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EIN 31-1607866

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

APRIL 28, 2014

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

CITIZENS FOR PENNSYLVANIA'S FUTURE

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I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct copy of

1 ARTICLES OF INCORPORATION-NON-PROFIT filed on February 10, 1998
2 ARTICLES OF AMENDMENT-NONPROFIT filed on February 17, 1999

which appear of record in this department.

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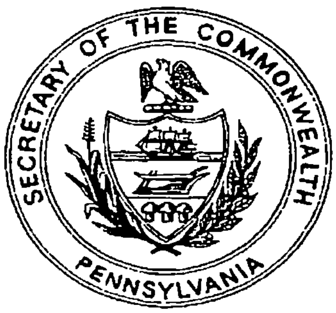
OGDEN, UT



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Carol Aichele

Secretary of the Commonwealth

Certification Number 11794133-1
Verify this certificate online at http //www corporations state pa us/corp/soskb/verify asp

04B.001

CIS2PYR6CM 7010- 405

Applicant's Acct. No. 2799540

Filed this 10 day of ______, A.D. 1998.
Commonwealth of Pennsylvania FEB 10 1998
Department of State

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Secretary of the Commonwealth

ARTICLES OF INCORPORATION
of
PENNSYLVANIA CONSERVATION CENTER

In compliance with the requirements of the Nonprofit Corporation Law of 1988, 15 Pa. C.S.A. §§ 5301 et seq., as amended, the undersigned, desiring to incorporate a nonprofit corporation, hereby certifies that:

1. Name. The name of the Corporation is Pennsylvania Conservation Center.

2. Registered Office. The location and post office address of the initial registered office of the Corporation in this Commonwealth is 30 CNG Tower, 625 Liberty Avenue, Pittsburgh, Allegheny County, Pennsylvania 15222.

3. Organization. The Corporation is incorporated under the provisions of the Nonprofit Corporation Law of 1988.

4. Purpose. The Corporation is incorporated exclusively for charitable, scientific, and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"), including, without limitation, to preserve, protect and restore the environment for the benefit of the public.

5. Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

6. Non-Stock Basis. The Corporation is to be organized on a non-stock basis.

7. Members. The Corporation is to have no members.

8. Incorporator. The name and post office address of the incorporator is Carol Soltes, Reed Smith Shaw & McClay LLP, P.O. Box 2009, Pittsburgh, PA 15230.

9. Management. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors of the Corporation. The number, term of office, method of selection and manner of removal of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

10. Exempt Organization. Notwithstanding any other provision of these Articles, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code (hereinafter referred to in these Articles as an "exempt organization"), or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be devoted to carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), 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.

11. Earnings. Notwithstanding any other provision of these Articles, no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article 4 hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

12. Foundation Status. In the event that the Corporation fails to qualify as an organization described in Section 509(a)(1), (2) or (3) of the Code, then, notwithstanding any other provision of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.

13. Dissolution. In the event that the Corporation shall be dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, may transfer or dispose of the Corporation's property and assets to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds

or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

14. Personal Liability of Directors.

(a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Trustee of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Trustee.

(b) Applicability. The provisions of this Article shall be deemed to be a contract with each Trustee of the Corporation who serves as such at any time while this Article is in effect and each such Trustee shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any bylaw or provision of these Articles which has the effect of increasing Trustee liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

15. Indemnification

(a) Right to indemnification. (1) As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the Corporation) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a Trustee or officer of the Corporation.

(2) Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each Trustee and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

(3) A person who is not a Trustee or officer of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board at any time designates such person as entitled to the benefits of this Article.

(4) As used in this Article, "indemnitee" shall include each Trustee and each officer of the Corporation and each other person designated by the Board as entitled to the benefits of this Article; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Corporation has not at its expense assumed the defense of the Action

on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section 3 hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that Section.

(b) Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

(c) Right of Indemnitee to Initiate Action; Defenses. (1) If a written claim under Section (a) or Section (b) of this Article is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

(2) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under Section (a) shall be (i) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.

(3) The only defenses to an action to recover a claim for advancement of expenses otherwise properly asserted under Section (b) shall be (i) that advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, or (ii) that the indemnitee failed to provide the undertaking required by Section (b), but the burden of proving any such defense shall be on the Corporation.

