

**CORPORATE BYLAWS  
OF  
UNIVERSITY OF MAINE SCHOOL OF LAW FOUNDATION**

**ARTICLE I  
GENERAL**

**Section 1.1. Name.** The name of the corporation shall be University of Maine School of Law Foundation (the "Foundation"). The Foundation may conduct its business under the name "Maine Law Foundation".

**Section 1.2. Location of Foundation.** The Foundation shall have its principal place of business at Portland, Maine, or at such other location in the State of Maine as the directors shall from time to time designate.

**Section 1.3. Seal.** The Foundation may adopt a circular seal with the Foundation's name, the year of its organization and the word "Maine" inscribed on it. The seal may be used by causing it or a facsimile of it to be impressed or affixed or in any manner reproduced. A corporate seal may be adopted at any time by act of the Board of Directors in accordance with these Bylaws.

**Section 1.4. Registered Office.** The Registered Office of the Foundation is at 246 Deering Avenue, Portland, Maine. The address of the Registered Office may be changed from time to time by the Board of Directors or by the Registered Agent.

**Section 1.5. Registered Agent.** The Registered Agent of the Foundation is the person designated in the Articles of Incorporation, as amended from time to time by the Board of Directors.

**ARTICLE II  
PURPOSES**

**Section 2.1. General Purposes.** The Foundation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code (collectively, the "Code"). In furtherance of those charitable, educational, and scientific purposes, the purposes of the Foundation shall be to:

- A. Stimulate major voluntary financial support from alumni, friends, corporations, foundations, and others for the sole benefit of University of Maine School of Law or any successor institution (the "Law School"), especially in the building of endowment and in addressing long-term academic priorities of the Law School. The Foundation shall be responsible for the identification of potential donors; the nurturing of relationships between such persons and the Law School; the

solicitation of gifts of cash, securities, real and intellectual property, and other forms of direct support; and the acknowledgment of gifts and all ongoing responsibilities related to such gifts.

The Foundation shall receive, invest and administer funds, subject to such restrictions as have been imposed by the donor thereof on the use of the principal and income of such funds.

- B. Conduct such other activities and/or business and for all other purposes that may be lawfully carried on or performed by a corporation formed under the Non-Profit Corporation Law, Maine Revised Statutes Annotated Title 13-B, as amended.

Section 2.2. Powers. This Foundation shall have all such powers as are authorized to non-profit corporations by the Maine Nonprofit Corporations Act. The Foundation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (i) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (ii) as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

Section 2.3. Prohibition of the Inurement of Assets and Income to Private Persons. The Foundation is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer or director of the Foundation, or any other individual, partnership or corporation, but reimbursements for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

Section 2.4. Dissolution. If the Foundation is dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Foundation, none of its assets shall inure to the benefit of any private individual, and all of its assets remaining after payment of all of its liabilities shall be distributed to one or more organizations which the Board of Directors then determines is qualified both as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, and as an organization organized for the purpose of providing legal education in the State of Maine.

Section 2.5. Tax Exempt Status. It is intended that the Foundation shall have and continue to have the status of a corporation which is exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended, or successor provisions of federal tax law (the "Internal Revenue Code") as an organization described in Section 501(c)(3) of such Code, and to which contributions are deductible under Section 170(c)(2) and 2055(a)(2) of the Internal Revenue Code which is other than a private foundation as defined in Section 509(A) of the Internal Revenue Code. The Articles of Incorporation and these Bylaws shall be construed accordingly, and all powers and activities shall be limited accordingly.

No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; provided that the Foundation shall have the power to make an election under Section 501(h) of the Internal Revenue Code. Likewise, the Foundation shall not participate or intervene in any manner or to any extent in any political campaign on behalf of any candidate for public office. Furthermore, the Foundation shall not engage in any activities that are unlawful under applicable federal, state or local laws, including, but not limited to, activities prohibited for an exempt organization under Section 501(c)(3) of the Internal Revenue Code and regulations thereunder as they now exist or as they may hereafter be amended.

### ARTICLE III MEMBERSHIP

Section 3.1. No Membership. The Foundation shall have no members.

### ARTICLE IV BOARD OF DIRECTORS

Section 4.1. Management by Board. The affairs of the Foundation shall be managed by its Board of Directors, which may exercise all powers of the Foundation and do all lawful acts and things necessary or appropriate to carry out the purposes of the Foundation.

