

— State of New York 1 ss:
Department of State

I hereby certify, that the certificate of incorporation of **THE B. STEPHEN DEMCHUK FOUNDATION** was filed 07/01/1994, as a Not-for-Profit corporation and that I have made a diligent *examination* of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such *examination*, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 08th day of July
one thousand nine hundred and
ninety-four.*

A handwritten signature in black ink, appearing to read "John S. Seiffer", written in a cursive style.

Secretary of State

199407110014

BY-LAWS
OF
THE B. STEPHEN DEMCHUK FOUNDATION

ARTICLE I
OFFICES

The principal office of the Corporation in the State of New York shall be located in South Salem, New York, County of Westchester. The Corporation may have such other offices, either within or without the State of New York, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of New York a registered office, and a registered agent whose office is identical with such registered office, as required by the Not-for-Profit Corporation Law. The registered office may be, but need not be, identical with the principal office in the State of New York, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
NO MEMBERS

The Corporation shall have no members.

ARTICLE III
BOARD OF DIRECTORS

Section 1. ***General Powers.*** The business and affairs of the Corporation shall be managed under the direction of a Board of Directors. The original members of the Board of Directors shall be those individuals as designated in the Certificate of Incorporation dated February 22, 1994. Directors need not be residents of the State of New York. The Board of Directors shall have full power to act on behalf of the Corporation as permitted by the statutes of the State of New York, the Certificate of Incorporation and these By-laws, as shall be amended from time to time.

Section 2. ***Composition of the Board of Directors.*** The Board of Directors shall be composed of such persons as may be elected by the Board of Directors.

Section 3. ***Number, Tenure and Qualification.*** The number of Directors shall not be less than three. Each Director shall hold office for a term of two years or until his or her

successors shall have been elected or qualified. At each annual meeting of the Board of Directors, if terms are expiring, Directors shall be elected to serve on the Board of Directors for a term of two years from the date of the annual meeting or until the respective successors shall be elected.

Section 4. **Meetings.** Meetings of the Board of Directors may be called by or at the request of the President or any two Directors; provided, however, that in all events an annual meeting of the Board of Directors shall be held in January of each year for the purpose of electing directors and officers. The person or persons authorized to call meetings of the Board may fix any place, either within or without the State of New York, as the place for holding any meeting of the Board called by them.

Section 5. **Notice.** Notice stating the date, place and hour of any meeting of the Board of Directors shall be given at least 10 days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

Section 6. **Quorum.** Two-thirds of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-laws.

Section 8. **Compensation.** Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board, but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 9. **Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 10. *Informal Action by Directors.* Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 11. *Telephonic Meetings.* Unless otherwise restricted by the Certificate of Incorporation, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

ARTICLE IV

OFFICERS

Section 1. *Officers.* The officers of the Corporation shall be a President, one or more Vice Presidents, as may be determined from time to time by the Board of Directors, a Treasurer, a Secretary and a Chairman of the Board. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and except the offices of President and Vice President.

Section 2. *Election and Term of Office.* The officers of the Corporation shall be elected annually by the Board of Directors at the January meeting of the Board of Directors. If the election of officers shall not be held annually, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. *Removal.* Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. *President.* The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors. He or she may

sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the Corporation, and, in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. *Vice Presidents.* In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or, in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. *Treasurer.* If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these By-laws; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. *Secretary.* The Secretary shall cause the minutes of the meetings of the Board of Directors to be kept in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-laws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9. *Assistant Treasurers and Assistant Secretaries.* If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE V

COMMITTEES

Section 1. *Committees of Directors.* The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-laws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Certificate of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, him or her by law.

Section 2. *Other Committees.* Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be directors of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. *Term of Office.* Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. *Chairman.* The chairman of each such committee shall be a Director and shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. *Vacancies.* Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. *Quorum.* Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum

and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. **Rules.** Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS, GIFTS AND CONTRIBUTIONS

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers' agent or agents of the Corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. **Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers' agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 3. **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 depositories as the Board of Directors may select.

Section 4. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6. **Proxies With Respect to Securities of Other Corporations.** Unless otherwise provided by resolution adopted by the Board of Directors, the President or a Vice President may from time to time appoint an attorney or attorneys, or an agent or agents, to exercise in the name and on behalf of the Corporation the powers and rights that the Corporation may have as the holder of stock or other securities in any other corporation to vote or to consent with respect to such stock or other securities, and the President or any Vice President may instruct the person or persons so appointed as to the manner of exercising such powers and rights and the President or any Vice President may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies, powers of

attorney or other written instruments as he or she may deem necessary in order that the Corporation may exercise such powers and rights.

ARTICLE VII

BOOKS, RECORDS AND ACCOUNTS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the directors. All books and records of the Corporation may be inspected by any director, or his or her agent or attorney, and by the general public, for any proper purpose at any reasonable time. The books of account shall be audited annually as of the end of its fiscal year by independent certified public accountants retained by the Corporation at its expense. A copy of such audit report shall be furnished to all members of the Board of Directors not later than 60 days after the close of the preceding fiscal year.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall be from May 15 to May 14.

ARTICLE IX

BUDGET AND FINANCIAL OPERATION

The financial operation of the Corporation shall be conducted in accordance with a budget to be submitted by the President to the Board of Directors for their approval.

ARTICLE X

INDEMNIFICATION

Section 1. ***Indemnification of Officers, Directors, Employees and Agents Against Damages for Actions Other Than Actions by or in the Right of the Corporation.*** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of the Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or

proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. *Indemnification of Officers, Directors, Employees and Agents for Actions by or in the Right of the Corporation.* The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that such court shall deem proper.

Section 3. *Indemnification Against Expenses and Attorneys' Fees.* To the extent that a Director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article X, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

Section 4. *Determination of Right to Indemnification.* Any indemnification under Sections 1 and 2 of this Article X, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article X. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or, if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. ***Indemnification Against Expenses and Attorneys' Fees Prior to Final Disposition of an Action.*** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 of this Article X upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article X.

Section 6. ***Indemnification Provided by This Article Not Exclusive.*** The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. ***Power of Corporation To Maintain Insurance on Behalf of Directors, Officers, Employees and Agents.*** The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article X.

Section 8. ***Indemnification Ineffective in Event of Violation of Restrictions Pertaining to Internal Revenue Code.*** The indemnification provided in this Article X shall not be effective in the event of a violation of any of the restrictions contained in Article Ninth of the Articles of Incorporation of the Corporation with respect to Sections 4941 and 4945 of the Internal Revenue Code of 1954, as amended.

ARTICLE XI

STAFF AND VOLUNTEERS

The Corporation may employ a qualified Executive Director and such other staff as shall be appropriate to carry out the purposes of the Corporation. Staff members may be voting members of the Board of Directors. The Board of Directors shall adopt written personnel policies and staff responsibilities for the Corporation. The Board of Directors shall annually review the performance of all staff personnel.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Not-for-Profit Corporation Law or under the provisions of the Certificate of Incorporation or the By-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation and the words "Corporate Seal."

ARTICLE XIV

AMENDMENTS

These By-laws may be altered, amended or repealed at any regular meeting of the Board of Directors, without notice, or at any special meeting of the Board of Directors if the notice of such meeting contained a statement of the substance of the proposed amendment.

Dated this 3 day of t , 1994.