

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
of
F. M. KIRBY FOUNDATION, INC.

Pursuant to the powers vested in the corporation by Article Eleventh of the Certificate of Incorporation of F.M. Kirby Foundation, Inc., filed with the Secretary of State of the State of Delaware on January 14, 1931, the Members and Directors of the corporation hereby amend and restate the Certificate of Incorporation to read as follows:

The corporation is formed for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware and the Acts amendatory thereof and supplemental thereto, and does hereby certify as follows:

FIRST - The name of this corporation is

F. M. KIRBY FOUNDATION, INC.

SECOND - The registered office of the corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808 (New Castle County). The name of the corporation's registered agent at such address is Corporation Service Company.

THIRD - The nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted or carried on by it are as follows:

1. - To be conducted and operated not for profit but exclusively for religious, charitable, scientific, literary and education purposes, so that no part of its net earnings shall inure to the private benefit of any Member, Director, or individual having a personal and private interest in the activities of the corporation.

2. - Without limit as to the amount going to any one recipient or, in the aggregate, to all recipients, to make donations, gifts, contributions and loans, financial or

otherwise, out of the annual net income and/or assets of the corporation, to or for the use of any of the following: the United States, any State, Territory, or any political subdivision thereof, or the District of Columbia, for exclusively public purposes and as hereinafter limited; any and all churches (without distinction as to denomination), Sunday schools, missions and religious organizations of every kind and nature; community chests, funds, relief societies, old peoples homes, poorhouses, poorfarms, orphan asylums, eleemosynary institutions generally and charities of every kind and nature; laboratories, foundations, hospitals, expeditions and scientific organizations of every kind and nature; schools, colleges (whether sectarian or not), universities (whether State or not), incorporated boards of education, zoological gardens, art galleries, museums, musical organizations, associations, societies and concerts, opera companies, memorial associations, and educational institutions of every kind and nature; libraries and literary institutions of every kind and nature; and, generally, any and all corporations, associations, joint ventures, partnerships, firms, joint stock companies, trusts, syndicates, organizations, institutions, foundations, individuals and projects; provided, however, that any and all donations, gifts, contributions and loans made pursuant to this paragraph "2" shall be exclusively for religious, charitable, scientific, literary or educational purposes, or for the prevention of cruelty to children or animals; and, provided, further, that any and all donations, gifts, contributions and loans made pursuant to paragraph "2" shall not inure to the private benefit of any Member, Director, or individual having a personal and private interest in the activities of the corporation.

3. - To undertake, promote, develop and carry on religious, charitable, scientific, literary and educational projects, plans and objects of every kind, nature and description and in any manner whatsoever.

4. - To accept by gift, devise, bequest or otherwise, property of every kind and description without limit as to amount.

5. - To purchase, acquire, hold, invest, reinvest, use, mortgage, pledge, sell, assign, transfer or otherwise dispose of the principal and income of funds and property of every kind and description, and, in particular, lands, money, buildings, mortgages, shares, stocks, debentures, securities, concessions, policies, notes, book debts, claims and any interest in any property which may be necessary or convenient for the use and maintenance of the corporation.

6. - To enter into, make, perform and carry out contracts of every kind for any of the purposes herein set forth, without limit as to amount, with any person, firm, association or corporation of any and all States, Districts or Territories in or Colonies of the United States, or in any and all foreign countries, subject always to the laws of such State, District, Territory, Colony or country; to have one or more offices to carry on all or any of the operations and to exercise any of the powers of this corporation.

7. - To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

8. - The foregoing clauses shall be construed as both objects and powers, and the foregoing enumeration of specific objects and powers shall not limit or restrict in any manner the objects and powers of this corporation; the objects and powers specified in

this Certificate shall, except where expressly limited, be in no wise limited or restricted by inference from the terms in any other clause in any other part of this Certificate, but the objects and powers specified in each of the clauses of this Certificate shall be regarded as independent and separate objects and powers of this corporation.

FOURTH -- The corporation shall have no capital stock.

