

**AMENDED AND RESTATED BYLAWS OF
WYNNEFIELD HEIGHTS CIVIC ASSOCIATION**

ARTICLE I

Name

The name of the corporation shall be Wynnefield Heights Civic Association (the “Corporation”).

ARTICLE II

Purposes and Operation

1. Section 1. Purposes. The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (“PaNPCL”). The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The Corporation is incorporated exclusively, and the nature of the activities to be conducted, and the purposes to be promoted or carried out by the Corporation exclusively shall be, for charitable and educational purposes within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States (“Code”). Without limiting the generality of the foregoing, the purposes of the Corporation shall be:

- a. To unite in one local organization community leaders and all persons of voting age who are residents of, or have interests in the community.
- b. To initiate studies and discussions of the problems of the community and to develop recommended solutions of the greatest mutual benefit.
- c. To discuss projects and public improvements which will encourage growth and development of the community and make it a better place in which to live.
- d. To encourage public support which will accomplish the foregoing objectives.
- e. To gather and disseminate information on activities and affairs of general public interest in the community and on the activities of the community.
- f. To apprise governmental agencies and public officials of the views of the Corporation in matters pertaining to the community, and to work with such agencies and officials to realize the goals of the community.
- g. To contact, maintain liaison and unite with civic organizations and associations from adjoining geographic areas in order to discuss and resolve problems of mutual interest and concern.

h. To promote action and interaction by and between the residents and businesses of the community for the purpose of:

(1) A safe community;

(2) A clean and well-maintained community;

(3) A responsible community fostering good neighborhood relationships;

(4) Promoting social welfare and/or lessening neighborhood tensions, combating community deterioration and juvenile delinquency.

i. To instruct the public on subjects useful to the individual and beneficial to the community.

j. To do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania.

k. To do all things which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania and which are not otherwise prohibited by its Articles of Incorporation or these Bylaws.

Section 2. Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 purposes set forth in Article II, Section 1 hereof. Except as may be permitted under the provisions of Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing any candidate. Any other provision of these Bylaws to the contrary notwithstanding, 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 Section 501(a) and Section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170, 2055 and 2522 of the Code. These Bylaws shall not be altered or amended in derogation of the provisions of this Section.

Section 3. Termination. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of 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 purposes. In the event of a sale or dissolution of the Corporation, the surplus funds of the Corporation shall not inure to the benefit of, or be distributable to, its directors, officers, or other private persons.

Section 4. “Private Foundation” Provisions. In the event the Corporation is, or in the future may become, a “private foundation” within the meaning of Section 509 of the Code:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(f) Upon dissolution or termination of the Corporation, it shall comply with the requirements of Section 507(b)(1)(A) of the Code.

Section 5. Offices. The registered office of the Corporation shall be: **c/o Brith Sholom House, 3939 Conshohocken Avenue, Philadelphia, PA 19131**. The Corporation may also have offices at such other places as the Board of Directors of the Corporation (the “Board of Directors”) may from time to time determine.

ARTICLE III

Members

Section 1. Members. Membership of the Corporation shall consist of individuals of legal voting age residing, owning property or doing business in the community defined by Exhibit A, attached hereto, or business proprietorships, partnerships, corporations or other business entities located in the community, that have paid, or have been relieved of the obligation to pay, the dues required by these Bylaws (each, a “Member” and collectively, the “Members”).

Section 2. Dues. Dues of the Corporation shall be assessed annually and shall be payable (i) by October 1st of each year, in the case of persons who were Members during any part of the prior year, or (ii) the date on which a prospective member requests membership in the Corporation. The amount of the dues for the succeeding year shall be set by the Board of

Directors and ratified at a regular meeting of members on or before July 1st of such year. Upon ratification, the dues shall be in effect until amended by the Board of Directors and ratified at a regular meeting of the Members. Dues shall be used for conducting the business of the Corporation. Expenses related to conducting business may include, but are not limited to: expenses for paper, copying, mailing, printing, registrations, and other reasonable expenses.

Section 3. Assignment of Membership. Membership in this corporation is not transferable or assignable.

Section 4. Place of Meetings. All meetings of the Members shall be held at the registered office of the Corporation or at such other place within the Commonwealth of Pennsylvania, as the Board of Directors or the Members may from time to time determine.

Section 5. Annual Meeting. The Annual Meeting of the Members shall be held on the first Saturday in December of each year or such other date as determined by the Board of Directors. If the Annual Meeting shall not be called and held within six months after the designated time, any Members may call such meeting. At the Annual Meeting, the Members shall elect members of the Board of Directors (each a "Director") and transact such other business as may properly be brought before the meeting.

