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Form **990-EZ**

Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except private foundations)

2013

- ▶ Do not enter Social Security numbers on this form as it may be made public.
- ▶ Information about Form 990-EZ and its instructions is at www.irs.gov/form990.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

A For the 2013 calendar year, or tax year beginning 7/01, 2013, and ending 6/30, 2014

- B** Check if applicable:
- Address change
 - Name change
 - Initial return
 - Terminated
 - Amended return
 - Application pending

C

The Alberts Foundation
806 West Street
Homestead, PA 15120-1566

D Employer identification number
46-1652100

E Telephone number
412-461-1322

F Group Exemption Number

G Accounting Method: Cash Accrual Other (specify) ▶ _____

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: ▶ N/A

J Tax-exempt status (check only one) - 501(c)(3) 501(c) () ◀(insert no) 4947(a)(1) or 527

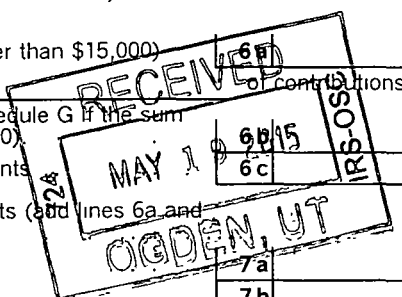
K Form of organization. Corporation Trust Association Other

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ. ▶ \$ 8,288.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)

Check if the organization used Schedule O to respond to any question in this Part I

1	Contributions, gifts, grants, and similar amounts received	1	<u>8,288.</u>
2	Program service revenue including government fees and contracts	2	
3	Membership dues and assessments	3	
4	Investment income	4	
5 a	Gross amount from sale of assets other than inventory	5 a	
b	Less: cost or other basis and sales expenses	5 b	
c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5 c	
6	Gaming and fundraising events		
a	Gross income from gaming (attach Schedule G if greater than \$15,000)	6 a	
b	Gross income from fundraising events (not including \$ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6 b	
c	Less: direct expenses from gaming and fundraising events	6 c	
d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6 d	
7 a	Gross sales of inventory, less returns and allowances	7 a	
b	Less: cost of goods sold	7 b	
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7 c	
8	Other revenue (describe in Schedule O)	8	
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9	<u>8,288.</u>
10	Grants and similar amounts paid (list in Schedule O)	10	
11	Benefits paid to or for members	11	
12	Salaries, other compensation, and employee benefits	12	
13	Professional fees and other payments to independent contractors	13	<u>1,000.</u>
14	Occupancy, rent, utilities, and maintenance	14	
15	Printing, publications, postage, and shipping	15	
16	Other expenses (describe in Schedule O) See Schedule O	16	<u>2,196.</u>
17	Total expenses. Add lines 10 through 16	17	<u>3,196.</u>
18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	<u>5,092.</u>
19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	<u>9,370.</u>
20	Other changes in net assets or fund balances (explain in Schedule O)	20	
21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	<u>14,462.</u>



SCANNED JUN 15 2015

BAA For Paperwork Reduction Act Notice, see the separate instructions.

Form 990-EZ (2013)

P 13

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in See Schedule O the instructions for Part V) Check if the organization used Schedule O to respond to any question in this Part V [X]

33 Did the organization engage in any significant activity not previously reported to the IRS? If 'Yes,' provide a detailed description of each activity in Schedule O
34 Were any significant changes made to the organizing or governing documents? If 'Yes,' attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions) See Schedule O
35 a Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?
35 b If 'Yes,' to line 35a, has the organization filed a Form 990-T for the year? If 'No,' provide an explanation in Schedule O
35 c Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If 'Yes,' complete Schedule C, Part III
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If 'Yes,' complete applicable parts of Schedule N
37 a Enter amount of political expenditures, direct or indirect, as described in the instructions 37 a 0.
37 b Did the organization file Form 1120-POL for this year?
38 a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?
38 b If 'Yes,' complete Schedule L, Part II and enter the total amount involved 38 b N/A
39 Section 501(c)(7) organizations. Enter:
39 a Initiation fees and capital contributions included on line 9 39 a N/A
39 b Gross receipts, included on line 9, for public use of club facilities 39 b N/A
40 a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 0.; section 4912 0.; section 4955 0.
40 b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I
40 c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 40 c 0.
40 d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization 40 d 0.
40 e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If 'Yes,' complete Form 8886-T
41 List the states with which a copy of this return is filed 41 PA

