

RESOLUTION

THIS RESOLUTION, dated this 6th day of May, 2015, by the Board of Directors (the "Board") of the Fleetwood Rotary Charitable Foundation (the "Corporation").

W I T N E S S E T H:

WHEREAS, the Corporation was incorporated by Articles of Incorporation (the "Articles") filed with the Pennsylvania Corporation Bureau on August 5, 2004 and the Board adopted bylaws for the Corporation on August 5, 2004 (as amended, the "Bylaws");

WHEREAS, the Corporation was incorporated by members of the Fleetwood Rotary Club (the "Club") as a nonprofit corporation to support the charitable goals of the Club through fundraising and contributions to nonprofit organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") which are or could be beneficiaries of the Club from time to time;

WHEREAS, the Board desires that the Corporation be covered by general liability and directors' and officers' practices liability insurance provided through Rotary International ("RI") of which the Club is a division;

WHEREAS, according to RI, to be insured under the RI program provided through PPH National Insurance Co., a "Rotary Club Foundation" must be (1) created by formal decision of a Rotary Club (the "Organizing Club"), (2) have all of its principals, officers and board members be dues-paying members of the Organizing Club, (3) subject to appointment and removal of its directors by the Organizing Club, (4) tax-exempt under Section 501(c)(3) of the Code, and (5) operate with the purpose of supporting the goals of the Organizing Club through fundraising and contributions to nonprofit organizations or individuals in need;

WHEREAS, the Bylaws do not completely reflect the relationship of the Corporation to the Club as do exist and as should adhere to the forgoing five points for insurability articulated by RI (the "First Amendments");

WHEREAS, pursuant to Section 10.01 of the Bylaws, unless otherwise provided in the Bylaws or the Articles, the Bylaws may not be amended "without the express written approval of at least 75% of the Corporation's entire board of directors at any regular or special meeting";

WHEREAS, the directors of the Corporation on the date hereof are Roger Barr, Frank Brown, Rosemarie Reinert, Ronald Frey, James Long and William Thomas (ex-officio as President of the Club); and

WHEREAS, the Board has decided, after thorough review and discussion at a special meeting duly assembled, that is necessary and appropriate to adopt the First Amendments.

NOW, THEREFORE, BE IT RESOLVED and it is hereby **RESOLVED** by the Board of the Fleetwood Rotary Charitable Foundation as follows:

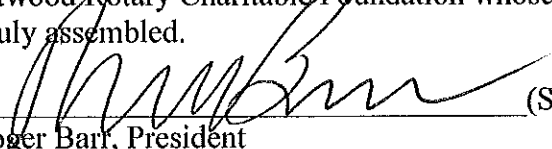
1. The First Amendments consisting of additions in the form of underlined language and deletions in the form of stricken language to the Bylaws attached to this Resolution as Exhibit "A" together with the remaining language are hereby adopted as the Amended and Restated Bylaws of the Corporation;

2. The Bylaws as amended and restated hereby with the First Amendments shall be printed and circulated (without printers' marks showing additions and deletions) and shall be the official form of the Amended and Restated Bylaws; and


3. The Corporation recognizes that it was created by a formal decision of the Fleetwood Rotary Club.

4. The officers of the Corporation are hereby authorized, empowered and directed to take such actions as may be necessary to effect the foregoing resolutions.

ADOPTED AND APPROVED this 6th day of May, 2015 by approval of at least 75% of the members the Board of Directors of the Fleetwood Rotary Charitable Foundation whose signatures appear below, at a regular meeting duly assembled.



Roger Barr, President (SEAL)

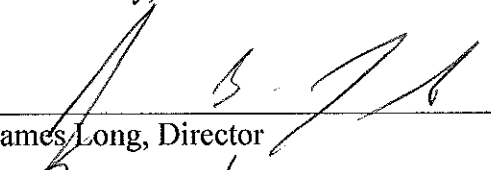


Frank Brown, Secretary (SEAL)

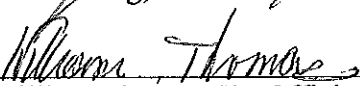


Rosemarie Reimert, Treasurer (SEAL)

Ronald Frey, Director (SEAL)



James Long, Director (SEAL)



William Thomas, Ex-Officio (SEAL)

I, FRANK BROWN, Secretary of the Fleetwood Rotary Charitable Foundation do hereby certify that the foregoing is a true and correct copy of the Resolution of the Board of Directors of the Fleetwood Rotary Charitable Foundation adopted by at least 75% of the members of its Board of Directors at a duly assembled regular meeting on May 6, 2015.

Frank Brown (SEAL)
Frank Brown, Secretary

Bylaws with First Amendments (Amended and Restated Bylaws)

Exhibit "A"

AMENDED AND RESTATED BYLAWS
OF
FLEETWOOD ROTARY CHARITABLE FOUNDATION

(a Pennsylvania nonprofit corporation)

ARTICLE I

PURPOSE

Fleetwood Rotary Charitable Foundation (the "Corporation") is incorporated under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, as amended (the "NCL"), for the purpose of establishing a charitable and benevolent organization to engage in and do any lawful act concerning any and all lawful business for which corporations may be incorporated under the NCL. In addition to the purposes set forth in the Articles of Incorporation of the Corporation (the "Articles"), the Corporation shall support the charitable goals of the Fleetwood Rotary Club (the "Club") through fundraising and contributions to nonprofit organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") which are or could be the beneficiaries of the Club from time to time.

ARTICLE II

OFFICES AND FISCAL YEAR

Section 2.01. REGISTERED OFFICE. The registered office of the Corporation in Pennsylvania shall be 6 Willow Street Industrial Park, Fleetwood, Pennsylvania 19522 until otherwise established by an amendment of the Articles of Incorporation (the "Articles") or by the board of directors and a record of such change is filed with the Pennsylvania Department of State in the manner provided by law.

Section 2.02. OTHER OFFICES. The Corporation may also have offices at such other places, within or without Pennsylvania, as the board of directors may from time to time appoint or the business of the Corporation may require.

Section 2.03. FISCAL YEAR. The initial fiscal year of the Corporation shall be a short year beginning on the date the Articles are filed and ending on June 30, 2005, and each fiscal year thereafter shall commence on the first day of July.

ARTICLE III

NOTICE – WAIVERS – MEETINGS GENERALLY

Section 3.01. MANNER OF GIVING NOTICE.

