

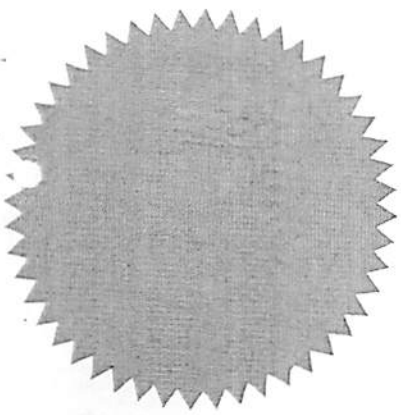
# State of Delaware



## Office of Secretary of State.

*I, Charles H. Grantland, Secretary of State, of the State of Delaware,*  
do hereby certify *that the above, and foregoing, is a true and correct copy of*  
Certificate of Incorporation of the "F. M. KIRBY FOUNDATION, INC.",  
as received and filed in this office the fourteenth day of January,  
A. D. 1931, at 9 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand*  
*and official seal, at Dover, this* fourteenth *day*  
*of* January *in the year of our Lord*  
*one thousand nine hundred, and* thirty-one.

  
*Charles H. Grantland*  
Secretary of State.

*Certified*

**Certified Copy.**

**CERTIFICATE OF INCORPORATION**

**OF**

**F. M. KIRBY FOUNDATION, INC.**

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**WHITE & CASE  
14 WALL STREET  
NEW YORK**

CERTIFICATE OF INCORPORATION

of

F. M. KIRBY FOUNDATION, INC.

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of 1915, and the Acts amendatory thereof and supplemental thereto, do agree to become the original members of this corporation as herein set forth, and do hereby certify as follows:

FIRST - The name of this corporation is

F. M. KIRBY FOUNDATION, INC.

SECOND - ~~The principal office of the corporation~~ *Amended*  
is to be located in the City of Dover in the County of Kent *1/5/50.*  
in the State of Delaware. The name of its resident agent *1/29/68*  
is United States Corporation Company whose address is No. 19-21 *see*  
~~Dover Green in said city.~~ *addenda*

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 educational purposes, so that no part of its net earnings

shall inure to the private benefit of any member 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 this paragraph "2" shall not inure to the private benefit of any member 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 original subscribers to this Certificate of Incorporation, who shall be the original members of this corporation, are as follows:

NamesResidences

F. M. Kirby  
 E. P. Schooley  
 Walter S. Orr

Wilkes-Barre, Pennsylvania  
 Wilkes-Barre, Pennsylvania  
 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 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 except that in the event there shall at any time cease to be any members of the corporation, then the executors or administrators

of the last three members to have their membership terminated by death, shall elect three new members. If at the time there shall cease to be any members of the corporation, there shall not be as many as three former members whose membership was terminated by death, then the executors or administrators of the last two members or the last one member, as the case may be, to have their or his membership terminated by death, shall elect or select three new members. In the event that any deceased member shall have two or more executors or administrators, such executors or administrators as a group shall be entitled to only one vote in electing new members as above provided.

2 - The corporation 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, dissolution or winding up of the corporation, whether voluntary, involuntary or by operation of law, except as may be provided by law the directors of the corporation shall have the 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; provided, however, that such disposition shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed.



TENTH - In furtherance and not in limitation of the powers conferred by law, the Board of Directors in expressly authorized:

1 - To make, alter and amend any by laws and to alter and repeal any by laws so made by the Board of Directors.

2 - 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.

3 - To appoint such committee or committees, including an Executive Committee of two or more members, 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.

4 - In the exercise of an absolute and uncontrolled discretion, to make any and all donations, gifts, contributions and loans which the corporation may make pursuant to this certificate of incorporation, 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.

5 - In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, to exercise 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, of this certificate, and to 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 corporation may by its by-laws confer upon the directors and officers powers and authorities additional to those expressly conferred upon them by law and by this certificate.

ELEVENTH - The corporation reserves 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 Certificate of Incorporation this 13 day of January, 1931.

F. H. Kirby (L.S.)

WITNESS:

Josiah Willard

Walter S. Orr (L.S.)

AS TO ALL

E. P. Schooley (L.S.)

STATE OF NEW YORK        )  
                                  :    ss.:  
COUNTY OF NEW YORK.    )

BE IT REMEMBERED that on this 13<sup>th</sup> day of January, 1931, before me, *Josiah Willard* Notary Public in and for the county and state aforesaid, personally came F. M. Kirby, E. P. Schooley and Walter S. Orr, parties to the foregoing 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.

**JOSIAH WILLARD**

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JOSIAH WILLARD  
NOTARY PUBLIC, New York Co. No. 445  
New York Co. Register's No. 1-W-527  
Commission expires March 30, 1931

AMENMENT TO CERTIFICATE OF INCORPORATION  
ARTICLE SECOND  
**ADOPTED**  
January 29, 1968

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RESOLVED, that the location of the registered office of this Corporation within the State of Delaware be and it hereby is changed from 300 South State Street in the City of Dover, County of Kent to Delaware Trust Company, 900 Market Street in the City of Wilmington, County of New Castle and the name of the registered agent at such address upon whom process against this Corporation may be served, is Mr. Lawrence F. Meehan and the authority of Mr. E. P. Schooley is hereby revoked.

