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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation ALLONE FOUNDATION (FORMER EIN:23-3101673 HOSPITAL SERVICE ASN OF NEPA FOUNDATION)		A Employer identification number 30-0892103
Number and street (or P O box number if mail is not delivered to street address) 70 NORTH MAIN STREET		B Telephone number (570) 208-1200
City or town, state or province, country, and ZIP or foreign postal code WILKES-BARRE, PA 18711		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 60,006,913. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		60,000,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		119,117.	119,117.		STATEMENT 1
4 Dividends and interest from securities		101,088.	101,088.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		44,185.			
b Gross sales price for all assets on line 6a 51,315,382.					
7 Capital gain net income (from Part IV, line 2)			44,185.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		60,264,390.	264,390.	0.	
13 Compensation of officers, directors, trustees, etc		113,702.	0.	0.	110,509.
14 Other employee salaries and wages		8,221.	0.	0.	7,782.
15 Pension plans, employee benefits		362.	0.	0.	362.
16a Legal fees STMT 3		59,635.	0.	0.	56,708.
b Accounting fees STMT 4		13,750.	0.	0.	0.
c Other professional fees STMT 5		1,522.	1,522.	0.	0.
17 Interest					
18 Taxes STMT 6		12,566.	0.	0.	7,529.
19 Depreciation and depletion		2,506.	0.	0.	
20 Occupancy		24,271.	0.	0.	22,766.
21 Travel, conferences, and meetings		1,565.	0.	0.	1,397.
22 Printing and publications		5,031.	0.	0.	5,031.
23 Other expenses STMT 7		12,467.	0.	0.	12,409.
24 Total operating and administrative expenses. Add lines 13 through 23		255,598.	1,522.	0.	224,493.
25 Contributions, gifts, grants paid		0.			0.
26 Total expenses and disbursements. Add lines 24 and 25		255,598.	1,522.	0.	224,493.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		60,008,792.			
b Net investment income (if negative, enter -0-)			262,868.		
c Adjusted net income (if negative, enter -0-)				0.	

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LHA For Paperwork Reduction Act Notice, see instructions.

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ALLONE FOUNDATION (FORMER EIN:23-3101673)
HOSPITAL SERVICE ASN OF NEPA FOUNDATION)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		9,344.	24,479.	24,479.
	2	Savings and temporary cash investments			47,800,792.	47,800,792.
	3	Accounts receivable ▶ 35,855.			35,855.	35,855.
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		21,818.	21,818.	
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other STMT 9	0.	12,102,667.	12,102,667.	
14		Land, buildings, and equipment basis ▶ 24,370.				
		Less: accumulated depreciation STMT 10 ▶ 3,068.	0.	21,302.	21,302.	
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)	9,344.	60,006,913.	60,006,913.	
17		Accounts payable and accrued expenses		29,307.		
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	29,307.			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted	9,344.	59,977,606.		
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances	9,344.	59,977,606.			
31	Total liabilities and net assets/fund balances	9,344.	60,006,913.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,344.
2	Enter amount from Part I, line 27a	2	60,008,792.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	60,018,136.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	40,530.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	59,977,606.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 51,315,382.		51,271,197.	44,185.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			44,185.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	44,185.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	251,519.	45,140.	5.571976
2013	350,299.	154,723.	2.264040
2012	245,257.	144,679.	1.695180
2011	209,724.	107,509.	1.950758
2010	409,111.	92,025.	4.445651

2 Total of line 1, column (d)	2	15.927605
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	3.185521
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	32,035,545.
5 Multiply line 4 by line 3	5	102,049,901.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,629.
7 Add lines 5 and 6	7	102,052,530.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	224,493.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2015 estimated tax payments and 2014 overpayment credited to 2015

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2016 estimated tax

Refunded

6a	170.
6b	
6c	
6d	

1	5,257.
2	0.
3	5,257.
4	0.
5	5,257.
7	170.
8	39.
9	5,126.
10	
11	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) PA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3	X	
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.ALLONEFOUNDATIONS.ORG</u>	X	
14 The books are in care of ► <u>EXECUTIVE DIRECTOR</u> Telephone no. ► <u>(570) 208-1200</u> Located at ► <u>70 NORTH MAIN STREET, WILKES-BARRE, PA</u> ZIP+4 ► <u>18711</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A	
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A**

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		110,509.	0.	1,298.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
COZEN O'CONNOR LAW OFFICES - 200 FOUR FALLS CORPORATE CENTER, W. CONSHOHOCKEN, PA 19428	LEGAL SERVICE	56,708.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 THE FOUNDATION IS OPERATED TO PROVIDE GRANTS TO IRC 501(C)(3) OPERATING EXEMPT ORGANIZATIONS	224,493.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 0.

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Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,057,990.
b	Average of monthly cash balances	1b	30,465,406.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	32,523,396.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	32,523,396.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	487,851.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,035,545.
6	Minimum investment return. Enter 5% of line 5	6	1,601,777.

Part XI

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

1	Minimum investment return from Part X, line 6	1	1,601,777.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	5,257.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,257.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,596,520.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,596,520.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,596,520.

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	224,493.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	224,493.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	224,493.