(a) General Rule. Whenever notice is required to be given to any person under the provisions of Pennsylvania law, the Articles or these Bylaws, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, by telephone, by facsimile, by electronic mail or by telegram, charges prepaid, to his or her address (including his or her electronic mail address) or telephone or facsimile number appearing on the books of the Corporation or, in the case of directors, supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and time of the meeting and any other information required by any other provision of Pennsylvania law, the Articles or these Bylaws.

(b) Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 3.02. NOTICE OF MEETINGS OF BOARD OF DIRECTORS.

(a) Requirement.

(1) Notice of a regular meeting of the board of directors need not be given, except by the adoption of a resolution by the board of directors establishing the places, dates, and times of regular meetings.

(2) Notice of a special meeting of the board of directors shall be given to each director at least twenty-four (24) hours before the time at which the meeting is to be held.

(b) Content. Every required notice of a meeting shall state the place, date and time of the meeting. Unless otherwise provided by Pennsylvania law, neither the business to be transacted at, nor the purpose of, any special meeting of the board need be specified in a notice of such meeting.

Section 3.03. WAIVER OF NOTICE.

(a) Written Waiver. Whenever any written notice is required to be given under the provisions of Pennsylvania law, the Articles or these Bylaws, 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. Neither the business to be

transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of such meeting.

(b) Waiver by Attendance. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.04. MODIFICATION OF PROPOSAL CONTAINED IN NOTICE. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may, without further notice, adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 3.05. EXCEPTION TO REQUIREMENT OF NOTICE. Whenever any notice or communication is required to be given to any person under the provisions of Pennsylvania law, the Articles or these Bylaws, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required.

Section 3.06. USE OF CONFERENCE TELEPHONE AND SIMILAR EQUIPMENT. One or more persons may participate in a meeting of the board of directors, or any committee thereof, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute attendance in person at such meeting.

ARTICLE IV

MEMBERSHIP AND MEMBERSHIP ACTION

Section 4.01. NO MEMBERS. The Corporation shall have no members, as that term is defined and used in the NCL. Any provision of Pennsylvania law requiring notice to, the presence of, or the vote, consent or other action by, members of a corporation in connection with any matter shall be satisfied by notice to, the presence of, or the vote, consent or other action by, the board of directors of the Corporation.

Section 4.02. HONORARY TITLES. Notwithstanding the provisions of Section 4.01, the Corporation may create such classes of "membership," such as associate members, as the board of directors sees fit, but persons so designated shall not have the rights of members, as that term is defined and used in the NCL.

ARTICLE V

BOARD OF DIRECTORS

Section 5.01. POWERS; STANDARD OF CARE.

(a) General Rule. Unless otherwise provided by Pennsylvania law, all powers vested by law in the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of directors.

(b) Standard of Care; Justifiable Reliance. A director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner the director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the board of directors upon which the director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(c) Consideration of Factors. In discharging the duties of their respective positions, the board of directors, committees of the board and individual directors may, in considering the best interests of the Corporation, consider the effects of any action upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (b) above.

(d) Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, any action taken as a director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

(e) Notation of Dissent. A director who is present at a meeting of the board of directors, or of a committee of the board of directors, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action. Nothing in this section shall bar a director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the director notifies the secretary in writing of the asserted omission or inaccuracy.

Section 5.02. NUMBER AND CLASSIFICATION OF DIRECTORS. There shall be no less than five (5) and no more than thirteen (13) directors of the Corporation. The current President of the Club shall be an ex-officio member of the Corporation's board of directors.

Section 5.03. QUALIFICATION, TERM OF OFFICE AND SELECTION OF DIRECTORS.

(a) Qualifications. Each director of the Corporation shall be a natural person of full age and a member in good standing of the Club.

(b) Term of Office. Except as otherwise provided in these Bylaws, each director shall be elected or re-elected, as the case may be, for a three (3) year term beginning on the first day of the fiscal year for which such director was elected and shall hold office until the expiration of such term and until his or her successor has been duly chosen, or until such director's earlier death, resignation or removal. An individual may not serve on the board of directors for more than two (2) consecutive terms.

(c) Election of Directors. Except as otherwise provided in the Articles or these Bylaws, the directors shall be elected by majority vote of the members of the Club. The board of directors shall establish such nominating procedures for selection of directors, consistent with these Bylaws, as they deem appropriate.

Any person appointed or elected to succeed a director shall become a director of the same Class as the director such person succeeds.

(d) Resignation. Any director may resign at any time upon written notice to the Corporation, without court approval or providing an accounting. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

(e) Initial Board. The initial directors of the Corporation shall be those persons named as directors by the Incorporator.

Section 5.04. VACANCIES. If a vacancy occurs in the office of a director for any reason, including an increase in the number of directors, the board of directors shall elect a director to fill such vacancy on majority vote. Any director elected to fill a vacancy in an

existing directorship shall be a director of the same Class as the director such person succeeds. Consistent with Section 5.02, the board of directors shall designate the Class of any newly created directorships.

Section 5.05. REMOVAL OF DIRECTORS. A director may be removed from office only for cause, by unanimous vote of the board of directors of the Club. Such cause shall be limited to: (i) the director's failure to meet the standard of care provided in 15 Pa. C.S.A. § 5712, or the corresponding provision in any subsequent Pennsylvania law; (ii) the director has been convicted of an offense punishable by imprisonment for a term of thirty (30) days or more; (iii) the director does not accept the office either in writing or by attending a meeting of the board of directors within sixty (60) days after notice of appointment; or (iv) the director is no longer a member in good standing of the Club.

Section 5.06. PLACE OF MEETINGS. Meetings of the board of directors may be held at such place, within or without Pennsylvania, as the board of directors may from time to time designate, or as may be designated in the notice of the meeting.

Section 5.07. ORGANIZATION OF MEETINGS. At every meeting of the board of directors, the chairperson of the board, if there be one, or in the case of a vacancy in the office or absence of the chairperson of the board, one of the following officers present, in the order stated, shall act as chairperson of the meeting: the vice chairperson of the board, if there be one; the president; the vice president; the treasurer; or a person chosen by a majority of the directors present. The secretary of the Corporation, or, in the absence of the secretary, any person appointed by the chairperson of the meeting, shall act as secretary of the meeting.