(d) Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Article shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Article is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Article and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

16. Code. References in these Articles to a section of the Code shall be construed to refer both to such section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended, and to the

corresponding provisions of any future federal tax code and the regulations thereunder.

IN TESTIMONY WHEREOF, the Sole Incorporator has signed these Articles of Incorporation this 9th day of January, 1998.

Carol Soltes

Carol Soltes

__ CIS2PYR6CM

Entity Number 2794940

Filed with the Department of State on FEB 1 1999

ACTING Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is: Pennsylvania Conservation Center

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Huntingdon Farm, R.D. 1, Box 152 Alexandria, Pa. 16611 Huntingdon

Number and Street / City / State / Zip / County

(b) c/o N/A

Name of Commercial Registered Office Provider / County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Nonprit Corp. Law of 1988, 15 Pa. C.S.A. Sections 5310 etse

4. The date of its incorporation is: 2-10-98

5. (Check, and if appropriate complete, one of the following):

X The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

____ The amendment shall be effective on: ____ at ____

Date / Hour

6. (Check one of the following):

____ The amendment was adopted by the members (or shareholders) pursuant to 15 Pa.C.S. § 5914(a).

____ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 5914(b).

7. (Check, and if appropriate complete, one of the following):

X The amendment adopted by the corporation, set forth in full, is as follows.

Board changes the legal name of this nonprofit organization from "Pennsylvania Conservation Center" to "Citizens for Pennsylvania's Future" and changes the address of the organization to Suite 410 Locust Ct. 212 Locust St. Harrisburg, Pa. 17101 Dauphin County

____ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof

8. **(Check, if the amendment restates the Articles):**

_____ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 17 day of February, 1999.

Citizens for Pennsylvania's Future
(Name of Corporation)

BY: ______________________
(Signature)

TITLE: Director of Administration and Member Services

CIS2PYR6CM

CITIZENS FOR PENNSYLVANIA'S FUTURE

Bylaws

ARTICLE I

NAME AND PURPOSE

Section 1.1. Name. The name of the Corporation is Citizens for Pennsylvania's Future (hereinafter referred to as "PennFuture"), incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 in February 1998.

Section 1.2. Purpose. PennFuture is incorporated exclusively for charitable, scientific, and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"), including, without limitation, to preserve, protect and restore the environment for the benefit of the public.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1. Powers of the Board. The business and affairs of PennFuture shall be directed by its Board of Directors ("Board"), which may exercise all powers of PennFuture and do all lawful acts and things not proscribed by law, the Articles of Incorporation ("Articles") or these Bylaws.

Section 2.2. Number, Election and Term of Office. The number of Directors that may serve shall be fixed by the Board from time to time and shall be not less than five (5) Directors nor more than eighteen (18). The Board shall elect Directors at each Annual Meeting or at a special meeting from time to time as necessary or desirable to fill vacancies, including vacancies created by increasing the number of Directors.

Directors shall be elected to terms of three (3) years each. The term of a Director elected at an annual meeting shall commence as of the first day of July in the year elected and shall end as of the last day of June of the third year of his or her term A Director elected to fill a vacancy during a term shall commence serving on the date elected. Each Director shall serve until the expiration date of the term for which that Director was elected (full or unexpired) or his or her earlier death, resignation, or removal. No Director shall serve in excess of two consecutive three-year terms; however, a person shall be eligible for election as a Director after an absence from the Board of at least one year.

Section 2.3. Regular Meetings; Notice. Regular meetings of the Board shall be held at such times and places as shall be designated by the Board from time to time. Notice of such regular meetings shall not be required, except as otherwise expressly required herein or by law, and except that whenever the time or place of regular meetings shall be initially fixed and then changed, notice of such action shall be given promptly by telephone, e-mail or other means to each Director not participating in such action. Any business may be transacted at any regular meeting.

Section 2.4. Annual Meeting of the Board. An Annual Meeting of the Board shall be held on the third Wednesday of June of each year or at such other date, time and place as may be fixed by the Board. Such Annual Meeting shall be the annual organization meeting at which the Board shall elect Directors, elect Officers, and transact any other business.

