

**WATERTOWN FOUNDATION, INC.
WATERTOWN, CONNECTICUT**

MEMORANDUM

DATE: JULY 26, 2010
TO: MEMBERS OF THE WATERTOWN FOUNDATION, INC.
FROM: OFFICERS AND TRUSTEES OF THE WATERTOWN FOUNDATION, INC.
RE: AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND
AMENDED AND RESTATED BY-LAWS

The Articles of Association and the By-Laws of the Watertown Foundation were written in 1925. Various amendments have been endorsed by the members of the Foundation over the years, and it has now become clearly apparent that a complete revision of these documents is overdue.

Therefore, the following Amended and Restated Certificate of Incorporation and the Amended and Restated By-Laws have been accepted by the Board of Directors and are to be presented to the Members of the Foundation for acceptance at the Annual Meeting of Members on October 2010.

Printed copies of the “old” Articles of Association and “old” By-Laws are available to members by contacting the Watertown Foundation office by phone (860 274 4299) or email (wttfoundation@sbcglobal.net). Deletions, insertions and other wordings are underlined, double struck-through, in red, and in blue.

The Officers and Trustees of the Foundation are deeply indebted to Trustee Joseph Kinsella, Esq, and the law firm of Carmody and Torence for their donation of wisdom and time in bringing the founding documents of the Watertown Foundation, Inc. up to date.

**WATERTOWN FOUNDATION, INCORPORATED
WATERTOWN, CONNECTICUT**

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

This Amended and Restated Certificate of Incorporation amends and restates in their entirety the Articles of Association of Watertown Foundation, Incorporated.

The undersigned, Secretary of the Watertown Foundation, Incorporated, a Connecticut nonstock Corporation, hereby certifies as follows for the purposes of amending and restating the existing Articles of Association of the Corporation pursuant to the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes:

FIRST: The name of the Corporation is Watertown Foundation, Incorporated.

SECOND: The Articles of Association of the Corporation were filed with the Secretary of State of the State of Connecticut on December 4, 1925.

THIRD: The Articles of Association are now in full force and effect and are hereby amended and restated. Provisions not amended are only restated by this Amended and Restated Certificate of Incorporation.

FOURTH: This Amended and Restated Certificate of Incorporation was duly approved by the members in the manner required by sections 33-1140 to 33-1147 of the Connecticut General Statutes, and by the Articles of Association.

FIFTH: The Articles of Association are hereby amended and restated to read in their entirety as set forth in Exhibit A attached hereto.

Dated: _____

WATERTOWN FOUNDATION,
INCORPORATED

By: _____
Name:
Its Secretary

EXHIBIT A

**WATERTOWN FOUNDATION, INCORPORATED
WATERTOWN, CONNECTICUT**

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

1. Name. The name of the corporation is WATERTOWN FOUNDATION, INCORPORATED, (the "Corporation") and its location shall be Watertown, Litchfield County, Connecticut.

2. Nonprofit. The Corporation is nonprofit. The Corporation shall not have or issue shares of stock or make distributions to its Members.

3. Purposes. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions (in the form of grants, scholarships, donations or otherwise) to groups and/or organizations that qualify as charitable or tax-exempt under the relevant provisions of the Internal Revenue Code, or the corresponding section of any future federal tax code, and to qualified individuals. More particularly, the purposes for which the Corporation is organized are to receive and maintain a fund or funds and use such fund or funds and the increment and income thereof for charitable, educational, literary, scientific, historical or religious purposes within a radius of fifteen (15) miles of the geographical center of the Town of Watertown. In general, such fund or funds and the increment and income thereof shall be used within the present boundary lines of the Town of Watertown, but if any such funds are hereafter appropriated for use outside the present boundary lines of said Town of Watertown the uses to which such funds are put shall be those which will be of benefit to residents of the Town of Watertown.