Section 5.08. REGULAR MEETINGS. Regular meetings of the board of directors shall be held at such places, dates and times as shall be designated from time to time by the board of directors.

Section 5.09. SPECIAL MEETINGS. Special meetings of the board of directors shall be held whenever called by the Chairperson, the secretary, or by two (2) or more directors.

Section 5.10. QUORUM OF AND ACTION BY DIRECTORS.

(a) General Rule. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business and, except as otherwise expressly provided in these Bylaws, 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.

(b) Voting Rights. Except as is otherwise expressly provided in these Bylaws, each director shall be entitled to one vote.

(c) Action by Written Consent. Any action which may be taken at a meeting of the directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all directors and filed with the secretary of the Corporation.

Section 5.11. COMMITTEES.

(a) Establishment and Powers. The board of directors may, by resolution adopted by a majority of the directors in office, establish one or more committees. The directors shall elect annually the members of any committee established by the board of directors. Any committee may include one or more nondirectors as the directors shall decide in their discretion. The president of the Corporation and the chairperson of the Corporation shall be members ex-officio of all committees. Any committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all of the powers and authority of the board of directors, except that no such committee shall have any power or authority as to the following:

- (1) The filling of vacancies in the board of directors.
- (2) The adoption, amendment or repeal of these Bylaws.
- (3) The amendment or repeal of any resolution of the board.
- (4) Action on matters committed by a resolution of the board of directors to another committee of the board.
- (5) The transaction of any business that requires the vote of more than a majority of the board.

(b) Committee Quorum. Unless otherwise expressly provided in the resolution of the board of directors establishing any committee or in these Bylaws, a majority of the members of such committee shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the committee members present at a meeting at which a quorum is present shall be the acts of such committee.

(c) Alternate Committee Members. The chairperson may designate one or more directors or nondirectors as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another director or nondirector to act at the meeting in the place of the absent or disqualified member.

(d) Term. Each committee of the board shall serve at the pleasure of the board.

(e) Limitation. Any nondirector committee member who has a financial or other interest in any matter which requires action by such nondirector's committee may not participate in the committee action with regard to such interest.

(f) Rules. Each committee shall operate pursuant to such internal rules as the board of directors may prescribe, or in absence of any such rules, as the committee may adopt.

(g) Officer-Appointed Committees. Nothing herein shall preclude the Corporation's officers from also creating one or more committees. Such committees shall serve at the pleasure of the Corporation's officers and shall be subject to the same rules and restrictions applicable to those committees established by the Corporation's board of directors.

Section 5.12. COMPENSATION. No director shall be entitled to compensation but each director shall be entitled to reimbursement for reasonable expenses incurred in connection with such individual's services as a director. Members of any advisory committee shall be entitled to reimbursement of expenses as the board of directors deems appropriate.

ARTICLE VI

OFFICERS

Section 6.01. OFFICERS GENERALLY.

(a) Number, Qualifications and Designation. The officers of the Corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Section 6.01 and Sections 6.02 and 6.03. The president, vice-president, secretary and treasurer shall each be natural persons of full age who may but need not be directors of the Corporation. The board of directors may elect, from among the members of the board of directors, a chairperson of the board and a vice chairperson of the board, each of whom shall also be an officer of the Corporation. Any number of offices may be held by the same person.

(b) Resignations. 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.

(c) Bonding. The Corporation may but need not secure the fidelity of any or all of its officers by bond or otherwise; provided that the Corporation shall pay the costs of such bond or other security.

(d) Standard of Care. An officer shall perform his or her duties as an officer in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 6.02. ELECTION AND TERM OF OFFICE. The officers of the Corporation, except those elected by delegated authority pursuant to Section 6.03, shall be elected annually by the board of directors, and each officer shall hold office for a term of one year and until a successor is selected and qualified, or until his or her earlier death, resignation or removal.

Section 6.03. SUBORDINATE OFFICERS, COMMITTEES AND AGENTS. The board of directors may from time to time elect such other officers and appoint such committees or other agents as the business of the Corporation may require, including one or

more assistant secretaries and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the board of directors may from time to time determine. The board of directors may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint other agents or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, or other agents.

Section 6.04. NO CONTRACT RIGHTS. Election or appointment of an officer or agent shall not of itself create any contract rights in the officer or agent.

Section 6.05. REMOVAL OF OFFICERS AND AGENTS. Any officer or agent of the Corporation may be removed at any time by the board of directors, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of any person so removed.

Section 6.06. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the board of directors or by the officer or committee to which the power to fill such office has been delegated pursuant to Section 6.03, as the case may be, and if the office is one for which these Bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 6.07. AUTHORITY. All officers of the Corporation, as between themselves and the Corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as are provided in these Bylaws or may be provided by or pursuant to resolutions or orders of the board of directors.

Section 6.08. THE CHAIRPERSON AND VICE CHAIRPERSON OF THE BOARD. The chairperson of the board or, in the absence of the chairperson, the vice chairperson of the board, shall preside at all meetings of the board of directors and shall perform such other duties as may from time to time be requested by the board of directors.

Section 6.09. THE PRESIDENT. The president shall be the chief executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject, however, to the control of the board of directors. The president shall sign, execute and acknowledge, in the name of the Corporation, tax documents, deeds, mortgages, contracts or other instruments that are necessary to conduct the day-to-day affairs of the Corporation, or that are otherwise authorized by the board of directors, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, or by these Bylaws, to some other officer or agent of the Corporation; and, in general, shall perform all duties incident to the office of chief executive officer, and such other duties as from time to time may be assigned by the board of directors.

Section 6.10. THE VICE PRESIDENT. The vice president shall discharge the duties of the president whenever the president for any reason cannot discharge the duties of his/her office. In the event of the death, resignation, or inability to serve, of the president, the vice president shall assume the office of president until a new president is elected. If the vice

president should decline, the board of directors shall elect a new president for the remainder of the unexpired term.

Section 6.11. THE SECRETARY. The secretary shall attend all meetings of the board of directors (or committees of the board) and shall record all votes of the directors (or committee persons) and the minutes of the meetings of the board of directors (or committee) in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Corporation as required by law; shall be the custodian of the seal of the Corporation and see that it is affixed to all documents which are to be executed on behalf of the Corporation under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the board of directors.

