

BYLAWS OF
JAMIE'S KIDS

TABLE OF CONTENTS

ARTICLE I	Introductory	
Section 1.1	Name.....	1
Section 1.2	Statement of Purposes.....	1
Section 1.3	Registered Office.....	1
Section 1.4	Principal Office.....	1
ARTICLE II	Board of Directors	
Section 2.1	Authority.....	1,2
Section 2.2	Composition of Board.....	2
Section 2.3	Term of Office	2
Section 2.4	Vacancies	2
Section 2.5	Compensation.....	2
Section 2.6	Meetings.....	2,3
Section 2.7	Quorum.....	3
Section 2.8	Voting.....	3
Section 2.9	Ex-Officio Directors.....	3
Section 2.10	Notices.....	3
Section 2.11	Waiver of Notice.....	3
Section 2.12	Conflict of Interest.....	3,4
Section 2.13	Standard of Care and Fiduciary Duty.....	4
Section 2.14	Factors Which May Be Considered by Directors.....	4
Section 2.15	Rules and Regulations.....	4
Section 2.16	Resignation and Removal.....	4,5
Section 2.17	Minutes: Annual Report.....	5
ARTICLE III	Officers	
Section 3.1	Enumeration.....	5
Section 3.2	Election: Term of Office	5
Section 3.3	Vacancies	5
Section 3.4	Chairperson of the Board	5
Section 3.5	Vice Chairperson	5
Section 3.6	Secretary	5,6
Section 3.7	Treasurer	6
Section 3.8	Other Officers	6
Section 3.9	Bonds	6
ARTICLE IV	Committees	
Section 4.1	Committees	6
Section 4.2	Limitation on Power of Committees	6
Section 4.3	Executive Committee	7
Section 4.4	Nominating Committee	7

ARTICLE V	Personal Liability of Directors	
Section 5.1	Directors' Personal Liability.....	7
Section 5.2	Preservation of Rights.....	7
ARTICLE VI	Indemnification	
Section 6.1	Mandatory Indemnification of Directors and Officers.....	8
Section 6.2	Mandatory Advancement of Expenses to Directors and Officers.....	8
Section 6.3	Permissive Indemnification and Advancement of Expenses.....	8
Section 6.4	Scope of Indemnification.....	9
Section 6.5	Miscellaneous	9
Section 6.6	Definition of Authorized Representative.....	9
ARTICLE VII	Restrictions Regarding the Operations of the Corporation: Administration of Funds	
Section 7.1	No Private or Political Beneficiaries	9
Section 7.2	No Violation of Purposes	10
Section 7.3	Books and Records	10
Section 7.4	Tax Records	10
Section 7.5	Fiscal Year	10
Section 7.6	Annual Reports	10
Section 7.7	Checks and Endorsement	10
Section 7.8	Dissolution of Corporation	10
ARTICLE VIII	Amendments of Articles of Incorporation or Bylaws	
Section 8.1	Amendments.....	11
Section 8.2	Committee.....	11
Section 8.3	Notice.....	11
ARTICLE IX	Adoption of Bylaws	
Section 9.1	Adoption.....	11
CERTIFICATION.....		11

BYLAWS OF JAMIE'S KIDS

ARTICLE I Introductory

Section 1.1 Name. The name of the Corporation is Jamie's Kids (hereinafter referred to as "the Corporation").

Section 1.2 Statement of Purposes. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code").

Section 1.3 Registered Office. The registered office of the Corporation as required by the Pennsylvania Department of State shall be maintained in the Commonwealth of Pennsylvania and it may be, but need not be, identical to the principal office. The address of the registered office of the Corporation may be changed from time to time as approved by the Board of Directors. The current registered office of the Corporation is located at 1243 Liberty Street, Suite 301, Franklin, Pennsylvania 16323.