Section 4.2. Number of Directors; Eligibility. The number of elected Directors shall be not less than nine (9) nor more than twenty-one (~~23~~<sup>24</sup>) and shall be fixed within the foregoing limits by the Board at its annual meeting or at any meeting held in lieu thereof. Any adult person who supports the charitable purposes of the Foundation is eligible to become a Director; provided, however, at least fifty percent (50%) of the elected Directors must be alumni of the Law School and one of the elected alumni Directors must be the Chair of the Maine Law Alumni Engagement Committee.

Section 4.3. Initial Directors Election; Term of Office. The initial Board of Directors shall be appointed by the incorporators of the Foundation and shall serve until their successors are elected and qualified at the first Annual Meeting. Thereafter, and for purposes of providing staggered terms of office only, the elected Directors shall be divided into three (3) classes, which will, as nearly as possible, result in one-third (1/3) of the terms of Directors expiring in each year. Each Director shall serve for the term of office specified in the vote by which such Director was elected until his or her successor is duly elected and appointed, unless he or she sooner resigns or is removed. Approximately one-third of the Directors shall be elected each year at the Annual Meeting, for a term of three years, beginning at the close of said Annual Meeting. There shall be ~~two~~<sup>three</sup> ex officio Directors and they shall include the Dean (or Chief Executive Officer) of the Law School; and the chief staff officer of the Foundation ~~and the president of the University of Maine School of Law Alumni Association.~~ The chief staff officer of the Foundation shall have no vote, but shall otherwise be extended all the courtesies of elected Directors. The other ex officio Directors shall be extended all the courtesies of elected Directors except that they shall not vote on any matters relating to investments, distribution and allocation of the Foundation's

funds.

Section 4.4. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A person appointed to fill a vacancy which occurs other than by reason of an increase in the number of Directors shall serve until expiration of the term that would have been served had the vacancy not occurred.

Section 4.5. Removal of Directors. The Board of Directors may suspend or remove a Director at any time, with or without cause by a two-thirds (2/3) affirmative vote of the Board.

Section 4.6. Resignation. Any Director may resign at any time by giving written notice to the President of the Foundation. Such resignation shall take effect on the date of receipt or at any later time specified therein.

Section 4.7. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, the expenses of attendance, if any, may be allowed for attendance at each regular or Special Meeting of the Board.

Section 4.8. Honorary Directors. As provided in this Section 4.8, individuals to whom the Board of Directors wish to indicate their gratitude and appreciation for outstanding service to the Foundation may be elected as Honorary Directors of the Foundation. Each such Honorary Director shall serve for a lifetime term. Honorary Directors may attend meetings of the Board of Directors but shall have no vote at such meetings. No individual may serve simultaneously as a Director and as an Honorary Director.

## ARTICLE V MEETINGS

Section 5.1. Annual Meeting. The Board of Directors shall meet annually for the purpose of electing the class of Directors then standing for election or reelection as the case may be, and for the transaction of such other business as may come before the meeting. The Annual Meeting shall be held on such day and month of each year and at such time and place as shall be designated by the Board of Directors.

Section 5.2. Regular Meetings. Regular meetings of the Board of Directors may be held on such notice, or without notice, and at such time and at such place as may from time to time be determined by the Board of Directors; provided, however, that one (1) scheduled meeting must be held on or near the campus of the Law School.

Section 5.3. Special Meetings. Special Meetings of the Board of Directors may be called by the President of the Foundation on his or her own motion or upon written request of a majority of the Directors, and held not less than ten (10) days after such notice is given to each Director, either personally, by mail, by electronic mail or by telephone.

Section 5.4. Waiver. Whenever under the provisions of the statutes, Articles of

Incorporation or these Bylaws notice is required to be given to any Director, 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. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or Special Meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by law or these Bylaws.

Section 5.5. Telephonic Meetings. The Directors may hold a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence of the Director at such meeting. Notice of such meeting shall give each Director the telephone number at which, or other manner in which, he or she will be called.

Section 5.6. Manner of Acting. Except as specified by law or these Bylaws, the Board of Directors shall act by a majority vote of the Directors present in person or by written proxy at any duly called and held meeting of the Board of Directors at which a quorum is present. Except as otherwise provided herein, each Director shall have one (1) vote.

Section 5.7. Quorum. A majority of the elected Directors and ex-officio Directors present in person or by written proxy shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of Directors, the Directors present thereafter may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business shall be transacted which might have been transacted at the meeting as originally notified. Any matter which requires a vote relating to investments, distribution and allocation of the Foundation's funds will require a quorum consisting of a majority of the Directors but excluding for this purpose ex officio Directors.