42 a The organization's books are in care of Bob Dinkelmeyer Telephone no. 412-461-1322 Located at 806 West Street Homestead PA ZIP + 4 15120-1566
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If 'Yes,' enter the name of the foreign country
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.
c At any time during the calendar year, did the organization maintain an office outside of the U.S.? If 'Yes,' enter the name of the foreign country.

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year 43 N/A
44 a Did the organization maintain any donor advised funds during the year? If 'Yes,' Form 990 must be completed instead of Form 990-EZ
44 b Did the organization operate one or more hospital facilities during the year? If 'Yes,' Form 990 must be completed instead of Form 990-EZ
44 c Did the organization receive any payments for indoor tanning services during the year?
44 d If 'Yes' to line 44c, has the organization filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O
45 a Did the organization have a controlled entity of the organization within the meaning of section 512(b)(13)?
45 b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I

	Yes	No
46		X

Part VI Section 501(c)(3) organizations only

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI

47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II

	Yes	No
47		X
48		X
49 a		X
49 b		

48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E

49 a Did the organization make any transfers to an exempt non-charitable related organization? . . .

b If 'Yes,' was the related organization a section 527 organization?

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None'

(a) Name and title of each employee	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099 MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
None				

f Total number of other employees paid over \$100,000

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None'

(a) Name and business address of each independent contractor	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000

52 Did the organization complete Schedule A? **Note.** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A

Yes No

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	<input checked="" type="checkbox"/> Signature of officer	<input checked="" type="checkbox"/> Date	5.7.15
	<input checked="" type="checkbox"/> Type or print name and title	VICTORIA A. KINGSTONE, CEO	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	Leslie A. McGee, CPA	Leslie A. McGee, CPA	5/5/15
	Firm's name	McGee Maruca & Assoc, PC, CPAs	
	Firm's address	3111 Banksville Rd Suite 200 Pittsburgh, PA 15216	
	Check <input type="checkbox"/> if self-employed	PTIN	P00803218
	Firm's EIN	25-1743181	
	Phone no	(412) 344-9006	

May the IRS discuss this return with the preparer shown above? See instructions

Yes No

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2013

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.



Name of the organization: **The Alberts Foundation** Employer identification number: **46-1652100**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III – Functionally integrated d Type III – Non-functionally integrated

- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		X
(ii) A family member of a person described in (i) above?		X
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		X

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the US?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) Transitional Services, Inc.	25-1198675	7	X		X		X		0.
(B)									
(C)									
(D)									
(E)									
Total									0.

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.)						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets. (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)).	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33-1/3% support test – 2013. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 33-1/3% support test – 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test – 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test – 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include any 'unusual grants')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total Support. (Add lns 9,10c, 11 and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33-1/3% support tests – 2013. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33-1/3% support tests – 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No 1545-0047

2013

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is
at www.irs.gov/form990.

Open to Public
Inspection

Name of the organization

The Alberts Foundation

Employer identification number

46-1652100

Form 990-EZ, Part III - Organization's Primary Exempt Purpose

To support the operations and activities of Transitional Services, Inc. in
furthering its missions, purposes and exempt activities through fundraising
activities.

Form 990-EZ, Part V - Regarding Transfers Associated with Personal Benefit Contracts

(a) Did the organization, during the year, receive any funds, directly or
indirectly, to pay premiums on a personal benefit contract? No

(b) Did the organization, during the year, pay premiums, directly or
indirectly, on a personal benefit contract? No

Form 990-EZ, Part V, Line 34 - Changes to Organizing or Governing Documents

The bylaws were changed on June 30, 2014 to replace any reference to "Parent" with
Transitional Services, Inc.