Section 2.5. Special Meetings; Notice. Special meetings of the Board may be called at any time by the Board itself, or by the Chairperson or President, or by at least one-fourth of the Directors, to be held at such place and day and hour as shall be specified by the person or persons calling the meeting. Notice of a special meeting of the Board shall be given by the Secretary to each Director by telephone, e-mail or other means at least five (5) days before the meeting. Any business may be transacted at any special meeting regardless of whether the notice calling such meeting contains a reference thereto, except as otherwise required by law

Section 2.6. Organization. At all meetings of the Board, the presence of at least a majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present, the meeting may be adjourned from time to time by a majority of Directors present until a quorum is present, but notice of the time and place to which such a meeting is adjourned shall be given to any Directors not present either by telephone, e-mail or other means at least forty-eight (48) hours prior to the hour of reconvening.

Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of a majority of the Directors present at a meeting duly convened and at which a quorum is present. Each Director present shall be presumed to vote in favor of all motions voted upon unless he or she votes no or notifies the Chairperson of abstention. The Chairperson of the Board, if one has been elected and is present, or if not, the Vice Chairperson, if one is elected and is present, or if not, a Director designated by the Board, shall preside at each meeting of the Board. The Secretary, or in his or her absence any Assistant Secretary, shall take the minutes at all meetings of the Board. In the absence of the Secretary and an Assistant Secretary, the presiding officer shall designate any person to take the minutes of the meeting.

Section 2.7. Meetings by Telephone and Action by Consent. One or more Directors may participate in any regular or special meeting of the Board or of a committee of the Board by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a Director will be considered to be attendance in person for all purposes under these Bylaws. Any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if prior to such action a written consent thereto is signed by all members of the Board or all members of the committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or the committee.

Section 2.8. Minutes and Presumption of Assent. Minutes of each meeting of the Board shall be made available to each Director at least seven (7) days before the next meeting. Each Director shall be presumed to have assented to such minutes unless his or her objection thereto shall be made to the Secretary not less than two (2) days before that next meeting.

Section 2.9. Catastrophe. Notwithstanding any other provisions of the Pennsylvania Nonprofit Corporation Law of 1988, the Articles or these Bylaws, if any emergency resulting from an act of war or an attack on the United States or any nuclear or atomic disaster, or any other national or local disaster, causes a majority of the Board to be incapable of acting because of death or other physical disability or difficulties of communication or transportation, the other Director or Directors shall constitute a quorum for the sole purpose of electing Directors to replace at least five of the Directors so incapable of acting. The Directors so elected shall serve until such replaced Directors are able to attend meetings of the Board or until the Board acts to elect such Directors for such purpose. Questions as to the existence of such an emergency or disaster or as to the fact of such incapacity shall be conclusively determined by such other Director or Directors.

Section 2.10. Resignations. Any Director may resign by submitting his or her resignation to the Secretary in writing. The resignation shall become effective upon its receipt by the Secretary or as otherwise specified in the written resignation.

Section 2.11. Creation of Committees. There shall be four standing committees of the Board: (a) the Executive Committee, consisting of the Chairperson, the President, and the chairpersons of other committees of the Board, which committee shall be authorized to act for the full Board between meetings of the Board as necessary and appropriate to manage efficiently the affairs of the Board and PennFuture; (b) the Human Resources Committee, consisting of at least three Directors, which committee is charged with finding and nominating to the full Board qualified candidates to fill positions on the Board and positions of Officers and reviewing and approving employee compensation and benefit plans and employment policies; (c) the Audit and Endowment Committee, consisting of at least three Directors, which committee is charged with selecting the auditor, ensuring maintenance of internal financial controls, ensuring that PennFuture's financial statements are presented fairly, and monitoring PennFuture's endowment; and (d) the Development Committee, consisting of at least three Directors, which committee is charged with assisting in planning and executing the fund-raising strategies of PennFuture, including grant writing, major donor events, and endowment campaigns. Any standing committee of the Board, to the extent provided in a resolution of the Board, may have and exercise all of the powers and authority of the Board, except that no such committee shall have any power or authority to (a) elect, appoint or remove any Director or Officer; (b) amend, alter, or repeal of any resolution of the Board; (c) adopt, amend or repeal the Bylaws; or (d) act on matters committed by the Bylaws or resolution of the Board, or by law, to another committee of the Board or to the Board. In addition to the standing committees, the Board may create other committees from time to time with such compositions, assignments and terms as the Board may decide.

Section 2.12. Duties of Directors. Directors shall participate in the activities of PennFuture by participating in Board meetings and serving as a member of at least one of the Board's standing committees. The Board may assign other duties to Directors as necessary or desirable.

