

**ARTICLES OF INCORPORATION—
DOMESTIC NONPROFIT CORPORATION**

Exhibit A

THE TACONY COMMUNITY DEVELOPMENT CORPORATION

1. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes:

The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the purpose of conducting exclusively charitable, scientific, and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Code ("Code"), including, among other things, fighting blight and decay that threatens the viability of the "Tacony" community ("Community") of the City of Philadelphia, generally defined as 2010 Federal census tracts 320, 323, 325, 326, 381, so as to stimulate economic development and economic opportunities in the Community, to improve the quality of life for residents of the Community, to relieve poverty in the Community, to promote the historic preservation, protection, and use of Tacony's traditional commercial corridor, including that area's commercial, civic, and religious enterprises and residences; to combat deterioration in the Community, to provide more employment opportunities in the Community, and to otherwise promote the physical, economic and social environment of the Community.

No part of the net earnings of the corporation shall enure to the benefit of, or be distributable to, its shareholders, trustees, 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 purpose of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Upon the dissolution of the corporation, the trustees and officers 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 Section 501(c)(3) purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the trustees shall determine. Any 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 which are organized and operated exclusively for such purposes, as the Court shall determine.

Notwithstanding any other provision of these articles or any provision of the

Nonprofit Corporation Law of the Commonwealth of Pennsylvania, for any year for which the corporation is a private foundation for federal tax purposes, the corporation and the trustees and officers of the corporation:

(a) Shall distribute for each taxable year such amounts, at such times and in such manner, as not to subject the corporation to tax under section 4942 of the Code;

(b) Shall not engage in any act of self-dealing (as defined in section 4941 (d) of the Code);

(c) Shall not retain any excess business holdings (as defined in section 4943(c) of the Code);

(d) Shall not make any investment in such manner as to subject the corporation to tax under section 4944 of the Code; and

(e) Shall not make any taxable expenditure (as defined in section 4945(d) of the Code).

BYLAWS
OF
TACONY COMMUNITY DEVELOPMENT CORPORATION

(a Pennsylvania Nonprofit Corporation)

ARTICLE I
OFFICES AND FISCAL YEAR

Section 1.01. **Registered Office.** The registered office of the corporation in the Commonwealth of Pennsylvania shall be at that location established by a vote of a majority of the board of trustees in office.

Section 1.02. **Other Offices.** The corporation may also have offices at such other places within or without the United States of America as the board of trustees may from time to time appoint or the business of the corporation requires.

Section 1.03. **Fiscal Year.** The fiscal year of the corporation shall begin on the first day of July in each year.

ARTICLE II
BOARD OF TRUSTEES

Section 2.01. **Powers; Personal Liability.**

(a) The board of trustees shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all powers of the corporation are hereby granted, to and vested in the board of trustees.

(b) A trustee of the corporation shall not be personally liable, as such, for monetary damages as such for any action taken, or any trustee has breached or failed to perform failure to take any action, unless the trustee has breached or failed the duties of his or her office under 15 Pa.C.S. Subch. 57B and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of a trustee pursuant to any criminal statute or the liability of a trustee for the payment of taxes pursuant to local, state or federal law.

Section 2.02. **Qualification and Selection.**

(a) Each trustee of the corporation shall be a natural person of full age. Trustees shall be selected by the board of trustees, and shall be a resident, business owner or work in the City of Philadelphia. Exceptions to the above may be made at the discretion of the board.

(b) All new members of the board of trustees shall participate in an orientation program familiarizing them with the goals and objectives of the corporation and with their responsibilities.

Section 2.03 Number, Selection and Term of Office— The Corporation shall be governed by a board of trustees of not less than seven (7) or more than thirteen (13) trustees. The exact number of Trustees shall be fixed by resolution of the Trustees from time to time. At least 51 percent of the corporation's board of trustees shall consist of either:

- a) low- and moderate-income residents of the program area;
- b) owners or senior officers of private establishments and other institutions located in and serving the program area; and/or
- c) representatives of low- and moderate-income neighborhood organizations located in the program area.

No more than one-third of the board of trustees shall consist of representatives of the public sector. No member of the board of trustees shall be an elected official of the City of Philadelphia or the Commonwealth of Pennsylvania or a staff member of an elected official of either body. The board of trustees shall be elected by the members eligible to vote. The term of office for each trustee shall be three (3) years. One third of the trustee positions shall be elected each year at the annual meeting. Each Trustee shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. Trustees in office may be reelected for one consecutive term. Trustees may sit off the Board for one year, and then be eligible to be reelected.

Section 2.04. Organization. At every meeting of the board of trustees, the president of the board, if there be one, or, in the case of a vacancy in the office or absence of the president of the board, one of the following officers present in the order stated: the vice presidents in their order of rank and seniority, shall preside. The secretary, or, in the absence of the secretary, an assistant secretary, or, in the absence of the secretary and the assistant secretaries, any person appointed by the president of the meeting, shall act as secretary.

