Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , **and ending**

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label Otherwise, print or type See Specific Instructions.

Name of foundation
THE WEATHERSTONE FAMILY FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
28 BEACH DRIVE

City or town, state, and ZIP code
DARIEN, CT 06820-5608

A Employer identification number
06-1469074

B Telephone number
(203)655-5432

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,270,324.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc , received			N/A	
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,191.	1,191.		STATEMENT 1
4	Dividends and interest from securities	18,025.	18,025.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	**Total** Add lines 1 through 11	19,216.	19,216.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	29,002.	29,002.		0.
b	Accounting fees STMT 4	10,375.	10,375.		0.
c	Other professional fees				
17	Interest				
18	Taxes STMT 5	2,005.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	25.	0.		0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	41,407.	39,377.		0.
25	Contributions, gifts, grants paid	160,855.			160,855.
26	**Total expenses and disbursements.** Add lines 24 and 25	202,262.	39,377.		160,855.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	<183,046.>			
b	**Net investment income** (if negative, enter -0-)		0.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Revenue — Operating and Administrative Expenses

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923501 02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2009)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,087,706.	848,935.	848,935.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 4,192.			
	Less allowance for doubtful accounts ▶	4,192.	4,192.	4,192.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	1,364,980.	1,364,980.	1,417,197.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	2,456,878.	2,218,107.	2,270,324.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	55,725.		
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	55,725.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	205,489.	205,489.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	160.	160.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,195,504.	2,012,458.	
	30 **Total net assets or fund balances**	2,401,153.	2,218,107.	
	31 **Total liabilities and net assets/fund balances**	2,456,878.	2,218,107.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,401,153.
2 Enter amount from Part I, line 27a	2	<183,046.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,218,107.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,218,107.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a				
b	NONE			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	143,955.	2,433,684.	.059151
2007	731,291.	2,610,965.	.280085
2006	334,709.	2,921,896.	.114552
2005	119,968.	1,707,690.	.070252
2004	75,000.	1,379,134.	.054382

2 Total of line 1, column (d)	2	.578422
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.115684
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,163,834.
5 Multiply line 4 by line 3	5	250,321.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	250,321.
8 Enter qualifying distributions from Part XII, line 4	8	160,855.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	0.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,500.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	1,500.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,500.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	1,500.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ GREEN HASSON & JANKS LLP Telephone no ▶310-873-1613

Located at ▶10990 WILSHIRE BLVD. 16TH FLOOR, LOS ANGELES, CA ZIP+4 ▶90024

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARION WEATHERSTONE 28 BEACH DRIVE DARIEN, CT 06820	PRESIDENT 0.00	0.	0.	0.
BRIAN C. BANDLER C/O JP MORGAN 345 PARK AVE. 7TH FLOOR NEW YORK, NY 10154	SECRETARY 0.00	0.	0.	0.
MELISSA MOSKAL C/O GREEN HASSON&JANKS 10990 WILSHIRE BLVD STE 1600 LOS ANGELES, CA 90024	ASST TREASURER 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	1,206,618.
b	Average of monthly cash balances	1b	990,168.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,196,786.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,196,786.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,952.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,163,834.
6	**Minimum investment return.** Enter 5% of line 5	6	108,192.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	108,192.
2a	Tax on investment income for 2009 from Part VI, line 5 2a		
b	Income tax for 2009 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	108,192.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	108,192.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	108,192.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	160,855.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	160,855.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	160,855.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				108,192.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004 6,914.				
b From 2005 35,647.				
c From 2006 190,796.				
d From 2007 602,601.				
e From 2008 23,652.				
f Total of lines 3a through e	859,610.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 160,855.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	160,855.			
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	108,192.			108,192.
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	912,273.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	912,273.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006 125,165.				
c Excess from 2007 602,601.				
d Excess from 2008 23,652.				
e Excess from 2009 160,855.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

MARION WEATHERSTONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 8				
Total			▶ 3a	160,855.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

923611 02-02-10

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,191.	
4 Dividends and interest from securities			14	18,025.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		19,216.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 19,216.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	NOT APPLICABLE

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

▶ x Marion G Weatherstone | x 3/1/10 ▶

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature ▶ Melissa Mahal	Date FEB 24 2010	Check if self-employed ▶ ☐	Preparer's identifying number P00844033
Firm's name (or yours if self-employed), address, and ZIP code ▶ GREEN HASSON & JANKS LLP 10990 WILSHIRE BLVD., 16TH FLOOR LOS ANGELES, CA 90024-3929		EIN ▶ 95-1777440	Phone no 310-873-1613

THE WEATHERSTONE FAMILY FOUNDATION, INC.

Incorporated Under the Laws of the State
of Connecticut

AMENDED AND RESTATED
BYLAWS

July 21, 2009

Contents

AMENDED AND RESTATED BYLAWS

OF

THE WEATHERSTONE FAMILY FOUNDATION, INC.

Identification

1. **Name.** The name of the corporation is The Weatherstone Family Foundation, Inc. (the "**Corporation**"). The Corporation is formed under the Connecticut Revised Nonstock Corporation Act (the "**Act**").

2. **Purposes.** The purposes to be carried out or furthered by the Corporation are as stated in its Certificate of Incorporation, as the same may be amended from time to time (the "**Certificate of Incorporation**"), and shall be only such purposes as may be carried out or furthered by an organization that is exempt from federal income tax under section 501(a) of Internal Revenue Code of 1986, as the same may be amended from time to time and the corresponding provisions of any future United States Internal Revenue law (the "**Code**") as an organization described in section 501(c)(3) of the Code, and that qualifies as an organization transfers to which are deductible for federal income, gift and estate tax purposes by residents and citizens of the United States of America (a "**Qualified Charitable Organization**") (hereinafter, the "**Corporation's Exempt Purposes**").

Members and Membership

3. **Members.** The Corporation shall be a corporation having members ("**Members**"). Initially, the Corporation shall have one class of Members. When the initial Member of the Corporation ceases to be a Member, separate membership classes shall be established, as follows: (a) one membership class shall be established for each child of the initial Member who is then living or has one or more then living descendants, (b) one membership class shall be established for Melissa Moskal, if she is then living, and (c) one membership class shall be established for JP Morgan Chase Bank, N.A., or its successor in interest. If a membership class fails or ceases to have at least one Member and no qualified individual is appointed or elected as a Member within that membership class, that membership class shall be extinguished. If at any time the Corporation does not have at least one Member and no successor Member has effectively been elected or appointed, the Corporation shall cease to be a corporation that has members.

4. **Manner of election or appointment.** The initial Member of the Corporation is Marion Weatherstone. When Marion Weatherstone ceases to be a Member:

(a) Each child of Marion Weatherstone shall be the initial Member of the membership class established for such child or, if such child fails to become the initial Member of such membership class, the individuals who are then qualified to be Members of that membership class shall instead be the initial Members of that membership class;

(b) Melissa Moskal, if she is then living, shall be the initial and sole Member of the membership class established for Melissa Moskal; and

(c) Brian C. Bandler shall be the initial Member of the membership class established for JP Morgan Chase Bank, N.A., or its successor in interest, if he is then qualified to be a Member of that membership class, and if Brian C. Bandler fails or ceases to serve as such, JP Morgan Chase Bank, N.A., or its successor in interest, shall be the sole Member of that membership class and shall designate from time to time the individual to exercise its voting rights as a Member.

No additional or other successor Members may be appointed or elected by the Members while Marion Weatherstone is a Member, except by amendment of these bylaws by the Members. When Marion Weatherstone ceases to be a Member:

(a) Each membership class established for a child of Marion Weatherstone may elect or appoint qualified individuals to serve as additional and successor Members within that membership class, and if at any time a membership class established for a child of Marion Weatherstone fails or ceases to have at least one Member of that class, the Members of the Corporation, voting by class, may elect one or more individuals who are then qualified to be Members of that membership class to serve as such;

(b) No additional or successor Members may be appointed or elected by Melissa Moskal for the membership class established for her, and if Melissa Moskal fails or ceases to serve as a Member, her membership class shall be extinguished;

(c) No additional or successor Members may be appointed or elected by Brian C. Bandler for the membership class established for JP Morgan Chase Bank, N.A., or its successor in interest, and if JP Morgan Chase Bank, N.A., or its successor in interest, fails or ceases to serve as a Member (initial or successor, as the case may be) of the membership class established for it, that membership class shall be extinguished.