In furtherance of the foregoing purposes and activities, but subject to the restrictions of this Amended and Restated Certificate of Incorporation, the Corporation may engage in any lawful act activity for which corporations may be formed under the Connecticut Revised Nonstock Corporation Act, as it may hereafter be amended from time to time (the "Act").

4. Members. The Corporation shall have a single class of members ("Members"), who shall be entitled to vote on all matters that properly come before a meeting of the Members. The number of Members of the Corporation shall be not less than three (3). Additions may be made to the Membership by the Members of the Corporation as provided in the Amended and Restated By-Laws of the Corporation. The Members of the Corporation may remove any Member for cause by a majority of votes cast at a meeting of the Members. Each Member of the Corporation shall be entitled to one vote on each matter coming before the Members, and he/she may vote in person, by mail or by proxy.

(a) All meetings of the Members of the Corporation shall be called in such manner, and held at such time and upon such notice as the Amended and Restated By-Laws of the corporation may provide.

(b) The annual meeting of the Members of the Corporation shall be held at such time and place as the Amended and Restated By-Laws of the Corporation may provide, at which the Trustees and Officers of the Corporation shall make reports, concerning such matters, and in such form and details as the Members of the Corporation or the Amended and Restated By-Laws of the Corporation may direct.

5. Board of Trustees.

(a) All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation managed by or under the direction of, a Board of Trustees, subject to any limitations as set forth in this Amended and Restated Certificate of Incorporation, the Amended and Restated By-Laws of the Corporation, or the Act. The Trustees shall be elected by the Members as provided in the Amended and Restated By-Laws of the Corporation.

(b) Each Trustee shall be elected for a term of five (5) years by a majority of votes cast at an annual or special meeting of the Members of the Corporation and shall serve until his/her successor shall have been elected and qualified. Vacancies in the Board of Trustees shall be filled by the Members of the Corporation by a majority of votes cast at an annual or special meeting.

(c) A Trustee may resign at any time by delivering written notice to the Board of Trustees or the Corporation. A resignation shall be effective when the written notice is delivered unless the written notice specifies a later effective date.

(d) The Board of Trustees may remove one or more of the Trustees with or without cause at any time. A Trustee may be removed by the Board of Trustees only at a meeting called for the purpose of removing the Trustee and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Trustee.

6. Reserved.

7. Limitation of Liability of Trustees to the Corporation.

(a) To the fullest extent that the Act or any other law of the State of Connecticut, as in effect on the date of this Amended and Restated Certificate of Incorporation or as hereafter amended, permits the limitation or elimination of the personal liability of a Trustee of the Corporation to the Corporation, no Trustee shall be liable to the Corporation for monetary damages for breach of duty as a Trustee.

(b) No repeal, modification or amendment of this Section 7 shall adversely affect any right or protection of a Trustee of the Corporation existing at the time of such repeal or modification. Nothing contained in this Section 7 shall be construed to deny to the Trustees of the Corporation the benefit of Section 52-557m of the Connecticut General Statutes as in effect at the time of the violation (or the corresponding provisions of any subsequent statute amending or replacing said statute), if applicable. The provisions of this Section 7 are set forth in this Amended and Restated Certificate of Incorporation pursuant to the authority contained in subdivision (4) of subsection (b) of Section 33-1026 of the Act and are intended to limit the liability of Trustees to the Corporation to the greatest extent now or hereafter permitted under the laws of the State of Connecticut.

8. Indemnification of Trustees and Officers; Prepayment of Expenses.

(a) The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnatee") who was or is made or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is a legal representative, is or was a Trustee or officer of the Corporation, or while a Trustee or officer of the Corporation, is or was serving at the request of the Corporation as a Trustee, trustee, officer, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability (as defined in Section 33-1116 of the Act) and loss suffered by such Indemnatee and all reasonable expenses (including attorneys' fees) incurred by such Indemnatee for any action taken, or any failure to take any action, by the Indemnatee. Notwithstanding the preceding sentence, except as otherwise provided in paragraph (c) of this Section 8, the Corporation shall be required to indemnify an Indemnatee in connection with a Proceeding (or part thereof) commenced by such Indemnatee only if the commencement of such Proceeding (or part thereof) by the Indemnatee was authorized by the Board of Trustees of the Corporation.