Section 2.05. Resignations and Removal. Any trustee of the corporation may resign at any time by giving written notice to the president or the secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any trustee or staff member who has publically declared their candidacy or filed a nominating petition or paperwork to run for elected office at the local, state or national level must resign from the Board of Trustees within seven (7) days of making such announcement.

Section 2.06. Vacancies.

(a) The board of trustees may declare vacant the office of a trustee if such trustee is declared of unsound mind by an order of court, or convicted of felony, or for any other proper cause, or if within 60 days after notice of selection, the trustee does not accept such office either in writing or by attending a meeting of the board of trustees.

(b) Any vacancy occurring in the board of trustees (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the current members of the board of trustees at any regular or special meeting. A trustee elected to fill a vacancy shall be elected for the unexpired term

of his or her predecessor in office. Any Trustee elected to fill an unexpired term may stand for election to the board. Once elected by the board of trustees for a three-year term, the trustee may be reelected for one consecutive term. Any trustee may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the trustees in office. Any member of the Board of trustees who is absent from two consecutive regular meetings without just cause for such absence may be removed as a member of the board of trustees.

Section 2.07. Place of Meeting. Meetings of the board of trustees may be held at such place within or without Pennsylvania as the board of trustees may from time to time appoint, or as may be designated in the notice of the meeting.

Section 2.08. Regular Meetings. Regular meetings of the board of trustees shall be held at such time and place as shall be designated from time to time by resolution of the board of trustees. The board of trustees of the Corporation shall hold regular meetings not less than six (6) times each year. If the date fixed for any such regular meeting be a legal holiday under the laws of the State where such meeting is to be held, then the same shall be held on the next succeeding business day, not a Saturday, or at such other time as may be determined by resolution of the board of trustees. At such meetings, the trustees shall transact such business as may properly be brought before the meeting. Written notice of the time, date, place and agenda for regular meetings shall be given to each Trustee by personal delivery, mail, phone or email, at least two (2) days before the meeting.

Section 2.09. Special Meetings. Special meetings of the board of trustees shall be held whenever called by the president, Executive Committee, or by two or more of the trustees. Notice of each such meeting shall be given to each trustee by telephone or in writing at least 24 hours (in the case of notice by telephone) or 48 hours (in the case of notice by telegram, email or facsimile) or five days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the time, date, place and agenda of the meeting.

Section 2.10. Quorum, Manner of Acting, and Adjournment. Except as otherwise provided in Section 2.09 of this article a majority of the trustees in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every trustee shall be entitled to one vote. No proxies shall be permitted. Except as otherwise specified in the articles or these bylaws or provided by statute, the acts of a majority of the trustees present at a meeting at which a quorum is present shall be the acts of the board of trustees. In the absence of a quorum, a majority of the trustees present and voting may adjourn the meeting from time to time until a quorum is present. The trustees shall act only as a board and the individual trustees shall have no power as such. Any action which may be taken at a meeting of the trustees 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 trustees in office and shall be filed with the secretary of the corporation. Such consent shall have the same force and effect as a unanimous vote of the Board. Roberts Rules of Order Newly Revised shall govern the parliamentary procedures of the corporation when not in conflict with the bylaws.

Section 2.11. Executive and Other Committees.

(a) The board of trustees may, by resolution adopted by a majority of the trustees in office, establish an Executive Committee and one or more other committees, each committee to consist of one or more trustees of the corporation. Committees shall consist of not less than two (2) volunteer members, and shall have as chairperson a member of

the board of trustees of the corporation who shall be responsible for directing and coordinating the affairs of the committee. In the event the chairperson is not a trustee, a trustee should serve on the committee. Each committee of the board shall serve at the pleasure of the board.

(b) The Executive Committee shall have and exercise all of the powers and authority of the board of trustees in the management of the business and affairs of the corporation, except that the Executive Committee shall not have any power or authority as to the following:

- (1) Appointing members of the board of trustees.
- (2) The adoption, amendment or repeal of the bylaws.
- (3) The amendment or repeal of any resolution of the board.
- (4) The dissolution of the corporation.

The Executive Committee shall be comprised of the officers of the corporation. The Executive Director shall serve as Ex Officio, non-voting member of the Executive Committee. The president of the board of trustees shall be the president of the Executive Committee. Each member of the Executive Committee shall continue as such until the next annual meeting of the corporation and until his or her successor is appointed, unless such member is removed from the board of trustees or ceases to qualify as a member. The Executive Committee shall meet in accordance with a schedule adopted by the committee or at the call of the president. The majority of the Executive Committee shall constitute a quorum and the act of the Executive Committee members at a meeting at which a quorum is present shall be an act of the Executive Committee. Each meeting shall be open to attendance by any other Trustee, provided however, that the Executive Committee may meet in executive session if prior notice is given to all Trustees. Executive sessions may be called for matters deemed confidential or sensitive regarding personnel, real estate or private business practices. Executive Committee shall make a recommendation to the board of trustees on any matter brought to them in executive session at the next board meeting.