Section 1.4 Principal Office. The principal office of the Corporation is located at 1243 Liberty Street, Suite 301, Franklin, Pennsylvania 16323. The Corporation may have other offices and places of business at such places within the Commonwealth of Pennsylvania as shall be determined by the Board of Directors.

ARTICLE II Board of Directors

Section 2.1 Authority. The affairs of the Corporation shall be under the general direction of a Board of Directors ("the Board") that shall administer, manage, preserve and protect the property of the Corporation. Unless otherwise provided by statute or these bylaws, all powers enumerated in Section 5502 of, and elsewhere in, the Nonprofit Corporation Law of 1988 (15 Ps. C.S. Sections 5101, et seq.) as the same may be from time to time amended, shall be exercised by or under the authority of the Board. The duties and power of the Board of Directors shall include, but not be limited to:

- (a) Establishing and reviewing board policies governing the Corporation and its operations;
- (b) Ensuring adequate resources for operation of the Corporation; helping to identify, cultivate, solicit and acknowledge donors;
- (c) Establishing and supervising adequate accounting and financial procedures; and
- (d) Promoting the goals and purposes of the Corporation and evaluating the Corporation against such goals and purposes.

Section 2.2 Composition of Board. The Board shall be comprised of not less than five (5) nor more than eleven (11) members. The Board of Directors may change the number of directors from time to time by amending these Bylaws. Individuals shall be nominated to serve as elected Directors by the Nominating Committee in accordance with Section 5.4 of these bylaws. Elected director nominees shall be voted upon by the Board of Directors at its annual meeting or at a special meeting called for that purpose, and elected directors shall take office at the time designated at the time of election.

Section 2.3 Term of Office. The initial directors shall be divided into three (3) approximately equal classes, with the term of one class expiring each year as set forth in the resolution appointing them. Thereafter, each director shall be elected for a term of three (3) years and until his or her successor takes office. A director may serve a maximum of three (3) consecutive full terms after which such director must remain off the Board for at least one (1) year before becoming eligible to again serve on the Board.

Section 2.4 Vacancies. Vacancies occurring of the Board by death, resignation, removal or otherwise shall be filled by the Board of Directors. Each director appointed to fill a vacancy shall serve for the remainder of that vacant term and until his or her successor takes office. Each director appointed from an increase in the number of members of the Board shall be appointed for a term on one (1) year, two (2) years or three (3) years as appropriate to equalize, as nearly as possible, the number of elected directors whose terms are due to expire each year.

Section 2.5 Compensation. No compensation shall be paid to any director for his or her services as a director but, at the discretion of the Board, a director may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of the Corporation.

Section 2.6 Meetings. The Board shall meet at least quarterly at dates and times established by it. One of these meetings shall be the annual meeting of the Board. Special meetings

may be called at any time by the Chairperson, or at the written request of the number of directors constituting a quorum of the directors then in office. All meetings of the Board shall be held at the registered office of the Corporation or at such other place as the Board may designate from time to time.

Section 2.7 Quorum. At all meetings of the Board, the presence of a majority of the directors in office shall constitute a quorum. Directors shall be deemed as present at any such meeting if a telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time is used. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting need be given only to the directors who are not present at the time of adjournment.

Section 2.8 Voting. Each director shall be entitled to one vote on each matter submitted to a vote of the Board.

Section 2.9 Ex-Officio Directors. The Board may from time to time appoint ex-officio directors without vote as it may determine by resolution.

Section 2.10 Notices. Written notice of the time and place of each Board meeting shall be sent to each director at least five (5) days in advance of the date thereof. Such notice shall set forth the time and place of the meeting. For special meetings, the notice will also state the general nature of the business to be transacted. Such notice shall be sent at the direction of the Secretary or another designated officer of the Corporation and shall be given to each director either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by courier service (e.g. Federal Express), or by facsimile transmission, or by e-mail, to his or her address, facsimile number or e-mail address as listed on the records of the Corporation or as supplied by such director to the Corporation for the purpose of notice. If the notice is sent by mail or courier, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with the courier service for delivery to that person or, in the case of facsimile transmission or e-mail, when dispatched.