Client 0022

The Alberts Foundation

46-1652100

2/05/15

10:13AM

Form 990-EZ, Part I, Line 16
Other Expenses

Bank Charges	...	\$	33.
Consumer Activity			608.
Food			98.
IT Service		839.
Miscellaneous			15.
Office Expenses			103.
Staff Recognition			500.
		Total	<u>\$ 2,196.</u>

Form 990-EZ, Part II, Line 26
Total Liabilities

	<u>Beginning</u>	<u>Ending</u>
Accounts Payable and Accrued Expenses	\$ 147.	\$ 103.
Total	<u>\$ 147.</u>	<u>\$ 103.</u>

**AMENDED AND RESTATED BYLAWS
OF
THE ALBERTS FOUNDATION**

A Pennsylvania Nonprofit Corporation

ADOPTED as of June 30, 2014

ARTICLE I

Offices and Fiscal Year

Section 1.1. Registered Office. The registered office of The Alberts Foundation (the "Corporation") shall be located at 806 West Street, Homestead, Pennsylvania 15120, until otherwise established by an amendment of the Articles of Incorporation or by the board of directors of the Corporation (the "Board of Directors") and a record of the change is filed with the Department of State in the manner provided by law.

Section 1.2. Other Offices. The Corporation may have other offices at such other places within the Commonwealth of Pennsylvania as the Board of Directors may determine or the business of the Corporation may require.

Section 1.3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July in each year.

ARTICLE II

Purposes and Powers

Section 2.1. Statement of Purposes. The purpose for which the Corporation is organized is to engage in all lawful business for which corporations may be incorporated under the Nonprofit Corporation Law of 1988, as amended, 15 Pa.C.S. § 5101 et seq.; provided, however, that such purpose and business shall at all times be limited exclusively to those purposes that are "exempt purposes" with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation is specifically not empowered to engage, other than as an insubstantial part of its activities, in any one or more activities which in themselves are not in furtherance of one or more "exempt purposes" within the meaning of Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the Corporation shall support the operations and activities of Transitional Services, Inc. ("TSI") in furthering its missions, purposes and exempt activities, including, without limitation, through fundraising activities.

ARTICLE III

Board of Directors

Section 3.1. Powers and duties.

(a) Authority. There shall be no members of the Corporation. The Board of Directors elected in accordance with the terms of this Article shall be vested with the authority to manage the business and affairs of the Corporation.

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

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

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

(3) A duly designated committee of the Board of Directors, upon which the director does not serve, as to matters within its designated authority, which the director reasonably believes to merit confidence.

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

Section 3.2. Personal Liability of Directors. Subject only to the limitations in 15 Pa. C.S. §5713(b), a director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless:

(1) the director has breached or failed to perform the duties of his or her office under 15 Pa. C.S. Subchapter 57B; and

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 3.3. Voting Directors, Number, Term of Office, Election, Removal and Resignation.

(a) Number. The number of voting directors of the Corporation shall consist of no less than three (3) nor more than five (5) persons, as may be determined from time to time by the Board of Directors. No director shall serve the Corporation more than the lesser of two (2) consecutive three (3) year terms or six (6) consecutive years.

(b) Term of Office. Each elected director shall hold office for a term of three (3) years or until a successor has been selected and qualified, or until his or her earlier death, resignation or removal. Approximately one-third of the directors shall be elected at each Annual Meeting of the Board of Directors.

(c) Nomination and Election. Directors shall be elected by the Corporation's Board of Directors at the Annual Meeting of the Corporation selected from a slate of names proposed from a committee established by the Board of Directors for such purpose and approved by TSI. There shall be no more than one (1) nominee for each director position and no nominations shall be accepted from the floor.

(d) Vacancies. Vacancies on the Board of Directors, including vacancies resulting from an increase in the number of directors, may be filled at any regular or special meeting by a majority vote of the remaining members of the Board, even if the remaining members of the Board of Directors constitute less than a quorum; provided, however that (i) there shall be no more than one nominee for each director position; (ii) that no nominations shall be accepted from the floor; and (iii) all nominees shall have been approved by TSI. Each person so elected shall serve for the balance of the unexpired term for which he or she was elected or until a successor has been selected and qualified, or until his or her earlier death, resignation or removal.