Section 5.8. Conduct of Meeting; Record of Meetings. The President of the Foundation, or in his or her absence, the Vice President or, in his or her absence, the Treasurer, or, in his or her absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as the presiding officer for the meeting. The Secretary, or if he or she does not participate in the meeting, one of the Directors designated by the Board participating in the meeting, shall keep a record of the meeting.

Section 5.9. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all of the Directors, and filed with the minutes of the meetings of the Board of Directors.

Section 5.10. Informal Action by Directors. Action of the Directors may be taken in accordance with the provisions of Section 708 of the Maine Nonprofit Corporations Act, Title 13-B M.R.S.A. In amplification of, and not in limitation of the foregoing, action taken by

agreement of a majority of Directors shall be deemed action of the Board of Directors if all Directors know of the action taken and no Director makes prompt objection to such action. Objection by a Director shall be effective if written objection to any specific action so taken is filed with the Secretary of this Foundation within thirty (30) days of such specific action.

Section 5.11. Notice. Whenever under the provisions of the statutes, Articles of Incorporation or these Bylaws notice is required to be given to any Director, such notice must be given in writing by personal delivery, by mail, by electronic mail or by telephone, addressed to such Director at his or her address as it appears on the records of the Foundation, with postage or other delivery fees prepaid, or at his or her telephone number as it appears on the records of the Foundation. Notice by mail shall be deemed to be given at the time it is deposited in the United States Mail.

## ARTICLE VI OFFICERS AND AGENTS

Section 6.1. Officers. The officers of the Foundation shall be a President, a Vice-President, a Treasurer and a Secretary and such other officers as the Board of Directors may from time to time designate.

Section 6.2. Election of Officers. The Board of Directors shall choose annually the officers of the Foundation, all of whom must be Directors.

Section 6.3. Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it shall deem necessary. Such officers and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 6.4. Compensation. The compensation, if any, of all officers and agents of the Foundation shall be fixed by the Board of Directors.

Section 6.5. Term of Officers. The officers of the Foundation shall hold office until their successors shall have been elected and qualified. Any officer elected or appointed by the Board of Directors may be removed with or without cause at any time by an affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Foundation shall be filled by vote of the Directors.

Section 6.6. President. The President of the Foundation shall be elected from among the members of the Board of Directors and shall, when present, chair all meetings of the Board of Directors. He or she shall inform himself or herself concerning all affairs of the Foundation and see that the duties of the officers and employees of the Foundation are properly discharged; that the Bylaws of the Foundation are observed; and that all statements and returns required by law are made; and he or she shall assume such share in the management of the Foundation's business as the Directors may determine. The President shall appoint such committees as he or she deems necessary, subject to the approval of the Directors. The President shall perform all duties

incident to the office of the President.

Section 6.7. Vice President. The Vice President shall perform such duties as are assigned to him or her by the President and the Board. In the absence of the President, he or she shall perform the duties of that office.

Section 6.8. Treasurer. The Treasurer shall be elected from among the members of the Board of Directors. The Treasurer shall have charge and custody of and be responsible for all corporate funds and securities; keep full and accurate accounts of receipts and disbursements and books belonging to the Foundation; and deposit all monies and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Foundation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings or when the Directors shall require, an account of all his or her transactions as Treasurer and of the financial condition of the Foundation. The Treasurer shall provide a bond in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall perform such other duties as are incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 6.9. The Secretary. The Secretary shall be elected from among the members of the Board of Directors and shall attend all meetings of the Board of Directors and record all its proceedings in a book kept for that purpose. He or she may give, or cause to be given, notice of all Directors' meetings and shall perform such other duties as may be prescribed by the Board of Directors or by the President. The Secretary may certify all votes, resolutions and actions of the Board. The Secretary shall also keep a register of the post office address and telephone numbers of each Director; and ensure that the seal of the Foundation is affixed to all documents, the execution of which on behalf of the Foundation under its seal is duly authorized; and be the custodian of the corporate records. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

## ARTICLE VII COMMITTEES

Section 7.1. Committees. The Board of Directors may establish such committees as it deems appropriate to assist and recommend in the management of the Foundation.