Section 2.13. Personal Liability of Directors.

(a) Limitation of Director Monetary Liability. A Director shall not be personally liable for monetary damages for any action taken, or for any failure to take any action, unless (1) the Director has breached or failed to perform the duties of his or her office under Subchapter B (a "Fiduciary Duty") of Chapter 57 of the NonProfit Corporation Law of 1988 and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or to the liability of a Director for the payment of taxes pursuant to local, state or federal law. No amendment to or repeal of this Section shall apply to or have any effect on the personal liability for monetary damages of any Director for, or with respect to, any act or omission of such Director occurring prior to such amendment or repeal.

(b) Nature and Extent of Rights. The provisions of this Section shall be deemed to be a contract with each Director who serves as such at any time while this Section is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Section.

Section 2.14. Indemnification.

(a) Right to Indemnification.

(1) As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by PennFuture) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a Director or Officer of PennFuture.

(2) Unless in a particular case indemnification would jeopardize PennFuture's tax exempt status under the Internal Revenue Code or result in PennFuture's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each Director and Officer shall be entitled as of right to be indemnified by PennFuture against expenses and any liability paid or incurred by such person in the defense of any Action to which such person is a party or in connection with any other Action.

(3) A person who is not a Director or Officer may be similarly indemnified in respect of service to PennFuture to the extent the Board at any time designates such person as entitled to the benefits of this Section.

(4) As used in this Section, "indemnitee" shall include each Director and each Officer and each other person designated by the Board as entitled to the benefits of this Section; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if PennFuture has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by PennFuture, or (ii) if it shall have been determined pursuant to Section (c) hereof that

the indemnitee was entitled to indemnification for expenses in respect of an action brought under that Section.

(b) Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize PennFuture's tax exempt status under the Internal Revenue Code or result in PennFuture's failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his or her expenses in defending any Action paid in advance by PennFuture, as incurred, provided that PennFuture receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

(c) Right of Indemnitee to Initiate Action: Defenses.

(1) If a written claim under paragraph (a) or paragraph (b) of this Section is not paid in full by PennFuture within thirty days after such claim has been received by PennFuture, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

(2) The only defense to an action to recover a claim for indemnification otherwise properly asserted under paragraph (a) shall be (i) that the indemnitee's conduct was such that under applicable law PennFuture is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize PennFuture's tax exempt status under the Internal Revenue Code or result in PennFuture's failure to be described under Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on PennFuture.

(3) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under paragraph (b) shall be that the indemnitee failed to provide the undertaking required by paragraph (b).

(d) Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Section shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves PennFuture at any time while this Section is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Section), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he or she was entitled or was designated as entitled to indemnification under this Section and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

(e) PennFuture may purchase and maintain insurance on behalf of any person who is or was a Director or Officer or representative of PennFuture, or is or was serving at the request of PennFuture as a representative of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not PennFuture has the power to indemnify such person against such liability under the laws of this or any other state.

Section 2.15. Removal of Directors. A Director may be removed from the Board at any regular or special meeting only for cause detrimental to PennFuture by the affirmative vote of two-thirds of all Directors currently serving. Removal of a Director shall not be considered unless Directors have been given separate written notice at least thirty (30) days in advance of the meeting indicating that removal of a named Director will be considered for specified cause at such meeting, and further provided that the named Director shall have a reasonable opportunity to respond to the stated cause for removal. Failure of a Director to be reelected shall not be deemed a "removal."

For purposes of this Section, "cause detrimental to PennFuture" shall include:

(a) failure to resolve satisfactorily any conflict of interest; (b) misappropriation of funds or property or attempting to secure any personal profit in connection with any transaction entered into on behalf of PennFuture; (c) a criminal or dishonest act having an adverse impact on PennFuture; (d) continued neglect of the Director's duties as a member of the Board more than thirty (30) days after receipt of written notice of such concerns from the Chairperson, (e) actions which result in, or could be reasonably expected to result in, a significant and continuing detriment to PennFuture (including unauthorized disclosure of any confidential information of PennFuture); (g) breach of fiduciary duty; and (h) the occurrence and continuation of such physical, mental or emotional impairment which precludes the effective continuation of such Director's service.