(b) Subject to the last sentence of paragraph (a) of this Section 8, the Corporation shall pay the expenses (including reasonable attorneys' fees) incurred by an Indemnatee in defending any Proceeding in advance of its final disposition; provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of (1) a written affirmation of the Indemnatee as required under Section 33-1119 of the Act and (2) an undertaking by the Indemnatee to repay all amounts advanced if it should be ultimately determined that the Indemnatee is not entitled to be indemnified under this Section 8 or otherwise.

(c) Subject to the last sentence of paragraph (a) of this Section 8, if a claim for indemnification or payment of expenses under this Section 8 is not paid in full within sixty (60) days after a written claim therefor by the Indemnatee has been received by the Corporation, the Indemnatee may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action, the Corporation shall have the burden of proving that the Indemnatee is not entitled to the requested indemnification or payment of expenses under applicable law.

(d) The rights conferred on any Indemnitee by this Section 8 shall not be exclusive of any other rights which such Indemnitee may have or hereafter acquire under this Amended and Restated Certificate of Incorporation or any statute, agreement, bylaw, vote of disinterested Trustees or otherwise.

(e) The Corporation's obligation, if any, to indemnify or to advance expenses to any Indemnitee who was or is serving at its request as a Trustee, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Indemnitee may collect as indemnification or advancement of expenses from such other corporation, partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity.

(f) Any repeal or modification of the foregoing provisions of this Section 8 shall not adversely affect any right or protection hereunder of any Indemnitee in respect of any act or omission occurring prior to the time of such repeal or modification.

(g) This Section 8 shall not limit the right of the Corporation, to the extent and in the manner permitted by applicable law, to indemnify and to advance expenses to persons other than Indemnitees when and as authorized by appropriate corporate action. Without limiting the effect of the foregoing sentence, the Corporation may, if specifically authorized by the Board of Trustees of the Corporation, indemnify and advance expenses to any person who is made a party to or is otherwise involved in a proceeding by reason of the fact that he or she, or a person for whom he or she is a legal representative, is or was an employee of the Corporation, or while an employee of the Corporation, is or was serving at the request of the Corporation as a Trustee, trustee, officer, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability (as defined in Section 33-1116 of the Act) and loss suffered by such employee and all reasonable expenses (including attorneys' fees) incurred by such employee for any action taken, or any failure to take any action, by such employee, to the greatest extent permitted by applicable law.

(h) The provisions of this Section 8 are set forth in this Amended and Restated Certificate of Incorporation pursuant to the authority contained in subdivision (5) of subsection (b) of Section 33-1026 of the Act and are intended to expand the scope of, and make obligatory on the Corporation, the indemnification of Trustees and officers of the Corporation to the greatest extent now or hereafter permitted under the laws of the State of Connecticut, and to make permissible for the Corporation the indemnification of employees to the greatest extent permitted by applicable law.

(i) Notwithstanding any other provision of this Section 8, and although the Corporation is, and shall endeavor to preserve its status as, a "public charity", if at any time the Corporation becomes or is a "private foundation," as defined in Section 509 of the Code, the Corporation shall not, during the period it is such a private foundation, indemnify any person if such indemnity or its carrying out will constitute a violation of any provision of Section 33-281(b) of the Connecticut General Statutes or any substantially like provision which may be contained in this Certificate of Incorporation.

9. Funds.

(a) No part of the principal (i.e. the original amount of the gift or contribution) as distinguished from the increment and income (i.e. the amount of interest, dividends or realized appreciation) of any fund owned or controlled by the Corporation shall be expended at any time, for any

purpose, unless that course be required from the donor of the fund, or unless approved by an unanimous vote of the Board of Trustees at a properly convened meeting of the Board of Trustees.