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2/1/36

B Y - L A W S  
of  
F. M. KIRBY FOUNDATION, INC.

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.

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 majority vote of the other members upon being guilty of conduct which in the opinion of the majority of the other members is improper or prejudicial to the corporation. Any member may voluntarily withdraw from membership in the corporation.

Section 3. Minimum membership. There shall at all times be not less than three 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 members. In the event that there shall be only two members and they are unable to agree on a third member, then such third member shall be selected by the largest contributor to the assets of the corporation, or his executors or administrators.

Section 4. 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 Board of Directors.

Section 5. Voting. Members shall be entitled to vote at meetings either in person or by proxy appointed by instrument in writing subscribed by the member or his duly authorized attorney. Each member shall be entitled to one vote.

Section 6. Quorum. A majority of the members of the corporation shall constitute a quorum.

Section 7. 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 or represented, 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 8. Annual Meeting of Members. The annual meeting of the members shall be held on the second Tuesday in December at an hour to be named in the notice, for the election of directors and the transaction of such other business as may properly come before the meeting. Notice of the time, place and object of such meeting shall be given by mailing not less than ten (10) days previous to such meeting, postage prepaid, a copy of such notice addressed to each member, at his last known post office address.

Section 9. Special Meetings of Members. Special meetings of members may be called at any time by the President or Secretary, or by a majority of the Directors and shall be called upon the request of a majority of the members, made in writing to the President or Secretary. Notice of every special meeting, stating the time, place and object thereof, shall be given by mailing, postage prepaid, at least (5) days before such meeting a copy of such notice addressed to each member at his last known post office address.

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 persons 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 filed with the records of the corporation and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

## ARTICLE II.

### Directors.

Section 1. ~~Number.~~ ~~The number of directors shall~~ *Amended*  
~~be three (3) and they shall hold office until their succes-~~ *10/6/13*  
~~sors are elected. Directors need not be members.~~ *see addenda*

Section 2. ~~Quorum.~~ ~~A majority of the Board of~~ *Amended*  
~~Directors shall constitute a quorum at any meeting.~~ *5/29/14*  
*see addenda*

Section 3. Meetings. Each newly elected Board of Directors may 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, or at such time and place as may be fixed by consent in writing of all the directors. Regular meetings may be held without notice at such times and places as shall be determined from time to time by resolution of the Board.



Section 4. Place of Holding Meetings and Keeping Books. The Directors may hold their meetings and 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 or Secretary may, and at the request of a majority of the Board of Directors shall, call a special meeting of the Board of Directors, one day's notice of which shall be given in person or by mail or telephone. Anything in these by-laws to the contrary notwithstanding, a waiver of notice of any meeting, signed by all of the directors, shall in all respects be valid and equivalent to notice thereof.

Section 6. Vacancies. Vacancies occurring in the membership of the Board of Directors, from whatever cause arising, may be filled by a majority vote of the remaining directors although less than a quorum, or such vacancies may be filled by the members.

Section 7. Committees. The Board of Directors shall have power to appoint such committees, including an Executive Committee of two or more members, as they may deem advisable and proper from time to time, and to define their powers and duties.

## ARTICLE III.

## Officers.

Section 1. Election of Officers. At the first meeting of each newly elected Board, the directors shall elect from among their number a President, and shall also elect a Vice-President, Treasurer and a Secretary, who need not be directors. 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, 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; he 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; he shall make and sign contracts and agreements in the name of and on behalf of the Company; he shall have general management and control of the business and affairs of the Company; and he shall generally do and perform all acts incident to the office of President, which are authorized or

required by law.

Section 3. Vice-President. The Vice-President shall, in the absence or incapacity of the President, preside over the meetings of the directors and members and shall perform such other duties as may be authorized from time to time by the Board of Directors.

Section 4. 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 duties as the Board of Directors may determine.

Section 5. 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. He shall perform all of the other duties usual to that office.

Section 6. Removal. Any officer except the President elected or appointed by the Board of Directors or by the members, and any member of any Committee may be removed at any time with or without cause by a majority vote of the directors 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 any notice is required by these by-laws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed post-paid wrapper, addressed to the person entitled thereto at his last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these by-laws may be waived by the person entitled thereto.

#### ARTICLE V.

##### Commercial Paper.

Section 1. 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 be amended at any members' meeting by vote of a majority of the members, represented either in person or by proxy, or at any regular or special meeting of the Board of Directors, by a majority vote of the entire Board.

ARTICLE VII

(Adopted October 29, 1976)

The President of the Foundation shall vote in person or by proxy any and all shares of stock held by the Foundation in accordance with what he believes are the best interests of the Foundation.

AMENDMENT TO BY-LAWS  
ARTICLE II, Section 1  
ADOPTED  
October 6, 1953

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RESOLVED, that Article II, Section 1, shall  
be, and it hereby is, amended to read as follows:

Section 1. The number of Directors  
shall be six (6) and they shall hold  
office until their successors are elected.  
Directors need not be members.

AMENDMENT TO BY-LAWS  
ARTICLE II, Section 2  
ADPOTED  
May 29, 1954

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RESOLVED, that Section 2, of ARTICLE II of  
the By-Laws of the Corporation shall be and it hereby  
is amended to read as follows:

"One-third of the total number of  
directors, but in no case less than  
two directors, shall constitute a quorum  
at any meeting of the Board of Directors."