Section 6.12. THE TREASURER. The treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the Corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the board of directors may from time to time designate; shall, whenever so required by the board of directors, render an account showing all transactions as treasurer and the financial condition of the Corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the board of directors.

ARTICLE VII

LIMITATION OF DIRECTORS' LIABILITIES AND INDEMNIFICATION

Section 7.01. LIMITATION OF LIABILITY. To the fullest extent permitted by Pennsylvania law, a director of the Corporation shall not be personally liable to the Corporation, or others for monetary damages for any action taken or any failure to take any action, unless the director has breached or failed to perform the duties of his office and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 7.01 shall not apply with respect to the responsibility or liability of a director under any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 7.02. INDEMNIFICATION.

(a) Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), amounts paid in settlement, judgments, and fines actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided, however that no indemnification shall be made in any case where the act or failure to act giving

rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(b) Advance of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the trustee, director, officer, employee, or agent to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VII.

(c) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by this Article VII shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of the board of directors, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of any such person.

(d) Insurance, Contracts, Security. The Corporation may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, and may create a fund of any nature which may, but need not be, under the control of a trustee for the benefit of any person, and may otherwise secure, in any manner, its obligations with respect to indemnification and advancement of expenses, whether arising under this Article VII or otherwise, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VII.

(e) Indemnification Procedure - - Third Party Action. Unless ordered by a court, any indemnification under paragraph (a) for a third party action described in 15 Pa. C.S.A. §5741, or comparable provisions of future law, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because such representative has met the applicable standard of conduct set forth in that section. The determination shall be made:

(1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding;

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

(3) by such other body as may be provided by resolution.

(f) Indemnification Procedure - - Derivative Actions. Any indemnification under paragraph (a) for a derivative action described in 15 Pa. C.S.A. §5742, or comparable provision of future law, shall be made in accordance with paragraph (e) except that indemnification shall not be made under this paragraph (f) in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in

which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such amounts as the court of common pleas or other court shall deem proper.

(g) Agent Definition. For purposes of this Section 7.02, the term "agent" shall include, without limitation, any person serving on a committee of the Corporation, whether or not such person is a director.

Section 7.03. AMENDMENT. Any repeal or modification of this Article VII shall require unanimous vote of the directors of the Corporation. Any such repeal or modification shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation or any right of any person to indemnification from the Corporation with respect to any action or failure to take any action occurring prior to the time of such repeal or modification.

ARTICLE VIII

MISCELLANEOUS

Section 8.01. CHECKS. All checks, notes, bills of exchange or other orders in writing shall be signed by or issued at the direction of the president, the vice president, the treasurer or such other person or persons as the board of directors may from time to time designate.

Section 8.02. CONTRACTS.

(a) General Rule. Except as otherwise provided by Pennsylvania law, the board of directors may authorize any officer or agent to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

(b) Statutory Form of Execution of Instruments. Any tax document, note, mortgage, evidence of indebtedness, contract or other instrument in writing, or any assignment or endorsement thereof, executed or entered into between the Corporation and any other person, when signed by one or more officers or agents having actual or apparent authority to sign it, or by the Chairperson or vice Chairperson and secretary or treasurer of the Corporation, shall be held to have been properly executed for and in behalf of the Corporation. Such fact shall be without prejudice to the rights of the Corporation against any person who shall have executed the instrument in excess of such person's actual authority.

(c) Seal. Except as otherwise required by Pennsylvania law, the affixation of the corporate seal shall not be necessary to the valid execution, assignment or endorsement by the Corporation of any instrument in writing.

Section 8.03. INTERESTED DIRECTORS OR OFFICERS; QUORUM.

(a) General Rule. A contract or transaction between the Corporation and one or more of its directors or officers or between the Corporation and another corporation, partnership, association, or other organization in which one or more of its directors or officers are trustees, directors, or officers, or have a financial interest, shall not be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the board of directors which authorizes the contract or transaction, or solely because his or their votes are counted for that purpose, if:

(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors, and the board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors are less than a quorum; or

(2) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the director, and the contract or transaction is specifically approved in good faith by vote of the director;

(3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the board of directors of the Corporation.

(b) Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board which authorizes a contract or transaction specified in subsection (a) above.

(c) Special Rule. A contract, transaction or arrangement between the Corporation and one or more disqualified persons (as defined in Section 4958 of the Code) shall be: (i) approved by a vote of only those directors unrelated to and not subject to the control of the disqualified person(s) involved in the contract, transaction or arrangement; (ii) based on appropriate data as to the comparability of such contract, transaction or arrangement with similar contracts, transactions or arrangements; and (iii) documented in the Corporation's minutes as to the basis the disinterested board of directors relied upon to make its determination regarding such contract, transaction or arrangement.

Section 8.04. FUNDS AND ASSET MANAGEMENT.

(a) Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of directors may approve or designate, and all such funds shall be withdrawn only upon checks signed or authorized as provided in these Bylaws.

(b) Asset Management. The Corporation may enter into revocable agreements with trustees, custodians or agents to have custody of and/or to administer the investment of the Corporation's funds, including gifts made to the Corporation. Such agreement may include the delegation of any or all investment powers that otherwise would be vested in the Corporation to an investment manager. The board of directors may charge the fees of any such trustee, custodian, agent or other investment manager to the Corporation. No individual director

shall be liable for the consequences of having relied upon the investment advice of any such trustee, custodian, agent or manager, as long as the board of directors exercised reasonable discretion in retaining such trustee, custodian, agent or manager.

Section 8.05. CORPORATE RECORDS. The Corporation shall keep appropriate, complete and accurate books or records of account in accordance with generally accepted accounting principles consistently applied, minutes of the proceedings of the directors, and a copy of these Bylaws, including all amendments thereto to date, certified by the secretary of the Corporation. All such records shall be kept at the registered office of the Corporation in Pennsylvania or at such other location designated by the board of directors. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time.

Section 8.06. ANNUAL REPORT.

(a) Contents. The board of directors shall prepare or cause to be prepared annually a report, verified by the president and treasurer or by a majority of the directors, showing in appropriate detail the following:

(1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

(2) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

(3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

This reporting obligation may be satisfied by preparing Internal Revenue Service Form 990, or its future equivalent.

(b) Place of Filing. The annual report of the board of directors shall be filed with the minutes of the meetings of the board of directors.