Section 2.11 Waiver of Notice. Whenever any notice is required to be given under the provisions of applicable law, the Articles of Incorporation of the Corporation, or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice will be deemed equivalent to the giving of notice.

Section 2.12 Conflict of Interest. A director must disclose to the Board any actual or potential conflict between a director's personal interests and his or her duty to the Corporation. Any director deemed by the Board to be disqualified because of an actual or apparent conflict of interest on any matter shall not vote or use personal influence on the matter. The minutes of the meeting shall

reflect that the disclosure was made, the abstention from voting and the effect on the quorum.

Section 2.13 Standard of Care and Fiduciary Duty. A director shall stand in a fiduciary relation to this Corporation and shall perform his or her duties as a director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of this Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of this Corporation. 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:

- (a) One or more officers or employees of this corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such persons; and
- (c) A committee of the Board of this Corporation on which such director does not serve 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 such director has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Section 2.14 Factors Which May Be Considered by Directors. In discharging the duties of their respective positions, the Board, committees of the Board and individual directors may, in considering the best interests of this Corporation, consider the effects of any action upon employees and communities in which facilities or other establishments of the Corporation are located and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 2.13 of these bylaws.

Section 2.15 Rules and Regulations. The Board may adopt rules and regulations not inconsistent with these bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it.

Section 2.16 Resignation and Removal. Any director of the Corporation may resign at any time by giving written notice to the Board of Directors of the Corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director or agent of the Corporation may be

removed without assignment of cause by the vote of at least two-thirds of the entire Board of Directors whenever in its judgment the best interests of the Corporation may be served thereby, but such removal shall be without prejudice.

Section 2.17 Minutes; Annual Report. The Board shall maintain complete and accurate minutes of all meetings and other formal proceedings of the Corporation. An annual report shall be prepared in compliance with the requirements of 15 Pa.C.S. Section 5553, and shall be filed with the minutes of the annual meeting of the Board.

ARTICLE III

Officers

Section 3.1 Enumeration. The officers of the Corporation shall consist of the Chairperson of the Board, Vice Chairperson, Secretary and Treasurer and such other officers as the Board may, from time to time, designate.

Section 3.2 Election; Term of Office. All officers shall be nominated by the Nominating Committee in accordance with Section 4.4 hereof and shall be elected by the Board at the annual meeting of the Board. Each officer shall hold office for a term of one (1) year and until such officer's successor has been duly elected and qualified. An officer may serve a maximum of three (3) consecutive terms in the same office, after which he or she may not serve in the same office (but may serve in a different office) for at least one (1) year before becoming eligible for re-election to that office.

Section 3.3 Vacancies. Any vacancy shall be filled by the Board. The Chairperson of the Board may, however, fill vacancies in the office of Secretary, Treasurer, or any other office designated by the Board for the period ending on the date when such vacancy is filled by the Board.

Section 3.4 Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board. The Chairperson shall exercise general supervision of the affairs of the Corporation and shall see that such affairs are conducted in accordance with the Articles of Incorporation and these bylaws and pursuant to the directions of the Board. The Chairperson shall prepare an annual report of the operations of the Corporation and present it to the Board. The Chairperson shall be an ex-officio member of all committees.

Section 3.5 Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson when the Chairperson is absent. The Vice Chairperson shall undertake such other responsibilities as the Board or Chairperson may from time to time assign.

Section 3.6 Secretary. The Secretary shall make or cause to be made minutes of all

meetings of the Board. The Secretary shall be responsible for the timely issuance of all notices of meetings of the Board, shall affix the corporate seal at the direction of the Chairperson and, generally, will perform all duties incident to the office of secretary of a corporation and such other duties as may be required by law, by the Articles of Incorporation or by these bylaws, or which may be assigned from time to time by the Board. In the absence of the Secretary, the Assistant Secretary, if any, shall perform all the duties of the Secretary and when so acting shall have all of the powers of and be subject to all of the restrictions on the Secretary.