(e) Removal. Directors may be removed from office with or without cause by a majority vote of the members of the Board of Directors eligible to vote; provided that such removal has been approved by TSI.

(f) Resignation. Any director may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation or pursuant to any written agreement.

Section 3.4. Place of Meetings. Meetings of the Board of Directors shall be held at such place within the Commonwealth of Pennsylvania as the Board of Directors may from time to time appoint or as may be designated in the notice of the meeting.

Section 3.5. Annual Meetings. An Annual Meeting of the Board of Directors shall be held each year during the month of October, or at such other time and at such place within the Commonwealth of Pennsylvania as may be designated by the Board of Directors.

Section 3.6. Regular Meetings. Regular Meetings of the Board of Directors shall be held quarterly unless otherwise provided by the Board of Directors. Regular Meetings shall be held at such time and place within the Commonwealth of Pennsylvania as may be designated by the Board of Directors.

Section 3.7. Special Meetings. Special Meetings of the Board of Directors may be called by the President or two-thirds of the directors then in office, and shall be held at such time and place within the Commonwealth of Pennsylvania as shall be designated in the notice of the meeting.

Section 3.8. Action Without a Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the Corporation. A director may transmit his or her consent by U.S. mail, private delivery service, facsimile, email, or any other method approved by the Board that produces a written record of accord with the proposed action.

Section 3.9. Use of Conference Telephone and Similar Equipment. One or more persons may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment, which enable all persons participating in the meeting to hear each other. All directors participating as provided in this Section 3.9 shall be deemed present in person at the meeting.

Section 3.10. Quorum. Thirty percent (30%) of the directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 3.11. Interested Directors or Officers; Quorum.

(a) General Rule. In accordance with Section 5728 of the Nonprofit Corporation Law of 1988, as amended, no contract or transaction between the Corporation and one or more of its directors or officers or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if:

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

(2) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors.

(b) Determining a Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction specified in subsection (a) of this Section 3.12.

(c) Interested Parties. All members of the Board of Directors, officers, employees with substantial decision making authority, key volunteers, consultants, and any designated agents of the Corporation shall disclose any real or apparent conflicts or dualities of interest, which they discover or have brought to their attention in connection with the Corporation's activities. "Disclosure" as used in these Bylaws shall mean providing to the Chairperson of the Board or President/CEO of the Corporation a written description of the facts comprising the real or apparent conflict or duality of interest or disclosing the same at a Board meeting. Upon receipt of such disclosure, the Chairperson of the Board or President/CEO shall provide evidence of such disclosure as set forth below. An annual disclosure statement shall be circulated to the Board, officers, and certain identified agents/volunteers and employees to assist them in considering such disclosures, but disclosure is appropriate whenever conflicts of interest may occur. The written notices of disclosure or conflicts of interest shall be filed with the Secretary or any other person designated by him or her from time to time to receive such notifications. All disclosures of real or apparent conflicts of interest received hereunder shall be noted for record in the minutes of a meeting of the Board. A real or apparent conflict of interest may be characterized as any relationship with the Corporation brought about by any business dealings or involvement with a company or entity with which the Director, officer, employee with substantial decision making authority, key volunteer, consultants or agent is associated or has an interest in. Similarly, a real or apparent conflict of interest may be any relationship with another not for profit organization or for profit organization where the possibility exists of an interest, which may conflict, with that of the Corporation. The Chairperson or the Vice Chairperson may ask any person with a conflict of interest to remove him or herself from any discussions involving an issue where such person has a conflict of interest.