Section 8.07. ACCOUNTINGS AND RELEASES. The board of directors may, but shall not be required to file annual or other periodic accountings. The cost of any such accountings that the board of directors elects to file shall be paid as an expense of the Corporation. Upon the death of any director, the remaining directors may release the estate of the deceased director from any liability relating to the Corporation.

ARTICLE IX

GIFTS TO THE CORPORATION

Section 9.01. GOVERNING DOCUMENTS. Upon the Corporation's receipt and acceptance of a donor's gift, the donor will be deemed to have irrevocably agreed for purposes of that gift to all the provisions of the Articles and these Bylaws as such may from time to time be amended and any agreement between the Corporation and any trustee, custodian, agent or other party having custody of the Corporation's funds, as such provisions and/or documents may from time to time be amended.

Section 9.02. CHARITABLE PURPOSES. Regardless of any donor's express or implied conditions to the contrary, each fund of the Corporation is presumed to be intended (a) to be used only for charitable purposes consistent with these Bylaws and the Articles, and (b) to be used only for such of those purposes and in such manner as will not disqualify the fund or gift as a charitable contribution when computing any federal income, gift, or estate tax of the donor or the donor's estate and not disqualify the Corporation from exemption from federal income tax as a qualified organization described in Section 501(c)(3) of the Code. No fund or gift shall be otherwise applied.

ARTICLE X

AMENDMENTS

Section 10.01. AMENDMENT OF BYLAWS. Except as otherwise provided in these Bylaws or in the Articles, these Bylaws may not be altered, amended or repealed without the express written approval of at least 75% of the Corporation's entire board of directors at any regular or special meeting. No amendment shall cause the Corporation to cease to be an organization described in Section 501(c)(3) of the Code. Any change in these Bylaws shall take effect when adopted, unless otherwise provided in the resolution effecting the change.

Section 10.02. AMENDMENT OF ARTICLES. Except as otherwise provided in these Bylaws or in the Articles, the Articles may not be altered, amended or repealed without the express written approval of at least 75% of the Corporation's entire board of directors at any regular or special meeting. No amendment shall cause the Corporation to cease to be an organization described in Section 501(c)(3) of the Code. Any change in the Articles shall take effect when adopted, unless otherwise provided in the resolution effecting the change.

AMENDED AND RESTATED BYLAWS
OF
FLEETWOOD ROTARY CHARITABLE FOUNDATION

(a Pennsylvania nonprofit corporation)

ARTICLE I

PURPOSE

Fleetwood Rotary Charitable Foundation (the "Corporation") is incorporated under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, as amended (the "NCL"), for the purpose of establishing a charitable and benevolent organization to engage in and do any lawful act concerning any and all lawful business for which corporations may be incorporated under the NCL. In addition to the purposes set forth in the Articles of Incorporation of the Corporation (the "Articles"), the Corporation shall support the charitable goals of the Fleetwood Rotary Club (the "Club") through fundraising and contributions to nonprofit organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") which are or could be the beneficiaries of the Club from time to time.

ARTICLE II

OFFICES AND FISCAL YEAR

Section 2.01. REGISTERED OFFICE. The registered office of the Corporation in Pennsylvania shall be 6 Willow Street Industrial Park, Fleetwood, Pennsylvania 19522 until otherwise established by an amendment of the Articles of Incorporation (the "Articles") or by the board of directors and a record of such change is filed with the Pennsylvania Department of State in the manner provided by law.

Section 2.02. OTHER OFFICES. The Corporation may also have offices at such other places, within or without Pennsylvania, as the board of directors may from time to time appoint or the business of the Corporation may require.

Section 2.03. FISCAL YEAR. The initial fiscal year of the Corporation shall be a short year beginning on the date the Articles are filed and ending on June 30, 2005, and each fiscal year thereafter shall commence on the first day of July.

ARTICLE III

NOTICE – WAIVERS – MEETINGS GENERALLY

Section 3.01. MANNER OF GIVING NOTICE.

(a) General Rule. Whenever notice is required to be given to any person under the provisions of Pennsylvania law, the Articles or these Bylaws, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, by telephone, by facsimile, by electronic mail or by telegram, charges prepaid, to his or her address (including his or her electronic mail address) or telephone or facsimile number appearing on the books of the Corporation or, in the case of directors, supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and time of the meeting and any other information required by any other provision of Pennsylvania law, the Articles or these Bylaws.

(b) Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 3.02. NOTICE OF MEETINGS OF BOARD OF DIRECTORS.

(a) Requirement.

(1) Notice of a regular meeting of the board of directors need not be given, except by the adoption of a resolution by the board of directors establishing the places, dates, and times of regular meetings.

(2) Notice of a special meeting of the board of directors shall be given to each director at least twenty-four (24) hours before the time at which the meeting is to be held.

(b) Content. Every required notice of a meeting shall state the place, date and time of the meeting. Unless otherwise provided by Pennsylvania law, neither the business to be transacted at, nor the purpose of, any special meeting of the board need be specified in a notice of such meeting.

Section 3.03. WAIVER OF NOTICE.

(a) Written Waiver. Whenever any written notice is required to be given under the provisions of Pennsylvania law, the Articles or these Bylaws, 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.

Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of such meeting.

(b) Waiver by Attendance. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.04. MODIFICATION OF PROPOSAL CONTAINED IN NOTICE. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may, without further notice, adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 3.05. EXCEPTION TO REQUIREMENT OF NOTICE. Whenever any notice or communication is required to be given to any person under the provisions of Pennsylvania law, the Articles or these Bylaws, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required.

Section 3.06. USE OF CONFERENCE TELEPHONE AND SIMILAR EQUIPMENT. One or more persons may participate in a meeting of the board of directors, or any committee thereof, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute attendance in person at such meeting.

ARTICLE IV

MEMBERSHIP AND MEMBERSHIP ACTION

Section 4.01. NO MEMBERS. The Corporation shall have no members, as that term is defined and used in the NCL. Any provision of Pennsylvania law requiring notice to, the presence of, or the vote, consent or other action by, members of a corporation in connection with any matter shall be satisfied by notice to, the presence of, or the vote, consent or other action by, the board of directors of the Corporation.

Section 4.02. HONORARY TITLES. Notwithstanding the provisions of Section 4.01, the Corporation may create such classes of "membership," such as associate members, as the board of directors sees fit, but persons so designated shall not have the rights of members, as that term is defined and used in the NCL.