Section 6. Special Meetings. Special Meetings of the Members may be called at any time by the President, or the Board of Directors, or Members entitled to cast at least ten percent of the votes which all Members are entitled to cast at the particular meeting. At any time upon written request of any person(s) who has called a Special Meeting, it shall be the duty of the Recording Secretary or the Corresponding Secretary to fix the time of the meetings which shall be held not more than sixty days after the receipt of the request. If the Recording Secretary or Corresponding Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so. Business transacted at special meetings shall be confined to the objects stated in the call and the matters germane thereto.

Section 7. Meeting Notices. Written notice of every meeting of the Members, stating the time, place, and the general nature of the business to be transacted, shall be given by the Recording Secretary or Corresponding Secretary to each Member of record entitled to vote at the meeting, at least seven days prior to the day named for the meeting. If the Recording Secretary or Corresponding Secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so.

Section 8. Quorum. A meeting of Members duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of twenty-five percent of the membership entitled to vote shall constitute a quorum at all meetings of the Members for the transaction of business. The Members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 9. Voting. Each Member shall be entitled to one vote. Upon request of a Member, the book or records of membership shall be produced at any meeting of the Corporation. If at any meeting the right of a person to vote is challenged, the presiding officer of such meeting shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to vote shall cease on the termination of his or her membership.

Section 10. Ballots. Voting may be by ballot or any reasonable means determined by the Board of Directors.

Section 11. Judges of Elections. In advance of any meeting of the Members, the Board of Directors may appoint judges of election, who need not be Members, to act at such meeting. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any Member shall, make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as a judge.

Section 12. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of the Directors, may suspend or expel a Member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any Member who becomes ineligible for membership, or suspend or expel any Member who shall be in default in the payment of any dues or assessments.

Section 13. Reinstatement of Membership. Upon written request signed by a former Member and filed with the Recording Secretary or Corresponding Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the current Directors, reinstate such former Member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE IV

Directors

Section 1. Number and Qualification. The business and affairs of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not proscribed by statute, by the articles of incorporation, or by these Bylaws. The Board of Directors in managing the business and affairs of the Corporation shall at all times aspire to act in the best interests of all of the neighborhood blocks and businesses in the Wynnefield Heights community, to the extent such interests are not proscribed by statute, by the articles of incorporation, or by these Bylaws. There shall be not less than three (3) and not more than twenty (20) Directors, as the Board of Directors may determine. Directors shall be natural persons of full age. In furtherance, and not in limitation, of the foregoing:

(a) The Board of Directors shall have the power to make grants to any organization organized and operated exclusively for those purposes set forth in Section 501(c)(3) of the Internal Revenue Code;

(b) The Board of Directors shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the Board approves the request, shall authorize payment of such funds to the approved grantee;

(c) The Board of Directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board;

(d) The Board of Directors may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all purposes for which funds are requested; and

(e) After the Board of Directors has approved a grant to another organization for a specific project or purpose, the Corporation may solicit funds for the grant to be used for the specifically approved project or purpose of the other organization.

Notwithstanding the foregoing, the Board of Directors shall at all times have the right to withdraw approval of the grant and use the funds for other purposes set forth in Section 501(c)(3) of the Internal Revenue Code.

Section 2. Compensation. The Board of Directors may, by resolution, fix the compensation of Directors for their services as Directors.

Section 3. Election of Directors; Term of Directors. Each Director elected at the annual meeting of the Members shall serve for a term of two years and shall be eligible to serve as a Director for no more than two (2) consecutive terms. Each Director shall serve until her or his successor is elected and qualified.

Section 4. Vacancies. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors constituting the whole Board, shall be elected by a majority of the remaining Directors. Such Directors shall serve for the unexpired term of the Director who caused such a vacancy on the Board of Directors or in the case of a Director elected as a result of an increase in the number of Directors constituting the whole Board, such Directors shall serve until the next annual meeting of the Members. Directors shall give thirty (30) days written notice to the President or the Recording Secretary of intent to resign their position.

Section 5. Removal. Any Director may be removed from office pursuant to the provisions of Section 5726 of the PaNPCL and any amendments thereto. Within one (1) calendar year, **non-attendance of three (3) consecutive meetings** without notice to the Recording Secretary or the President, or **non-attendance at five (5) meetings**, with or without

notice to the Recording Secretary or the President, shall be cause for removal as described in Section 5726 of the PaNPCL and any amendments thereto.

Section 6. Liability of Directors.