FIFTH -- The names and places of residence of each of the subscribers to the original Certificate of Incorporation of this corporation, who were also the original Members of this corporation, were as follows:

<u>Names</u>	<u>Residences</u>
F. M. Kirby	Wilkes-Barre, Pennsylvania
E. P. Schooley	Wilkes-Barre, Pennsylvania
Walters S. Orr	Orr's Mills, Cornwall, New York

SIXTH - The corporation is to have perpetual existence.

SEVENTH - The private property of the Members, Directors and officers of the corporation shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH -- The conditions of membership of the corporation are as follows:

1. - Only individuals interested in the objects and purposes of the corporation are eligible to become Members. New Members of the corporation, without limit as to number, may be elected by majority vote of the old Members. A Member may voluntarily withdraw from the corporation at any time. There shall be at all times not less than three Members of the corporation, and if, at any time, the total membership shall fall below three Members, whether by reason of death, voluntary withdrawal or otherwise, the two remaining Members, or the one remaining Member, as soon as practicable, shall elect or select a new Member or Members at least sufficient to bring the total membership up to three Members. All rights, powers privileges, obligations or duties of

a Member as such Member of the corporation, shall cease on the termination of his or her membership, unless otherwise provided by law, or by the by-laws of the corporation. No rights, powers, privileges, obligations or duties as a Member of the corporation shall survive the death of a Member.

2. - The Members may establish and put into effect such further rules, regulations and orders governing admission to membership, duties and obligations of Members, provisions for suspension, reprimands or expulsion from membership and classification of Members as the by-laws shall from time to time provide and as shall not be inconsistent with Section 1 of this Article.

NINTH - In the event of the liquidation (including a partial liquidation, which is defined to be the disposition of more than 10% of the net assets of the corporation in any 12-month period), dissolution or winding up of the corporation, whether voluntary, involuntary or by operation of law, except as may be provided by law, the Members of the corporation shall have the exclusive power to dispose of the total assets of the corporation in such manner as they, in the exercise of an absolute and uncontrolled discretion may by a majority vote determine, including by delegating such authority to the Board of Directors; provided, however, that in all events such disposition shall be undertaken exclusively to be consistent with the objects and purposes for which the corporation is formed.

TENTH - In furtherance and not in limitation of the powers conferred by law, and except as limited by the by-laws of the corporation, the Board of Directors is expressly authorized:

1 - To borrow money in the name of the corporation and to authorize and cause to be executed mortgages and liens without limit as to amount, upon real and personal property of the corporation.

2 - To appoint such committee or committees, including an Executive Committee of two or more persons, as the Board of Directors in their discretion shall deem desirable for the furtherance of the objects and purposes of the corporation, and to delegate to such committee or committees such powers as in the discretion of the Board of Directors are necessary and desirable.

3 - to make, in the exercise of their absolute and uncontrolled discretion and pursuant to this certificate of incorporation, any and all donations, gifts, contributions and loans (other than those that would result in a partial liquidation as defined in Article NINTH hereof), without responsibility or accountability to the Members of this corporation for any such donations, gifts, contributions or loans in any respect whatever; subject, nevertheless, to the provisions of the statutes of Delaware.

4 - to exercise, in addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, all such powers and do all such acts and things as may be exercised or done by the corporation subject, nevertheless, to the provisions of the statutes of Delaware, this certificate, and any by-laws from time to time made by the Members.

The corporation may at any meeting of its Board of Directors, sell, lease or exchange all of its property, or any substantial part thereof, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation, when and as authorized by the affirmative vote of a majority of the Members

given at a Members' meeting duly called for that purpose, or when authorized by the written consent of a majority of the Members.

The Members may confer upon the Directors and officers powers and authorities additional to those expressly conferred upon them by law and by this certificate.

ELEVENTH - The Members, by majority vote thereof, reserve the right to amend, change or repeal any provision contained in this Certificate in the manner now or hereafter prescribed by statute, and all rights herein conferred on Members of the corporation are granted subject to this reservation.

IN WITNESS WHEREOF, we have made, signed, acknowledged and filed this Amended and Restated Certificate of Incorporation this 21st day of April, 2007.