5. **<u>Qualifications of the Members</u>.** To qualify for membership, an individual shall be at least eighteen (18) years of age, but need not be a resident of the State of Connecticut. Brian C. Bandler shall qualify as a Member of the membership class established for JP Morgan Chase Bank, N.A., or its successor in interest, if and for so long as he is employed by JP Morgan Chase

Bank, N.A., or its successor in interest. In order to qualify as a Member of a membership class established for a child of Marion Weatherstone, an individual must be (a) a descendant of the child for whom the membership class was established, or (b) both the spouse of a descendant of Marion Weatherstone and the parent of a minor descendant of the child for whom the membership class was established; provided, however, that when such an individual ceases to be either the spouse of a descendant of Marion Weatherstone or the parent of a minor descendant of the child for whom the membership class was established, that individual shall cease to qualify as a Member of that membership class. The "descendants" of Marion Weatherstone and their descendants shall mean such individual's natural children and adopted children if legally adopted prior to attaining the age of eighteen (18) years. The "spouse" of a descendant of Marion Weatherstone shall mean the individual whom a descendant of Marion Weatherstone is married to and living with at the time such individual's status as a spouse of a descendant of Marion Weatherstone is to be determined and, after such descendant's death, the individual whom that descendant was married to and living with at the time of such descendant's death.

6. **Termination of membership.** Membership shall be terminated by death, voluntary withdrawal, ceasing to qualify as a Member of a membership class, or a determination that the Member is incapacitated, and thereafter all rights and privileges of the Member in the Corporation shall cease.

7. **Membership rights.** The Members shall have those rights and privileges required by law to be accorded to members entitled to vote, and those rights and privileges conferred upon the Members by the Certificate of Incorporation or these bylaws. For so long as the Corporation shall have at least one Member, the rights of the Members shall include:

(a) The exclusive right to (i) vote for the election of directors, (ii) remove directors, with or without cause, (iii) fill vacancies on the Board, and (iv) from time to time, by resolution, to increase or decrease the number of directors;

(b) The exclusive power to amend or repeal the Corporation's bylaws; and

(c) The right to vote on (i) amendments to the Certificate of Incorporation, (ii) proposals to dissolve the Corporation and plans to liquidate its assets, (iii) any plan of merger not described in section 33-1156(8) of the Act, and (iv) any disposition of the Corporation's assets described in section 33-1166 of the Act.

When Marion Weatherstone ceases to be a Member, (a) each membership class shall have the exclusive right, acting by vote of the Members within that membership class, (i) to elect one class of directors, to remove any director elected by that membership class, and to fill vacancies arising on the Board within the class of directors elected by that membership class, and (ii) except as otherwise provided in these bylaws, to elect or appoint additional and successor Members within that membership class, and (b) the Members shall vote, by class, on all other matters to be acted upon by the Members.

8. **Regular meetings.** A regular annual meeting of the Members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held each year on the same day as and immediately preceding the regular annual meeting of the Board at the principal office of the Corporation, or at such other time and such other place, within or without the State of Connecticut, as shall be specified in the notice of meeting.

9. **Special meetings.** Special meetings of the Members may be called by the Board, the Chairman of the Board (the "**Chairman**"), the President or the Secretary. Upon the receipt of one or more signed and dated demands from two (2) or more Members, the Secretary shall call a special Members' meeting for the purposes specified in the demands. If the Secretary shall not call such a meeting within **fifteen (15)** days after receipt of such demands, the Members who made the demands may do so. Each special meeting of the Members shall be held at the principal office of the Corporation or at such other place, within or without the State of Connecticut, as shall be specified in the notice of meeting.

10. **Notice.** Notice of the date, time and place of each meeting of the Members shall be communicated or delivered to each Member by or at the direction of the Chairman, the President, the Secretary or the persons calling the meeting no fewer than **ten (10)** nor more than **sixty (60)** days preceding the date of the meeting. Notice of a regular or annual meeting need not specify the purpose(s) for which the meeting is called, but no bylaw may be brought up for adoption, amendment or repeal, no director may be removed and no matter for which a section of the Act specifically requires a vote of members, other than the election of directors at an annual meeting, may be brought up unless specified in a written notice. Notice of a special meeting shall specify the purpose(s) for which the meeting is called, and no other business may be transacted at the meeting. Notice shall be in writing unless oral notice (in person, by telephone or by voice mail) is reasonable under the circumstances. Oral notice is effective when communicated. Written notice (by electronic transmission, mail or other method of delivery) is effective: (a) when electronically transmitted in a manner and to a number or electronic mail address authorized by the Member, (b) upon deposit in the United States mail (as evidenced by the postmark or date-stamped mailing receipt), if mailed postage prepaid and correctly addressed to the Member's address as shown in the Corporation's record of Members, and (c) on the date shown on the signed receipt, if sent by a commercial delivery service to the Member's address as shown in the Corporation's record of Members and signed for by or on behalf of the addressee. In computing any period of time hereunder, the day on which notice is given shall be excluded.

11. **Waiver of notice**. A Member may waive any notice required to be given, before or after the date and time of the meeting for which notice was required, by delivering to the Corporation a written waiver of notice signed by the Member for inclusion in the minutes or filing with the corporate records. The attendance of a Member at a meeting (i) also waives notice to the Member of the meeting unless, at the beginning of the meeting, the Member objects to holding the meeting or transacting business at the meeting, and (ii) waives objection to consideration of a particular matter at the meeting as not within the purpose or purposes required to be described in a notice of the meeting unless, when the matter is presented, the Member objects to its consideration.

12. **Quorum**. While Marion Weatherstone is a Member, unless a section of the Act specifically requires a greater number, a quorum of the Members consists of a majority of the Members entitled to vote. When Marion Weatherstone ceases to be a Member, unless a section of the Act specifically requires a greater number, a quorum of a membership class consists of a majority of the Members within that class who are entitled to vote, and, if a matter is to be voted upon by the Members, a quorum of the Members consists of a majority of the membership classes, each represented by a quorum of that membership class.

13. **Adjournment**. A majority of the Members present, in person or by proxy, at a meeting may adjourn the meeting to another date, time or place. Notice of any adjourned meeting need not be given if the new date, time or place is announced at the meeting before adjournment and the adjournment does not exceed one hundred twenty (120) days.

14. **Manner of acting and participating**. Any action which may be taken at a meeting of Members may be taken without a meeting if consent in writing, setting forth the action so taken or to be taken, is signed by all of the Members entitled to vote, and such consent shall have the same force and effect as a vote of the Members at a meeting duly held. Any Member or proxy acting for a Member may participate in a meeting of Members by means of conference telephone or similar communications equipment enabling all Members and proxies participating in the meeting to hear one another, and a Member or such Member's proxy participating in a meeting in this manner shall be deemed to be present in person at the meeting.

15. **Required vote**. While Marion Weatherstone is a Member, (a) each Member shall be entitled to one (1) vote, in person or by proxy, on each matter voted on by the Members, and (b) if a quorum is present, in person or by proxy, when a vote is taken, the affirmative vote of a majority of the Members present and entitled to vote is the act of the Members, unless a section of the Act specifically requires the vote of a greater number of Members. When Marion Weatherstone ceases to be a Member, (a) each membership class shall be entitled to one (1) vote,

in person or by proxy, on each matter voted on by the Members by class, (b) each Member shall be entitled to one (1) vote, in person or by proxy, on each matter voted on by such Member's membership class, and (c) unless a section of the Act specifically requires the vote of a greater number of Members, (i) if a quorum of the Members within a membership class is present, in person or by proxy, when a vote is taken, the affirmative vote of a majority of the Members present and entitled to vote is the act of that membership class, and (ii) if a quorum of the membership classes is present, in person or by proxy, when a vote is taken, the affirmative vote of a majority of the membership classes is the act of the Members.