Section 3.7 Treasurer. The Treasurer shall supervise the financial activities of the Corporation. Specifically, the Treasurer shall see that: (a) a full and accurate system of accounts and financial controls are in place; and (b) the directors at the regular meetings of the Board, or whenever they may require it, receive an account of the financial condition of the Corporation. In performing these functions, the Treasurer may rely on other persons associated with the Corporation who possess special financial training and skills. In the absence of the Treasurer, the Assistant Treasurer, if any, shall perform all of the duties of the Treasurer and when so acting shall have all of the powers of and be subject to all of the restrictions on the Treasurer.

Section 3.8 Other Officers. Any other officers shall have such responsibilities and perform such duties as may be prescribed by the Board from time to time.

Section 3.9 Bonds. The Board may, in its discretion, require the Treasurer and one or more other officers to give bond in such amounts and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

ARTICLE IV Committees

Section 4.1 Committees. There shall be a Nominating Committee and such other standing and ad hoc committees as the Board may from time to time designate.

Section 4.2 Limitation on Power of Committees. No such committee shall have any power or authority to do any of the following:

- (a) Amend or repeal any resolution of the Board; or
- (b) Act on matters committed by the bylaws or a resolution of the Board to another committee of the Board.

Section 4.3 Executive Committee. If the Board determines that the Corporation should have an Executive Committee, it shall consist of the officers of the Corporation and such other directors as may be appointed from time to time by the Chairperson. The Chairperson of the Board shall be the committee chairperson. The Executive Committee shall have the power to transact all regular business of the Corporation during periods between meetings of the Board. The Executive Committee shall meet at the call of the Chairperson of the Board, or in his absence, of the Vice-Chairperson.

Section 4.4 Nominating Committee. The members of the Nominating Committee shall be appointed by the Board.

- (a) Directors. The Nominating Committee shall recommend to the Board candidates for election as directors of the Corporation. The Nominating Committee shall prepare its slate in time for inclusion in the notice of the meeting of the Board of Directors at which elections will occur.
- (b) Officers. The Nominating Committee shall recommend candidates for election as officers of the Corporation pursuant to Section 3.2 of these bylaws. The Nominating Committee shall prepare its slate in time for inclusion in the notice of the meeting of the Board at which elections will occur.

ARTICLE V

Personal Liability of Directors

Section 5.1 Directors' Personal Liability. A director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, provided however that this provision shall not eliminate or limit the liability of a director to the extent that such elimination or limitation of liability is expressly prohibited by the Pennsylvania Nonprofit Corporation Law of 1988 or such other provision as may be in effect at the time of the alleged action or failure to take action by such director.

Section 5.2 Preservation of Rights. Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any director or former director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VI
Indemnification

Section 6.1 Mandatory Indemnification of Directors and Officers. The Corporation shall indemnify, to the fullest extent now or hereafter permitted by Law, (including but not limited to the indemnification provided by the Pennsylvania Nonprofit Corporation Law of 1988) each director or officer (including each former director or officer) of the Corporation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an authorized representative of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by such director or officer in connection with such action, suit or proceeding.

Section 6.2 Mandatory Advancement of Expenses to Directors and Officers. The Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a director or officer of the Corporation referred to in Section 6.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 6.1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such director or officer shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such director or officer to repay all amounts advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Corporation as provided in Section 6.4 of these bylaws.

Section 6.3 Permissive Indemnification and Advancement of Expenses. The Corporation may, as determined by the Board from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in, or is otherwise threatened to be made a party to or a witness in, or is otherwise involved in, 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 an authorized representative of the Corporation, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit or proceeding. The Corporation may, as determined by the Board from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as provided in Section 6.4 of these bylaws.