ARTICLE IV

Notice - Waivers - Meetings Generally

Section 4.1 Manner of Giving Notice. Whenever written notice is required to be given to any person by statute, or by the articles of incorporation or these bylaws, it may be given to the person either personally or by sending a copy thereof by first-class or express mail, postage prepaid, or by courier service, charges prepaid to the address supplied by the director to the Corporation for the purpose of notice, or by facsimile transmission, e-mail or other electronic communication to the facsimile number or address for e-mail or other electronic communication supplied to the Corporation by the recipient for purpose of notice. Notice sent by mail or by courier service shall be deemed to have been given when deposited in the United States mail or courier service for delivery or, in the case of facsimile, e-mail or other electronic communication, when sent.

Section 4.2 Notice of Meetings of Board of Directors. Notice of every meeting of the Board of Directors shall be given to each director at least twenty four (24) hours prior to the meeting if such notice is provided in person or by courier service, e-mail, facsimile or other electronic communication, unless a greater notice period is required under the Nonprofit Corporation Law of 1988, as amended. Notice of every meeting of the Board of Directors shall be given to each director at least five (5) days before the time at which the meeting is to be held, if such notice is given by first class mail or express mail unless a greater notice period is required under the Nonprofit Corporation Law of 1988, as amended. Every notice shall state the time and place of the meeting and in the case of a Special Meeting, the notice shall specify the general nature of the business to be transacted.

Section 4.3. Waiver of Notice.

(a) Written Waiver. Whenever written notice is required to be given by statute, the Articles of Incorporation or the Bylaws, a waiver thereof in writing, signed by the person entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Neither business to be transacted at the meeting nor the purpose of a meeting need be specified in the waiver of notice.

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

Section 4.4. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting, that is required to be given under the Nonprofit Corporation Law of 1988, as amended, the Articles of Incorporation or Bylaws, subject to the quorum and voting requirements contained herein, the directors of the Corporation attending the meeting considering the resolution may, without further notice, adopt it with such clarifying or other amendments as do not substantially enlarge its original purpose.

ARTICLE V

Officers

Section 5.1 Number, Qualifications and Designations. The officers of the Board shall consist of a Chairperson and such Vice-Chairpersons as the Board may from time to time elect but in all cases at least one (1) Vice-Chairperson. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer/Chief Financial Officer, and such other officers or assistant officers as the Board of Directors may from time to time determine. The Chairperson, Vice-Chairperson, President, Vice Presidents, and Secretary shall be natural persons of not less than twenty-one (21) years of age. The Treasurer/Chief Financial Officer may be a corporation, but, if a natural person, shall be of not less than twenty-one (21) years of age. Other than set forth in this Article V, the officers, other than the Chairperson and Vice Chairperson, do not need to be directors.

Section 5.2. Election and Term. The officers shall be appointed by the Board of Directors, subject to the approval of TSI, for a term of one year or until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal; provided, however, that the Chairperson shall not serve for more than two (2) consecutive one (1) year terms.

Section 5.3. Standard of Care. An officer shall perform his or her duties in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. An officer who so performs his or her duties shall not be liable by reason of having been an officer of the Corporation.

Section 5.4. Resignations. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation or pursuant to any written agreement.

Section 5.5. Removal of Officers. Any officer may be removed by at any time with or without cause by the Board, but such removal shall be without prejudice to the contract rights of any person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 5.6. Chairperson. The Chairperson of the Board shall preside at all meetings of the Board of Directors. The Board Chairperson shall be an ex-officio member of all standing and special Committees. The Chairperson may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws, or by some statute, to some other officer or agent of the Corporation. The Chairperson shall in general perform all duties incident to the office of Chairperson of the Board, and such other duties as may be prescribed by the Board of Directors from time to time

Section 5.7. Vice Chairperson. The Board may elect a number of Vice-Chairpersons as it from time to time shall determine are needed for the proper operation and administration of the affairs of the Corporation. The Vice-Chairpersons shall be elected from the members of the Board of Directors. The Vice-Chairpersons shall perform such duties as may be prescribed by the Chairperson of the Board and the Board of Directors from time to time.