(a) No person who is or was a Director shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Director unless:

(i) the Director has breached or failed to perform the duties of her or his office as set forth in appropriate sections of the PaNPCL; and

(ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) This provision of the Bylaws shall not apply to:

(i) the responsibility or liability of a Director pursuant to any criminal statute; or

(ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

(c) If the PaNPCL hereafter is amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended PaNPCL.

Section 7. Additional Duties.

(a) The Board of Directors shall publish and distribute an annual report of the Corporation to the Members which shall include financial and other information updating the progress of the Corporation and its activities in the Wynnefield Heights community.

(b) Individual Directors shall seek input from the residents and businesses of Wynnefield Heights on issues or plans up for vote. All opinions and suggestions brought to Directors shall be presented to the Board of Directors regardless of Director's biases.

ARTICLE V

Directors' Meetings

Section 1. Conduct of Meetings. Unless otherwise a designee is chosen by resolution of the Board of Directors, the President shall preside as the chair at all meetings of the Board of Directors and the Recording Secretary shall keep minutes and report to the Board of Directors at its next regular meeting or when required.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be determined from time to time, by resolution of the Board of Directors. Notice of each regular meeting of the Board of Directors shall specify the date, place and hour of the meeting and shall be given to each Director at least 24 hours before the meeting either personally, by mail, telegram, telecopier or electronic mail.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the President on twenty-four (24) hours notice to each Director, either personally, by mail, telegram, telecopier or electronic mail.. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of a majority of the Directors. Notice of a special meeting of the Board of Directors shall specify the date, place and hour of the meeting. Unless required by statute or these Bylaws, the notice need not state the nature of the business to be conducted at the special meeting.

Section 4. Quorum. At least one half (1/2) of the persons entitled to vote at any meeting of the Board of Directors shall constitute a quorum for the transaction of business at that meeting, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. Each Director shall be entitled to one vote.

Section 5. Informal Action by Directors. Any action which may be taken at a meeting of the Directors may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of the Directors and shall be filed with the Secretary of the Corporation.

Section 6. Informal Meetings. Directors shall meet personally with residents of Wynnefield Heights when necessary to further the purposes of the Corporation stated in these Bylaws.

ARTICLE VI

Committees

Section 1. Executive Committee.

(a) The Board of Directors may, by resolution adopted by a majority of the whole Board of Directors, establish an Executive Committee of the Board of Directors consisting of not fewer than three (3) nor more than five (5) Directors who shall be chosen by the Board of Directors at its reorganizational meeting. Each member of the Executive Committee shall serve until her or his successor is chosen at the next reorganizational meeting of the Board of Directors. The President shall be an ex officio member of the Executive Committee with the right to vote.

(b) The Executive Committee shall have and exercise the powers of the Board of Directors when the Board of Directors is not in session, except that the Executive Committee shall not have any power or authority as to the following: (i) the submission to members of any action requiring approval of the members under the appropriate sections of the PaNPCL; (ii) the creation or filling of vacancies on the Board of Directors; (iii) the adoption, amendment or repeal of these Bylaws; (iv) the amendment or repeal of any resolution of the Board of Directors that by its terms is amendable or repealable only by the Board of Directors; (v) action on matters committed by these Bylaws or resolution of the Board of Directors to another committee of the Board.

Section 2. Other Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the whole Board, establish one or more other committees of the Board of Directors, each such committee to consist of one or more of the Directors. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee to the extent provided in such resolution or in these Bylaws, shall have and exercise the authority of the Board of Directors in the management of the business and affairs of the Corporation. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member of such committee or committees.

Section 3. Committee Meetings.

(a) The Executive Committee and any other committees (collectively the "Committees") shall hold meetings as necessary or desirable for the purpose of transacting such business as may properly come before the meeting. The Secretary shall keep minutes at all meetings of the Committees and report to the Board of Directors at its next regular meeting or when required.

(b) Regular meetings of the Committees shall be held at such time and place as shall be determined from time to time, by resolution of the Committees. Notices of regular meetings of the Committees shall specify the date, place and hour of the meetings and shall be given to each member at least 24 hours before the meetings either personally or by mail or telegram.

(c) Special meetings of the Committees may be called by the President on 24 hours notice to each member, either personally, by mail, telegram, telecopier or electronic mail. Special meetings shall be called by the President or by a chairperson of the Committee (who shall be chosen by the Board of Directors) in like manner and on like notice on the written request of two (2) members. Notices of special meetings of the Committees shall specify the date, place and hour of the meetings. Unless required by statute or these Bylaws, the notices need not state the nature of the business to be conducted at the special meetings.