(c) No committee of the board of trustees, other than the Executive Committee, shall, pursuant to resolution of the board of trustees or otherwise, exercise any of the powers or authority vested by these bylaws or the Nonprofit Corporation Law of 1988 in the board of trustees. Any other committee of the board of trustees may make recommendations to the board of trustees or Executive Committee concerning the exercise of their powers and authority.

(d) The establishment of any committee of the board of trustees and the delegation thereto of power and authority shall not alone relieve any trustee of the fiduciary duty of such trustee to the corporation.

(e) A majority of the trustees in office designated to a committee shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the trustees in office designated to a committee shall be the acts of the committee.

(f) Each committee shall keep regular minutes of its proceedings and report such proceedings at the next meeting of the board of trustees.

(g) Sections 2.08, 2.09, and 2.10 shall be applicable to committees of the board

of trustees.

Section 2.12. Conflict of Interest. Conflict of Interest shall be defined as any circumstance that involves both the corporation and the governmental body or private business or organization that a trustee or staff member is elected or appointed to which could cause a financial or other adverse impact on the Corporation.

In the event of a conflict of interest, the trustee shall recuse himself or herself from taking action on that issue. In the event the trustee refuses or otherwise fails to recuse himself or herself from voting on that issue then a majority of the board of trustees may direct the secretary to exclude the vote of any trustee having a conflict of interest on that issue.

Section 2.13 Compensation of Trustees. The corporation shall not pay any compensation to trustees for services rendered to the corporation in their capacity as trustees except that trustees may be reimbursed for expenses incurred in the performance of their duties to the corporation, in reasonable amounts as approved by or in accordance with policies approved by a majority of the entire board of trustees.

Section 2.14. The Executive Director. The Executive Director shall be a nonvoting member of the board of trustees and the Executive Committee if formed, and shall be present at all meetings of the board of trustees. The Executive Director shall manage the daily operations of the corporation. The Executive Director shall be responsible for coordinating the implementation of the corporation's policies and projects and such other duties as the board of trustees may require. The Executive Director shall receive for his or her services such compensation as may be determined by the board of trustees. Any staff member who has publically declared his or her candidacy or filed a nominating petition or paperwork to run for elected office at the local, state or national level must inform the Board of Trustees at least seven (7) days prior to making such announcement. At the discretion of the Board, staff members of the Tacony Community Development Corporation may be asked to resign in writing within seven (7) days of election.

Section 2.15 Advisory Council. The Advisory Council is an advisory and ex-officio committee to the board of trustees. The chair of the Advisory Council shall be the immediate past president of the board of trustees or a designated person appointed by the board of trustees. The Advisory Council shall consist of all former trustees of the Tacony Community Development Corporation who have fulfilled at least one three (3) year term.

ARTICLE III NOTICE: WAIVERS: MEETINGS

Section 3.01. Notice, What Constitutes. Whenever written notice is required to be given to any person under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law of 1988, 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 telegram (with messenger service specified), or courier services, charges prepaid, or by email or facsimile transmission to his or her address (or to his or her facsimile number or email address) supplied by the person to the corporation for the purpose of notice. If the notice is sent by mail, express mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, express mail or courier service for delivery to that person or, in the case of email or facsimile transmission when dispatched. A notice of meeting shall specify the place, day, hour and agenda of the meeting and any other information required by law or these bylaws.

Section 3.02. Waivers of Notice.

(a) Whenever any written notice is required to be given under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law of 1988, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Except as otherwise required by Section 6.06, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

(b) Attendance of 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 3.03. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting required to be given under the articles or these bylaws or the Nonprofit Corporation Law of 1988, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 3.04. Exception to Requirement of Notice. Wherever any notice or communication is required to be given to any person under the provisions of the articles or these bylaws, or the Nonprofit Corporation Law of 1988, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with that person is then unlawful, the giving of the notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

Section 3.05. Conference Telephone Meetings. One or more persons may participate in a meeting of the incorporators, the board or a committee of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

ARTICLE IV
OFFICERS

Section 4.01. Number Qualifications and Designation.

(a) The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of Section 4.03.. The president and secretary shall be natural persons of full age; the treasurer may be a corporation, but if a natural person shall be of full age. The board of trustees may elect from among the members of the board a president of the board, one or more vice presidents of the board, a secretary of the board and a treasurer of the board who shall be officers of the corporation.

