

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:

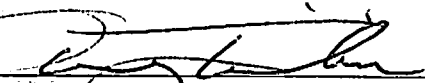
1. The Authority hereby proposes that its Articles of Incorporation shall be amended so as to add a provision to increase its existence to a date not exceeding 50 years from the date of approval of the Articles of Amendment;
2. The Authority hereby directs that the proposed amendment be submitted to 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

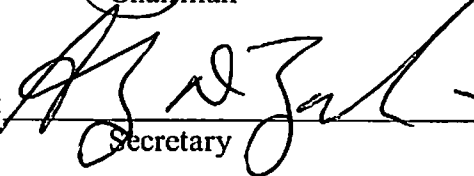
5. This Resolution shall become effective immediately.

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