

EXHIBIT E

Mission of Preservation

The Industrial Archives & Library (IAL), a Pennsylvania nonprofit corporation and private operating foundation, was founded with a mission to collect and preserve historical records of American industrial companies for education and research by the public and scholars. While initially the target was biased toward basic or “heavy” industry, the term “industry” can be applicable in many aspects of business to include light industry, manufacturing industries and service industries. Current archival holdings sourced nationwide cover a wide variety of topics. Substantial collections include steelmaking and metallurgy, coal mining, slate and stone quarrying, transportation, including railroads, canals and shipbuilding, steam technology, banking textiles and silk, and the manufacturing of large machine tools. Library holdings include the above and oil, automobile, trolley, trucking and electrical industries and industrialists and executives.

IAL’s Articles of Incorporation (attached at the end hereof as Schedule E-1) governs its mission as well as its requirements to maintain IRC 503 (c)(3) status as a private operating foundation.

Since its establishment in 2015, IAL has seen a significant, steady growth in donated collections, and since the end of the COVID-19 period, plans became focused on expanding IAL’s current facilities to handle the increased growth. An unforeseen opportunity occurred with an inquiry in late 2023 concerning IAL’s potential interest in a larger property in a setting that could accommodate IAL’s projected collection growth needs indefinitely in a campus-like setting (the “Property”). IAL’s acceptance of this extraordinary donation of the Property will over time elevate IAL’s status and make possible in the City of Bethlehem a nationally recognized independent archive for historic industrial records.

In light of the donation of the Property to IAL in April 2024, it became IAL’s objective to secure authority to allow the operation of an “Archives” at the Property, on the north side of Camel’s Hump. IAL first requested that this transition in use be accommodated by Zoning Text Amendment and now is seeking Zoning Variances. Timing is important in that all other archival planning for the Property rest with zoning authorization.

The vision of IAL is to consolidate its operations at the Property as soon as possible, while disposing of other properties that will no longer be needed in order to pay off limited debt and have funds for development.

The Property currently contains two parcels yet one tax identification number: (i) one parcel contains seven structures, half of which were previously used for residential purposes (the “Archives Parcel”); and (ii) the other, mostly wooded land (the “Wooded Parcel”), which will essentially remain as greenspace in its natural state and undisturbed under IAL’s ownership and management. The planned use of the Property is in accord with the City’s Comprehensive Plan, environmental conservation, protection of special features areas (steep slopes) and the ecology of Monocacy Creek by maintaining its irreplaceable recharge area on the mountainside

An important goal of IAL is to retain the look of an estate and agricultural setting to the greatest extent in its present condition and to preserve the restored farm buildings exteriors while accommodating interior modifications to meet the needs of an archives. The growth and future of any archives is always dependent upon adequate space in a climate-controlled environment to conduct its work and to store historic records for posterity.

The proposed uses of the seven existing buildings and the proposed new building are:

Proposed New Building – Archival Operations Center

Gate House – Oral History Program

1927 Tudor Style Main house – Corporate and Administration Headquarters for IAL

1775 Farmhouse – Property Caretaker

Barn #1 – Equipment and Storage

Barn #2 and Stables – Temporary Collections Storage

Piggery House – Conservation Lab and Cold Storage

Apartment – General Use Facility – Collections Receiving

These uses are in the planning stage and could change but will remain within IAL's mission. The proposed new structure will meet archival best practices that would otherwise not be possible over the long-term under existing limitations on the Property.

IAL will conceptualize the design of one new structure (centralized facility) on the Archives Parcel to be the heart of archival operations. It will be designed to match the existing barn structure of the large German-style bank barn that currently exists on the site, as shown on **Exhibit B**, and would house archival activities that would be in harmony with the existing Archives Parcel. Access to the operations would be limited to the public and scholars by "appointment only." Its interior would house all the necessary modern spatial and operational activities that are required for archival best-practices of a professional non-profit corporation of its type. Based upon a study recently conducted by an archival organization that is an expert in the field, the centralized facility would be sized according to the projected demand for continuing growth of the business. On a daily-work basis, it will be occupied almost exclusively by staff, volunteers, and interns. Since it is not a public library, traffic in and out of the facility on a daily routine basis will be extremely limited, essentially to staff. Parking to accommodate staff and the occasional visitor will be located at new building and throughout the Property including on the side of the large German-style bank barn that is least visible from the road.