Board of Directors

16. Authority. All corporate powers shall be exercised by or under the authority of, and the activities, property, and affairs of the Corporation shall be managed by or under the direction of the Board, subject to the limitations set forth in the Certificate of Incorporation and in accordance with these Bylaws.

17. Number. At any time, the Members, or, if the Corporation ceases to be a corporation that has members, then the Board, may change the number of directors fixed or prescribed to any number not less than **three (3)** nor more than **twelve (12)**; provided, however, that no decrease in number shall have the effect of shortening the term of an incumbent director.

18. Term and election. Directors shall be elected by the Members as provided in the Certificate of Incorporation and these Bylaws or, if the Corporation ceases to be a corporation that has members, by the Board, and their terms shall expire at the next annual meeting of the Members (or the next annual meeting of the Board if the Corporation has ceased to be a corporation that has members) following their election. The term of a director elected to fill a vacancy shall expire at the next meeting (of the Members or the Board, as the case may be) at which directors are elected. Each director shall serve from the time of his or her election and qualification and, notwithstanding the foregoing provisions for the expiration of a director's term, shall continue to serve until his or her successor has been elected and qualified or until his or her sooner death, resignation or removal.

19. Qualification. Each director shall be at least **eighteen (18)** years of age and need not be a resident of the State of Connecticut. In selecting candidates for directors, consideration should be given to each candidate's willingness to accept responsibility for governance of the Corporation, his or her interest in the Corporation's Exempt Purposes, his or her areas of expertise and experience that may be of benefit to the Corporation, and such other qualifications as may be deemed appropriate.

20. **Removal.** Any director may be removed with or without cause by the Members entitled to take such action, as provided in the Certificate of Incorporation and these Bylaws, or, if the Corporation shall not have at least one Member, by the Board. A director may be removed only at a meeting called for such purpose, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

21. **Vacancies.** Any vacancy on the Board, regardless of reason, shall be filled promptly by the Members entitled to take such action, as provided in the Certificate of Incorporation and these Bylaws, or, if the Corporation shall not have at least one Member, by the Board or, if the number of directors then in office is less than the number required to constitute a quorum of the Board, by the affirmative vote of a majority of all the directors then in office.

22. **Compensation and reimbursement.** Directors shall not receive any stated salary or fee for performing the usual and ordinary duties of a director, but may receive reasonable compensation indirectly in the form of payment of liability insurance premiums, may be reimbursed for any reasonable and necessary expenses incurred by them in attending any meeting of the Board or of any of its committees or in carrying out or furthering the Corporation's Exempt Purposes and other lawful business within the Board's authority, and may be indemnified and have expenses advanced or reimbursed in connection with certain proceedings, as determined and authorized by the Corporation. This provision shall not be construed to preclude any director from receiving compensation, as determined and approved by the Board, for performing duties outside the ordinary duties of a director or from serving the Corporation in any other capacity and receiving compensation therefor.

23. **Annual and other regular meetings.** A regular annual meeting of the Board for the election of officers (and directors, if the Corporation shall not have at least one Member) for the ensuing year, for the appointment of committees, for the receipt of reports from committees and officers, and for the transaction of such other business as may properly come before the meeting shall be held in **June** each year (after the annual meeting of the Members, if the Corporation has at least one Member) at the principal office of the Corporation or at such other date, time and place, within or without the State of Connecticut, as shall be specified in a resolution adopted by the Board. Other regular meetings of the Board shall be held on such dates and at such times and places, within or without the State of Connecticut, as shall be specified in a resolution adopted by the Board.

24. **Special meetings.** Special meetings of the Board may be called by the Chairman or the President. The Secretary shall call a special meeting upon the written request of **two (2)** or more directors. Notice shall be given of such meeting.

25. **Notice**. Regular meetings may be held without notice unless there is no bylaw or resolution in effect specifying the date, time and place of the meeting, the date, time or place is changed, or the purpose or one of the purposes of the meeting is to remove a director or adopt, amend or repeal a bylaw. Special meetings of the Board and any regular meeting for which notice is required shall be preceded by at least **two (2)** days' notice of the date, time and place of the meeting, and the means of remote communication, if any, by which directors may participate in the meeting. Notice of any meeting need not specify the business to be transacted at or the purpose(s) of the meeting; provided, however, that, unless stated in a written notice of the meeting, no bylaw may be brought up for adoption, amendment or repeal and no director may be removed at the meeting. Meeting notices shall be in writing unless oral notice (in person, by telephone or by voice mail) is reasonable under the circumstances. Oral notice is effective when communicated. Written notice (by electronic transmission, mail or other method of delivery) is effective at the earliest of the following: (a) when received, (b) if mailed postage prepaid and correctly addressed, **five (5)** days after its deposit in the United States mail, (c) if electronically transmitted in a manner and to a number or electronic mail address authorized by the director, **five (5)** days after its transmission, or (d) if sent by registered or certified mail or a commercial delivery service, return receipt requested, and the receipt is signed by or on behalf of the addressee, on the date shown on the return receipt. In computing any period of time hereunder, the day on which notice is given shall be excluded.

26. **Waiver of notice**. A director may waive any notice required to be given, before or after the date and time of the meeting for which notice was required, by delivering to the Corporation a written waiver of notice signed by the director for filing with the minutes. A director's attendance at or participation in a meeting also waives notice to the director of the meeting unless the director, at the beginning of the meeting or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

27. **Quorum**. Unless a section of the Act specifically requires a greater number, a quorum of the Board consists of a majority of the number of directors fixed or prescribed at the time.

28. **Adjournment**. A majority of the directors present at a meeting, even if less than a quorum, may adjourn the meeting to another time and place. Notice of any adjourned meeting need not be given if the new date, time or place is announced at the meeting before adjournment.

29. **Manner of acting and participating**. Except to the extent that the Certificate of Incorporation or these Bylaws require that action by the Board be taken only at a meeting, any action which may be taken at a meeting of the Board or any of its committees may be taken

without a meeting if each director or committee member signs a consent describing the action taken or to be taken and delivers it to the Corporation. Such action shall have the same force and effect as an action taken at a meeting duly held. Any director may participate in a meeting by means of conference telephone or similar communications equipment enabling all directors participating in the meeting to hear one another, and a director participating in a meeting in this manner shall be deemed to be present in person at the meeting.

30. **Required vote.** Each director shall be entitled to **one (1)** vote on each matter voted on by the directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board, unless a provision of the Act specifically requires the vote of a greater number of directors.

Committees of the Board

31. **Committees.** The Board may, by resolution or resolutions adopted by a majority of all of the directors then in office at a meeting at which a quorum is present, create one or more committees, determine the number of members (**one (1)** or more) of the committee, and appoint **one (1)** or more directors to serve on each committee. The authority and membership of each committee shall be as provided in the Board resolution constituting such committee or otherwise dealing with its membership and/or the scope of its powers. However, in the absence or disqualification of a member of a committee created by the Board, the committee member or members present at any meeting of the committee and not disqualified from voting may, by unanimous vote, appoint another director to act in place of the absent or disqualified committee member. Except to the extent authorized by the Board and permitted by the Act and these Bylaws, no committee shall have any authority to make any distributions or expenditures or to bind or otherwise obligate the Corporation, and the Board shall have no obligation to adopt any committee's recommendation. The Board may authorize a committee to mortgage, pledge or encumber any or all of the Corporation's assets, whether or not in the usual and regular course of affairs of the Corporation. The Board may not delegate authority to any committee to, and no committee may (a) approve or recommend to Members any action that a section of the Act requires to be approved by members, (b) amend the Certificate of Incorporation, (c) adopt, amend or repeal bylaws, (d) approve a plan of merger, (e) approve a proposal to dissolve the Corporation, (f) approve a sale, lease, exchange, or other disposition of all, or substantially all, of the property of the Corporation other than in the usual and regular course of affairs of the Corporation, (g) remove a director, (h) fill vacancies on the Board, or (i) fill vacancies on any committee except as specifically provided above.

