the filing fee in the amount of \$70.00 made payable to the Department of State.

If you have any questions or need any additional information or documentation in the meantime, please do not hesitate to contact me.

Very truly yours,

Frank J. Tunis, Jr., Solicitor

FJT/vjh

Enclosures.



**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

**Articles of Amendment – Municipal Authority
(53 Pa.C.S. § 5605)**

Entity Number: 866155

Name: Frank J. Tunis, Jr., Esq.

Address: 148 Adams Avenue

City: Scranton

State: PA Zip: 18503

Fee: \$70.00

Filed in the Department of State on

Secretary of the Commonwealth

In compliance with the requirements of 53 Pa.C.S. § 5605 (relating to articles of amendment), the undersigned municipal authority, desiring to amend its articles, hereby states that:

1. The name of the authority is:

The Multi-Purpose Stadium Authority of Lackawanna County (the "Authority")

2. The location of the current registered office of the authority:

Lackawanna County Administration Building, 200 Adams Avenue, Scranton, PA
18503

3. The act under which the authority was formed:

The Municipality Authorities Act of 1945, as amended and supplemented, May 2,
P.L. 382

4. The date when the original articles were approved and filed:

April 25, 1985

5. The proposed amendment was adopted by Resolution No. 1 of 2012 of the Authority members on April 26, 2012 (copy attached), and by the governing authority, the Board of Commissioners of Lackawanna County, by Resolution No. 12-0070, dated May 9, 2012 (copy attached).
6. The amendment adopted by the governing authority is as follows:

The term of existence of the Authority shall be extended to a date not exceeding fifty (50) years from the date of approval of the Articles of Amendment

IN TESTIMONY WHEREOF, the undersigned Authority has caused these Articles of Amendment to be executed by two duly authorized officers, this 8 day of June, 2012.

MULTI-PURPOSE STADIUM
AUTHORITY OF LACKAWANNA
COUNTY

By: _____

[Handwritten Signature]
CHAIRMAN

Title: _____

By: _____

[Handwritten Signature]
SECRETARY

Title: _____

Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:

Revenue Labor & Industry

Other _____

File Code _____ Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (*survivor or new entity if merger or consolidation*):
Multi-Purpose Stadium Authority of Lackawanna County

Entity number, if known: Incorporation/qualification date in PA:

State of Inc: Federal EIN: Specified effective date, if any:

Part II. Check proper box:

Amendment (complete Section A) Merger, Consolidation or Division (complete Section B,C or D)

Consolidation (complete Section C) Division (complete Section D)

Conversion (complete Section A & E) Correction (complete Section A)

Termination (complete Section H) Revival (complete Section G)

Dissolution before Commencement of Business (complete Section F)

Section A – Check box(es) which pertain to changes:

Name: _____

_____ Registered Office: Number & street/RD number & box number City State Zip County

Purpose: _____

Stock (aggregate number of share authorized): _____ Effective date: _____

50 years from approval

Term of Existence: of amendment Other: _____

Section B – Merger Complete Section A if any changes to surviving entity:

Merging Entities are: (*attach sheet for additional merging entities*)

Name: _____ Entity #, if known: _____

Effective date: _____ Inc./qual. date in PA. _____ State of Inc. _____

Name: _____ Entity #, if known: _____

Effective date: _____ Inc./qual. date in PA. _____ State of Inc. _____

Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:

Revenue Labor & Industry

Other _____

File Code _____ Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (*survivor or new entity if merger or consolidation*):

Multi-Purpose Stadium Authority of Lackawanna County

Entity number, if known: 866155 Incorporation/qualification date in PA: 4/25/85

State of Inc: PA Federal EIN: 232367660 Specified effective date, if any: _____

Part II. Check proper box:

Amendment (complete Section A) Merger, Consolidation or Division (complete Section B,C or D)

Consolidation (complete Section C) Division (complete Section D)

Conversion (complete Section A & E) Correction (complete Section A)

Termination (complete Section H) Revival (complete Section G)

Dissolution before Commencement of Business (complete Section F)

Section A – Check box(es) which pertain to changes:

____ Name:

____ Registered Office: Number & street/RD number & box number City State Zip County

____ Purpose:

____ Stock (aggregate number of share authorized): _____ Effective date: _____

50 years from approval

Term of Existence: of amendment Other: _____

Section B – Merger Complete Section A if any changes to surviving entity:

Merging Entities are: (*attach sheet for additional merging entities*)

Name: _____ Entity #, if known: _____

Effective date: _____ Inc./qual. date in PA. _____ State of Inc. _____

Name: _____ Entity #, if known: _____

Effective date: _____ Inc./qual. date in PA. _____ State of Inc. _____

___ **Section C - Consolidation**

Consolidating Entities are: *(attach sheet for additional consolidating entities)*

Name:

Entity #, if known:

Inc./qual. date in PA.

State of Inc.

Name:

Entity #, if known:

Inc./qual. date in PA.

State of Inc.

___ **Section D - Division**

Forming new entity(s) named below: *(attached sheet for additional entities)*

Name:

Entity Number:

Name:

Entity Number:

Check one: ___ Entity named in Part I survives. *(any changes, complete Section A)*

___ Entity named in Part I does not survive.

___ **Section E - Conversion** *(complete Section A)*

Check one: ___ Converted from nonprofit to profit ___ Converted from profit to nonprofit

___ **Section F - Dissolved by Shareholders or Incorporators Before Commencement of Business**

___ **Section G - Statement of Revival** *(complete Section A for any changes to revived entity)*

Entity named in Part I hereby revives its charter or articles which were forfeited by Proclamation or expired.

___ **Section H - Statement of Termination** *(attach sheet for additional entities involved)*

_____ filed in the Department of State on _____ is/are hereby terminated.
(type of filing made) month/date/year hour, if any

If merger, consolidation or division, list all entities involved, other than that listed in Part I:

Name:

Entity number:

Name:

Entity number:



County of Lackawanna

Lackawanna County
Administration Building
200 Adams Avenue
Scranton, Pennsylvania
18503

Certified Copy

Resolution: 12-0070

File Number: 12-0070

Adopting the Proposed Amendment to the Articles of Incorporation for the Multi-Purpose Stadium Authority

RESOLUTION OF THE BOARD OF COMMISSIONERS OF LACKAWANNA COUNTY, PENNSYLVANIA TO ADOPT PROPOSED AMENDMENT TO THE ARTICLES OF INCORPORATION FOR THE MULTI-PURPOSE STADIUM AUTHORITY OF LACKAWANNA COUNTY TO INCREASE ITS TERM OF EXISTENCE TO A DATE NOT EXCEEDING 50 YEARS FROM THE DATE OF APPROVAL OF THE ARTICLES OF AMENDMENT AND TO TAKE ANY AND ALL OTHER ACTIONS RELATED THERETO.

WHEREAS, the Multi-Purpose Stadium Authority of Lackawanna County (hereinafter the "Authority") is a body corporate and politic, incorporated pursuant to an ordinance enacted by the Board of Commissioners of Lackawanna County, Pennsylvania, and is existing under and is governed by provisions of the Municipality Authorities Act, 53 PA. C.S. 5601 et.seq., Act 22 of 2001, effective June 19, 2001, which codifies and amends the Municipality Authorities Act of 1945, as amended and supplemented (hereinafter the "Act");

WHEREAS, by duly adopted Resolution dated April 26, 2012, the Authority proposed to amend its Articles of Incorporation to add a provision to increase its existence to a date not exceeding 50 years from the date of approval of the Articles of Amendment pursuant to the powers vested in it by the Act;

WHEREAS, the Authority submitted the proposed amendment to its Articles of Incorporation to the Board of Commissioners of Lackawanna County, Pennsylvania for adoption in accordance with the applicable provisions of the Act;

NOW THEREFORE BE IT RESOLVED that:

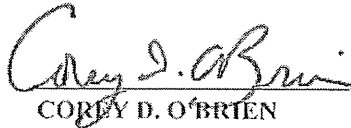
1. The Board of Commissioners of Lackawanna County, Pennsylvania hereby adopts the amendment proposed by the Authority to amend its Articles of Incorporation to add a provision to increase its existence to a date not exceeding 50 years from the date of approval of the Articles of Amendment; and
2. This Resolution shall become effective immediately.