Section 5.8. President. The President shall be the Chief Executive Officer of TSI and shall, in general, supervise and control all the business and affairs of the Corporation. The President may sign any documents which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws, or by some statute, to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of the President, and such other duties as may be prescribed by the Board of Directors from time to time. The President shall serve as an ex-officio member of the Board of Directors, without the right to vote.

Section 5.9. Vice President. The Board may elect a number of Vice-Presidents as it from time to time shall determine are needed for the proper operation and administration of the affairs of the Corporation. The Vice-Presidents shall be elected to be responsible for a specific division or department(s) of the Corporation. A Vice-President may sign any documents which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws, or by some statute to some other officer or agent of the Corporation. A Vice-President shall not be a member of the Board of Directors.

Section 5.10. Secretary. Unless otherwise determined by the Board of Directors, the Secretary or his or her designee shall keep the minutes of all meetings of the Board of Directors and all committees in books provided for that purpose, and shall attend to the giving and serving of all notices for the Corporation. The Secretary shall perform all other duties ordinarily incident to the office of Secretary and shall have such other powers and perform such other duties as may be assigned by the Board of Directors. The Secretary shall approve and sign all minutes. The Secretary shall not be a member of the Board of Directors.

Section 5.11. Treasurer/Chief Financial Officer. Unless otherwise determined by the Board of Directors, the Treasurer/Chief Financial Officer shall have the custody of the corporate funds and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation, shall file required state and federal income tax forms and other governmental regulation forms, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the Board of Directors. The Treasurer shall coordinate an annual audit of the Corporation's books and records that is to be performed by an auditor selected by the Corporation's Board. The results of such audit shall be presented to the Board of Directors on an annual basis at a meeting determined by the Board of Directors. The Treasurer/Chief Financial Office shall not be a member of the Board of Directors.

Section 5.12. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors.

Section 5.13. Delegation of Duties. The Board of Directors may delegate the powers or duties of any officer of the Corporation to any other officers or to any director from time to time.

Section 5.14. Bonds. The Board may, in its discretion, require any officer, at the expense of the Corporation, to give bond in such amount and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of the office and for the restoration to the Corporation in case of death, resignation, retirement or removal from office of such officer, of all books, papers, vouchers, money and other property of whatever kind belonging to the Corporation and in the possession or under the control of such officer.

ARTICLE VI

Committees

Section 6.1. Establishment and Powers.

(a) Committees of the Board of Directors. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one (1) or more committees consisting of one (1) or more directors of the Corporation unless otherwise provided for in these Bylaws of the Corporation. The Board of Directors shall have the power to appoint the members of each committee and a committee chair for each committee. The Board of Directors may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee.

(b) Powers. Committees shall not have any power or authority as to the following:

- (1) the creation or filling of vacancies in the Board of Directors;
- (2) the adoption, amendment or repeal of the Articles of Incorporation or these Bylaws;
- (3) the amendment or repeal of any resolution of Board of Directors; or
- (4) action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board of Directors.

(c) Committee Procedures. Unless otherwise specifically provided for in this Article VI, the term "Board of Directors" or "Board", when used in any provision of these Bylaws relating to the organization or procedures for taking action by the Board of Directors, shall be construed to include and refer to any committee of the Board of Directors.

ARTICLE VII

Indemnification of Directors, Officers and Other Authorized Representatives

Section 7.1. Scope of Indemnification.

(a) General Rule. The Corporation shall indemnify an "Indemnified Representative" against any "Liability" incurred in connection with any "Proceeding" in which the Indemnified Representative may be involved, as a party or otherwise by reason of the fact that such person is or was serving in an "Indemnifiable Capacity" (as such terms are defined below), including without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

(1) where the indemnification is expressly prohibited by applicable law;

(2) where the conduct of the Indemnified Representative has been finally determined pursuant to Section 7.6 or otherwise:

(A) to constitute willful misconduct or recklessness within the meaning of 15 Pa.C.S. §5746(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or

(B) to be based upon or attributable to the receipt by the Indemnified Representative from the Corporation of a personal benefit to which the Indemnified Representative is not legally entitled; or

(3) to the extent the indemnification has been finally determined in a final adjudication pursuant to Section 7.6 to be otherwise unlawful.