(b) Any impairment of the principal of any fund which is not compulsory by virtue of a provision to that effect, as aforesaid, may be made good by withholding the income from such fund and adding it to the principal until such impairment has been rectified.

(c) The Board of Trustees may enter into an agency, custody, management or revocable trust agreement with any qualified bank, financial institution, investment advisor, or broker-dealer, upon such terms as it shall deem prudent and proper, for the purpose of holding, managing, investing and reinvesting the corporate funds of the Corporation in such securities and other property as may from time to time be lawful for the investment of trust funds in the State of Connecticut, unless a different course be required by the donor of a specific fund.

(d) Although the Corporation is, and shall endeavor to preserve its status as, a "public charity", for any period during which it is a "private foundation," as defined in Section 509 of the Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. Among the activities in which the Corporation shall not engage for any period during which it is such a "private foundation" are: (i) any act of self-dealing (as defined in Section 4941(d) of the Code); (ii) retaining any excess business holdings (as defined in Section 4943(c) of the Code); (iii) making any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (iv) making any taxable expenditures (as defined in Section 4945(d) of the Code).

10. No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Trustees, 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 purposes set forth herein. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under the applicable provisions of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

11. Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more charitable tax-exempt purposes within the meaning of the relevant provisions of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the local government of the Town of Watertown for such purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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 purpose.

12. Charter Members. The following persons are, shall be deemed to be and forever known as Charter Members of this Corporation, and shall so remain until they die or resign:

Mrs. Richard J. Ashworth
Bennett C. Atwood
Mrs. Bertha M. Atwood
Charles W. Atwood
Lester W. Atwood
Merritt W. Atwood
Theodore C. Atwood
Andrew W. Barton
Frank N. Bean
William H Beers
Michael E. Brahen
Frank W. Brodie
Charles B. Buckingham
Mrs. Charles B. Buchingham
Mrs. John Buckingham
Samuel T. Buzzee
Fred G. Camp
Alexander J. Campbell
Leonard R. Carley
Mrs. Leonard R. Carley
Terence F. Carmody
Samuel A. Case
John H. Cassidy
Miss Elizabeth Curtis
Elmer A. Doolittle
Wadsworth C. Doster
Mrs. George A. Driggs
Edwin H. English
Arthur G. Evans
C.A. Hammond-Knowlton
Storrs Hammond-Knowlton
Mildred Hammond-
Knowlton
George A. Harper
B. Havens Heminway
Mrs. B. Havens Heminway
B. Havens Heminway, Jr.
Mrs. B. Havens Heminway, Jr.
Bartow L. Heminway
Marry H. Heminway
Merritt Heminway
Arthur P. Hickcox
F. Percy Hickcox
Frank B. Hickcox
Howard M. Hickcox
Newton B. Hobart
Charles S. Hungerford
Charles W. Jackson
William Judge
Fletcher W. Judson
Eugene H. Lamphier

Charles O. Lawson
George F. Lewis
Theodore Lilley
Adrian V.S. Lindsley
Ernest K. Loveland
Mrs. Fannie E.C. Low
Gerald C. Low
Andrew D. McIntosh
Mrs. Charles B. Mattoon
M. Heminway Merriman
Mrs. M. Heminway Merriman
Sidney B. Morton
William J. Munson
Mrs. William J. Munson
Mrs. Marian Woodward Ottley
Sherman H. Perry
Edward B. Pierpont
S. Kellogg Plume
Edwin G. Reade
Adolph C. Recker
William B. Reynolds
Harley F. Roberts
John L. Scott
Mrs. Ellen Hyde Scovill
Miss Margaret Scovill
Charles Sherwood
Charles Sherwood, Jr.
Curtiss Sherwood
John P. Sherwood
Charles H. Skilton
Pearl J. Skilton
Daniel G. Sullivan
Gordon C. Swift
Horace D. Taft
Harold E. Thompson
Oswald G. Villard
Garfield M. Weld
Eugene W. Wheeler
Karl Winter
David Woodward
Mrs. David Woodward
James B. Woolson.