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

Form **990-PF** (2015)

**ALLONE FOUNDATION (FORMER EIN:23-3101673
HOSPITAL SERVICE ASN OF NEPA FOUNDATION)**

Form 990-PF (2015)

30-0892103 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,596,520.
2 Undistributed income, if any, as of the end of 2015			0.	
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	353,649.			
b From 2011	169,674.			
c From 2012	237,448.			
d From 2013	341,211.			
e From 2014	241,197.			
f Total of lines 3a through e	1,343,179.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$	224,493.			
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				224,493.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	1,343,179.			1,343,179.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				28,848.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

N/A

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

- [illegible]

1 Information Regarding Foundation Managers:

- NONE

- NONE

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

- SEE STATEMENT 12

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

Part XV **Supplementary Information** (continued)

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

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

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

523621 11-24-15

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Yes	No
-----	----

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

1a(1)	X
--------------	----------

(2) Other assets

1a(2)		X
-------	--	---

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

1b(1)		X
-------	--	---

(2) Purchases of assets from a noncharitable exempt organization

1b(2)		X
-------	--	---

(3) Rental of facilities, equipment, or other assets

1b(3)		X
-------	--	---

(4) Reimbursement arrangements

1b(4)		X
-------	--	---

(5) Loans or loan guarantees

1b(5)		X
-------	--	---

(6) Performance of services or membership or fundraising solicitations

1b(6)		X
-------	--	---

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

1c		X
----	--	---

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

of which preparer has any
EXECUTIVE
DIRECTOR

Print/Type preparer's name

~~Preparer's signature~~

Date	
------	--

Check ☐ if
self-employed

PTIN

SEAN J. GRASSI,
C.P.A.

04/23/16

P01212850

Firm's name ► **ROBERT ROSSI & CO**

Firm's EIN ► 23-2385520

Firm's address ► 299 MAIN ST - 2ND FLOOR
OLYPHANT, PA 18447-2326

Phone no. (570) 876-2300

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2015

Name of the organization

ALLONE FOUNDATION (FORMER EIN:23-3101673
HOSPITAL SERVICE ASN OF NEPA FOUNDATION)

Employer identification number

30-0892103

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

ALLONE FOUNDATION (FORMER EIN:23-3101673
HOSPITAL SERVICE ASN OF NEPA FOUNDATION)

Employer identification number

30-0892103

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HOSPITAL SERVICE ASSOCIATION OF NORTHEASTERN PENNSYLVANIA 19 N MAIN STREET WILKES-BARRE, PA 18711	\$ 9,694,140.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	HOSPITAL SERVICE ASSOCIATION OF NORTHEASTERN PENNSYLVANIA 19 N MAIN STREET WILKES-BARRE, PA 18711	\$ 50,305,860.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3		\$	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

30-0892103

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

[illegible]

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ISHS MSCI CANADA	D	06/03/15	06/03/15
b	ISHS MSCI EAFE	D	06/03/15	06/03/15
c	ISHS RUSS 1000 VAL	D	06/03/15	06/03/15
d	VG DIV APPREC	D	06/03/15	06/03/15
e	VG TOTAL INTL BD INDEX	P	09/01/15	10/19/15
f	VG TOTAL INTL STOCK INDEX	P	09/01/15	10/19/15
g	VG REIT INDEX FD ADMIRAL	P	09/01/15	10/22/15
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 9,611,356.		9,611,356.	0.
b 20,010,749.		20,010,749.	0.
c 10,510,940.		10,510,940.	0.
d 10,172,815.		10,172,815.	0.
e 161,500.		160,231.	1,269.
f 846,500.		803,750.	42,750.
g 1,522.		1,356.	166.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			0.
c			0.
d			0.
e			1,269.
f			42,750.
g			166.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	44,185.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME - FNCB	119,117.	119,117.	119,117.
TOTAL TO PART I, LINE 3	119,117.	119,117.	119,117.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME - VANGUARD	101,088.	0.	101,088.	101,088.	101,088.
TO PART I, LINE 4	101,088.	0.	101,088.	101,088.	101,088.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	59,635.	0.	0.	56,708.
TO FM 990-PF, PG 1, LN 16A	59,635.	0.	0.	56,708.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	13,750.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	13,750.	0.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	1,522.	1,522.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	1,522.	1,522.	0.	0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	8,119.	0.	0.	7,529.
990-PF EXCISE TAXES	4,447.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	12,566.	0.	0.	7,529.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	10,080.	0.	0.	10,022.
MISCELLANEOUS	1,825.	0.	0.	1,825.
AMORTIZATION	562.	0.		562.
TO FORM 990-PF, PG 1, LN 23	12,467.	0.		12,409.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
UNREALIZED DEPRECIATION ON INVESTMENTS	40,530.
TOTAL TO FORM 990-PF, PART III, LINE 5	40,530.

FORM 990-PF · OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - FIXED INCOME	FMV	3,679,265.	3,679,265.
MUTUAL FUNDS - EQUITY	FMV	8,423,402.	8,423,402.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,102,667.	12,102,667.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	21,480.	2,506.	18,974.
SOFTWARE	2,890.	562.	2,328.
TOTAL TO FM 990-PF, PART II, LN 14	24,370.	3,068.	21,302.