32. **Committee meetings**. Meetings of the committees of the Board may be called by the respective chairmen thereof or by any member of the committee on at least **two (2)** days' prior notice of the date, time and place of the meeting, and the means of remote communication, if any, by which committee members may participate in the meeting. Each committee member shall be entitled to **one (1)** vote on each matter voted on by the committee. A majority of the number of committee members fixed or prescribed by the Board at the time shall constitute a quorum for the transaction of business at all committee meetings. If a quorum is present when a vote is taken, the affirmative vote of a majority of the committee members present is the act of the committee.

33. **Standing and special committees**. At such times as the Board determines, it may constitute one or more committees as standing or special committees, including, but not limited to, an Executive Committee, an Investment Committee, an Audit Committee, a Mission Development and Compliance Committee, a Nominating, Performance Review and/or Compensation Committee, a Budget, Grants and/or Expenditure Recommendations Committee, and a Conflicts Committee for reviewing and acting on conflict of interest matters referred to it by the Board.

34. **Executive Committee**. The Executive Committee, if and when constituted by resolution of the Board, shall be a standing committee of the Board with the authority between meetings of the Board to exercise all the authority of the Board permitted by the Act and these Bylaws to be delegated to a committee.

35. **Committee reports**. Each committee of the Board shall prepare and present to the Board reports regarding its actions and recommendations.

Board and Committee Advisors

36. **Quorum and voting**. The Board or any committee of the Board may appoint one or more persons who are not directors to serve as an advisor to or an advisory member of the Board or its committee. Advisors and advisory members shall not be counted in determining a quorum nor shall they be entitled to a vote in connection with any action that may bind the Corporation.

37. **Term and removal**. The term of any advisor to or advisory member of the Board or a committee thereof shall be determined by and subject to the will of the Board or committee appointing such person to such status. The Board or committee appointing any advisor or advisory member may remove such person from such status at any time, with or without cause, and such removal shall not create any vacancy to be filled.

38. **Compensation and reimbursement.** Advisors to and advisory members of the Board or a committee thereof may receive reasonable compensation, as determined and approved by the Board or, if authorized to do so, by its committee, for services provided to the Corporation, including indirect compensation in the form of payment of liability insurance premiums, reimbursement for any reasonable and necessary expenses incurred by them in attending any meeting of the Board or its committees or in carrying out or furthering the Corporation's Exempt Purposes and other lawful business at the direction of the Board or a committee thereof, and indemnification and advancement or reimbursement of expenses incurred in connection with certain proceedings as an agent of the Corporation, as determined and authorized by the Corporation.

Officers and Agents

39. **Number, qualifications, term and election of officers.** The officers of the Corporation shall be a President, Secretary and Treasurer. There may also be a Chairman, one or more Vice Presidents, one or more Assistant Treasurers, one or more Assistant Secretaries, and such other officers or agents as the Board may deem necessary or advisable. Any two or more offices may be held by the same person. Officers shall be elected by the Board at each annual meeting of the Board for a term of **one (1)** year. Each officer shall hold office from the time of his or her election and qualification and, notwithstanding the provisions for the expiration of an officer's term, shall continue to serve until his or her successor has been elected and qualified or until his or her sooner death, resignation or removal.

40. **Removal; vacancies.** Any officer of the Corporation and any agent of the Corporation appointed by the Board may be removed with or without cause at any time by the Board. In case the office of the President, the Treasurer or the Secretary becomes vacant due to death, resignation or removal, the vacancy shall be filled promptly for the unexpired term by the Board.

41. **Chairman of the Board.** The Chairman, if present, shall preside at each meeting of the Board. The Chairman shall be entitled to notice of and to attend meetings of all committees. The Chairman shall perform such other duties as may from time to time be assigned to the Chairman by the Board.

42. **President.** The President shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation. If a Chairman has not been elected or, if elected, is not present, the President shall preside at each meeting of the Board. The President shall be entitled to notice of and to attend meetings of all committees. The President shall see that all orders and resolutions of the Board are carried into effect. Generally, the

President shall perform all duties incident to the office of president and such other duties as may from time to time be assigned to the President by the Board or the Chairman.

43. **Vice President.** Each Vice President shall perform all such duties as from time to time may be assigned to him or her by the Board or the President. In case of the President's absence or inability to act, any Vice President designated by the Board shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

44. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all of the Corporation's funds, property and securities, including all contributions received, all income earned thereon and any gains therefrom (the "**Corporation's Funds**"); shall maintain appropriate accounting records for the Corporation, including full and accurate accounts of the Corporation's Funds and liabilities, receipts and disbursements, and other transactions of the Corporation in books belonging to the Corporation; and shall exhibit such books upon the request of any director at a reasonable time at the offices of the Corporation. The Treasurer shall cause annual financial statements to be prepared that include a balance sheet as of the end of the fiscal year and a statement of disbursements and receipts for that year; and shall render to the President and to the directors at the meetings of the Board, or whenever they may require it, a statement of all transactions as Treasurer and an account of the financial condition of the Corporation. The Treasurer shall endorse for collection on behalf of the Corporation checks, notes and other obligations and deposit the same and all moneys and other valuable effects in the name of and to the credit of the Corporation in such banks or other depositories as may be designated by the Board; and shall sign all receipts and vouchers. The Treasurer, together with the other officer or officers, if any, designated by the Board, shall sign all checks of the Corporation, except in cases where the authority to sign and execute checks has been expressly delegated by the Board to some other officer or agent of the Corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation, taking proper vouchers for such disbursements. Generally, the Treasurer shall perform all duties incident to the office of treasurer and such other duties as may from time to time be assigned to the Treasurer by the Board or the President.

45. **Assistant Treasurer.** At the request of the Treasurer, or in case of the Treasurer's absence or inability to act, the Assistant Treasurer shall perform the duties of the Treasurer and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. The Assistant Treasurer shall perform such other duties as may from time to time be assigned to the Assistant Treasurer by the Board, the President or the Treasurer.

46. **Secretary.** The Secretary shall have charge of such of the Corporation's books, records and documents as the Board may determine, including its certificate of incorporation and amendments thereto, its bylaws and amendments thereto, a copy of its application for recognition of 501(c)(3) tax-exempt status, its minute books, its record of the names and mailing addresses of the current Members, a list of the names and residence and business addresses of the current directors and officers, and a copy of the Corporation's most recent annual report delivered to the Secretary of State. The Secretary shall maintain the Corporation's minute books and corporate records, cause such annual and interim reports, statements and other documents as may be required by law to maintain its corporate status to be properly kept or filed, and handle requests by Members and directors to inspect the Corporation's books, records and documents as permitted or required by the Act. The Secretary shall be custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all documents the execution of which on behalf of the Corporation under its seal shall have been specifically or generally authorized by the Board. In the absence of a recording secretary, the Secretary shall record the minutes of all meetings of the Members or the Board. When requested, the Secretary shall give, or cause to be given, notice of any meeting of the Members, the Board or its committees. Generally, the Secretary shall perform all duties incident to the office of secretary and such other duties as may from time to time be assigned to the Secretary by the Board or the President.

47. **Assistant Secretary.** At the request of the Secretary, or in case of the Secretary's absence or inability to act, the Assistant Secretary shall perform the duties of the Secretary and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary. The Assistant Secretary shall perform such other duties as may from time to time be assigned to the Assistant Secretary by the Board, the President or the Secretary.

Resignations, Withdrawals and Termination of Membership

48. **Resignations, withdrawals and termination of membership.** Any officer, any director, and any advisor, advisory member or other agent appointed by the Board or a committee thereof, other than the Corporation's registered agent, may resign his or her office at any time by delivering written notice to the Corporation, in the case of an officer, or to the Board, in the case of any director or any other such person appointed by the Board or a committee thereof. Any Member may voluntarily withdraw as a Member at any time by delivering written notice to the Corporation. A resignation or voluntary withdrawal shall take effect at the time such notice is delivered unless the notice specifies a later effective date. Acceptance of the resignation or withdrawal shall not be necessary to make it effective. A determination that a director is incapacitated shall be deemed a resignation by that director as of the date of the determination. A determination that a Member is incapacitated shall terminate his or her membership as of the date of the determination.