ARTICLE V

BOARD OF DIRECTORS

Section 5.01. POWERS; STANDARD OF CARE.

(a) General Rule. Unless otherwise provided by Pennsylvania law, all powers vested by law in the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of directors.

(b) Standard of Care; Justifiable Reliance. A director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner the director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the board of directors upon which the director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(c) Consideration of Factors. In discharging the duties of their respective positions, the board of directors, committees of the board and individual directors may, in considering the best interests of the Corporation, consider the effects of any action upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (b) above.

(d) Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, any action taken as a director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

(e) Notation of Dissent. A director who is present at a meeting of the board of directors, or of a committee of the board of directors, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action. Nothing in this section shall bar a director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the director notifies the secretary in writing of the asserted omission or inaccuracy.

Section 5.02. NUMBER AND CLASSIFICATION OF DIRECTORS.
There shall be no less than five (5) and no more than thirteen (13) directors of the Corporation. The current President of the Fleetwood Rotary Club shall be an ex-officio member of the Corporation's board of directors.

Section 5.03. QUALIFICATION, TERM OF OFFICE AND SELECTION OF DIRECTORS.

(a) Qualifications. Each director of the Corporation shall be a natural person of full age and a member in good standing of the Club.

(b) Term of Office. Except as otherwise provided in these Bylaws, each director shall be elected or re-elected, as the case may be, for a three (3) year term beginning on the first day of the fiscal year for which such director was elected and shall hold office until the expiration of such term and until his or her successor has been duly chosen, or until such director's earlier death, resignation or removal. An individual may not serve on the board of directors for more than two (2) consecutive terms.

(c) Selection Election of Directors. Except as otherwise provided in the Articles or these Bylaws, the directors shall be elected by majority vote of the members of the Club. The board of directors shall elect each director's successor to serve upon the expiration of such director's term of office. Any director who intends to resign upon the expiration of his or her term may nominate a successor for election, provided that the board of directors shall not be obligated to elect such resigning director's nominee establish such nominating procedures for selection of directors, consistent with these Bylaws, as they deem appropriate.

Any person appointed or elected to succeed a director shall become a director of the same Class as the director such person succeeds.

(d) Resignation. Any director may resign at any time upon written notice to the Corporation, without court approval or providing an accounting. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

(e) Initial Board. The initial directors of the Corporation shall be those persons named as directors by the Incorporator.

Section 5.04. VACANCIES. If a vacancy occurs in the office of a director for any reason, including an increase in the number of directors, ~~and such vacancy is not filled pursuant to the other provisions of these Bylaws,~~ the board of directors may~~shall~~ elect a director to fill such vacancy on majority vote. Any director elected to fill a vacancy in an existing directorship shall be a director of the same Class as the director such person succeeds. Consistent with Section 5.02, the board of directors shall designate the Class of any newly created directorships.

Section 5.05. REMOVAL OF DIRECTORS. A director may be removed from office only for cause, by unanimous vote of ~~all the board of directors except of the director to be removed~~ Club. Such cause shall be limited to: (i) the director's failure to meet the standard of care provided in 15 Pa. C.S.A. § 5712, or the corresponding provision in any subsequent Pennsylvania law; (ii) the director has been convicted of an offense punishable by imprisonment for a term of thirty (30) days or more; ~~or~~ (iii) the director does not accept the office either in writing or by attending a meeting of the board of directors within sixty (60) days after notice of appointment; or (iv) the director is no longer a member in good standing of the Club.

Section 5.06. PLACE OF MEETINGS. Meetings of the board of directors may be held at such place, within or without Pennsylvania, as the board of directors may from time to time designate, or as may be designated in the notice of the meeting.

Section 5.07. ORGANIZATION OF MEETINGS. At every meeting of the board of directors, the chairperson of the board, if there be one, or in the case of a vacancy in the office or absence of the chairperson of the board, one of the following officers present, in the order stated, shall act as chairperson of the meeting: the vice chairperson of the board, if there be one; the president; the vice president; the treasurer; or a person chosen by a majority of the directors present. The secretary of the Corporation, or, in the absence of the secretary, any person appointed by the chairperson of the meeting, shall act as secretary of the meeting.

Section 5.08. REGULAR MEETINGS. Regular meetings of the board of directors shall be held at such places, dates and times as shall be designated from time to time by the board of directors.

Section 5.09. SPECIAL MEETINGS. Special meetings of the board of directors shall be held whenever called by the Chairperson, the secretary, or by two (2) or more directors.

Section 5.10. QUORUM OF AND ACTION BY DIRECTORS.

(a) General Rule. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business and, except as otherwise expressly provided in these Bylaws, 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.

(b) Voting Rights. Except as is otherwise expressly provided in these Bylaws, each director shall be entitled to one vote.

(c) Action by Written Consent. Any action which may be taken at a meeting of the directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all directors and filed with the secretary of the Corporation.

Section 5.11. COMMITTEES.

(a) Establishment and Powers. The board of directors may, by resolution adopted by a majority of the directors in office, establish one or more committees. The directors shall elect annually the members of any committee established by the board of directors. Any committee may include one or more nondirectors as the directors shall decide in their discretion. The president of the Corporation and the chairperson of the Corporation shall be members ex-officio of all committees. Any committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all of the powers and authority of the board of directors, except that no such committee shall have any power or authority as to the following:

- (1) The filling of vacancies in the board of directors.
- (2) The adoption, amendment or repeal of these Bylaws.
- (3) The amendment or repeal of any resolution of the board.
- (4) Action on matters committed by a resolution of the board of directors to another committee of the board.
- (5) The transaction of any business that requires the vote of more than a majority of the board.

(b) Committee Quorum. Unless otherwise expressly provided in the resolution of the board of directors establishing any committee or in these Bylaws, a majority of the members of such committee shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the committee members present at a meeting at which a quorum is present shall be the acts of such committee.

(c) Alternate Committee Members. The chairperson may designate one or more directors or nondirectors as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another director or nondirector to act at the meeting in the place of the absent or disqualified member.

(d) Term. Each committee of the board shall serve at the pleasure of the board.

(e) Limitation. Any nondirector committee member who has a financial or other interest in any matter which requires action by such nondirector's committee may not participate in the committee action with regard to such interest.