FORM 990-PF · PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN COSGROVE 70 N MAIN STREET WILKS-BARRE, PA 18711	EXECUTIVE DIRECTOR 40.00	0.	0.	0.
JOHN P MOSES ESQUIRE 120 S. FRANKLIN ST WILKS-BARRE, PA 18701	CHAIRMAN 1.00	0.	0.	0.
FRANK E APOSTOLICO 538 SPRUCE ST SCRANTON, PA 18503	TREASURER 1.00	0.	0.	0.
PAUL J CANEVARI 1059 HIDEAWAY HILL RD KUNKLETOWN, PA 18058	SECRETARY 1.00	0.	0.	0.
PETER DANCHAK 201 PENN AVE SCRANTON, PA 18503	DIRECTOR 1.00	0.	0.	0.
LOUIS A DENAPLES 400 MILL ST DUNMORE, PA 18510	DIRECTOR 1.00	0.	0.	0.
SR M MARTIN DE PORRES MCHALE 2300 ADAMS AVE SCRANTON, PA 18509	DIRECTOR 1.00	0.	0.	0.
BART E ECKER ESQUIRE 1 S. CHURCH ST HAZLETON, PA 18201	DIRECTOR 1.00	0.	0.	0.
JOHN H GRAHAM 135 HIGHLAND DR SHAVERTOWN, PA 18708	DIRECTOR 1.00	0.	0.	0.
JUDITH O GRAZIANO 201 SALLY DR S. ABINGTON TWP, PA 18411	DIRECTOR 1.00	0.	0.	0.
ALAN S HOLLANDER ESQUIRE 15 S.FRANKLIN ST WILKES-BARRE, PA 18711	DIRECTOR 1.00	0.	0.	0.

GARY L LAMONT STATE ROUTE 93 BOX 702 CONYNNGHAM, PA 18219	DIRECTOR 1.00	0.	0.	0.
RICHARD K MANGAN 1401 VERNE CLOSE MOOSIC, PA 18507	DIRECTOR 1.00	0.	0.	0.
JOHN D MCCARTHY JR 340 KIDDER ST WILKES-BARRE, PA 18702	DIRECTOR 1.00	0.	0.	0.
JOHN J MENAPACE 1012 WOODLAND WAY CLARKS SUMMIT, PA 18411	DIRECTOR 1.00	0.	0.	0.
PAUL H ROONEY JR 120 S FRANKLIN ST WILKES-BARRE, PA 18701	DIRECTOR 1.00	0.	0.	0.
RHEA P SIMMS 69 N. MEMORIAL HIGHWAY SHAVERTOWN, PA 18708	DIRECTOR 1.00	0.	0.	0.
DAVID J WILLIAMS 211 GLENBURN RD CLARKS GREEN, PA 18411	DIRECTOR 1.00	0.	0.	0.
ERIC DEWALD 70 N MAIN STREET WILKES-BARRE, PA 18711	FORMER EXECUTIVE DIRECTOR 40.00	110,509.	0.	1,298.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

110,509.	0.	1,298.
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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JOHN COSGROVE, EXECUTIVE DIRECTOR
70 NORTH MAIN STREET
WILKES-BARRE, PA 18711

TELEPHONE NUMBER

(570)208-1200

EMAIL ADDRESS

JCOSGROVE@ALLONEFOUNDATIONS.ORG

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED STATEMENT

ANY SUBMISSION DEADLINES

SUBMISSION DATES VARY DURING THE YEAR PER TIMING OF ORGANIZATION'S
"REQUESTS FOR GRANT APPLICATIONS"

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHMENT

**ALLONE FOUNDATION
70 NORTH MAIN STREET
WILKES-BARRE, PA 18711**

**EIN: 30-0892103
FORM: 2015 990-PF**

ATTACHMENT TO FORM 990-PF

PART VII-A , LINE 3 – CURRENT YEAR ORGANIZATIONAL CHANGES: Effective June 1, 2015 the organization, formerly known as the Hospital Service Association of Northeastern Pennsylvania Foundation (EIN: 23-3101673) (“Foundation”), amended and restated its articles of incorporation thereby converting the Foundation to a non-member charitable non-profit corporation. At such date, the Foundation was reorganized and changed its name to AllOne Foundation. See attached amended organizational documents as filed with the Pennsylvania State Department.

PART VII-B , LINES 1A(3) and 1A(4) – SERVICES FROM DISQUALIFIED PERSONS: Through the June 1, 2015 reorganization date, Hospital Service Association of Northeastern Pennsylvania D/B/A Blue Cross of Northeastern Pennsylvania employees provided services related to the operation of the Foundation at cost or without charge that do not constitute acts of self-dealing under IRC Section 4941(D)(2)(C).

Subsequent to the June 1, 2015 reorganization date, Highmark, Inc, as successor to Hospital Service Association of Northeastern Pennsylvania D/B/A Blue Cross of Northeastern Pennsylvania, has provided donated office facilities to AllOne Foundation at 70 North Main Avenue Wilkes-Barre, Pa through a licensing agreement requiring the payment of \$1 annually, which does not constitute acts of self-dealing under IRC Section 4941 (D)(2)(C).