49. **Incapacitated**. A director or Member shall be considered to be "incapacitated" and to have resigned as a director or terminated his or her membership if that individual is unable to give prompt and intelligent consideration to financial matters by reason of illness, mental or physical disability, disappearance, unaccountable absence or detention under duress. The determination as to whether such an individual is incapacitated shall be made by the Board. In making the determination, the Board may rely conclusively upon (i) the written opinion of the individual's primary physician or any other two physicians stating that the individual is unable to give prompt and intelligent consideration to financial matters by reason of illness or mental or physical disability, (ii) the written notice of a majority of such individual's spouse and adult children stating that they have received credible evidence that such individual has disappeared, is unaccountably absent or is being detained under duress, or (iii) the written order of a court.

Administration

50. **Offices**. The initial principal office of the Corporation shall be located at 28 Beach Drive, Darien, Connecticut 06820. The Board may from time to time change the principal office and/or establish other offices, within or without the State of Connecticut, as it determines to be expedient.

51. **Books and records**. There shall be kept correct and complete books and records of account, minutes of all meetings of the Members and all meetings of the Board, records of all actions taken by the incorporators, Members or Board without a meeting, and records of all actions taken by a committee in place of the Board on behalf of the Corporation. All waivers of notice of a meeting shall be kept with the minutes. Minutes of meetings and records of actions taken shall be available to Members and directors to inspect and copy as provided by the Act. At intervals of not more than **twelve (12)** months the Corporation shall prepare a balance sheet showing its financial condition as of a date not more than **four (4)** months prior thereto and a statement of receipts and disbursements respecting its operations for the **twelve (12)** months preceding such date. The balance sheet and statement shall be deposited at the principal office of the Corporation and be kept for at least **ten (10)** years from such date.

52. **Contributions**. Subject to the conditions set forth in the Corporation's Certificate of Incorporation, the Board is authorized (a) to accept restricted contributions, provided that any restrictions are consistent with the Corporation's Exempt Purposes and its qualification as a Qualified Charitable Organization and are imposed by the donor by a written instrument that is accepted by the Board by resolution ("**Valid Restrictions**"), and (b) to cause the execution and delivery of any agreement which shall be necessary or desirable in connection with any such restricted contribution. Unless otherwise specifically required, the Board may administer restricted contributions as it shall deem expedient, and utilize and expend any and all of the principal and income thereof for the restricted purposes of the contribution.

53. Grantmaking and fundraising procedures. The Board shall adopt grantmaking and fundraising procedures as necessary and appropriate to administer the Corporation's grantmaking and/or program-related investment and loan programs and its fundraising activities. The Board shall not make any grants to individuals for travel, study or other similar purposes other than pursuant to a procedure approved in advance by the Commissioner of Internal Revenue. Any grants made to organizations created or organized outside the United States of America or any possession thereof, and any contributions solicited in support thereof, shall be made or solicited, and administered, in accordance with the procedures and subject to the restrictions, limitations and conditions set forth in the Corporation's Certificate of Incorporation.

54. Investments. The Corporation's Funds may be retained in whole or in part, in cash, securities or other property acquired by it in whatever manner, or be invested and reinvested from time to time, according to the judgment of the Board.

55. Checks, bank accounts and notes. The Board is authorized to select such banks, depositories or mutual funds as it shall deem proper for the Corporation's Funds. Unless the Board shall otherwise direct, the signature of the President, Treasurer or Assistant Treasurer of the Corporation alone shall be sufficient on all checks, drafts or other orders for the payment of money, acceptances, notes or other evidence of indebtedness issued in the name of the Corporation, and on all transfers, consents, processes, waivers and other instruments relating to the securities and other investments of the Corporation and on all financial reports, tax lists and other returns.

56. Agreements. Unless the Board shall otherwise direct, the signature of the President alone shall be sufficient on all agreements, contracts and other arrangements executed for or on behalf of the Corporation.

57. Construction. Whenever used in these Bylaws, the masculine pronoun shall include the feminine, and the singular shall include the plural, unless a different meaning is otherwise required by the context.

58. Seal. The Corporation may have a seal, which shall be circular in form and shall contain the name of the Corporation, the state and year of incorporation, and the words "Not for Profit Seal."

59. **Fiscal year**. The fiscal year of the Corporation shall be the calendar year.

60. **Amendments.** These Bylaws may be amended only in a manner and for a purpose that is consistent with the Corporation's Certificate of Incorporation, its qualification as a Qualified Charitable Organization, the provisions of federal law applicable to private foundations, and any Valid Restrictions imposed on contributions to the Corporation's Funds, and no amendment hereto or new bylaws may remove these restrictions. As set forth in the Corporation's Certificate of Incorporation, the Members shall have the exclusive power to amend or repeal these Bylaws and adopt new Bylaws for so long as the Corporation shall have at least one Member. If the Corporation ceases to have at least one Member, these Bylaws may be amended or repealed and new Bylaws adopted as provided by law for a corporation having no members. Any proposal to amend or to repeal and adopt new bylaws shall be stated at least in general terms in the notice of the meeting at which such proposal is to be brought up for action.

CERTIFICATE OF AMENDMENT
NONSTOCK CORPORATION

Office of the Secretary of the State

MAILING ADDRESS:
Commercial Recording Division
Connecticut Secretary of the State
P.O. Box 150470
Hartford, CT 06115-0470
860-509-6003

DELIVERY ADDRESS:
Commercial Recording Division
Connecticut Secretary of the State
30 Trinity Street
Hartford, CT 06106
860-509-6003

Space For Office Use Only **Filing Fee: $10.00** **Make Checks Payable To "Secretary of the State"**

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1. NAME OF CORPORATION

The Weatherstone Family Foundation, Inc.

2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C)

______ **A. AMENDED**

______ **B. RESTATED**

__X__ **C. AMENDED AND RESTATED**

The restated certificate consolidates all amendments into a single document.

3. TEXT OF EACH AMENDMENT / RESTATEMENT

The Certificate of Incorporation of the corporation is hereby amended and restated in its entirety as follows: See Exhibit A attached hereto and made a part hereof, for the text of the First Amended and Restated Certificate of Incorporation.

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

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4. VOTE INFORMATION (check A, B or C.)

_____ A. **The Amendment was duly approved by the members in the manner required by sections 33-1140 to 33-1147 of the Connecticut General Statutes, and by the Certificate of Incorporation.**

_____ B. **The Amendment was duly approved by the incorporators and member approval was not required.**

__X__ C. **The Amendment was duly approved by the board of directors and member approval was not required.**

5. EXECUTION

Dated this 14th day of July, 20 09.

Marion C. Weatherstone	President	Marion Weatherstone
Print or type name of signatory	**Capacity of signatory**	**Signature**

Rev. 08/23/2007

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Exhibit A

FIRST AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF THE WEATHERSTONE FAMILY FOUNDATION, INC.

The undersigned incorporator hereby forms a corporation under the Connecticut Revised Nonstock Corporation Act, as the same or any section thereof may be amended, transferred or replaced from time to time (the "Act").

1. **Name.** The name of the corporation is The Weatherstone Family Foundation, Inc. (the "Corporation").

2. **Nonprofit Corporation.** The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.

3. **Members.** The Corporation shall be a corporation having members ("Members"). Initially, the Corporation shall have one class of Members. The initial Member is Marion Weatherstone. When Marion Weatherstone ceases to be a Member, separate membership classes shall be established, as follows: (a) one membership class shall be established for each child of Marion Weatherstone who is then living or has one or more then living descendants, (b) one membership class shall be established for Melissa Moskal if she is then living, and (c) one membership class shall be established for JP Morgan Chase Bank, N.A., or its successor in interest. The manner of election or appointment and the qualifications of the Members shall be as set forth in the bylaws of the Corporation from time to time in effect.

4. **Registered Agent.** The name of the individual serving as the Corporation's registered agent, and the street address of such agent's place of business and Connecticut residence, are as follows:

Agent	Business Address	Residence Address
John R. Musicaro, Jr.	Cummings & Lockwood LLC Six Landmark Square Stamford, Connecticut 06901	11 Stonewall Lane Darien, Connecticut 06820

5. **Incorporator.** The Corporation was incorporated in the State of Connecticut on December 17, 1996, by Robert J. Miller, while residing at 10 Bluewater Hill South, Westport, Connecticut 06880, and is governed by the Act.