Section 6.4 Scope of Indemnification. Indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is prohibited by the Pennsylvania Nonprofit Corporation Law of 1988 or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 6.5 Miscellaneous. Each director and officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. Any repeal or modification of the Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

Section 6.6 Definition of Authorized Representative. For the purposes of this Article, the term "authorized representative" shall mean a director, officer, employee or agent of the Corporation or of any corporation controlled by the Corporation, or a trustee, custodian, administrator, committee member or fiduciary of any employee benefit plan established and maintained by the Corporation or by any corporation controlled by the Corporation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation.

ARTICLE VII

Restrictions Regarding the Operations of the Corporation: Administration of Funds

Section 7.1 No Private or Political Beneficiaries. In keeping with the statement of purpose of the Corporation as set forth in its Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, no substantial part of the activities of the Corporation shall be to lobby or otherwise to attempt to influence legislation, and the Corporation shall engage in no political activity, including any campaign on behalf of or in opposition to any candidate for public office.

Section 7.2 No Violation of Purposes. In no event and under no circumstances shall the Board make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an organization exempt from federal income taxation or as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

Section 7.3 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and its committees. The Corporation will keep at its registered office the original or a copy of its bylaws including amendments to date. All books and records of the Corporation may be inspected by any Director for any proper purpose at any reasonable time.

Section 7.4 Tax Records. The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. Such documents shall be made available during regular business hours for inspection by any person requesting to see them.

Section 7.5 Fiscal Year. The fiscal year of the Corporation shall end on June 30.

Section 7.6 Annual Reports. An annual report of the financial affairs of the corporation for the previous fiscal year shall be submitted to the Board of Directors at each annual meeting, and filed with the secretary of the corporation. The Board of Directors may designate a committee of its members to audit the books and records of the Corporation at such times as it shall determine by a majority vote of its members.

Section 7.7 Checks and Endorsement. All checks and drafts upon the funds or credit of the Corporation in any of its depositories shall be signed by two such officer(s) or agent(s) as shall be determined by the Board of Directors.

Section 7.8 Dissolution of Corporation. On dissolution of the Corporation, or the winding up of its affairs (and after the Board of Directors shall have paid, or made provision for the payment of all of the liabilities of the Corporation), the remaining assets of the Corporation shall be disposed of to facilitate the exempt purposes of the corporation. Assets shall be distributed exclusively to charitable, religious, scientific, public-safety testing, literary, or educational organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII
Amendments of Articles of Incorporation or Bylaws

Section 8.1 Amendments.

- (a) Articles of Incorporation. The Articles of Incorporation of the Corporation shall not be amended, restated or otherwise modified without the prior written consent of the Board of Directors.
- (b) Bylaws. Subject to the provisions of Section 8.4 of these bylaws, the bylaws of the Corporation shall be made, altered, amended and repealed by the Board.

Section 8.2 Committee. The bylaws of the Corporation shall be reviewed periodically by a committee appointed by the Chairperson of the Board. After receiving the recommendations of the committee regarding the bylaws, the Board shall review the committee's recommendations, if any, and substantially accept or reject such recommendations.

Section 8.3 Notice. Directors shall be given at least ten (10) days' prior written notice of any Board meeting at which proposed changes to the bylaws of the Corporation are to be considered or acted upon. Minor changes to correct errors such as syntax, grammar, titles, and the like are excluded from this 10-day notice provision. Such written notice shall identify the specific sections of the bylaws that are under consideration and the proposed changes thereto.

ARTICLE IX
Adoption of Bylaws

Section 9.1 Adoption. These bylaws shall be adopted as the Bylaws of the Corporation, by resolution duly made, seconded and passed, at the initial meeting of the Board of Directors after the filing of the incorporation documents, on the 9th day of October, 2013.

CERTIFICATION

I, Kimberly F. Eberle, duly appointed Secretary of the Board of Directors of Jamie's Kids, do hereby certify, that the within are the true, correct and current Bylaws of the Corporation, as of the date of this certification.

Dated: 10/9/13

Kimberly F. Eberle
Secretary