[To be signed and witnessed by each Member and Director]

Witness:

[Signature]
[Signature]
[Signature]
[Signature]
[Signature]
[Signature]

Alice K. Horton
Alice K. Horton, Member & Director
F.M. Kirby
F.M. Kirby, Member & Director
Jefferson M. Kirby
Jefferson M. Kirby, Member & Director
S. Dillard Kirby
S. Dillard Kirby, Member & Director
Walker D. Kirby
Walker D. Kirby, Member and Director
Laura H. Virkler
Laura H. Virkler, Director

STATE OF *NC*)

: ss.:
COUNTY OF *Cherokee*

BE IT REMEMBERED that on this *21* day of *April*, 2007, before me, Notary Public in and for the county and state aforesaid, personally came Alice K. Horton, one of the parties to the foregoing Amended and Restated Certificate of Incorporation, known to me personally to be such and severally acknowledged the said certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Beverly D. Moore

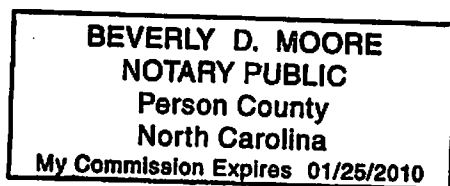
BEVERLY D. MOORE
NOTARY PUBLIC
Person County
North Carolina
My Commission Expires 01/25/2010

STATE OF *NC*)

: ss.:
COUNTY OF *ORANGE*)

BE IT REMEMBERED that on this *21* day of *April*, 2007, before me, Notary Public in and for the county and state aforesaid, personally came F. M. Kirby, one of the parties to the foregoing Amended and Restated Certificate of Incorporation, known to me personally to be such and severally acknowledged the said certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.



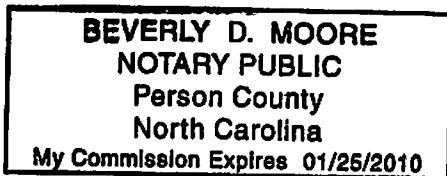
Beverly D. Moore

STATE OF *NC*)

COUNTY OF *Orange*) : ss.:

BE IT REMEMBERED that on this *21* day of *April*, 2007, before me, Notary Public in and for the county and state aforesaid, personally came Jefferson W. Kirby, one of the parties to the foregoing Amended and Restated Certificate of Incorporation, known to me personally to be such and severally acknowledged the said certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.



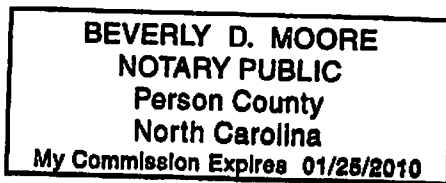
Beverly Moore

STATE OF *NC*)

COUNTY OF *Orange*) : ss.:

BE IT REMEMBERED that on this *21* day of *April*, 2007, before me, Notary Public in and for the county and state aforesaid, personally came S. Dillard Kirby, one of the parties to the foregoing Amended and Restated Certificate of Incorporation, known to me personally to be such and severally acknowledged the said certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.



Beverly D Moore

STATE OF *NC*)

COUNTY OF *Orange*; ss.:

BE IT REMEMBERED that on this *21* day of *April*, 2007, before me, Notary Public in and for the county and state aforesaid, personally came Walker D. Kirby, one of the parties to the foregoing Amended and Restated Certificate of Incorporation, known to me personally to be such and severally acknowledged the said certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Beverly D Moore

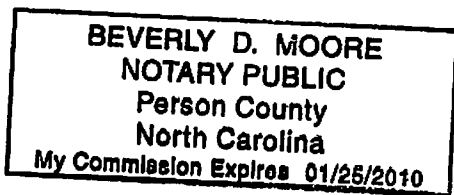
BEVERLY D. MOORE
NOTARY PUBLIC
Person County
North Carolina
My Commission Expires 01/25/2010

STATE OF *NC*)

COUNTY OF *Orange* : ss.:

BE IT REMEMBERED that on this *21* day of *April*, 2007, before me, Notary Public in and for the county and state aforesaid, personally came Laura H. Virkler, one of the parties to the foregoing Amended and Restated Certificate of Incorporation, known to me personally to be such and severally acknowledged the said certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.



Beverly D. Moore

BY – LAWS
of
F. M. KIRBY FOUNDATION, INC.
(Amended and Restated April 21, 2007)

ARTICLE I.

Members.