(b) In lieu of the standards of conduct otherwise provided by law, officers of the corporation shall be subject to the same standards of conduct, including standards of care and loyalty and rights of justifiable reliance, as shall at the time be applicable to trustees of the corporation. An officer of the corporation shall not be personally liable, as such, to

the corporation for monetary damages for any action taken, or any failure to take any action, unless the officer has breached or failed to perform the duties of his or her office under the articles of incorporation, these bylaws, or the applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of an officer pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law.

Section 4.02. Election and Term of Office. The officers of the corporation shall be elected annually by the board of trustees, and each such officer shall hold office until the next annual organization meeting of trustees and until a successor shall have been elected and qualified, or until death, resignation, or removal.

Section 4.03. Subordinate Officers, Committees and Agents. The board of trustees may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws, or as the board of trustees may from time to time determine. The board of trustees may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

Section 4.04. Resignations. Any officer or agent may resign at any time by giving written notice to the board of trustees, or to the president or the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05. Removal. Any officer, committee, employee or other agent of the corporation may be removed, either with or without cause, by the board of trustees or other authority which elected, retained or appointed such officer, committee or other agent whenever in the judgment of such authority the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 4.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the board of trustees, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 4.07. General Powers. All officers of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be determined by resolutions or orders of the board of trustees, or, in the absence of controlling provisions in resolutions or orders of the board of trustees, as may be provided in these bylaws.

Section 4.08. The President and Vice Presidents of the Board. The president of the board or in the absence of the president, the first vice president of the board, shall preside, at all meetings of the members of the board of trustees, and shall perform such other duties as may from time to time be requested by the board of trustees.

Section 4.09. The President. The president shall be the chief executive officer of the corporation and shall have general supervision over the activities and operations of the corporation, subject, however, to the control of the board of trustees.. The president shall sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the board of trustees, except in cases where the signing and execution thereof shall be expressly delegated by the board of trustees, or by these bylaws, to some other officer or agent of the corporation; and, in general, shall perform - duties incident to the office of president, and such other duties as from time to time may be assigned by the board of trustees. .

Section 4.10. The Vice Presidents. The vice presidents shall perform the duties of the president in the absence of the president and such other duties as may from time to time be assigned to them by the board of trustees or the president. Vice presidents shall be identified as first or second vice presidents.

Section 4.11. The Secretary. The secretary or an assistant secretary shall attend all meetings of the board of trustees and shall record all the votes of the trustees and the minutes of the meetings of the board of trustees and of committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the board of trustees, or the president.

Section 4.12. The Treasurer. The treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the board of trustees may from time to time designate; shall, whenever so required by the board of trustees, tender an account showing all transactions as treasurer, and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the board of trustees, or the president.

Section 4.13. Officers' Bonds. Any officer shall give a bond for the faithful discharge of the duties of the office in such sum, if any, and with such surety or sureties as the board of trustees shall require.

ARTICLE V INDEMNIFICATION OF TRUSTEES, OFFICERS, AND OTHER AUTHORIZED REPRESENTATIVES

Section 5.01. Indemnification of Officers and Directors. The Corporation shall indemnify its Officers and Directors to the fullest extent allowed by Pennsylvania law, and maintain the policy in full force and effect.

ARTICLE VI MISCELLANEOUS

Section 6.01. Corporate Seal. The corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation and such other details as may be approved by the board of trustees.

Section 6.02. Checks. Except as the board of trustees may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the corporation by any two (2) of the following people: the Executive Director, the president or the treasurer or any other Trustee, that the board of trustees may from time to time designate. The board of trustees shall establish other financial policies from time to time.

Section 6.03. Contracts. Except as otherwise provided in these bylaws, the board of trustees may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.04. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the board of trustees may approve or designate, and all such funds shall be withdrawn only upon checks signed by such two officers or employees of the corporation as the board of trustees shall from time to time designate. The board of trustees may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

Section 6.05 Budget. Within 30 days of the election of the board of trustees in April each year, the board shall approve a budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the board of trustees.

Section 6.06 Annual Report of Trustees. The board of trustees shall direct the president and treasurer to present at the April annual meeting of the board a report showing in appropriate detail the following

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.

(b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

The annual report of the board of trustees shall be filed with the minutes of the annual meeting of the board.

Section 6.07 Description of the Program Area. The Program Area shall be that geographic area indicated on the attached map (Exhibit A).

Section 6.08. Amendment of Bylaws. These bylaws may be amended or repealed, or

new bylaws may be adopted, by vote of a majority of the board of trustees of the corporation in office at any regular or special meeting of trustees. Such proposed amendment, repeal or new bylaws, or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special.

These bylaws were amended on June 20, 2012