(b) Partial Payment. If an Indemnified Representative is entitled to indemnification in respect of a portion, but not all, of any Liabilities to which such person may be subject, the Corporation shall indemnify the Indemnified Representative to the maximum extent for such portion of such Liabilities.

(c) Presumption. The termination of a Proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the Indemnified Representative is not entitled to indemnification.

(d) Definitions. For purposes of this Article:

(1) "Indemnifiable Capacity" means any and all past, present and future service by an Indemnified Representative in one or more capacities as a director, officer, employee or agent of the Corporation, or, at the request of the Corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

(2) "Indemnified Representative" means any and all directors and officers of the Corporation and any other person designated as an Indemnified Representative by the Board of Directors (which may, but need not, include any person serving at the request of the Corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

(3) "Liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense, of any nature (including, without limitation, attorneys' fees and disbursements); and

(4) "Proceeding" means any threatened, pending or completed action, suit, appeal or other Proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, a class of its security holders or otherwise.

Section 7.2. Proceedings Initiated By Indemnified Representatives. Notwithstanding any other provision of this Article, the Corporation shall not indemnify under this Article an Indemnified Representative for any Liability incurred in a Proceeding initiated (which shall not be deemed to include counter-claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless the initiation of or participation in the Proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the Board of Directors in office. This section shall not apply to reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 7.6 or otherwise successfully prosecuting or defending the rights of an Indemnified Representative granted by or pursuant to this Article.

Section 7.3. Advancing Expenses. The Corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an Indemnified Representative in advance of the final disposition of a Proceeding described in Section 7.1 or the initiation of or participation in which is authorized pursuant to Section 7.2 upon receipt of an undertaking (e.g., an agreement) by or on behalf of the Indemnified Representative to repay the amount if it is ultimately determined pursuant to Section 7.6 that such person is not entitled to be indemnified by the Corporation pursuant to this Article. The financial ability of an Indemnified Representative to repay an advance shall not be a prerequisite to the making of the advance.

Section 7.4. Securing of Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, officers and directors and shall not be subject to voidability.

Section 7.5. Payment of Indemnification. An Indemnified Representative shall be entitled to indemnification within thirty (30) days after a written request for indemnification has been delivered to the Secretary of the Corporation.

Section 7.6. Arbitration.

(a) General Rule. Other than to the extent set forth in the Articles of Incorporation of the Corporation, any dispute related to the right to indemnification, contribution or advancement of expenses as provided under this Article shall be decided only by arbitration in the metropolitan area in which the registered office of the Corporation is located at the time, in

accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three (3) arbitrators, one of whom shall be selected by the Corporation, the second of whom shall be selected by the Indemnified Representative and the third of whom shall be selected by the other two (2) arbitrators. In the absence of the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, or if one of the parties fails or refuses to select an arbitrator or if the arbitrators selected by the Corporation and the Indemnified Representative cannot agree on the selection of the third arbitrator within thirty (30) days after such time as the Corporation and the Indemnified Representative have each been notified of the selection of the other's arbitrator, the necessary arbitrator or arbitrators shall be selected by the presiding judge of the court of general jurisdiction in such metropolitan area.

(b) Burden of Proof. The party or parties challenging the right of an Indemnified Representative to the benefits of this Article shall have the burden of proof.

(c) Expenses. The Corporation shall reimburse an Indemnified Representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration.

(d) Effect. Any award entered by the arbitrators shall be final, binding and nonappealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the Corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the Indemnified Representative under Section 7.1(a)(2) in a proceeding not directly involving indemnification under this Article. This arbitration provision shall be specifically enforceable.

Section 7.7 Contribution. If the indemnification provided for in this Article or otherwise is unavailable for any reason in respect of any Liability or portion thereof, the Corporation shall contribute to the Liabilities to which the Indemnified Representative may be subject in such proportion as is appropriate to reflect the intent of this Article or otherwise.