6. **Exempt Nature of Activities and Purposes.** The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary, and/or educational purposes, each within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time and the corresponding provisions of any future United States Internal Revenue law (the "Code") (collectively, the "Corporation's 501(c)(3) Exempt Purposes"). The nature of the Corporation's activities shall be to undertake or support, directly or indirectly,

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such projects, programs, services, and activities, at such times and in such places, within or without the United States of America, as the board of directors of the Corporation (the "Board") determines are appropriate to carry out, promote, or further the Corporation's 501(c)(3) Exempt Purposes. It is intended that the Corporation shall be exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code, and that it shall qualify as an organization transfers to which are deductible for federal income, gift, and estate tax purposes by residents and citizens of the United States of America (a "Qualified Charitable Organization").

7. **Membership Rights**. The Members shall have those rights and privileges required by law to be accorded to members entitled to vote, and those rights and privileges conferred upon the Members by this Certificate of Incorporation or the bylaws of the Corporation from time to time in effect. For so long as the Corporation shall have at least one Member, the rights of the Members shall include:

a) The exclusive right to (i) vote for the election of directors, (ii) remove directors, with or without cause, (iii) fill vacancies on the Board, and (iv) from time to time, by resolution, to increase or decrease the number of directors;

b) The exclusive power to amend or repeal the Corporation's bylaws; and

c) The right to vote on (i) amendments to the Certificate of Incorporation, (ii) proposals to dissolve the Corporation and plans to liquidate its assets, (iii) any plan of merger not described in section 33-1156(8) of the Act, and (iv) any disposition of the Corporation's assets described in section 33-1166 of the Act.

8. **Membership Vote**. While Marion Weatherstone is a Member, (a) each Member shall be entitled to one (1) vote, in person or by proxy, on each matter voted on by the Members, (b) unless a section of the Act specifically requires a greater number, a quorum of the Members consists of a majority of the Members entitled to vote, and (c) if a quorum is present, in person or by proxy, when a vote is taken, the affirmative vote of a majority of the Members present and entitled to vote is the act of the Members, unless a section of the Act specifically requires the vote of a greater number of Members.

When Marion Weatherstone ceases to be a Member, (a) each membership class shall have the exclusive right, acting by vote of the Members within that membership class, (i) to elect one class of directors, to remove any director elected by that membership class, and to fill vacancies arising on the Board within the class of directors elected by that membership class, and (ii) except as otherwise provided in the bylaws of the Corporation, to elect or appoint additional and successor Members within that membership class, (b) Members shall vote, by class, on all other matters to be acted upon by the Members, and each membership class shall be entitled to one (1) vote, in person or by proxy, on each such matter, (c) each Member shall be entitled to one (1) vote, in person or by proxy, on each matter voted on by such Member's membership class, (d) unless a section of the Act specifically requires a

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greater number, a quorum of a membership class consists of a majority of the Members within that class who are entitled to vote, and, if a matter is to be voted upon by the Members, a quorum of the Members consists of a majority of the membership classes, each represented by a quorum of that class, and (e) unless a section of the Act specifically requires the vote of a greater number of Members, (i) if a quorum of the Members within a membership class is present, in person or by proxy, when a vote is taken, the affirmative vote of a majority of the Members present and entitled to vote is the act of that membership class, and (ii) if a quorum of the membership classes is present, in person or by proxy, when a vote is taken, the affirmative vote of a majority of the membership classes is the act of the Members.

9. **Board of Directors**. All corporate powers shall be exercised by or under the authority of, and the activities, property, and affairs of the Corporation shall be managed by or under the direction of, the Board, subject to the limitations set forth in this Certificate of Incorporation and in accordance with the bylaws of the Corporation from time to time in effect. The Board shall consist of three (3) or more individuals. For so long as the Corporation shall have at least one Member, the Members shall elect the directors, as provided in the Articles of this Certificate of Incorporation entitled "Membership Rights" and "Membership Vote."

   When Marion Weatherstone ceases to be a Member, the Board shall be divided into as many classes of directors as there are membership classes, and each membership class shall have the right to elect one class of directors. Each class of directors shall have as nearly equal a number of directors as possible, as determined by the Members from time to time.

   If at any time the Corporation shall not have at least one Member and no successor Member has effectively been appointed, the Corporation shall cease to be a corporation that has members, and the Board shall become a self-perpetuating board of directors. Thereafter, the Board may increase or decrease the number of directors from time to time by resolution.

10. **Board's Authority**. As a means of accomplishing the Corporation's 501(c)(3) Exempt Purposes, the Board is authorized on behalf of the Corporation:

    a) To initiate and participate in fundraising activities and conduct solicitations to support, further or promote the Corporation's 501(c)(3) Exempt Purposes;

    b) To receive contributions, donations, bequests and devises of any variety of real or personal property acceptable to the Board, including restricted contributions if such restrictions are (i) consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization, (ii) imposed by the donor by written instrument, and (iii) accepted by the Board by resolution ("<u>Valid Restrictions</u>");

    c) To make expenditures and distributions, program-related loans, program-related investments and other grants, in such amounts, at such times, in such

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manner, and for such of the Corporation's 501(c)(3) Exempt Purposes as the Board in its sole discretion determines from time to time, subject to any Valid Restrictions imposed on contributions to the Corporation;

d) To receive and accept, purchase, subscribe for or otherwise acquire, and own, hold, retain, use, deal in or with, maintain and administer any variety of real or personal property, or any legal or equitable interest therein and wherever located, any income earned thereon and any gains therefrom (the "Corporation's Funds"), to vote and give proxies to vote shares of stock, to exercise stock options, and, unless otherwise specifically required, to mingle restricted contributions with other assets of the Corporation's Funds for investment purposes;

e) To sell, exchange, transfer, convey, mortgage, pledge, lease, option and otherwise dispose of all or any part of the Corporation's property and take back purchase money mortgages thereon;

f) To make contracts and guarantees, incur liabilities, borrow money, issue notes, bonds and other obligations of the Corporation and secure any such obligations by mortgage or pledge of any part of the Corporation's Funds, and extend, renew or renegotiate loans or guarantees;

g) To lend money, invest and reinvest the Corporation's Funds, and receive and hold real and personal property as security for repayment;

h) To form or join in forming partnerships, limited liability companies, joint ventures, corporations or other entities to carry out or further the Corporation's 501(c)(3) Exempt Purposes or for investment purposes, to become a partner, manager, associate or member thereof, to transfer any part or all of the Corporation's Funds thereto, and to operate, manage and supervise such entities, participate in the operation, management and supervision thereof, or delegate such power to any person or persons the Board may select;

i) To sue and be sued, complain and defend in the Corporation's name, and to compromise and settle claims;

j) If at any time the Corporation shall not have at least one Member and no successor Member has effectively been appointed, to amend or repeal the Corporation's bylaws, including any bylaw adopted or amended by the Members that fixed quorum or voting requirements for the Board;

k) If at any time the Corporation shall not have at least one Member and no successor Member has effectively been appointed, to amend this Certificate of Incorporation, including any provision adopted with the approval of the Members that fixed quorum or voting requirements for the Board;

l) To employ attorneys, accountants, investment counsel, custodians, brokers and other agents to assist in the administration of the Corporation and the

Corporation's Funds and to pay reasonable compensation for such services; and

m) To the extent a corporation organized under the Act may now or hereafter lawfully do so, to engage in or carry on any and every act or activity necessary or convenient to carry out the Corporation's affairs or to promote, further or accomplish any of its 501(c)(3) Exempt Purposes, and to engage in any lawful act or activity that is consistent with its qualification as a Qualified Charitable Organization.