**WATERTOWN FOUNDATION, INCORPORATED
WATERTOWN, CONNECTICUT**

**AMENDED AND RESTATED
BY-LAWS**

ARTICLE I

OFFICES

The principal office of the Corporation shall be in the Town of Watertown, County of Litchfield, State of Connecticut at such location as the Board of Trustees shall determine from time to time.

ARTICLE II

SEAL

The Corporation seal shall have inscribed thereon the name of the Corporation, the year "1925" and the words "Corporate Seal, Watertown, Connecticut."

ARTICLE III

ELECTION OF ADDITIONAL MEMBERS

Additional Members may be elected at any meeting of the Members of the Corporation. Each person elected as a Member of the Corporation shall be required to contribute not less than \$200 for addition to the invested funds of the Corporation in one payment or installments at the times and in the amounts indicated at the time of his/her election.

ARTICLE IV

MEETINGS OF THE MEMBERS OF THE CORPORATION

4.1 All meetings of the Members of the Corporation shall be held in Watertown, Connecticut.

4.2 The Annual Meeting of the Members shall be held in October or November of each year.

4.3 If the number of Members is more than thirty (30), fifteen (15) Members shall constitute a quorum, and, if thirty (30) or less than thirty (30), a simple majority shall constitute a quorum. The Members present in person or by proxy, shall have power to adjourn the meeting from time to time, without notice, other than an announcement at the meeting, until the requisite number of Members shall be present, or represented by proxy. At such adjourned meeting, at which the requisite number of Members shall be present, or represented by proxy, any business may be transacted which might have transacted at the meeting as originally called.

4.4 All votes for Trustees, and, upon the demand of any Member, the vote upon any question before a Member's meeting, shall be by voice and/or hand vote.

4.5 A written or printed notice of every meeting of the Members, stating the day, hour and place thereof, shall be given by the President or Secretary (or by his/her designee, including any Administrator of the Corporation) to each Member by leaving such notice with him/her or at his/her residence or usual place of business, or by mailing a copy thereof to him at his last known Post Office address at not less than ten (10) nor more than sixty (60) days before the date of each meeting, or by publication in the Town Times or another newspaper of general circulation in the Town of Watertown at least thirty (30) days before the date of each meeting, or by telephone, email, facsimile, or like communication, as the Board of Trustees may determine.

4.6 A full list of the Members entitled to vote at each meeting of the Members, with the residence of each (if known), shall be prepared by the Secretary (or by the Administrator of the Corporation), and available in the principal office of the Corporation or at a place identified in the meeting notice within the Town of Watertown. The list shall be made available at all times during the usual hours of business be open to the examination of any Member, beginning two (2) days after notice of the meeting is given for which the list was prepared and continuing through the date of the meeting.

4.7 The President may, and, upon the written demand of five (5) or more Members shall, call a special meeting of the Members, and cause legal notice thereof to be given. Such demand shall describe the purpose or purposes for which the meeting is to be held. If President does not call such a special meeting within fifteen (15) days after such demand, such Members may call the meeting.

4.8 Whenever, under the requirements of applicable law, or the Amended and Restated Certificate of Incorporation of the Corporation, or these Amended and Restated By-Laws, the Corporation is authorized to take any action, after notice to the Members, or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of such period of time, if such action be authorized and such requirements be waived, in writing by every Member or by his/her attorney thereto authorized.

4.9 For any action that is to be voted upon by the Members, the Board of Trustees may elect to conduct such vote by mail. A vote by mail shall be conducted in the following manner:

(a) The Corporation shall prepare a ballot with such question or questions that shall be put before the Members. The Board of Trustees shall approve the wording of all questions appearing in such ballot. Each ballot shall include: (i) a method to record a vote in favor of, against, or abstention from, each question appearing thereon; (ii) an address to which the ballot must be returned; (iii) instructions that each Member so voting must print and sign the Member's name on the ballot in order for the ballot to be effective; and (iv) a date by which each ballot must be received by the Corporation to be counted.