PART XV, Line 2B – INFORMATION REGARDING GRANTS:

- Eligible organizations must demonstrate their tax classification as described in Internal Revenue Service Code, Section 501(C)(3) and Section 509(A).
- Eligible organizations must be located or operating within AllOne Foundation’s 13 county service area. Programs must benefit residents of those counties.
- Grants will be awarded only for specific community-focused projects or program initiatives. Requests for operating or general support will not be considered.
- The Foundation awards grants generally for general health education / prevention and human services projects; and for projects that provide direct services to the uninsured and under-insured. Minimum grant amount is \$2,500.
- Grants will be awarded generally for a period of one year. Multi-year requests will not generally be considered.
- Consecutive year approvals will be decided on the strength of demonstrated outcomes.
- Grantee organizations may not receive additional funding until all funds from existing grant awards have been expended, in full, and outcomes have been demonstrated. During the grant period, however, grantee organizations may serve as collaborators on other projects.

**ALLONE FOUNDATION
70 NORTH MAIN STREET
WILKES-BARRE, PA 18711**

**EIN: 30-0892103
FORM: 2015 990-PF**

ATTACHMENT TO FORM 990-PF

PART XV, Line 2B – INFORMATION REGARDING GRANTS, CONTINUED:

All requests must be submitted in writing and include the following:

- (1)** A completed grant application signed by the organization's representative.
- (2)** A formal proposal that describes the project purpose and demonstrate the need for a relevance of the project. The narrative must include:
 - A detailed description of the goals and outcomes of the project.
 - Evidence of the measurement tools that will be used to evaluate the success of the project.
 - Project timeline and work plan.
 - Project sustainability plan.
- (3)** An itemized budget that includes any in-kind services or matching funds secured for the project. The budget must clearly demonstrate how funding from AllOne Foundation will be used.
- (4)** An IRS determination letter of tax exempt charitable status under 501(C)(3) and proof that the organization is not a private foundation as defined in Section 509(A) of the IRS Code.
- (5)** A brief written description of the organization's purpose, history and accomplishments.
- (6)** Financial Statements (audited, if available) for the most recent fiscal year. Form 990 (combined federal and state charitable reports) should be included.
- (7)** A list of corporations and foundations that support the organization and the most recent amounts contributed.
- (8)** The names and affiliations of the organization's board of directors.

COPY

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Entity Number
3040267

☐ Business Corporation (§ 1913)
☒ Nonprofit Corporation (§ 5915)

Name

CT - COUNTER

Address

9566875 SOPA 1

Document will be returned to the
name and address you enter to
the left.

Fee: \$70

Filed in the Department of State on

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned,
desiring to amend its articles, hereby states that:

1. The name of the corporation is:

Hospital Service Association of Northeastern Pennsylvania Foundation

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 to (the Department is hereby authorized to
correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
19 N. Main Street	Wilkes-Barre	PA	18711	Luzerne

(b) Name of Commercial Registered Office Provider

County

c/o

3. The statute by or under which it was incorporated:

Nonprofit Corporation Law of 1988

4. The date of its incorporation: December 10, 2001

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

☒ 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

2015 JUN -1 PM 12: 08
PA. DEPT. OF STATE

PS6B:15-1915/1913-2

6. Check one of the following:

- ☒ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- ☐ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

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

☐ The amendment adopted by the corporation, set forth in full, is as follows:

☒ 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 revises the Articles:

☒ The revised 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

1st day of June

2016

Hospital Service Association of
Northeastern Pennsylvania Foundation

Name of Corporation

By: John P. Moses

Signature

John P. Moses, Chairman

Title

EXHIBIT A
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ALLONE FOUNDATION

FIRST: The name of the corporation (hereinafter called the "Corporation") is:

AllOne Foundation

SECOND: The address of the Corporation's current registered office in this Commonwealth and the county of venue is 70 North Main Street, Wilkes-Barre, PA 18711, Luzerne County.

THIRD: The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended. The Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the "Internal Revenue Code"). In furtherance of its purposes, the Corporation shall expend, distribute, apply and use its assets exclusively to provide or support programs which focus on health, education and disease prevention, human services activities, activities which improve the quality of life of children and families, activities for the promotion of social welfare, and lessening the burdens of government, either directly through sponsored programs or by grant-making to assist other exempt organizations which carry on such activities within the 12 counties of Northeastern and North Central Pennsylvania. The recipients of grants from the Corporation shall be exempt from federal income taxation under §501(c)(3) of the Internal Revenue Code. The Corporation may also undertake such other activities as the Board of Directors shall approve so long as such activities are within the purposes permitted by these Articles.

FOURTH: The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

FIFTH: The Corporation is organized on a non-stock basis.

SIXTH: The Corporation shall have no members.

SEVENTH: To further the purposes set forth above, the Corporation is empowered to accept gifts, grants, devises, or bequests of funds, or any other property from any public or other governmental body and any private person, which shall include, but not be limited to, private and public foundations, corporations and individuals.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers, or other private persons, except that the Corporation shall

be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

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

The Corporation shall be required to distribute its income or other assets at such time and in such manner so that the Corporation will not be subject to the tax under §4942 of the Internal Revenue Code; and further, it shall be prohibited from engaging in any act of self-dealing (as defined in §4941(d) of the Internal Revenue Code), from retaining any excess business holdings (as defined in §4943(c) of the Internal Revenue Code), from making any investments in such manner as to subject the Corporation to tax under §4944 of the Internal Revenue Code, and from making any taxable expenditures (as defined in §4945(d) of the Internal Revenue Code).

Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary and educational purposes as shall at the time qualify as an exempt organization or organizations under §501 (c)(3) of the Internal Revenue Code, as the Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under §501 (c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code.

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

May 26, 2015

A) One Foundation

As per your request, the above name has been reserved for a period of 120 days beginning May 26, 2015.

This name reservation expires on September 26, 2015.

Please note that name availability can be checked online via our "searchable database" located at www.corporations.state.pa.us/corp.

CT CORPORATION SYSTEM
Counter Pickup
PA

**AMENDED AND RESTATED BYLAWS
OF
ALLONE FOUNDATION
A PENNSYLVANIA NONPROFIT CORPORATION**

ALLONE FOUNDATION

AMENDED AND RESTATED BYLAWS

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AMENDED AND RESTATED BYLAWS

OF

ALLONE FOUNDATION

(a Pennsylvania nonprofit corporation)

ARTICLE I - MEMBERSHIP

Section 1-1 Members. The Corporation shall have no members. In accordance with the Nonprofit Corporation Law of 1988, as amended (15 Pa. C.S. § 5751(b)), all actions to be taken by members shall be taken by the Board of Directors.

ARTICLE II - BOARD OF DIRECTORS

Section 2-1 Number. The business and affairs of the Corporation shall be managed by a Board of not less than nine (9) nor more than thirty-five (35) Directors. Each Director shall be a natural person of the age 18 years or older and need not be a resident of the Commonwealth of Pennsylvania.

Section 2-2 Election of Directors. The Directors of the Corporation shall be elected by the Directors entitled to vote at the annual meeting of the Directors or at such special meeting of the Directors called for such purpose.

Section 2-3 Term of Office of Directors. Each Director shall be elected to serve for a term of four (4) years and until his or her successor in office is duly elected and qualified, except in the event of his or her earlier death, resignation or removal. There shall be no limit on the number of terms to which a Director may be elected to serve.

Section 2-4 Removal of Directors. One or more Directors may be removed from office, with or without cause, only by the affirmative vote of a majority of the Directors or by order of a court having jurisdiction of such matters. The Board of Directors may declare vacant the office of a Director if such Director is judicially declared of unsound

mind or convicted of an offense punishable by imprisonment for a term of more than one year, or for any other proper cause, or if within 60 days after notice of selection, the Director does not accept such office either in writing or by attending a meeting of the Board of Directors.

Section 2-5 Vacancies on the Board of Directors. Subject to the provisions of Section 2-1, any vacancy or vacancies on the Board of Directors, including a vacancy or vacancies resulting from an increase in the number of Directors, shall be filled by a vote of a majority of the remaining members of the Board of Directors, though less than a quorum, at any regular meeting or at a special meeting called for such purpose; and each person so elected shall be a Director to serve for the balance of the unexpired term. When one or more Directors resign from the Board of Directors effective at a future date, the Directors then in office, including those who have so resigned, shall have the power by the applicable vote to fill the vacancies, the vote thereon to take effect when the resignations become effective.

Section 2-6 Resignation of Directors. Any Director may resign from office without assigning cause, by delivering a written statement of resignation to the Secretary of the Corporation. Any such resignation shall take effect immediately upon its receipt by the Secretary of the Corporation, unless a later effective time or date for the resignation is specified in the notice of resignation.

Section 2-7 Place and Time of Meetings. Annual meetings of the Directors shall be held at the principal office of the Corporation in the Commonwealth of Pennsylvania or at such other place and at such time as the Board of Directors shall designate. At least five (5) days' notice of the time and place so fixed shall be given to the Directors. Election of Directors, if necessary, and the election of officers shall occur at the

annual meeting. Special meetings of the Directors may be called from time to time by the Chairman or upon request in writing to the Chairman by a majority of the Directors then in office, and may be held at such time and place within the Commonwealth of Pennsylvania or elsewhere, as may be designated in the notice calling the meeting. At least three (3) days' notice of the time and place of any special meeting shall be given to each Director. At least five (5) days' notice of the time and place of any regular meeting shall be given to each Director.

Section 2-8 Waiver of Notice. Any meeting of the Board of Directors shall be deemed to have been validly and legally called if all of the Directors entitled to vote at the meeting sign a written waiver of notice, either before or after the meeting or a waiver of notice, as provided in the next sentence, has occurred. Attendance of a Director at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that Director except when the Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. All such written waivers shall be filed with the Secretary of the Corporation in record form.

Section 2-9 Actions by Unanimous Written Consent. Any action required or permitted to be approved at a meeting of the Directors may be approved without a meeting, if a consent or consents to the action in record form are signed, before, on or after the effective date of the action, by all of the Directors in office on the date the last consent is signed. The consent or consents must be filed with the Secretary of the Corporation.