ADOPTED at a regular meeting of the Board of Commissioners of Lackawanna

County held on May 9, 2012.

COUNTY OF LACKAWANNA


JIM WANSACZ

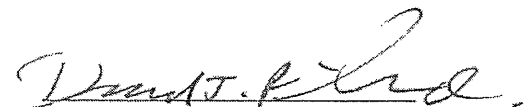

COREY D. O'BRIEN


PATRICK M. O'MALLEY

ATTEST:


MARIA ELKINS
CHIEF OF STAFF

Approved as to form and legality:


DONALD J. FREDERICKSON, ESQUIRE
COUNTY SOLICITOR

RESOLUTION No. 1 of 2012

RESOLUTION OF THE BOARD OF THE MULTI-PURPOSE STADIUM AUTHORITY OF LACKAWANNA COUNTY TO AMEND ARTICLES OF INCORPORATION TO ADD A PROVISION TO INCREASE ITS TERM OF EXISTENCE TO A DATE NOT EXCEEDING 50 YEARS FROM THE DATE OF APPROVAL OF THE ARTICLES OF AMENDMENT AND DIRECTING THAT THE PROPOSED AMENDMENT BE SUBMITTED FOR ADOPTION TO THE BOARD OF COMMISSIONERS OF LACKAWANNA COUNTY, PENNSYLVANIA AND TO TAKE ANY AND ALL OTHER ACTIONS RELATED THERETO.

WHEREAS, the Multi-Purpose Stadium Authority of Lackawanna County (hereinafter the "Authority") is a body corporate and politic, incorporated pursuant to an ordinance enacted by the Board of Commissioners of Lackawanna County, Pennsylvania, and is existing under and is governed by provisions of the Municipality Authorities Act, 53 Pa. C.S. § 5601 et. seq., Act 22 of 2001, effective June 19, 2001, which codifies and amends the Municipality Authorities Act of 1945, as amended and supplemented (hereinafter the "Act");

WHEREAS, the Authority, pursuant to the powers vested in it by the Act, desires to amend its Articles of Incorporation to add a provision to increase its existence to a date not exceeding 50 years from the date of approval of the Articles of Amendment, and further desires to submit that proposed amendment to the Board of Commissioners of Lackawanna County, Pennsylvania for adoption in accordance with the applicable provisions of the Act;

NOW THEREFORE BE IT RESOLVED that:

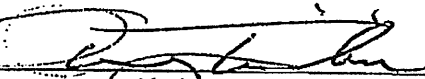
1. The Authority hereby proposes that its Articles of Incorporation shall be amended so as to add a provision to increase its existence to a date not exceeding 50 years from the date of approval of the Articles of Amendment;
2. The Authority hereby directs that the proposed amendment be submitted to the Board of Commissioners of Lackawanna County, Pennsylvania for adoption in accordance with the applicable provisions of the Act;
3. The Authority hereby authorizes and directs its Chairmen to take such actions as may be necessary to carry out the intent and purpose of this Resolution;
4. In the event any provision, section, sentence, clause or part of this Resolution shall be held invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause or part of this

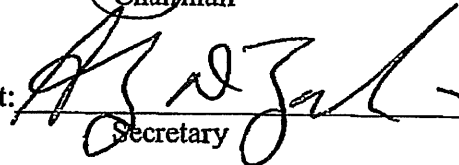
Resolution, it being the intent of this Authority that such remainder shall be and shall remain in full force and effect; and

5. This Resolution shall become effective immediately.

DULY ADOPTED at a special meeting of the Board of Directors of the Authority held on Thursday, April 26, 2012, in lawful session duly assembled.