(d) At least a majority of the persons entitled to vote at meetings of the Committees shall constitute a quorum for the transaction of business, and the acts of a majority of the members present at meetings at which a quorum is present shall be the acts of the Committees.

ARTICLE VII

Officers

Section 1. Qualification and Election. The officers of the Corporation shall be elected by the Board of Directors and shall include a President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer. The President and the Recording Secretary shall be natural persons of full age. The Treasurer may be a corporation but, if the Treasurer is a natural person, the Treasurer shall be a person of full age. Any number of offices may be held by the same persons, except the President, Treasurer and the Recording Secretary must be different persons. Officers may also be Directors, but need not be. All Officers shall be dues-paying Members or otherwise exempt from paying the dues required by these bylaws.

Section 2. Term. The officers of the Corporation shall hold office for up to four (4) consecutive years or until their successors are chosen and qualified. No officer or former officer who has held a specific office for at least three (3) of the last five (5) years may be elected or appointed by the Board of Directors to that same office less than one (1) year after the date such officer was terminated from such an office. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

Section 3. President. The President shall have general and active management of the Corporation, shall preside as the chair at all meetings of the Board of Directors and the Committees, shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall perform such other duties as the Board of Directors may from time to time assign to her or him. The President shall have sufficiently broad authority to enable her or him to carry out her or his responsibilities and she or he shall act as the duly authorized representative of the Corporation whenever appropriate.

Section 4. Vice-President. The Vice-President shall assist the President in the discharge of his or her duties. The Vice-President shall, in absence of the President, have general and active management of the Corporation and shall preside as the chair at all meetings of the Board of Directors and the Committees. In the absence of the President, the Vice-President shall see that all orders and resolutions of the Board of Directors are carried into effect,

and shall perform such other duties as the Board of Directors may from time to time assign to her or him.

Section 5. Recording Secretary. The Recording Secretary shall satisfy all obligations of a “Secretary” under the PaNPCL and shall be considered the “Secretary” of the Corporation for all purposes under the PaNPCL. The Recording Secretary shall attend all sessions of the Board of Directors and the Committees and shall record all the votes and the minutes thereof in a book to be kept for that purpose. She or he shall give, or cause to be given, notice of all meetings of the Board of Directors and the Committees, and shall perform such other duties as may be prescribed by the Board of Directors, the Committees or by the President under whose supervision she or he shall be. She or he shall keep in safe custody the corporate seal of the Corporation, if any, and, when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by her or his signature or by the signature of the Treasurer, Corresponding Secretary or an Assistant Secretary, if any.

Section 6. Corresponding Secretary. The Corresponding Secretary shall attend all sessions of the Board of Directors and the Committees. The Corresponding Secretary shall, in the absence of the Recording Secretary, shall perform all of the duties and shall be responsible for all of the obligations of the Recording Secretary at all meetings of the Board of Directors, the Committees or otherwise. The Corresponding Secretary shall maintain a list of the Board of Directors and the Members. The Corresponding Secretary shall prepare correspondence as directed by the Board of Directors or the Committees and read important correspondence or summaries of such correspondence at such meetings.

Section 7. Treasurer. The Treasurer shall have the custody of the corporate funds and shall (i) keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, (ii) prepare an annual budget for the Corporation, (ii) prepare annual tax filing for the Corporation (if necessary), (ii) prepare annual financial statements for the Corporation and (iv) deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the Board of Directors.

Section 8. Compensation. The compensation of the officers elected by the Board of Directors shall be fixed from time to time by the Board of Directors or by such officer as may be designated by resolution of the Board of Directors.

ARTICLE VIII

Administration

Section 1. Other Officers. The Board may provide for and designate such other officers and assistant officers, including vice presidents, assistant secretaries and assistant treasurers as the needs of the Corporation may require. These officers shall hold their offices for such terms and shall have such authority and perform such duties as, from time to time, shall be specified by the Board.

Section 2. Employees. The Corporation may retain or employ and compensate such employees and independent contractors, professional or otherwise, as may be deemed necessary to carry out the purposes of the Corporation.

ARTICLE IX

Indemnification

Section 1. Terms. The Corporation shall indemnify, to the extent permitted under the PaNPCL, any person who was or is a party (other than a party plaintiff suing on her or his own behalf or in the right of the Corporation), or who is threatened to be made such a party, to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the Corporation) by reason of the fact that she or he is or was a director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer or employee of another domestic or foreign corporation, for-profit or not-for-profit, partnership, joint venture, trust or other enterprise (such person being herein called an “Indemnified Person”), against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her or him in connection with such action or proceeding (herein called collectively the “Indemnified Liabilities”), unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness of the Indemnified Person.