11. **Prohibitions.** Notwithstanding any other provision of this Certificate of Incorporation, the Corporation's activities and the Board's authority shall be subject to the following restrictions and limitations:

a) No power or discretion shall be exercised by the Board in any manner or for any purpose that is not consistent with the Corporation's 501(c)(3) Exempt Purposes, its qualification as a Qualified Charitable Organization, and any Valid Restrictions imposed on contributions to the Corporation.

b) The Corporation shall not carry on any activities not permitted to be carried on by a Qualified Charitable Organization.

c) No part of the Corporation's Funds shall inure to the benefit of or be distributable to the Corporation's directors, officers, or any other private individual or entity, except in furtherance of the Corporation's 501(c)(3) Exempt Purposes, as payment of reasonable compensation for services rendered, or as payment or reimbursement of reasonable expenses necessary to carrying out the Corporation's 501(c)(3) Exempt Purposes.

d) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

e) The Corporation may not accept any inter vivos contribution that it is legally obligated to redistribute to one or more organizations created or organized outside the United States of America or any possession thereof ("Foreign Charitable Organizations").

f) If the Corporation makes grants to one or more Foreign Charitable Organizations, (i) the Board shall review all requests for funds from each such organization, require that a request specify the use to which the funds will be put, and, if the Board approves a request as being in furtherance of the Corporation's 501(c)(3) Exempt Purposes, authorize payment of the funds to the approved grantee on condition that such grantee furnish a periodic accounting to show that the funds were expended for the purposes approved by the Board, and (ii) the Board shall at all times have the right in its sole discretion to refuse to make any such grant or otherwise render financial assistance to or for any or all of the purposes for which funds are requested by a Foreign Charitable Organization and to withdraw approval of any such grant and instead use such grant funds (including any contributions received in support of such grant) for any other of the Corporation's 501(c)(3) Exempt Purposes, as determined by the Board in its sole discretion.

g) If the Corporation solicits contributions in support of a grant that the Board has approved to a Foreign Charitable Organization, the fact of the Board's control and discretion over all contributions made to the Corporation in support of the grant shall be made available to any contributor, upon request, whether before or after a contribution has been made.

h) To the extent that section 508(e) and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall distribute such amounts from the Corporation's Funds for each taxable year at such time and in such manner as not to become subject to tax under section 4942 of the Code.

i) To the extent that section 508(e) and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall not (a) engage in any act of self-dealing as defined in section 4941(d) of the Code, (b) retain any excess business holdings as defined in section 4943(c) of the Code, (c) make any investments in such manner as to subject it to tax under section 4944 of the Code, or (d) make any taxable expenditures as defined in section 4945(d) of the Code.

12. **Dissolution**. The Corporation may be dissolved and liquidated at any time. Subject to any Valid Restrictions imposed on contributions to the Corporation, upon the winding up and liquidation of the Corporation's activities and affairs, all the Corporation's assets remaining after payment or adequate provision for the lawful debts and obligations of the Corporation and the expenses of its dissolution and liquidation shall be distributed (i) for such of the Corporation's 501(c)(3) Exempt Purposes (including by distribution to or for the use of one or more Qualified Charitable Organizations) and in such manner and proportions as the Board shall determine in its discretion, or (ii) to the federal government, or (iii) to a state or local government for a public purpose, or (iv) by the Superior Court of the Judicial District in which the principal office of the Corporation is then located (or any court of competent jurisdiction if the principal office of the Corporation is then located outside the State of Connecticut), exclusively for such of the Corporation's 501(c)(3) Exempt Purposes or to such one or more Qualified Charitable Organizations having similar purposes as the court shall determine.

13. **Immunity**. To the fullest extent provided by (i) section 52-557m of the Connecticut General Statutes, including any amendments thereto or substitutions therefor which may be made from time to time (the "Connecticut General Statutes"), and (ii) section 14501 et seq. of Title 42 of the United States Code, as amended from time to time, each person serving as a director or officer of the Corporation and who is not

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compensated for such services on a salary or prorated equivalent basis shall be immune from civil liability for damage or injury resulting from any act, error or omission made in the exercise of such person's policy or decision-making responsibilities if such person was acting in good faith and within the scope of such person's official functions and duties, unless such damage or injury was caused by the reckless, willful or wanton misconduct of such person.

14. **Indemnification.** The Corporation shall indemnify and advance funds to pay for or reimburse expenses of directors, officers, employees and agents of the Corporation to the extent required by law, including sections 33-1116 through 33-1125 of the Act.

In addition, as permitted by section 33-1124 of the Act, the Corporation obligates itself, in advance of any act or omission giving rise to a proceeding (as defined in section 33-1116 of the Act), to provide indemnification in accordance with section 33-1117 of the Act, to the fullest extent permitted by law (including the advancement of funds to pay for or reimburse expenses in accordance with section 33-1119 of the Act), to any person made a party to a proceeding by reason of serving or having served as a director of the Corporation against liability (as defined in section 33-1116 of the Act) incurred in the proceeding, except liability that (a) involved a knowing and culpable violation of law by the director, (b) enabled the director or an associate (as defined in section 33-840 of the Connecticut General Statutes) to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation.

The Corporation may also, as and to the extent determined by the Board, indemnify and advance expenses under sections 33-1116 through 33-1125 of the Act to any person made a party to a proceeding by reason of serving or having served as an officer, employee or agent of the Corporation or, at the request of the Corporation, as a director, officer, partner, trustee, employee or agent of another enterprise, against liability incurred in the proceeding.

Notwithstanding any other provision hereof, (a) unless ordered by a court, the Corporation shall not indemnify any person in connection with a proceeding (or part thereof) commenced by the Corporation against such person or commenced by such person against the Corporation, and (b) the Corporation shall not provide any indemnification or advance any funds that would subject any person to tax under section 4941 or section 4958 of the Code or cause the Corporation to violate any provision of section 33-281b of the Connecticut General Statutes.

The provisions of this Article shall not affect the indemnification of or advance of expenses to any person for any liability stemming from acts or omissions occurring prior to the effective date of this Article. No amendment or repeal of this Article or the adoption of any provision inconsistent herewith shall eliminate or reduce the effect of this Article in respect of any matter occurring or any cause of action, suit, or claim accruing or arising prior to such amendment, repeal, or adoption of a provision inconsistent with this Article.

15. **Liability to Corporation**. The personal liability of a director to the Corporation or its Members for monetary damages for breach of duty as a director shall be limited to an amount that is no greater than the compensation received by the director for serving the Corporation in such capacity during the year of the violation if such breach did not: (a) involve a knowing and culpable violation of law by the director; (b) enable the director or an associate (as defined in section 33-840 of the Connecticut General Statutes) to receive an improper personal economic gain; (c) show a lack of good faith and a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation; or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation. The provisions of this Article shall not limit or preclude the liability of a director for any act or omission occurring prior to the effective date of this Article.

    The intent of this Article is to limit, and it shall be interpreted as limiting, the personal liability of a director to the Corporation and its Members for monetary damages for breach of duty as a director to the fullest extent permitted by the relevant laws in effect at the time of such breach. No amendment or repeal of this Article or the adoption of any provision inconsistent herewith shall eliminate or reduce the effect of this Article in respect of any matter occurring or any cause of action, suit, or claim accruing or arising prior to such amendment, repeal, or adoption of a provision inconsistent with this Article.

16. **Amendment**. This Certificate of Incorporation may be amended as provided by law at any time and from time to time in a manner and for a purpose that is consistent with the Corporation's qualification as a Qualified Charitable Organization, the provisions of federal law applicable to private foundations, and any Valid Restrictions imposed on contributions to the Corporation's Funds; provided, however, that no amendment hereto may remove these restrictions on amendment.

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CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, John R. Musicaro, Jr., a resident of Darien, Connecticut, hereby consent to and accept my appointment as registered agent of The Weatherstone Family Foundation, Inc., on this 20th day of July, 2009.

John R. Musicaro, Jr.

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

JULY 20,2009

DIANNA L. SANTOS
CUMMINGS & LOCKWOOD
SIX LANDMARK SQUARE
STAMFORD, CT 06901

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

THE WEATHERSTONE FAMILY FOUNDATION, INC.