Section 1. Membership. Such persons, without limit as to number, as shall be acceptable to the then Members, and who are interested in the objects and purposes of the corporation, may be elected Members of the corporation from time to time by the majority vote of the then Members. The selection of Members shall be exclusively vested in the membership.

Section 2. Termination of Membership. Membership in the corporation shall terminate upon death except as otherwise provided by law, the certificate of incorporation or these by-laws. Any Member may be expelled by vote of a majority of the other Members upon being guilty of conduct which in the opinion of the other Members is improper or prejudicial to the corporation. In addition to the foregoing, any Member may be expelled for any or no reason by the unanimous vote of the other Members. Any Member may also voluntarily withdraw from membership in the corporation.

Section 3. Minimum Membership. There shall at all times be not less than three (3) Members of the corporation, and if for any reason, the total membership shall at any time fall below this number, the remaining Members or Member, as soon thereafter as is practicable,

shall choose a new Member or Members sufficient to bring the total membership up to at least three (3) Members.

Section 4. Annual Meeting of Members. The annual meeting of the Members for the election of Directors and the transaction of such other business as may properly come before the meeting shall be held at such hour and on such day as may be determined by the Members. Written notice of the time and place of such meeting shall be given by the President to each Member personally, by mail, or by overnight mail, facsimile, email, or similar means of communication, not less than ten (10) days before the date of the meeting.

Section 5. Place of Meetings. Meetings of Members may be held within or without the State of Delaware at such place as may be determined from time to time by the Members.

Section 6. Special Meetings of Members. Special meetings of Members may be called at any time by the President or by a majority of the Members, upon request made in writing to the President. Written notice of every special meeting, stating the time, place and purpose thereof shall be given by the President to each Member personally, by mail, or by overnight mail, facsimile, email, or similar means of communication, not less than ten (10) days before the date of the meeting.

Section 7. Quorum. A majority of the Members of the corporation shall constitute a quorum.

Section 8. Voting. Members shall be entitled to attend and vote at meetings either in person or by telephone or other electronic means permitted by law, provided that they, and

all other attending Members, can hear each other. Each Member shall be entitled to one vote. Although the President shall preside at the meetings of the Members, the President shall not be entitled to vote unless he or she is also a Member.

Section 9. Adjournments. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the Members present, without any notice other than by announcement at the meeting, until a quorum shall attend. Any meeting at which a quorum is present may also be adjourned, in like manner, for such time, or upon such call, as may be determined by vote.

Section 10. Annual Report of President. At the annual meeting of Members there shall be presented a report by the President showing the whole amount of real and personal property owned by the corporation, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report, and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or person to or for which such applications, appropriations and expenditures have been made; and the names and places of residence of the persons who have been admitted to Membership in the corporation during such year. This report shall be attached to the minutes of the proceedings of the annual meeting.

ARTICLE II.

Directors

Section 1. Number. The Board of Directors shall consist of four (4) or more persons. The Board of Directors shall be elected by a majority vote of the Members, and any Director may be removed at any time with or without cause by a majority vote of the Members

present at a meeting of the Members called for that purpose. Directors need not be Members. Whenever there are fewer than four (4) Directors, the Members will act as soon as reasonably possible to raise the number to at least four (4) Directors.

Section 2. Quorum. A majority of the Board of Directors shall constitute a quorum at any meeting.

Section 3. Annual and Other Regular Meetings. Each newly elected Board of Directors shall hold its first meeting for the purpose of organization and the transaction of business, if a quorum be present, immediately after the annual meeting of Members. Regular meetings of the Board of Directors may be held, at such time and place (including outside the State of Delaware) as may be fixed by unanimous consent orally or in writing of the Directors, or as shall be determined from time to time by resolution of the Board. Written notice of such regular meetings, stating the time and place thereof, shall be given by the President to each Director personally, by mail, or by overnight mail, facsimile, email, or similar means of communication, not less than ten (10) days before the date of each meeting.

Section 4. Place of Keeping Books. The Directors may keep the books of the corporation outside of the State of Delaware at any office or offices of the corporation or at any other place, as they may from time to time determine.