Section 7.8. Mandatory Indemnification of Directors, Officers, etc. To the extent that an Indemnified Representative of the Corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in 15 Pa.C.S. §§ 5741 or 5742 or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

Section 7.9. Contract Rights; Amendment or Repeal. All rights under this Article shall be deemed a contract between the Corporation and the Indemnified Representative pursuant to which the Corporation and each Indemnified Representative intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

Section 7.10. Scope of Article. The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of member or disinterested directors or otherwise both as to action in an Indemnifiable Capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be an Indemnified Representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 7.11. Reliance on Provisions. Each person who shall act as an Indemnified Representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Article.

Section 7.12. Interpretation. The provisions of this Article are intended to comply with the bylaws authorized by 15 Pa. C.S. §5746.

ARTICLE VIII

Conduct of Meetings

Where not inconsistent with the Bylaws and Articles of Incorporation, Roberts Rules of Order will govern.

ARTICLE X

Amendments

Subject to Section 12.1, these Bylaws may be amended or repealed and new Bylaws may be adopted at any regular or special meeting of the Board of Directors; provided that two-thirds (2/3) of the directors present at a regular or special meeting vote in favor of the amendment, and provided further that the directors have been given five (5) days' written notice of the proposed action and the form and substance of the amendment.

ARTICLE XI

Operations as an Exempt Organization

The Corporation has been organized as an independent non-profit institution and shall be operated exclusively for charitable, educational and scientific purposes. The Corporation shall not enter into any agreement, nor shall its directors or officers adopt any resolution or bylaw, take any action or carry on any activity by or on behalf of the Corporation, not permitted to be entered into, taken or carried on by (a) an organization that is described in Section 501(c)(3) of the Code, (b) an organization, contributions to which are deductible under Section 170(c)(2) of

the Code, and (c) an organization subject to the Solicitations of Charitable Funds Act, 1963, Aug. 9, P.L. 628, Section 1, as amended.

No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers, or other private persons, except that the Board of Directors shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II, hereof.

The Corporation is not intended to, and in no event shall, devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; and, in addition, the Corporation shall neither contact, nor urge the public to contact, members of any legislative body for the purpose of proposing, supporting, or opposing legislation; nor advocate the adoption or rejection of legislation.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute the Corporation's property and assets to such other one or more exempt organizations under Section 501(c)(3) of the Code as, in the sole judgment of the Corporation's Board of Directors, have purposes most closely allied to those of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such exempt purposes of such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

The undersigned Secretary of the Corporation hereby certifies that the above Bylaws have been duly approved and have been filed with the minutes of the Corporation.


Secretary

Application for Extension of Time To File an Exempt Organization Return

COPY

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return.**

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. The Alberts Foundation	Employer identification number (EIN) or 46-1652100
	Number, street, and room or suite number. If a P.O. box, see instructions 806 West Street	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Homestead, PA 15120-1566	

Enter the Return code for the return that this application is for (file a separate application for each return) **01**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ► Bob Dinkelmeyer -----

Telephone No. ► 412-461-1322 Fax No. ► -----

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 2/15, 20 15, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year 20 ____ or
- tax year beginning 7/01, 20 13, and ending 6/30, 20 14

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3 a \$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3 b \$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3 c \$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	The Alberts Foundation	46-1652100
File by the extended due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions	Social security number (SSN)
	McGee Maruca & Assoc, PC, CPAs 3111 Banksville Rd Suite 200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Pittsburgh, PA 15216	

Enter the Return code for the return that this application is for (file a separate application for each return)

01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in care of ▶ Bob Dinkelmeyer
 Telephone No. ▶ 412-461-1322 Fax No. ▶ _____

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 5/15, 20 15.
- 5 For calendar year _____, or other tax year beginning 7/01, 20 13, and ending 6/30, 20 14
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension . . . Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.

8 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8 a \$
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8 b \$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8 c \$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature [Signature] Title ▶ CPA Date ▶ 2/10/15

BAA

FIF20502L 12/31/13

Form 8868 (Rev 1-2014)