Section 2-10 Quorum; Voting. Unless otherwise provided in these Bylaws, the presence of a majority 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 and voting at a meeting at which a quorum is present shall be the acts of the Board of Directors. If there be less than a quorum present, the majority of those present may adjourn the meeting from time to time and place to place and shall cause notice of each such adjourned meeting to be given to all absent Directors. At all meetings of Directors, each Director entitled to vote may attend and shall be entitled to one vote. The following matters coming before any meeting of Directors must be approved by the affirmative vote of at least two thirds (66-2/3%) of the total number of Directors of the Corporation:

- (a) Amendment of the Articles of Incorporation; and
- (b) Amendment of these Bylaws as provided in Article IX.

Section 2-11 Conference Telephone. The Chairman, in his or her sole discretion, may permit one or more persons to participate in a meeting of the Board of Directors or of any committee thereof by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 2-12 Attendance at Board Meetings. If any Director fails to attend three (3) or more consecutive regular meetings of the Board of Directors without good cause, the Board of Directors may act to remove such Director from the Board in accordance with the terms of Section 2-4 hereof.

Section 2-13 Compensation. A Director shall not be entitled to any compensation for his or her services as a Director. The foregoing shall not prevent the Board of Directors from reimbursing any Director for expenses actually and necessarily

incurred in the performance of his or her duties as a Director or from entering into a contract, directly or indirectly, with a Director for the providing of goods or services to the Corporation if such contract is consistent with the terms of any policy relating to conflicts of interest and transactions with Directors of the Corporation which may be approved from time to time by the Board of Directors.

Section 2-14 Powers.

(a) General Powers. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The Board of Directors may exercise all powers of the Corporation and do all such lawful acts and things as are directed or required to be exercised and done by statute, the Articles of Incorporation or these Bylaws.

(b) Specific Powers. Without limiting the general powers conferred by Section 2-13(a) and the powers conferred by the Articles of Incorporation and these Bylaws, it is hereby expressly declared that the Board of Directors shall have the following powers:

(i) To confer upon any officer or officers of the Corporation the power to choose, remove or suspend assistant officers, agents or servants.

(ii) To appoint any person, firm or corporation to accept and hold in trust for the Corporation any property belonging to the Corporation or in which it is interested, and to authorize any such person, firm or corporation to execute any documents and perform any duties that may be requisite in relation to any such trust.

(iii) To authorize and approve the payment of compensation for employees and the entering into of employment contracts between the Corporation and employees of the Corporation.

(iv) To approve and authorize the borrowing of money and the granting of security interests in the personal property and mortgages on the real estate of the Corporation as security for the repayment of loans and interest thereon.

(v) To appoint a person or persons to vote shares of another corporation held and owned by the Corporation.

(vi) To purchase, sell, lease, mortgage, pledge, transfer in trust, and otherwise deal with real and personal property of the Corporation.

(vii) To seek grants and donations from individuals and from governmental, charitable, educational or other appropriate organizations, or from the public sector.

(viii) To approve fund raising programs.

ARTICLE III-OFFICERS

Section 3-1 Offices and Election. The Corporation shall have a Chairman, a Secretary and a Treasurer who shall be elected by the Board of Directors. The Corporation may have such other officers and one or more assistant officers, as may be authorized from time to time by the Board of Directors. If no President is elected by the Board of Directors, the Chairman shall perform the customary duties of the President. Any two (2) or more offices may be held by the same person except the offices of Chairman and Secretary. The Chairman must be a Director of the Corporation. The other officers and assistant officers need not be Directors of the Corporation. The Treasurer may be a banking corporation.

Section 3-2 Term. The Chairman, the Secretary and the Treasurer shall each serve for a term of one (1) year and until his or her respective successor is duly

elected and qualified or until such officer's earlier death or resignation, unless removed from office by the Board of Directors during his or her respective term. The term of office of any other officer shall be as specified by the Board of Directors.

Section 3-3 Powers and Duties of the Chairman. The Chairman shall preside at all meetings of the Board of Directors and shall be an ex officio member of all committees. He or she shall have and exercise all powers usually incident to the office of President of a non-profit, tax exempt corporation, including general supervision over and direction of the affairs of the Corporation, and shall perform such other duties as may be delegated by the Board of Directors. In the exercise of these duties and subject to the limitations of the laws of the Commonwealth of Pennsylvania, these Bylaws and the actions of the Board of Directors, he or she may appoint, suspend, and discharge employees and agents. The Chairman shall also do and perform such other duties as from time to time may be assigned by the Board of Directors. The Chairman shall sign and execute on behalf of the Corporation all corporate records, documents, and instruments, unless such power has been delegated to another officer. Unless otherwise determined by the Board of Directors, the Chairman shall have full power and authority on behalf of the Corporation to attend and to act and to vote at any meeting of the shareholders of any corporation in which the Corporation may hold stock, and, at any such meeting, shall possess and may exercise any and all the rights and powers incident to the ownership of such stock and which, as the owner thereof, the Corporation might have possessed and exercised.

Section 3-4 Powers and Duties of the Secretary. Unless otherwise determined by the Board of Directors, the Secretary 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. He or she shall have

charge of the corporate seal and other such books and records as the Board of Directors may direct. He or she 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 to him or her by the Board of Directors.