Section 5. Special Meetings. The President may, and at the request of a majority of the Board of Directors shall, call a Special Meeting of the Board of Directors, written notice of the time, place (which may be outside the State of Delaware) and purpose thereof of which shall be given by the President to each Director personally, by mail, or by overnight mail,

facsimile, email, or similar means of communication not less than ten (10) days before the date of the meeting.

Section 6. Vacancies. Vacancies occurring in the Board of Directors, from whatever cause arising, may be filled by a majority vote of the Members.

Section 7. Committees. The Board of Directors shall have power to appoint such committees, including but not limited to an Executive Committee, an Investment Committee, an Audit and Compliance Committee, and a Nominating Committee, of two or more persons, as they may deem advisable and proper from time to time, and to define the powers and duties of each such committee. The Board of Directors may also, from time to time, appoint persons other than Directors to such committees, which persons shall serve solely in nonvoting, advisory capacities if the committees on which they serve have been delegated any powers or authority by the Board. Any person serving on any committee may be removed at any time and from time to time with or without cause by a majority vote of the Directors present at a meeting of the Board.

ARTICLE III.

Officers.

Section 1. Election of Officers. At the first meeting of each newly elected Board of Directors, the Directors shall elect from among their number a President, an Executive Vice President, a Vice-President, a Treasurer and a Secretary, who need not be Directors or Members. The Board of Directors may elect one or more additional Vice-Presidents and such other officers or assistant officers, none of whom need be Directors or Members, as the Board may, from time to time, determine, and may define their duties. Any two offices may be held by the same individual. Such officers shall hold office until their successors are elected and qualify.

Section 2. The President. The President shall when present, preside at all meetings of the Directors and Members; shall have power to call special meetings of the Members and Directors for any purpose or purposes, appoint and discharge employees and agents of the company and fix their compensation; shall negotiate and sign contracts and agreements in the name of and on behalf of the company; shall have general management and control of the business and affairs of the company; and shall generally do and perform all acts incident to the office of President, which are authorized or required by law. The President is authorized to vote in person or by proxy any and all shares of stock held by the corporation in accordance with what he or she believes are the best interests of the corporation.

Section 3. Executive Vice President. The Executive Vice-President, if a Director, shall in the absence or incapacity of the President, preside over the meetings of the Directors and shall perform such other duties as may be authorized or delegated to him or her from time to time by the Board of Directors.

Section 4. Vice President. The Vice-President, if a Director, shall in the absence or incapacity of the President and the Executive Vice President, preside over the meetings of the Directors and shall perform such other duties as may be authorized or delegated to him or her from time to time by the Board of Directors.

Section 5. Treasurer. The Treasurer shall perform all the duties customary to that office, and shall have the care and custody of the funds and securities of the corporation, and shall have the general supervision of the books of account, and shall give such bonds for the faithful performance of his or her duties as the Board of Directors may determine.

Section 6. Secretary. The Secretary shall keep the minutes of the Board of Directors' and Members' meetings, and shall have the custody of the seal of the corporation and affix the same to documents when authorized so to do. The Secretary shall perform all of the other duties usual to that office.

Section 7. Removal. Any officer elected or appointed by the Board of Directors, may be removed at any time with or without cause by a majority vote of the Directors present at a meeting of the Board called for that purpose.

ARTICLE IV.

Miscellaneous Provisions.

Section 1. Fiscal Year. The fiscal year of the corporation shall end on the 31st day of December of each year.

Section 2. Notices. Whenever notice required by these by-laws to be given is mailed, such notice shall be deemed to be given three (3) days after the same shall be deposited in a post office box in a sealed post-paid wrapper, addressed to the person entitled thereto at his or her last known address. Whenever notice required by these bylaws to be given is sent by overnight mail, facsimile, email, or similar means of communication, such notice shall be deemed to be given one (1) day after the same shall be sent to the person entitled thereto at his or her last known address. Any notice required to be given under these by-laws may be waived by the person entitled thereto.

ARTICLE V.

Commercial Paper.

All checks, drafts or orders for the payment of money shall be signed by such officers or agents as the Directors may designate.

ARTICLE VI.

Amendments.

These by-laws may only be amended or otherwise altered at any Members' meeting by vote of a majority of the Members. All questions regarding the interpretation of the by-laws shall be resolved by the vote of a majority of the Members.