

**YELLOW BREECHES
WATERSHED ASSOCIATION**

**WAIVER OF NOTICE
ORGANIZATION MEETING OF INCORPORATORS**

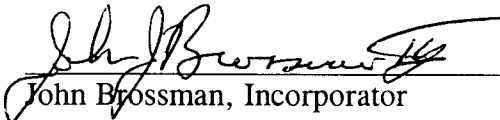
WE, THE UNDERSIGNED, being all of the incorporators of the corporation above named, organized under the laws of the Commonwealth of Pennsylvania, DO HEREBY WAIVE NOTICE of the time, place and purpose of the Organization Meeting of the said incorporators and do fix the 19th day of April at 12 o'clock P.m. as the time and 3211 North Front Street, Harrisburg, Pennsylvania, as the place of the meeting.

And we do hereby waive all the requirements of the statutes of Pennsylvania both as to the notice of this meeting and the publication thereof; and we do consent to the transaction of such business as may come before the meeting.

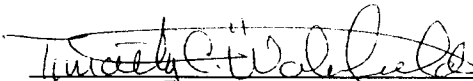
Dated: April 2, 2001



David H. Martineau, Incorporator



John Brossman, Incorporator



Timothy Wakefield, Incorporator