Section 2.16. No Compensation of Directors. Directors shall not receive any compensation for serving as such, but may be reimbursed for properly documented reasonable expenses associated with the discharge of their duties.

ARTICLE III

OFFICERS AND EMPLOYEES

Section 3.1. Officers. PennFuture shall have Board Officers and Corporation Officers. The Officers of PennFuture's Board shall be the Chairperson of the Board, a Vice-Chairperson of the Board, a Secretary and a Treasurer. The terms of the Board Officers shall be one (1) year and they may be reelected to successive terms at the Board's Annual Meeting. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term. A vacancy in any office may be filled or new assistant offices created and filled at any meeting of the Board. Each Board Officer shall hold office until his or her successor shall have been duly elected and shall have qualified. Any Board Officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of PennFuture would be served thereby.

Section 3.2. The Chairperson and Vice Chairperson. The Chairperson shall be elected from among the Directors, shall preside at all meetings of the Board as provided herein, shall break tie votes among the Board, and shall have such other powers and duties as from time to time may be prescribed by the Board. The Vice Chairperson shall be elected from among the Directors and shall fulfill the duties of the Chairperson if the Chairperson is absent and shall have such other duties as the Board may determine.

Section 3.3. The President. The President shall be a Corporation Officer and the chief executive officer of PennFuture. Subject to the control of the Board, the President shall have general supervision of and general management and executive powers over all the property, operations, business, affairs and employees of PennFuture, and shall see that the policies and programs adopted or approved by the Board are carried out. The President shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board. The President shall attend all meetings of the Board, but shall not attend executive sessions unless invited by the Board to do so.

Section 3.4. The Vice Presidents. One or more Vice Presidents shall be Corporation Officers and may be given by resolution of the Board general executive powers.

subject to the control of the President, concerning one or more or all segments of the operations of PennFuture. The Vice President(s) shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board or the President. At the request of the President, or in his or her absence or disability, the senior serving Vice President shall exercise the powers and duties of the President.

Section 3.5. The Secretary and Assistant Secretaries. The Secretary shall be a member of the Board. It shall be the duty of the Secretary (a) to keep an original or duplicate record of the proceedings of the Board, and a copy of the Articles and of the Bylaws; (b) to give such notices as may be required by law or these Bylaws; (c) to be custodian of the corporate records and of the seal of PennFuture and see that the seal is affixed to such documents as may be necessary or advisable; and (d) to exercise all powers and duties incident to the office of Secretary, and such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board or the President. The Secretary by virtue of his or her office shall be an Assistant Treasurer Each Corporation Officer of PennFuture by virtue of his or her office shall be an Assistant Secretary. The Assistant Secretaries shall assist the Secretary in the performance of his or her duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board, the President or the Secretary. At the direction of the Secretary or in his or her absence or disability, an Assistant Secretary shall exercise the powers and duties of the Secretary.

Section 3.6. The Treasurer and Assistant Treasurers. It shall be the duty of the Treasurer (a) to keep PennFuture's contracts, insurance policies, leases, deeds and other business records; (b) to see that PennFuture's lists, books, reports, statements, tax returns, certificates and other documents and records required by law are properly prepared, kept and filed; (c) to be the principal officer in charge of tax and financial matters, budgeting and accounting of PennFuture; (d) to have charge and custody of and be responsible for PennFuture's funds, securities and investments; (e) to receive and give receipts for checks, notes, obligations, funds and securities of PennFuture, and deposit monies and valuable effects in the name and to the credit of PennFuture, in such depositories as shall be designated by the Board; (f) to cause the funds of PennFuture to be disbursed by payment in cash or by checks or drafts upon the authorized depositories of PennFuture, and to cause to be taken and preserved proper vouchers for such disbursements; (g) to render to the President and the Board whenever they may require it an account of all his or her transactions as Treasurer, and reports as to the financial position and operations of PennFuture; (h) to keep appropriate, complete and accurate books and records of account of all PennFuture's business and transactions; and (i) to exercise all powers and duties incident to the office of Treasurer, and such further duties from time to time as may be prescribed in these Bylaws or by the Board or the President. The Treasurer shall be a member of the Board. The Assistant Treasurers shall assist the Treasurer in the performance of his or her duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board, the President or the Treasurer. At the direction of the Treasurer or in his or her absence or disability, an Assistant Treasurer shall exercise the powers and duties of the Treasurer.