Because of the nature of archival programming, the impact of vehicular traffic on the local roads will be minimal, as will the demand on utilities. The same care taken for conservation and

preservation of the historical industrial records by the non-profit corporation will be applied to the site itself, recognizing the importance of conservation for the long-term care of the forested land and its positive contribution to the Monocacy Creek to its north. IAL is well-aware of the value of maintaining its recently acquired property once owned by Archibald Johnston, a giant in the manufacturing industry, former President of Bethlehem Steel Company and the first Mayor of Bethlehem. IAL's stewardship of the Property, not only consistent with its mission of preservation, will result in a beautiful complement to the surrounding neighborhood and also a continuing tribute in honor of Mayor Johnson's significance.

Schedule E-1

ARTICLES OF INCORPORATION

Entry #: 4518664
Date Filed: 12/22/2014
Effective Date: 8/19/2015
Carol Achille
Secretary of the Commonwealth

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**
Articles of Incorporation-Nonprofit
(15 Pa.C.S.)

Domestic Nonprofit Corporation (§ 5306)
 Nonprofit Cooperative Corporation (§ 7102(b))

Name: **CT - COUNTER**
Address: _____
City: **9385677 501**

Document will be returned to the
name and address you enter to
the form.

Commonwealth of Pennsylvania
ARTICLES OF INCORPORATION-NON-PROFIT (5 Pages)



Fee: \$125

In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperative corporation, hereby state(s) that:

1. The name of the corporation is:
Industrial Archives & Library

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of record is:
[REDACTED]

(b) Name of Commercial Registered Office Provider:
c/o: _____

3. The corporation is incorporated under the Nonprofit Corporation Law of 1981 for the following purpose or purposes:
See Attached Exhibit A

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

2014 DEC 22 PH 1:40
PA. DEPT. OF STATE

5. Check one of the following:
 The corporation is organized on a non-stock basis.
 Option for Nonprofit Cooperative Corporation Only: The corporation is organized on a stock share basis.

6. *For Nonprofit Corporation Only:*
Strike out if inapplicable: The corporation shall have no members.
Strike out if inapplicable: The corporation shall have a majority of the members of the governing board of directors.
Strike out if inapplicable: The corporation shall have a majority of the members of the governing board of directors.
Strike out if inapplicable: The corporation shall have a majority of the members of the governing board of directors.

7. *For Nonprofit Cooperative Corporation Only:*
Complete and strike out the inapplicable term: The corporation is a cooperative corporation and the common bond of membership among its (members) (shareholders) is _____.

8. The name(s) and address(es) of each incorporator(s) is (are) full incorporator meet sign below:
Name(s)
Joseph F. Kessler, [Redacted]

9. The specified effective date, if any, is:
January 1 2016
month day year hour, if any

10. Additional provisions of the articles, if any, attach on 8 1/2 sheet

IN TESTIMONY WHEREOF, the incorporator(s) have signed these Articles of Incorporation this
16th day of Dec
2016
Joseph F. Kessler, Incorporator
Signature
Signature
Signature

INDUSTRIAL ARCHIVES & LIBRARY

ARTICLES OF INCORPORATION

EXHIBIT A

Paragraph 3. Purpose or Purposes

The following provisions are added to paragraph 3 of the Articles of Incorporation of the Industrial Archives & Library ("Corporation"), which sets forth the Corporation's purpose or purposes, as if they were originally set forth therein:

1. The Corporation is organized and shall be operated exclusively to carry out and conduct tax-exempt purposes enumerated under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or the corresponding provisions of any subsequent tax law of the United States. The Corporation shall collect, preserve and store historic materials relating to America's industrial history and make them available to the public for education and research in furtherance of the Corporation's tax-exempt purposes under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent tax law of the United States.

2. At all times and under all circumstances, the nature of the activities to be conducted, and the purposes to be promoted and carried out by the Corporation shall be exclusively those within the purview of Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent tax law of the United States, consistent with all of the requirements of Section 501(c)(3) of the Code or, the corresponding provisions of any subsequent tax law of the United States.

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its shareholders, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the permissible purpose of the Corporation as set forth above.

4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or a corporation, contributions to which are deductible under Section 170(e)(2) of the Code.