MULTI-PURPOSE STADIUM AUTHORITY OF
LACKAWANNA COUNTY

By: 
Chairman

Attest: 
Secretary

The Scranton Times (Under act P.L. 877 No 160. July 9, 1976)
Commonwealth of Pennsylvania, County of Lackawanna

MULTI PURPOSE STADIUM AUTHORITY
203 WOODSIDE MANOR
SCRANTON PA 18505

Account # 6152
Order # 80921821
Ad Price: 214.30

Amanda Mead
Being duly sworn according to law deposes and says that she is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid, and that the printed notice or publication hereto attached is exactly as printed in the regular editions of the said newspaper on the following dates:

05/23/2012

Affiant further deposes and says that neither the affiant nor The Scranton Times is interested in the subject matter of the aforesaid notice or advertisement and that all allegations in the foregoing statement as time, place and character or publication are true Amanda Mead

Sworn and subscribed to before me
this 12th day of June A.D., 2012

Sharon Venturi
(Notary Public)

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Sharon Venturi, Notary Public
City of Scranton, Lackawanna County
My Commission Expires Feb. 12, 2014
Member, Pennsylvania Association of Notaries

LEGAL NOTICE

The Multi Purpose Stadium Authority of Lackawanna County, The Authority hereby provides notice of intent to file Articles of Amendment with the Secretary of the Commonwealth of Pennsylvania, pursuant to this notice, the Authority hereby declares as follows:

(1) Name of Authority:
Multi Purpose Stadium Authority of Lackawanna County

(2) The registered office of the Authority:
Lackawanna County Administration Building, 208 Adams Ave, Scranton, PA 18503

(3) Governing Statute:
The Articles of Amendment are to be filed in accordance with Section 5606 of the Municipality Act of 1945, as amended and supplemented, 53 Pa.C.S. 5606

(4) Nature and character of the proposed amendment:
The term of existence of the Authority shall be extended to a date not exceeding fifty years from the date of approval of the Articles of Amendment.

(5) Date when the Articles of Amendment will be filed:
The Articles of Amendment will be filed with the Secretary of the Commonwealth on or before June 8, 2012.



LACKAWANNA BAR ASSOCIATION PAYT

ADVERTISEMENT PAID IN FULL

NOTICE

Please Detach Affidavit if Necessary

Multi-Purpose Stadium Authority of Lackawanna County (the "Authority") hereby provides notice of its intent to file Articles of Amendment with the Secretary of the Commonwealth of Pennsylvania. Pursuant to this notice, the Authority hereby declares as follows

- (1) Name of Authority: Multi-Purpose Stadium Authority of Lackawanna County
(2) The registered office of the Authority: Lackawanna County Administration Building, 200 Adams Ave, Scranton, PA 18503
(3) Governing Statute: The Articles of Amendment are to be filed in accordance with Section 5605 of the Municipality Authorities Act of 1945, as amended and supplemented, 53 Pa.C.S. § 5605
(4) Nature and character of the proposed amendment: The term of existence of the Authority shall be extended to a date not exceeding fifty (50) years from the date of approval of the Articles of Amendment
(5) Time when the Articles of Amendment will be filed:

The Articles of Amendment will be filed with the Secretary of the Commonwealth on or before June 8, 2012

June 1-11

STATE OF PENNSYLVANIA
COUNTY OF LACKAWANNA

Leslie W. Cadden, being duly sworn according to law, deposes and says that he or she is the Executive Assistant to the Lackawanna Bar Association and designated Agent of the owner and publisher of the Lackawanna Jurist, a weekly publication published in the City of Scranton, County of Lackawanna and State aforesaid; that the affiant is not interested in the subject matter of the aforesaid notice or advertisement; that the said Lackawanna Jurist Is an official legal newspaper as defined by Act of Assembly, with its place of business Lackawanna County, Scranton, Pennsylvania; that the Lackawanna Jurist was established in 1899 and the Lackawanna Bar Association is the present owner; that a notice, an exact copy whereof is hereto attached, was published in said Lackawanna Jurist once a week for 1 successive weeks, on the following days 6/1/2012 and that all the allegations in the foregoing statement as to time, place and character of the publication are true.

Sworn and subscribed before me this 6th day of June , 2012.

Handwritten signature of Leslie W. Cadden

Leslie W. Cadden

Handwritten signature of Catherine A. Egan

Notary Public

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Catherine A. Egan, Notary Public
City of Scranton, Lackawanna County
My Commission Expires April 28, 2013
Member, Pennsylvania Association of Notaries