Section 3-5 Powers and Duties of the Treasurer. Unless otherwise

determined by the Board of Directors, the Treasurer shall have charge of all the funds and securities of the Corporation which may come into its hands. When necessary or proper, unless otherwise ordered by the Board of Directors, the Treasurer shall endorse for collection on behalf of the Corporation checks, notes and other obligations, and shall deposit the same to the credit of the Corporation in such books or depositories as the Board of Directors may designate and shall sign all receipts and vouchers for payments made to the Corporation. He or she shall sign all checks made by the Corporation, except when the Board of Directors shall otherwise direct. He or she shall enter regularly in books of the Corporation to be kept by him or her for the purpose, full and accurate account of all moneys received and paid by him or her on account of the Corporation. Not less frequently than annually, and at such additional times as may be required by the Board of Directors, he or she shall render a statement of the financial condition of the Corporation. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director of the Corporation, upon application at the office of the Corporation during business hours. He or she shall have such other powers and shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 3-6 Powers and Duties of Vice Presidents and Assistant Officers.

Unless otherwise determined by the Board of Directors, each vice president and each

assistant officer shall have the powers and perform the duties of his or her respective superior officer. Vice presidents and assistant officers shall have such rank as shall be designated by the Board of Directors and each, in the order of rank, shall act for such superior officer in his or her absence or upon his or her disability or when so directed by such superior officer or by the Board of Directors. The Chairman shall be the superior officer of the vice presidents. The Treasurer and the Secretary shall be the superior officers of the assistant treasurers and assistant secretaries, respectively.

Section 3-7 Delegation of Office. The Board of Directors may delegate the powers or duties of any officer of the Corporation to any other officer or to any Director from time to time.

Section 3-8 Removal; Resignation. Any officer may be removed, either with or without cause, by the affirmative vote of a majority of the Directors at any annual, regular, or special meeting of the Board of Directors. The removal shall be without prejudice to contract rights, if any, of any person so removed. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation.

Section 3-9 Vacancies. In the event of a death, resignation, removal or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer and until his or her successor shall be elected.

ARTICLE IV - COMMITTEES OF THE BOARD OF DIRECTORS

Section 4-1 Committees. The Board of Directors may establish such standing committees and such special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation and to advise the Board, and shall define the powers and responsibilities of such committees. The standing committees of the Board shall include, but are not limited to, an Executive Committee, an Institutional Advancement Committee, a Human Resources Committee, and an Investment Committee. The members and chairmen of all standing committees shall be appointed by the Board, for a one-year term and until their successors are duly elected, but shall be subject to removal at any time by action of the Board. Members of special committees shall serve for the life of the committee, or for a term specified by the Board, but shall be subject to removal at any time by action of the Board. No committee appointed by the Board shall consist of fewer than two (2) Directors. A committee may have such specific powers and responsibilities as may be determined by the Board of Directors, except that it shall not have the power:

- (a) To amend these Bylaws or the Articles of Incorporation.
- (b) To fill vacancies in the Board of Directors.
- (c) To amend or repeal any resolution of the Board of Directors.
- (d) To approve any action or exercise any authority requiring the approval of more than a majority of a quorum of the Board of Directors under the laws of the Commonwealth of Pennsylvania, the Articles of Incorporation, or these Bylaws.
- (e) To take any other action which may not be delegated to it under the laws of the Commonwealth of Pennsylvania or under the provisions of the Articles of Incorporation or these Bylaws.

Section 4-2 Executive Committee. The Board of Directors shall establish an Executive Committee which shall have and may exercise all of the power and

authority of the Board of Directors, subject to the limitations provided in Section 4-1, in the interim between meetings of the Board of Directors.

Section 4-3 Meetings of Committees. Each committee shall meet not less than once each year, and more frequently as may be determined by the committee or the Chairman, or as may be required by these Bylaws. The Board of Directors may waive requirements for not less than one meeting a year upon request of the chairman of any committee.

ARTICLE V- ADVISORY BOARD

The Board of Directors may establish an Advisory Board which shall meet from time to time. The Advisory Board shall have no authority to act by, for, or on behalf of the Corporation and shall not constitute a committee of the Board of Directors, but rather shall act solely in an advisory capacity to the Board of Directors on such matters as shall be referred to such Advisory Board from time to time by the Board of Directors. The Advisory Board shall be comprised of individuals appointed by the Board of Directors, who have demonstrated their interest in the Corporation and its work, or whose talents and experience would be helpful to the Board of Directors. The Board of Directors, upon recommendation of the Chairman, shall have the authority at any time to remove any person from the Advisory Board for any reason.

ARTICLE VI-LIMITATION OF DIRECTORS' LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS

Section 6-1 Limitation of Directors' Liability. No Director of the Corporation shall be personally liable as such for monetary damages for any action taken or any failure to take any action unless: (a) the Director has breached or failed to perform the duties of his or her office under Subchapter B of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of

.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.

Section 6-2 Indemnification and Insurance.

(a) Indemnification of Directors and Officers.

(i) Each Indemnitee (as defined below) shall be indemnified and held harmless by the Corporation for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). No indemnification pursuant to this Section shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(ii) The right to indemnification provided in this Section shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by the Corporation in advance of the final disposition of the Proceeding to the fullest extent permitted by Pennsylvania law; provided that, if Pennsylvania law continues so to require, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this Section or otherwise.