(f) Rules. Each committee shall operate pursuant to such internal rules as the board of directors may prescribe, or in absence of any such rules, as the committee may adopt.

(g) Officer--Appointed Committees. Nothing herein shall preclude the Corporation's officers from also creating one or more committees. Such committees shall serve at the pleasure of the Corporation's officers and shall be subject to the same rules and restrictions applicable to those committees established by the Corporation's board of directors.

Section 5.12. COMPENSATION. No director shall be entitled to compensation but each director shall be entitled to reimbursement for reasonable expenses incurred in connection with such individual's services as a director. Members of any advisory committee shall be entitled to reimbursement of expenses as the board of directors deems appropriate.

ARTICLE VI

OFFICERS

Section 6.01. OFFICERS GENERALLY.

(a) Number, Qualifications and Designation. The officers of the Corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Section 6.01 and Sections 6.02 and 6.03. The president, vice-president, secretary and treasurer shall each be natural persons of full age who may but need not be directors of the Corporation. The board of directors may elect, from among the members of the board of directors, a chairperson of the board and a vice chairperson of the board, each of whom shall also be an officer of the Corporation. Any number of offices may be held by the same person.

(b) Resignations. 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.

(c) Bonding. The Corporation may but need not secure the fidelity of any or all of its officers by bond or otherwise; provided that the Corporation shall pay the costs of such bond or other security.

(d) Standard of Care. An officer shall perform his or her duties as an officer in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 6.02. ELECTION AND TERM OF OFFICE. The officers of the Corporation, except those elected by delegated authority pursuant to Section 6.03, shall be elected annually by the board of directors, and each officer shall hold office for a term of one year and until a successor is selected and qualified, or until his or her earlier death, resignation or removal.

Section 6.03. SUBORDINATE OFFICERS, COMMITTEES AND AGENTS. The board of directors may from time to time elect such other officers and appoint such committees or other agents as the business of the Corporation may require, including one or more assistant secretaries and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the board of directors may from time to time determine. The board of directors may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint other agents or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, or other agents.

Section 6.04. NO CONTRACT RIGHTS. Election or appointment of an officer or agent shall not of itself create any contract rights in the officer or agent.

Section 6.05. REMOVAL OF OFFICERS AND AGENTS. Any officer or agent of the Corporation may be removed at any time by the board of directors, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of any person so removed.

Section 6.06. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the board of directors or by the officer or committee to which the power to fill such office has been delegated pursuant to Section 6.03, as the case may be, and if the office is one for which these Bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 6.07. AUTHORITY. All officers of the Corporation, as between themselves and the Corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as are provided in these Bylaws or may be provided by or pursuant to resolutions or orders of the board of directors.

Section 6.08. THE CHAIRPERSON AND VICE CHAIRPERSON OF THE BOARD. The chairperson of the board or, in the absence of the chairperson, the vice chairperson of the board, shall preside at all meetings of the board of directors and shall perform such other duties as may from time to time be requested by the board of directors.

Section 6.09. THE PRESIDENT. The president shall be the chief executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject, however, to the control of the board of directors. The president shall sign, execute and acknowledge, in the name of the Corporation, tax documents, deeds, mortgages, contracts or other instruments that are necessary to conduct the day-to-day affairs of the Corporation, or that are otherwise

authorized by the board of directors, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, or by these Bylaws, to some other officer or agent of the Corporation; and, in general, shall perform all duties incident to the office of chief executive officer, and such other duties as from time to time may be assigned by the board of directors.

Section 6.10. THE VICE PRESIDENT. The vice president shall discharge the duties of the president whenever the president for any reason cannot discharge the duties of his/her office. In the event of the death, resignation, or inability to serve, of the president, the vice president shall assume the office of president until a new president is elected. If the vice president should decline, the board of directors shall elect a new president for the remainder of the unexpired term.

Section 6.11. THE SECRETARY. The secretary shall attend all meetings of the board of directors (or committees of the board) and shall record all votes of the directors (or committee persons) and the minutes of the meetings of the board of directors (or committee) in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Corporation as required by law; shall be the custodian of the seal of the Corporation and see that it is affixed to all documents which are to be executed on behalf of the Corporation under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the board of directors.

Section 6.12. THE TREASURER. The treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the Corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the board of directors may from time to time designate; shall, whenever so required by the board of directors, render an account showing all transactions as treasurer and the financial condition of the Corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the board of directors.

ARTICLE VII

LIMITATION OF DIRECTORS' LIABILITIES AND INDEMNIFICATION

Section 7.01. LIMITATION OF LIABILITY. To the fullest extent permitted by Pennsylvania law, a director of the Corporation shall not be personally liable to the Corporation, or others for monetary damages for any action taken or any failure to take any action, unless the director has breached or failed to perform the duties of his office and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 7.01 shall not apply with respect to the responsibility or liability of a director under any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 7.02. INDEMNIFICATION.

(a) Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), amounts paid in settlement, judgments, and fines actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided, however that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(b) Advance of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the trustee, director, officer, employee, or agent to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VII.

(c) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by this Article VII shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of the board of directors, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of any such person.

(d) Insurance, Contracts, Security. The Corporation may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, and may create a fund of any nature which may, but need not be, under the control of a trustee for the benefit of any person, and may otherwise secure, in any manner, its obligations with respect to indemnification and advancement of expenses, whether arising under this Article VII or otherwise, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VII.

(e) Indemnification Procedure ---- - Third Party Action. Unless ordered by a court, any indemnification under paragraph (a) for a third party action described in 15 Pa. C.S.A. §5741, or comparable provisions of future law, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because such representative has met the applicable standard of conduct set forth in that section. The determination shall be made:

(1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding;

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

(3) by such other body as may be provided by resolution.

(f) Indemnification Procedure --- - Derivative Actions. Any indemnification under paragraph (a) for a derivative action described in 15 Pa. C.S.A. §5742, or comparable provision of future law, shall be made in accordance with paragraph (e) except that indemnification shall not be made under this paragraph (f) in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such amounts as the court of common pleas or other court shall deem proper.

(g) Agent Definition. For purposes of this Section 7.02, the term “agent” shall include, without limitation, any person serving on a committee of the Corporation, whether or not such person is a director.