Section 7.2. Composition. Committees shall consist of at least two (2) Directors, one of whom shall be the chairperson of such committee. The President shall annually appoint the members of each committee, subject to the approval by the Board of Directors, unless the Board of Directors specifies by resolution an alternative method of naming members of the committees. The Board of Directors may appoint voting non-Board members to all committees except the Executive, Bylaws and Nominating Committees. In no event shall the number of non-Board committee members exceed the number of Board members on any committee

Section 7.3. Executive Committee. The executive committee shall consist of the Foundation President, Foundation Vice President, Foundation Secretary, Foundation Treasurer, Foundation chief staff officer, and the Dean of the Law School. In the interim between regularly scheduled board meetings, the executive committee shall exercise all the duties and powers of the Board of Directors with the exceptions of (a) ex officio Directors shall not vote on any matter as members of the executive committee on which they are precluded from voting by the terms of these Bylaws; (b) any action related to the Articles of Incorporation, (c) any amendments to these Bylaws, or (d) any modification of the provisions for dissolution of the Foundation.

Section 7.4. Nominating Committee. The Board of Directors shall by resolution confirm the appointment of a nominating committee of at least three Directors whose duty shall be to strengthen the future of the Foundation by identifying and recruiting candidates for the Foundation Board of Directors. Further, this committee, on an annual basis, shall submit to the Board of Directors at least one qualified candidate for each of the elected officer positions. All nominations shall be available to the board at least 10 days before the annual meeting. In the event of member vacancy due to death, resignation, or other circumstance, the nominating committee is authorized to nominate at any time a candidate for a vacant position, but may elect not to do so ahead of the annual meeting.

Section 7.5. Investment and Finance Committee. The Board of Directors shall by resolution confirm the appointment of an investment and finance committee of at least four elected Directors in addition to the Treasurer. This committee shall be responsible for the development and execution of investment policies and procedures. It may retain an investment manager to advise with respect to the funds and investments of the Foundation. The committee also shall review periodically the performance of the investment portfolio and shall authorize policies and procedures with respect to the purchase of stocks, bonds, securities, real estate, and any other properties of the Foundation.

The committee also shall be responsible for assisting the Board in meeting its fiduciary responsibilities with respect to the Foundation's annual operating budget and the financial practices and operations related thereto. It shall present the annual operating budget to the Board of Directors for consideration and action and shall recommend to the Board of Directors an independent auditing firm to conduct the official annual audit of the foundation.

Section 7.6. Resources Committee. The Board of Directors shall by resolution confirm the appointment of a resources committee of at least five Directors whose duty shall be to develop policies and procedures germane to the pursuit and acceptance of gifts offered the Foundation in support of its efforts and for the good of the Law School. This committee is authorized to establish a process for review of offered gifts of real property and may accept or reject such gifts. The committee also shall undertake the planning process for formal capital campaigns or other structured fund-raising initiatives on behalf of the Law School, and shall otherwise present the funding priorities of the Law School to the Board of Directors for review and acceptance.



Section 7.7. Bylaws Committee. The Board of Directors shall by resolution confirm the appointment of a Bylaws committee of at least two Directors whose duty shall be to monitor the actions and activities of the Foundation in an effort to ensure conformance with the provisions of this document. The committee also is authorized to propose amendments to the Bylaws in the manner described in Article XI.

Section 7.8. Maine Law Alumni Engagement Committee and Maine Law Annual Fund. The Board of Directors shall by resolution confirm the appointment of the Maine Law Alumni Engagement Committee, the Chair of which must be a Director. The purpose of the Committee shall be to engage with the alumni community to plan events in support of Maine Law and to facilitate communication with Maine Law alumni and the legal community. The Committee shall be comprised of Maine Law alumni who may or may not also be Board members and shall be appointed by the Board of Directors. The Maine Law Annual Fund shall be a yearly campaign coordinated by this Committee and the Board of Directors, the purpose of which shall be to raise unrestricted funds in support of scholarships for matriculating Maine Law students.

## ARTICLE VIII FINANCES

Section 8.1. Checks. All checks or demands for money and notes of the Foundation shall be signed by such officer(s) or person(s) as the Board of Directors may from time to time designate.

Section 8.2. Fiscal Year. The fiscal year of the Foundation shall end on June 30 unless otherwise fixed by resolution of the Board of Directors.

## ARTICLE IX LIABILITY; INDEMNIFICATION

Section 9.1. Directors and Agents. The individual property of the Directors, officers, employees or agents of the Foundation shall not be held liable for the debts of the Foundation.