(b) The Board of Trustees shall fix a date for any vote by mail. The Corporation shall mail to each person who appears in the records of the Corporation as a Member as of the record date for such vote, at the last address of such Member on file with the Corporation.

(c) The vote of Members shall be determined from the total member of Members who actually vote by mail, rather than from the total number of Members entitled so to vote.

(d) A ballot signed as provided in this Section 4.9 shall have the same force and effect as a vote of the Member at a meeting duly held, any may be stated as such in any certificate or document of the Corporation.

ARTICLE V

MEETING OF THE BOARD OF TRUSTEES

5.1 All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation managed by or under the direction of, the Board of Trustees, subject to any limitations set forth in the Amended and Restated Certificate of Incorporation of the Corporation.

5.2 The Board of Trustees shall consist of such number of individuals as the Board of Trustees shall determine by resolution from time to time, which number shall be not less than five (5) nor more than fifteen (15).

5.3 The Trustees may hold their meetings, have one or more offices, and keep the books of the Corporation at the principal office of the Corporation in Watertown, or at such other place as they may from time to time determine.

5.4 Regular meetings of the Board of Trustees shall be held, one or more times per year, at such times and in such places as the Board of Trustees may determine.

5.5 At all meetings of the Board of Trustees, a majority of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present, at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by statute, the Amended and Restated Certificate of Incorporation, or by these Amended and Restated By-Laws.

5.6 Special meetings of the Board of Trustees may be called by the President at his/her discretion.

5.7 Special meetings of the Board of Trustees shall be called by the President or Secretary, on the written request of not less than two (2) Trustees. Such request shall state the purpose or purposes of the proposed meeting.

5.8 A written or printed notice of every meeting of the Board of Trustees, stating the day, hour and place thereof, shall be given by the President, Secretary or Administrator of the Corporation to each Trustee, by leaving such notice with him/her, or at his/her residence or usual place of business, or by mailing a copy thereof to him/her at his/her last known Post Office address, at least five (5) days before such meeting, or by telephone, email, facsimile or like communication at least five (5) days before such meeting.

5.9 The Board of Trustees may permit any or all Trustees to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication, such as conference telephone communication, by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

5.10 Any action required or permitted by the Act to be taken at a meeting of the Board of Trustees may be taken without a meeting if the action is taken by all Trustees. The action shall be evidenced by one or more written consents describing the action taken, signed by each Trustee and included in the minutes or filed with the corporate records of the Corporation reflecting the action taken. Action taken under this Section 5.10 is effective when the last Trustee signs the written consent, unless the written consent specifies a different effective date. A consent signed under this Section 5.10 has the effect of a meeting vote and may be described as such in any certificate or document of the Corporation.

ARTICLE VI

[RESERVED]

ARTICLE VII

OFFICERS

The officers of the Corporation shall consist of a President, Vice President, a Treasurer, and a Secretary. No two of said officers shall be held by the same person. The Board of Trustees shall appoint such officers of the Corporation, and such appointments shall be affirmed by the Members at the annual meeting of the Corporation. The Secretary and the Treasurer of the Corporation need not be Members of the Corporation or members of the Board of Trustees. All such officers shall hold office until the next annual meeting of the Corporation succeeding their election, and until their successors shall have been elected.

ARTICLE VIII

PRESIDENT

8.1 The President shall be the chief executive officer of the Corporation; he/she shall preside at all meetings of the Members of the Corporation and Board of Trustees; he/she shall have general and active management of the business of the Corporation; he/she shall see that all orders and resolutions of the Board of Trustees are executed; SUBJECT, HOWEVER, to the right of the Board of Trustees to delegate any specific powers, except such as may be by statute exclusively conferred on the President, or another officer or officers of the Corporation.

8.2 He/she shall keep in safe custody the seal of the Corporation, and, when authorized by the Board of Trustees, shall execute contracts, bonds, mortgages, releases of mortgages and other instruments, and affix the seal to any instrument requiring the same.