Section 3.7. Additional Officers; Other Agents and Employees. The Board may from time to time appoint or employ such additional officers, assistant officers, agents, employees and independent contractors as the Board deems advisable; the Board or the President shall prescribe their duties, conditions of employment and compensation; and the Board shall have the right to dismiss them at any time, without prejudice to their contract rights, if any. The

President may employ from time to time such other agents, employees and independent contractors as he or she may deem advisable for the prompt and orderly transaction of the business of PennFuture, and he or she may prescribe their duties and the conditions of their employment, fix their compensation and dismiss them at any time, without prejudice to their contract rights, if any.

Section 3.8. Vacancies. Any vacancy in any office or position by reason of death, resignation, removal, disqualification, disability or other cause shall be filled in the manner provided in these Bylaws for regular election or appointment to such office.

Section 3.9. Delegation of Duties. The Board may in its discretion delegate for the time being the powers and duties, or any of them, of any Officer to any other person whom it may select.

ARTICLE IV

MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

Section 4.1. Execution of Notes, Checks, Contracts and Other Instruments All notes bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees and all evidences of indebtedness of PennFuture whatsoever, and all deeds, mortgages, contracts and other instruments requiring execution by PennFuture, may be signed by the President, any Vice President or the Treasurer, and authority to sign any of the foregoing, which may be general or confined to specific instances, may be conferred by the Board upon any other person or persons. Any person having authority to sign on behalf of PennFuture may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Board, which authority may be general or confined to specific instances. Facsimile signatures on checks may be used if authorized by the Board

Section 4.2 Voting Securities Owned by Corporation. Securities owned by PennFuture and having voting power in any other corporation shall be voted by the President or any Vice President, unless the Board confers authority to vote with respect thereto, which may be general or confined to specific investments, upon some other person. Any person authorized to vote such securities shall have the power to appoint proxies, with general power of substitution

ARTICLE V

GENERAL PROVISIONS

Section 5.1. Offices. The principal business office of PennFuture shall be at 610 N. Third Street, Harrisburg, Pennsylvania 17101. PennFuture may also have offices at such other places within or without the Commonwealth of Pennsylvania as the business of PennFuture may require

Section 5.2. Corporate Seal. The Board shall prescribe the form of a suitable corporate seal, which shall contain the full name of PennFuture and the year and state of incorporation.

Section 5.3. Fiscal Year. The fiscal year of PennFuture shall end on June 30 of each year

Section 5.4. Annual Report. The President and Treasurer shall present an annual report to the Board in accordance with Section 5553 of the Pennsylvania Nonprofit Corporation Law of 1988.

Section 5.5 Membership. PennFuture is organized upon a non-stock basis and will have no members with any voting rights. However, PennFuture may establish a membership program to financially support the activities of PennFuture and the terms of membership, including categories of membership, shall be established from time to time by the Board as necessary and appropriate to support the activities of PennFuture.

Section 5.6. Conflict of Interest. Any Director or Officer who has any material financial or property interest that is expected to result in a direct economic benefit to the person or his/her spouse or children, with respect to any land, building, lease, contract, or agreement, or with respect to any other matter or thing which may come before the Board, shall, promptly upon learning of such interest, disclose the same (or confirm disclosure) in writing delivered to the President or the Chairperson. All interested Directors shall abstain from voting on or otherwise participating in Board deliberations relating thereto in his or her capacity as a Director. No contract or transaction between PennFuture and one or more of its Directors or Officers, or between PennFuture and any other corporation or entity in which one or more of its Directors or Officers is a director, officer or trustee, or in which they have a financial interest, shall be void or voidable solely because of the relationship or because the Director or Officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because the Director's vote is counted for such purpose, if: (1) the material facts as to the Director's or Officer's interest and as to the contract and transaction are disclosed or are known to the Board and the Board authorized the contract or transaction by a majority of the disinterested directors or (2) the contract or transaction is fair as to PennFuture as of the time authorized by the Board Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board. The Board may establish other rules and policies for dealing with conflicts of interest.

ARTICLE VI

AMENDMENTS

Section 6.1. Amendments. These Bylaws may be amended, altered or repealed, and new bylaws may be adopted, by the Board at any regular, annual or special meeting. No provision of these Bylaws shall vest any property or contract right in any person.