Section 9.2. Indemnification of Directors and Officers. To the fullest extent permitted by law, the Foundation shall in all cases indemnify any existing or former director, officer, or registered agent of the Foundation who was or is a party (or is threatened to be made a party) to any threatened or pending action, suit, or other proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Foundation (or is or was serving at the request of the Board as a director, officer, trustee, partner, fiduciary, employee, or agent of another entity), or by reason of his or her conduct in any such capacity, against expenses (including, without limitation, costs of investigation and attorneys' fees, judgments, fines, penalties, and amounts paid in settlement) actually and reasonably incurred by him or her in connection with such proceeding.

Section 9.3. Indemnification of Employees and Agents. The Foundation may (but except

as provided in Section 9.2 above shall not be required to) indemnify any other person who was or is a party (or is threatened to be made a party) to any threatened or pending action, suit, or other proceeding by reason of the fact that he or she is or was an employee or agent of the Foundation (or is or was serving at the request of the Foundation as a director, officer, trustee, employee, partner, fiduciary, or agent of another entity), or by reason of his or her conduct in any such capacity, against expenses actually and reasonably incurred by him or her in connection with such proceeding. Such indemnification shall be subject to any restrictions imposed by applicable law or by the Board of Directors in its discretion.

Section 9.4. Advance Payment of Expenses. In its discretion the Board of Directors may, on such conditions as it deems appropriate, authorize the Foundation to pay or reimburse costs of investigation, attorneys' fees, and other expenses incurred by a person entitled to reimbursement under this Article, even in advance of the final disposition of the proceeding in question.

Section 9.5. Nonexclusive Remedy; Benefit. The rights provided by this Article shall not be deemed exclusive of any other right of indemnification or payment provided by contract, the Articles, vote of Directors, or otherwise. Any right of indemnity or payment arising under this Article shall continue as to a person who has ceased to hold the office or position in which such right arose; shall inure to the benefit of his or her heirs, executors, and administrators; and shall survive any subsequent amendment of this Article.

Section 9.6. Insurance. The Foundation may, at the discretion of the Board of Directors, purchase and maintain insurance on behalf of the persons described in Sections 9.2 and 9.3 against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify such person under the laws of the State of Maine.

## ARTICLE X CONFLICTS OF INTEREST

Section 10.1. Statement of Potential Conflicts. Prior to taking his or her position on the Board of Directors, and annually thereafter, each Director shall submit in writing to the President of the Foundation a list of all businesses and other organizations of which he or she is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), a shareholder, employee or agent with which the Foundation has, or might be expected to have, a relationship or a transaction in which the Director might have a conflicting interest. Each written statement will be resubmitted with any necessary changes annually. The President (and the Board of Directors as is required or appropriate due to the absence or conflict of the President) shall become familiar with the statements of all Directors in order to guide the conduct of the Board of Directors should such a conflict arise.

Section 10.2. Conduct of Meetings of the Board of Directors When a Conflict Exists. At such time as any matter comes before the Board of Directors which involves or may involve a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his or her written statement or not. Such Director shall answer any questions that

might be asked of him or her and shall disclose all material facts. At the request of the President, such Director shall withdraw from the meeting for so long as the matter shall continue under discussion.

Section 10.3. Effect of Conflict. The Directors of the Foundation may be interested, directly or indirectly, in any contract, transaction or act relating to or incidental to the operations conducted by the Foundation, and may freely make contracts, enter into transactions, or otherwise act for or on behalf of the Foundation in such matters; provided that (i) the direct or indirect interest of the Director in the proposed contract, transaction or act shall first be disclosed to and approved by the Board of Directors, (ii) any Director directly or indirectly interested in the contract, transaction or act shall refrain from voting on the matter, and (iii) no contract, transaction or act shall be entered into or taken on behalf of the Foundation if such contract, transaction or act would jeopardize the Foundation's tax-exempt status under Section 501(c)(3) of the Code.

## ARTICLE XI MISCELLANEOUS

Section 11.1 Amendments. These Bylaws may be amended or repealed or new Bylaws adopted by the Board of Directors at an Annual or Special Meeting, provided that the notice of the meeting and of the substance of the proposed change to the Bylaws is given in accordance with the procedures specified in Section 5.11 hereof and at least 10 calendar days in advance of any such meeting; and, further provided that the Bylaws may not be amended in such a way as to cause the corporation to lose its status (i) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (ii) as a Foundation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or (iii) as a corporation described in Section 170(b)(1)(A)(vi) of the Internal Revenue Code of 1986, as amended.

As amended by the Board of Directors on \_\_\_\_\_ ~~February 8, 2013~~.

ATTEST: \_\_\_\_\_ DATE: \_\_\_\_\_  
Secretary