Work Order Number: 2009170368-001
Business Filing Number: 0003970454
Type of Request: CERTIFICATE OF AMENDMENT
File Date/Time: JUL 20 2009 01:35 PM
Effective Date/Time: JUL 20 2009 01:35 PM
Work Order Payment Received: 80.00
Payment Received: 35.00
Credit on Account: 387.34
Customer Id: 000001800
Business Id: 0550023

FRANK GOULD
Commercial Recording Division
860-509-6019
WWW.CONCORD.SOTS.CT.GOV

BUSINESS FILING REPORT

WORK ORDER NUMBER:2009170368-001
BUSINESS FILING NUMBER: 0003970454

BUSINESS NAME:

THE WEATHERSTONE FAMILY FOUNDATION, INC.

BUSINESS LOCATION:

28 BEACH DRIVE
DARIEN,CT 06820

MAILING ADDRESS:

28 BEACH DRIVE
DARIEN,CT 06820

PRINCIPAL INFORMATION FOR UP TO THREE PRINCIPALS:

NAME:MARION WEATHERSTONE
TITLE:PRESIDENT

NAME:BRIAN C. BANDLER
TITLE:SECRETARY

NAME:MELISSA MOSKAL
TITLE:ASST. TREASURER

** END OF REPORT **

CERTIFICATE

The undersigned hereby certifies that such person is the duly elected and acting Secretary of the Corporation named herein and that the foregoing is a true copy of the Amended and Restated Bylaws of said Corporation duly adopted by Written Consent of the Members dated July 21, 2009, and hereby further certifies that such Bylaws have not been further amended or repealed and remain in full force and effect at the date hereof.

DATED this 24th day of February, 2010.

Brian Bandler
Secretary

2550200_1.doc

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
JP MORGAN	1,191.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,191.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JP MORGAN	18,025.	0.	18,025.
TOTAL TO FM 990-PF, PART I, LN 4	18,025.	0.	18,025.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUMMINGS & LOCKWOOD LLC	29,002.	29,002.		0.
TO FM 990-PF, PG 1, LN 16A	29,002.	29,002.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GREEN HASSON & JANKS	10,375.	10,375.		0.
TO FORM 990-PF, PG 1, LN 16B	10,375.	10,375.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	2,005.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,005.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SECRETARY OF STATE BUSINESS FILING FEE	25.	0.		0.
TO FORM 990-PF, PG 1, LN 23	25.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
15,510 SHS - JP MORGAN	575,880.	646,302.
18,500 SHS - JP MORGAN	789,100.	770,895.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,364,980.	1,417,197.

FORM 990-PF | GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR | STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
THIRTEEN ASSOCIATES NEW YORK, NY 10001	N/A SUPPORT OF PUBLIC TV	501(C)(3)	500.
SPECIAL OLYMPICS CONNECTICUT HAMDEN, CT 06517	N/A SUPPORT OF THE ATHLETES AND FAMILIES	501(C)(3)	500.
CONNECTICUT FOOD BANK NEW HAVEN, CT 06531	N/A ASSISTANCE FOR THE HUNGRY	501(C)(3)	500.
ALLEY CAT ALLIES BETHESDA, MD 20814	N/A SUPPORT OF CATS	501(C)(3)	250.
ALZHEIMER'S ASSOCIATION KENSINGTON, CT 06037	N/A ALZHEIMER'S RESEARCH	501(C)(3)	1,600.
AUTISM SPEAKS PRINCETON, NJ 08540	N/A SUPPORT OF AUTISM RESEARCH	501(C)(3)	10,000.
C.P.B.N HARTFORD, CT 06105	N/A SUPPORT OF PUBLIC BROADCASTING NETWORK	501(C)(3)	500.

CENTER FOR HOPE DARIEN, CT 06820	N/A BEREAVEMENT & ILLNESS SUPPORT	501(C)(3)	5,000.
CORNELIA CONNELLY CENTER NEW YORK, NY 10009	N/A EDUCATIONAL PURPOSES	501(C)(3)	2,000.
DARIEN ARTS CENTER DARIEN, CT 06820	N/A SUPPORT OF THE ARTS	501(C)(3)	10,000.
DARIEN COMMUNITY ASSOCIATION DARIEN, CT 06820	N/A EDUCATIONAL PURPOSES	501(C)(3)	10,000.
DARIEN EMS - POST 53 DARIEN, CT 06820	N/A MEDICAL PURPOSES	501(C)(3)	5,000.
DARIEN FIRE DEPT. DARIEN, CT 06820	N/A SUPPORT OF LOCAL FIRE DEPT.	501(C)(3)	1,000.
DARIEN NATURE CENTER DARIEN, CT 06820	N/A SUPPORT OF NATURE AWARENESS	501(C)(3)	500.
DOCTOR'S WITHOUT BORDERS NEW YORK, NY 10001	N/A MEDICAL SUPPORT	501(C)(3)	1,500.
LIFETIME LEARNERS INSTITUTE NORWALK, CT 06854	N/A SUPPORT COMMUNITY SOCIAL SERVICE NEEDS	501(C)(3)	2,500.
GALLIVANT DARIEN, CT 06820	N/A SUPPORT OF THE ELDERLY	501(C)(3)	20,000.

MAKE-A-WISH TRUMBULL, CT 06611	N/A SUPPORT OF TERMINALLY ILL CHILDREN	501(C)(3)	1,000.
MOTHER'S AGAINST DRUNK DRIVING IRVING, TX 75062	N/A PREVENTION OF DRUNK DRIVING	501(C)(3)	200.
NATIONAL WILDLIFE FOUNDATION RESTON, VA 20190	N/A SUPPORT OF WILDLIFE	501(C)(3)	500.
OBIE HARRINGTON - HOWES FOUNDATION DARIEN, CT 06820	N/A SUPPORT OF INDIVIDUALS WITH SPINAL CORD INJURIES	501(C)(3)	1,000.
SMILE TRAIN NEW YORK, NY 10010	N/A SUPPORT OF CHILDREN WITH CLEFTS	501(C)(3)	2,500.
STEPPING STONES MUSEUM KATONAH, NY 10536	N/A SUPPORT OF THE ARTS	501(C)(3)	200.
STAMFORD SYMPHONY ORCHESTRA STAMFORD, CT 06901	N/A SUPPORT OF THE ARTS	501(C)(3)	5,500.
THE COMMUNITY FUND OF DARIEN DARIEN, CT 06820	N/A SUPPORT COMMUNITY SOCIAL SERVICE NEEDS	501(C)(3)	1,000.
NOROTON FIRE DEPARTMENT DARIEN, CT 06820	N/A SUPPORT OF LOCAL FIRE DEPT.	501(C)(3)	1,000.
WORLD WILDLIFE FUND WASHINGTON DC 20037	N/A SUPPORT OF WILDLIFE	501(C)(3)	500.

YWCA DARIEN, CT 06820	N/A SUPPORT OF WOMEN	501(C)(3)	15,000.
DARIEN/STAMFORD RED CROSS FARMINGTON, CT 06032	N/A EMERGENCY SUPPORT	501(C)(3)	10,000.
PATRON NETWORK - WNET NEW YORK, NY 10001	N/A SUPPORT OF PUBLIC TV	501(C)(3)	500.
EASTER SEALS CHICAGO, IL 60606	N/A HELP CHILDREN AND ADULTS WITH DISABILITIES	501(C)(3)	105.
PERSON TO PERSON DARIEN, CT 06820	N/A EMERGENCY SUPPORT	501(C)(3)	50,000.
HELP HOSPITALIZED VETERANS WINCHESTER, CA 92596	N/A ASSISTANCE FOR VETERANS	501(C)(3)	500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			160,855.

SECTION 4942(h)(2) ELECTION
AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS

PURSUANT TO IRC SEC. 4942(h)(2) REG. 53.4942(a)-3(d)(2), THE WEATHERSTONE FAMILY FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF (CHECK ONE):

☐ UNDISTRIBUTED INCOME FROM THE TAX YEAR(S) ENDING:

TAX YEAR	AMOUNT

☑ CORPUS.

SIGNED: Melissa Moskal   2/24/10
DATE

MELISSA MOSKAL, ASSISTANT TREASURER