8.3 The President shall be, ex officio, a Member of all Standing Committees of the Board of Trustees.

ARTICLE IX

VICE PRESIDENT

The Vice President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President, and shall perform such other duties as shall be from time to time imposed upon him by the Board of Trustees.

ARTICLE X

SECRETARY

10.1 The Secretary shall attend all meetings of the Members and Board of Trustees, and act as Clerk thereof. The Secretary shall keep as permanent records minutes of all meetings of the Members and Board of Trustees, a record of all actions taken by the Members or Board of Trustees without a meeting, and a record of all actions taken by any committee of the Board of Trustees in place of the Board of Trustees on behalf of the Corporation. The Secretary shall give, or cause to be given by the Administrator of the Corporation, notice of all meetings of the Members and Board of Trustees, and shall perform such other duties as may be prescribed by the Board of Trustees or the President.

10.2 The Secretary shall maintain copies of the following records at the Corporation's principal office: (1) the Corporation's Amended and Restated Certificate of Incorporation and all amendments to it currently in effect; (2) the Corporation's Amended and Restated By-Laws and all amendments to them currently in effect; (3) the minutes of all Members' meetings, if any, and records of all action taken by Members, if any, without a meeting for the past three (3) years; (4) the financial statements of the Corporation prepared for the past three (3) years under Section 33-1241 of the Act; (5) a list of the names and business addresses of its current Trustees and officers; and (6) the Corporation's most recent annual report delivered to the Secretary of the State under Section 33-1243 of the Act. The Board of Trustees may retain the services of an individual to act as the Administrator of the Corporation to assist the Secretary in the performance of his/her duties and responsibilities described in this Article X.

ARTICLE XI

TREASURER

11.1 The Treasurer shall have custody of all the Corporate funds and securities except such as may be placed in the custody of others by action of the Board of Trustees, and shall keep full and accurate accounts of receipts and disbursements, in books belonging to the Corporation, and shall deposit monies and other valuable effects in the name and to the credit of the Corporation, in such depositories as may be designated by the Board of Trustees.

11.2 He/she shall disburse such funds of the Corporation as may be legally ordered by the Board of Trustees, taking proper vouchers for such disbursements and shall render to the Members of the

Corporation, Board of Trustees, or President, whenever requested, an account of his transactions as Treasurer, and of the general condition of the Corporation. The Board of Trustees may retain the services of an individual to act as the Administrator of the Corporation to assist the Treasurer in the performance of his/her duties and responsibilities described in this Article XI.

ARTICLE XII

COMPENSATION

The salaries of all Trustees, Officers and agents of the Corporation (including, without limitation, the duly appointed Administrator of the Corporation) shall be fixed by the Board of Trustees, including reasonable allowance for expenses actually incurred in connection with their duties.

ARTICLE XIII

DELEGATION OF DUTIES OF OFFICERS

In the absence of any officer of the Corporation or for any other reason that the Board of Trustees may deem sufficient, the Board of Trustees may delegate the powers or duties of such officer to any other officer, or to any Trustees for the time being, PROVIDED, HOWEVER, that a majority of the entire Board of Trustees concur therein.

ARTICLE XIV

CHECKS; FISCAL YEAR

14.1 All checks, or demands for money, and notes of the Corporation, shall be signed by such officer or officers as the Board of Trustees may, from time to time, designate.

14.2 The fiscal year of the Corporation shall begin the first day of September.

ARTICLE XV

AMENDMENTS

The Members of the Corporation, by a majority vote of the Members present and absent, may, at any duly called meeting, adopt additional By-Laws, and By-Laws previously adopted may be amended or repealed, but no By-Law shall be adopted, and no existing By-Law shall be amended or repealed unless written notice of such proposed action shall have been given in the call for the meeting at which such adoption, amendment or repeal is to be acted upon; PROVIDED, HOWEVER, that no amendment shall be effective which shall cause the Corporation to lose its status as a Section 501(c)(3) tax-exempt organization.