In addition, the Corporation shall indemnify any Indemnified Person against the Indemnified Liabilities to the full extent otherwise authorized by Pennsylvania law, including, without limitation, the indemnification permitted by Section 5741 et seq. of the PaNPCL.

Section 2. Powers. The Corporation shall have the power to indemnify any person who is or was an agent of the Corporation, or is or was serving at the request of the Corporation as an agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her or him by reason of her or his services on behalf of the Corporation, except as prohibited by law.

Section 3. Ability to Advance Expenses. Expenses incurred by an officer, director, employee or agent in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such action or proceeding, as authorized in the manner provided in Section 4 of this Article, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that she or he is not entitled to be indemnified by the Corporation as authorized in this Article.

Section 4. Determination of Indemnification and Advancement of Expenses.

(a) Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the Corporation unless a determination is reasonably and

promptly made that indemnification of the director, officer or employee is not proper in the circumstances because she or he has not satisfied the terms set forth in Section 1.

(b) Expenses shall be advanced by the Corporation to a director, officer or employee upon a determination that such person is an Indemnified Person as defined in Section 1 of this Article and has satisfied the terms set forth in Section 3 of this Article.

(c) Any indemnification under Section 2 of this Article or advancement of expenses to an agent under Section 3 of this Article (unless ordered by a court) may be made upon a determination that the agent has satisfied the terms of Section 2 or 3, as applicable, and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity or advancement of expenses.

(d) All determinations under this Section 4 shall be made:

(1) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action or proceeding; or

(2) If such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in written opinion; or

(3) By such other body as may be provided in these Bylaws.

Section 5. Other Rights of Indemnified Person. The indemnification and advancement of expenses provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in her or his official capacity and as to action in another capacity while holding such office.

Section 6. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another domestic or foreign corporation, for-profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against her or him and incurred by her or him in any such capacity, or arising out of her or his status as such, whether or not the Corporation would have the power to indemnify her or him against such liability under the provisions of this Article IX.

ARTICLE X

Miscellaneous

Section 1. Contracts. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted

by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.

Section 2. Depository for Corporate Funds. The funds of the Corporation shall be deposited in its name in a depository or depositories designated by the Board of Directors. All checks, demands for money and notes for the Corporation shall be signed by such officer or officers as the Board of Directors may, from time to time, designate.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be from January 1st until December 31st of each year.

Section 4. Seal. The seal of the Corporation shall set forth the name of the Corporation, the year of its organization and the words "Corporate Seal." Except as otherwise required by statute, the affixation of the corporate seal shall not be necessary to the valid execution, assignment or endorsement by the Corporation.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 6. Waiver of Notice. Whenever any notice of any meeting is required as aforesaid, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 7. Meetings Involving Telephone. One or more Directors or members of the Committees may participate in a meeting of the Board of Directors or the Committees by means of conference telephone or similar communications equipment, whereby all persons participating in the call can hear each other. Providing all notice requirements for holding the meeting involved have been met, action may be taken at such a telephone meeting to the same extent and in the same manner as if all persons participating were physically present at the same location.

Section 8. Adjournment. If any meeting of the Board of Directors or the Committees cannot be organized because less than a quorum of the persons involved is in attendance, those persons in attendance may adjourn the meeting to such time and place as they may determine and it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted, other than the announcement to the meeting at which such adjournment is taken.

Section 9. Amendment of Bylaws. These Bylaws may be altered, amended or repealed by a majority vote of the Board of Directors at any Regular or Special Meeting, duly convened after due notice to the Directors of that purpose.

Section 10. Conflict of Interest Policy. The Corporation shall adopt a conflict of interest policy as, from time to time, shall be specified by the Board of Directors.

Section 11. Financial Report to the Members. The Board of Directors shall present annually to the members of the Corporation a report, the contents of which are prescribed in Section 5553(a) of the PaNPCL, a copy of which report shall be filed with the books and records of the Corporation.

A handwritten signature in black ink, appearing to read "Paul P..." with a long horizontal flourish extending to the right.

President

EXHIBIT A

Wynnefield Heights is a neighborhood within the City of Philadelphia encompassed by the following boundaries: from the intersection of Interstate 76 and City Avenue, south on City Avenue to Belmont Avenue; south on Belmont Avenue to Edgely Drive; east on Edgely Drive until it terminates; east beyond Edgely drive, following the edge of Fairmount Park to Ford Road; across Ford Road, following the edge of Fairmount Park in a north-easterly direction to Falls Road; north on Falls Road to Interstate 76; west on Interstate 76 to City Avenue.