Section 7.03. AMENDMENT. Any repeal or modification of this Article VII shall require unanimous vote of the directors of the Corporation. Any such repeal or modification shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation or any right of any person to indemnification from the Corporation with respect to any action or failure to take any action occurring prior to the time of such repeal or modification.

ARTICLE VIII

MISCELLANEOUS

Section 8.01. CHECKS. All checks, notes, bills of exchange or other orders in writing shall be signed by or issued at the direction of the president, the vice president, the treasurer or such other person or persons as the board of directors may from time to time designate.

Section 8.02. CONTRACTS.

(a) General Rule. Except as otherwise provided by Pennsylvania law, the board of directors may authorize any officer or agent to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

(b) Statutory Form of Execution of Instruments. Any tax document, note, mortgage, evidence of indebtedness, contract or other instrument in writing, or any assignment or endorsement thereof, executed or entered into between the Corporation and any other person, when signed by one or more officers or agents having actual or apparent authority to sign it, or by the Chairperson or vice Chairperson and secretary or treasurer of the Corporation, shall be held to have been properly executed for and in behalf of the Corporation. Such fact shall be without prejudice to the rights of the Corporation against any person who shall have executed the instrument in excess of such person's actual authority.

(c) Seal. Except as otherwise required by Pennsylvania law, the affixation of the corporate seal shall not be necessary to the valid execution, assignment or endorsement by the Corporation of any instrument in writing.

Section 8.03. INTERESTED DIRECTORS OR OFFICERS; QUORUM.

(a) General Rule. A contract or transaction between the Corporation and one or more of its directors or officers or between the Corporation and another corporation, partnership, association, or other organization in which one or more of its directors or officers are trustees, directors, or officers, or have a financial interest, shall not be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the board of directors which authorizes the contract or transaction, or solely because his or their votes are counted for that purpose, if:

(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors, and the board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors are less than a quorum; or

(2) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the director, and the contract or transaction is specifically approved in good faith by vote of the director;

(3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the board of directors of the Corporation.

(b) Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board which authorizes a contract or transaction specified in subsection (a) above.

(c) Special Rule. A contract, transaction or arrangement between the Corporation and one or more disqualified persons (as defined in Section 4958 of the Code) shall be: (i) approved by a vote of only those directors unrelated to and not subject to the control of the disqualified person(s) involved in the contract, transaction or arrangement; (ii) based on appropriate data as to the comparability of such contract, transaction or arrangement with similar contracts, transactions or arrangements; and (iii)

documented in the Corporation's minutes as to the basis the disinterested board of directors relied upon to make its determination regarding such contract, transaction or arrangement.

Section 8.04. FUNDS AND ASSET MANAGEMENT.

(a) Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of directors may approve or designate, and all such funds shall be withdrawn only upon checks signed or authorized as provided in these Bylaws.

(b) Asset Management. The Corporation may enter into revocable agreements with trustees, custodians or agents to have custody of and/or to administer the investment of the Corporation's funds, including gifts made to the Corporation. Such agreement may include the delegation of any or all investment powers that otherwise would be vested in the Corporation to an investment manager. The board of directors may charge the fees of any such trustee, custodian, agent or other investment manager to the Corporation. No individual director shall be liable for the consequences of having relied upon the investment advice of any such trustee, custodian, agent or manager, as long as the board of directors exercised reasonable discretion in retaining such trustee, custodian, agent or manager.

Section 8.05. CORPORATE RECORDS. The Corporation shall keep appropriate, complete and accurate books or records of account in accordance with generally accepted accounting principles consistently applied, minutes of the proceedings of the directors, and a copy of these Bylaws, including all amendments thereto to date, certified by the secretary of the Corporation. All such records shall be kept at the registered office of the Corporation in Pennsylvania or at such other location designated by the board of directors. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time.

Section 8.06. ANNUAL REPORT.

(a) Contents. The board of directors shall prepare or cause to be prepared annually a report, verified by the president and treasurer or by a majority of the directors, showing in appropriate detail the following:

(1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

(2) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

(3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

This reporting obligation may be satisfied by preparing Internal Revenue Service Form 990, or its future equivalent.

(b) Place of Filing. The annual report of the board of directors shall be filed with the minutes of the meetings of the board of directors.

Section 8.07. ACCOUNTINGS AND RELEASES. The board of directors may, but shall not be required to file annual or other periodic accountings. The cost of any such accountings that the board of directors elects to file shall be paid as an expense of the Corporation. Upon the death of any director, the remaining directors may release the estate of the deceased director from any liability relating to the Corporation.

ARTICLE IX

GIFTS TO THE CORPORATION

Section 9.01. GOVERNING DOCUMENTS. Upon the Corporation's receipt and acceptance of a donor's gift, the donor will be deemed to have irrevocably agreed for purposes of that gift to all the provisions of the Articles and these Bylaws as such may from time to time be amended and any agreement between the Corporation and any trustee, custodian, agent or other party having custody of the Corporation's funds, as such provisions and/or documents may from time to time be amended.

Section 9.02. CHARITABLE PURPOSES. Regardless of any donor's express or implied conditions to the contrary, each fund of the Corporation is presumed to be intended (a) to be used only for charitable purposes consistent with these Bylaws and the Articles, and (b) to be used only for such of those purposes and in such manner as will not disqualify the fund or gift as a charitable contribution when computing any federal income, gift, or estate tax of the donor or the donor's estate and not disqualify the Corporation from exemption from federal income tax as a qualified organization described in Section 501(c)(3) of the Code. No fund or gift shall be otherwise applied.

ARTICLE X

AMENDMENTS

Section 10.01. AMENDMENT OF BYLAWS. Except as otherwise provided in these Bylaws or in the Articles, these Bylaws may not be altered, amended or repealed without the express written approval of at least 75% of the Corporation's entire board of directors at any regular or special meeting. No amendment shall cause the Corporation to cease to be an organization described in Section 501(c)(3) of the Code. Any

change in these Bylaws shall take effect when adopted, unless otherwise provided in the resolution effecting the change.

Section 10.02. AMENDMENT OF ARTICLES. Except as otherwise provided in these Bylaws or in the Articles, the Articles may not be altered, amended or repealed without the express written approval of at least 75% of the Corporation's entire board of directors at any regular or special meeting. No amendment shall cause the Corporation to cease to be an organization described in Section 501(c)(3) of the Code. Any change in the Articles shall take effect when adopted, unless otherwise provided in the resolution effecting the change.

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