5. Upon the dissolution of the Corporation, the directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the permissible purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt

organization or organizations under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent tax law of the United States, as the directors shall determine. Any assets not so disposed shall be disposed by the Court of Common Pleas of Philadelphia to be used in such manner as in the judgment of the court will best accomplish the purposes for which the Corporation is organized, to be used by such organization for exempt purposes described in Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent tax law of the United States.

6. Notwithstanding any other provision of these articles or any provision of the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, for any year for which the corporation is considered a private foundation for federal tax purposes, the Corporation and the directors and officers of the Corporation:

- (a) Shall distribute for each taxable year such amounts, at such times and in such manner, as not to subject the corporation to tax under section 4942 of the Code;
- (b) Shall not engage in any act of self dealing (as defined in section 4941(d) of the Code);
- (c) Shall not retain any excess business holdings (as defined in section 4943(c) of the Code);
- (d) Shall not make any investment in such manner as to subject the corporation to tax under section 4944 of the Code; and
- (e) Shall not make any taxable expenditure (as defined in section 4945(d) of the Code).

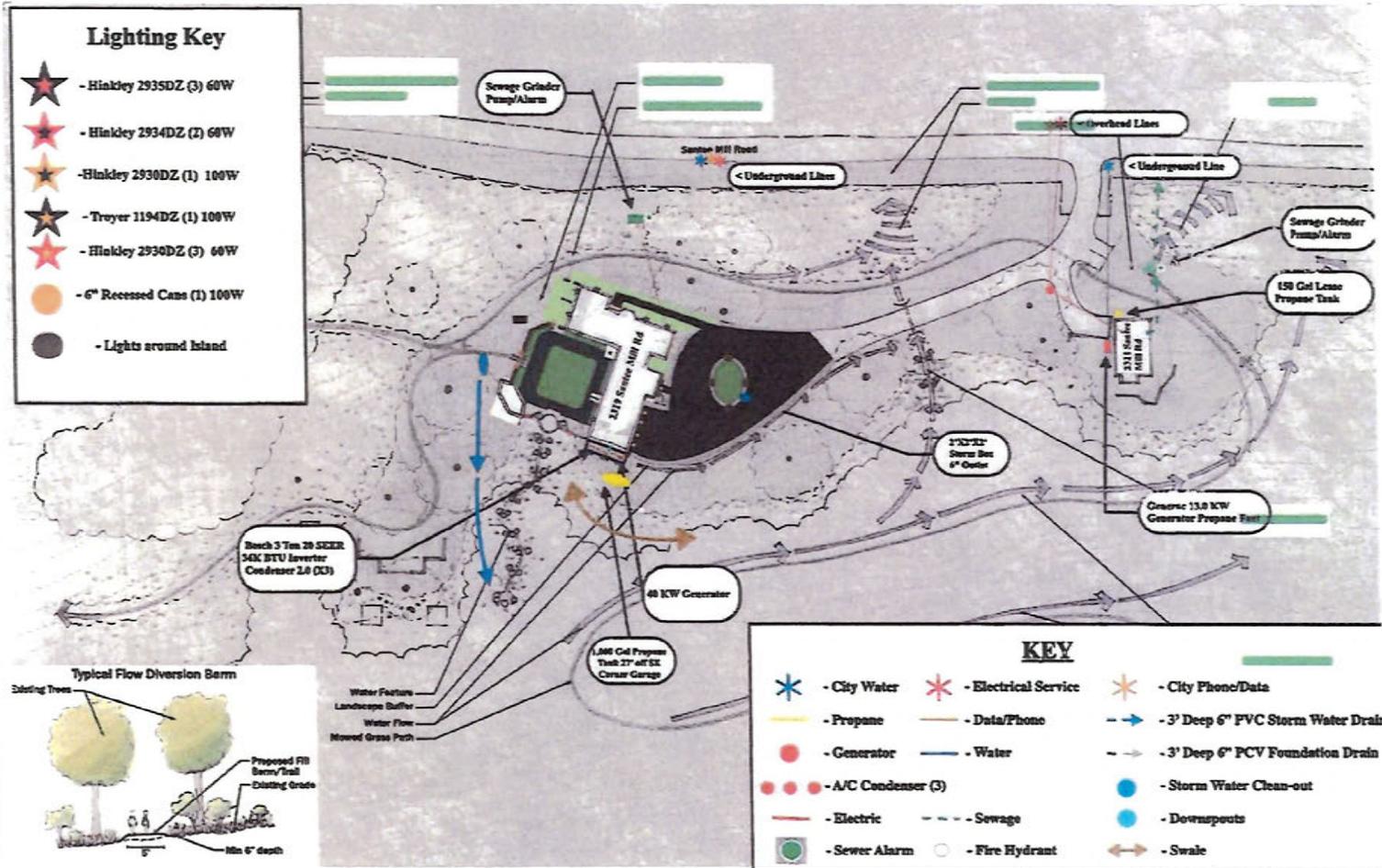


EXHIBIT E-2

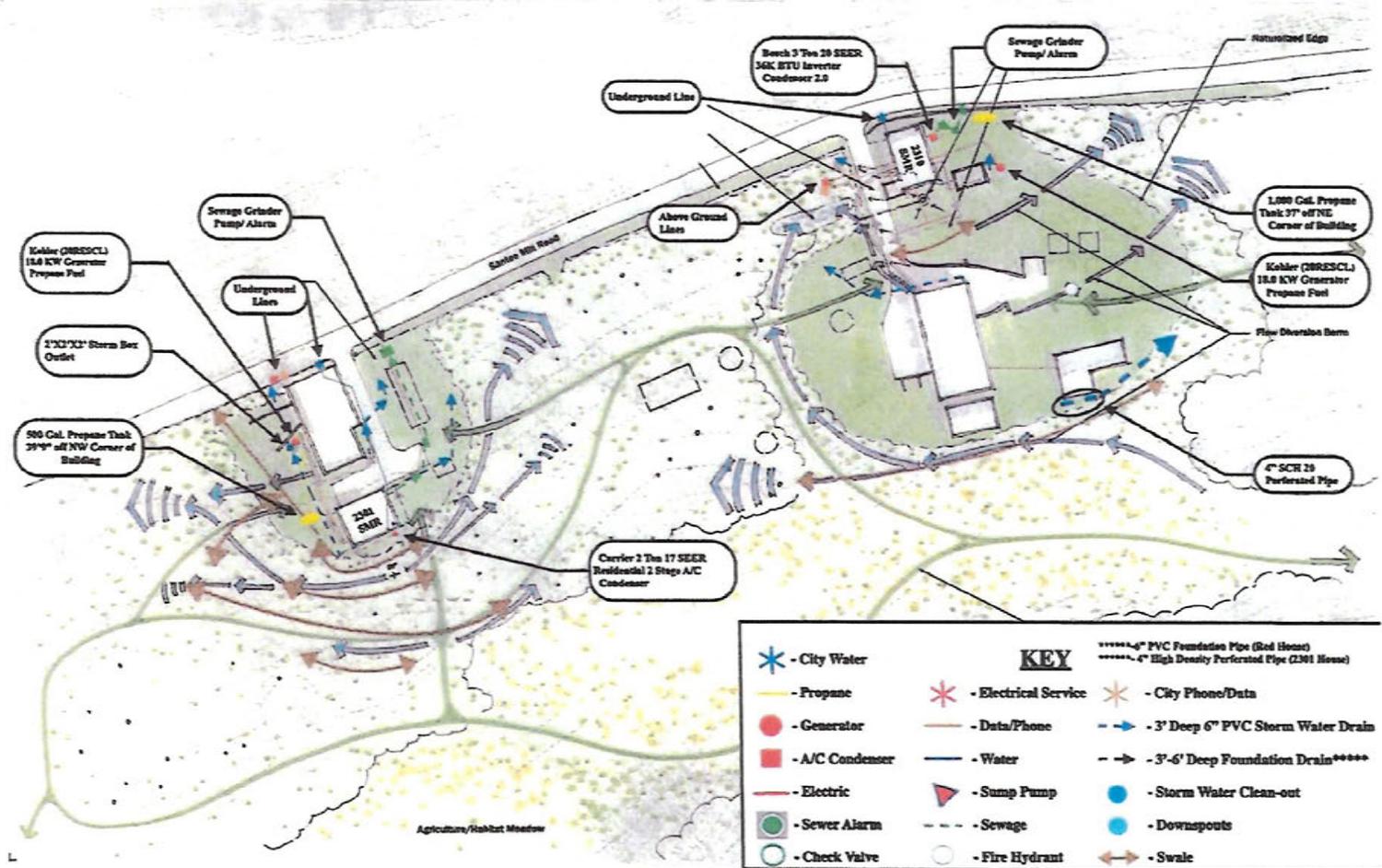


EXHIBIT E-3