(iii) Indemnification pursuant to this Section shall continue as to an Indemnatee who has ceased to be a Director or officer and shall inure to the benefit of his or her heirs, executors and administrators.

(iv) For purposes of this Article, (A) "Indemnatee" shall mean each Director or officer of the Corporation who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding, by reason of the fact that he or she is or was a Director or officer of the Corporation or is or was serving in any capacity at the request or for the benefit of the Corporation as a Director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise; and (B) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including without limitation an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative.

(b) Indemnification of Employees and other Persons. The Corporation may, by action of its Board of Directors and to the extent provided in such action, Indemnify employees, agents or other persons as though they were Indemnitees. To the extent that an employee or agent of the Corporation has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, the Corporation shall indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(c) Non-Exclusivity of Rights. The rights to indemnification and to
(d)
the advancement of expenses provided in this Article shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of the Corporation's Articles of Incorporation or these Bylaws, agreement, vote of members or

Directors, or otherwise.

(d) Insurance. The Corporation may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person under Pennsylvania or other law. The Corporation may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

Section 6-3 Amendment. The provisions of this Article relating to the limitation of Directors' liability, to indemnification and to the advancement of expenses shall constitute a contract between the Corporation and each of its Directors and officers which may be modified as to any Director or officer only with that person's consent or as specifically provided in this Section. Notwithstanding any other provision of these Bylaws relating to their amendment generally, any repeal or amendment of this Article which is adverse to any Director or officer shall apply to such Director or officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a Director of the Corporation, or limit the rights of an Indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these Bylaws, no repeal or amendment of these Bylaws shall affect any or all of this Article so as either to reduce the limitation of Directors' liability or limit indemnification or the advancement of expenses in any manner unless adopted by the unanimous vote of the Directors of the Corporation then serving; provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence.

Section 6-4 Changes in Pennsylvania Law. References in this Article to Pennsylvania law or to any provision thereof shall be to such law (including without limitation The Nonprofit Corporation Law of 1988, as amended, and the Business Corporation Law of 1988, as amended) as it existed on the date this Article was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of Directors or limits the indemnification rights or the rights to advancement of expenses which the Corporation may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) if such change permits the Corporation without the requirement of any further action by the Board of Directors to limit further the liability of Directors (or limit the liability of officers) or to provide broader indemnification rights or rights to the advancement of expenses than the Corporation was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law .

ARTICLE VII - CONFLICTS OF INTEREST

Section 7-1 Policy and Limitations. The Board of Directors shall adopt a Conflict of Interest Policy for the Corporation that shall apply to all transactions and arrangements between the Corporation and its Directors, officers and members of committees with Board-delegated powers. The Corporation shall distribute the Conflict of Interest Policy to all such Directors, officers and committee members upon taking office and annually thereafter.

Section 7-2 Annual Disclosure Statement. Each Director of the Corporation shall, at the time of the enactment of a Conflict of Interest Policy, or upon his or her

election as a Director, and annually thereafter at a time determined by the Board, complete and submit to the Board of Directors a Conflict of Interest Disclosure Statement.

ARTICLE VIII -MISCELLANEOUS

Section 8-1 **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

Section 8-2 **Registered Office.** The Corporation shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office at an address to be designated from time to time by the Board of Directors, which may, but need not, be the same as its place of business.

Section 8-3 **Offices.** The Corporation may have offices at such places within or without the Commonwealth of Pennsylvania, as the Board of Directors may from time to time designate or the business of the Corporation may require.

Section 8-4 **Gender.** Where the masculine gender is used in these Bylaws, such usage is for convenience only. Any usage of specific gender terminology shall be deemed to include references to both genders, and any title involving gender shall be permitted to be used in an alternative form for another gender.

Section 8-5 **Examination of Books.** The Corporation shall keep an original or duplicate record of the proceedings of the Board of Directors and the original or a copy of these Bylaws, including all amendments thereto to date. The Corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for in this Section shall be kept at either the registered office of the Corporation in this Commonwealth or at its principal place of business wherever situated.

Section 8-6 **Facsimile Signatures.** Whenever the execution of a document on behalf of the Corporation by any officer of the Corporation or any Director is authorized by

these Bylaws or by other action of the Board of Directors, the signature of such officer or Director to any such document may be by facsimile or pdf.

Section 8-7 Notice. Notice under these Bylaws shall be deemed to have been given to the person entitled thereto when (a) deposited in the United States mail or with a courier service for delivery to that person or (b) sent by facsimile transmission, e-mail or other electronic communication to the person's facsimile number or address for e-mail or other electronic communications supplied by the person to the Corporation for the purpose of notice. Notice under this Section 8-7 shall be deemed to have been given to the person entitled thereto when sent.

ARTICLE IX - AMENDMENTS

The Board of Directors of the Corporation shall have the power to alter, amend, or repeal these Bylaws as provided in and subject to the limitations contained in Section 2-10, at any regular or special meeting of the Board of Directors, duly convened after notice to the Directors of such purpose.

ARTICLE X - MISSION STATEMENT

The Corporation has been established for the purposes set forth in its Articles of Incorporation. See Attached Exhibit A.