BEFORE THE INSURANCE DEPARTMENT
OF THE
COMMONWEALTH OF PENNSYLVANIA

Statement Regarding the Acquisition of Control of or Merger with Domestic Insurers:

Hospital Service Association of Northeastern Pennsylvania
d/b/a Blue Cross of Northeastern Pennsylvania;
First Priority Life Insurance Company, Inc.;
HMO of Northeastern Pennsylvania, Inc.,
d/b/a First Priority Health

By Highmark Inc.

BCNEPA RESPONSE TO INFORMATION REQUEST 6.1.1.2 FROM
THE PENNSYLVANIA INSURANCE DEPARTMENT

REQUEST 6.1.1.2:

For (i) the Applicant; (ii) BCNEPA; and (iii) each BCNEPA Affiliate provide copies of: Bylaws, operating agreement or similar document, except for those entities for which such Documents have been provided. Identify the entities for which such Documents have been provided and where such Documents are located in the Form A filing and accompanying material.

RESPONSE:

BCNEPA certifies that the attached documents are the Bylaws or operating agreements for each of the following entities:

- Hospital Service Association of Northeastern Pennsylvania ("HSA") d/b/a Blue Cross of Northeastern Pennsylvania ("BCNEPA")
- First Priority Life Insurance Company ("FPLIC")
- HMO of Northeastern Pennsylvania d/b/a First Priority Health ("FPH")
- Hospital Service Association of Northeastern Pennsylvania Foundation d/b/a The Blue Ribbon Foundation
- AllOne Health Services, Inc.

- AllOne Health Management Solutions, Inc.
- AllOne Health Group, Inc.
- Health Resources Corporation

Hospital Service Association of Northeastern Pennsylvania d/b/a Blue Cross of Northeastern Pennsylvania ("BCNEPA")
19 North Main Street
Wilkes-Barre, PA 18711

Divider Page

HOSPITAL SERVICE ASSOCIATION OF NORTHEASTERN PENNSYLVANIA
d/b/a Blue Cross of Northeastern Pennsylvania

Officers and Directors
2013 – 2014

Corporate Informational Status Sheets

State of Incorporation :	Pennsylvania
Date of Incorporation :	September 7, 1938
Tax ID Number :	24-0615177

Officers: (elected by the Board of Directors 5/23/13)

Chairman of the Board
John P. Moses, Esq.

President & Chief Executive Officer
Denise S. Cesare

Senior Vice President, Chief Legal Officer & Corporate Secretary
Gertrude C. McGowan, Esq.

Senior Vice President, Chief Financial Officer & Treasurer
William J. Farrell

Vice President – Investment and Treasury Services & Assistant Treasurer
Bruce E. Sickel

Officers: (appointed by the Chief Executive Officer 5/23/13)

Senior Vice President – Chief Administrative Officer
Brian J. Rinker

Vice President of Clinical Operations & Chief Medical Officer
Nina M. Taggart, M.A., M.D., MBA

Senior Vice President – Chief Sales & Marketing Officer
Paul Holdren

Bylaws and Legal Committee

Alan S. Hollander, Esq., Chairperson
Bart E. Ecker, Esq., Vice Chairperson
John P. Moses, Esq., Ex Officio
Louis A. DeNaples
John H. Graham
John J. Menapace
Rhea P. Simms

Finance & Property Committee

Frank E. Apostolico, Chairperson
Rhea P. Simms, Vice Chairperson
John P. Moses, Esq., Ex Officio
Louis DeNaples
John H. Graham
Alan S. Hollander, Esq.
Gary F. Lamont
Richard K. Mangan
John D. McCarthy, Jr.
John J. Menapace
David J. Williams

Human Resources Committee

John J. Menapace, Chairperson
Paul H. Rooney, Jr., Vice Chairperson
Frank E. Apostolico
Paul J. Canevari
Peter J. Danchak
Bart E. Ecker, Esq.
John H. Graham
Alan S. Hollander, Esq.
Gary F. Lamont
Richard K. Mangan
David J. Williams
Guest: John P. Moses, Esq.

Hospital Service Association of Northeastern Pennsylvania

Board of Directors - Staggered Terms Spreadsheet (3 year term, unless otherwise noted)

Name	2012	2013	2014	2015	2016	2017
Frank E. Apostolico		elect			elect	
Paul J. Canevari	elect			elect		
Peter J. Danchak		elect			elect	
Louis A. DeNaples		elect			elect	
Bart E. Ecker, Esq.	elect			elect		
John H. Graham			elect			elect
Alan S. Hollander, Esq.		elect			elect	
Gary F. Lamont		elect			elect	
Richard K. Mangan		elect			elect	
John D. McCarthy, Jr.	elect*	elect			elect	
John J. Menapace			elect			elect
John P. Moses, Esq.			elect			elect
Paul H. Rooney, Jr.	elect			elect		
Rhea P. Simms			elect			elect
David J. Williams			elect			elect

*1 year term

Last Updated: June 2012

Bylaws of

Hospital Service

Association of

Northeastern Pennsylvania

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BYLAWS OF
HOSPITAL SERVICE ASSOCIATION
OF NORTHEASTERN PENNSYLVANIA

ARTICLE I

MEMBERS

1.1 Membership. The membership of the Corporation shall consist of no fewer than thirty-five (35) nor more than one hundred (100) persons. Each member of the Corporation shall be a subscriber to the Blue Cross of Northeastern Pennsylvania Plan or a subscriber to any program offered by a Blue Cross Blue Shield Association licensed subsidiary of the Corporation, or a member of the Board of Directors of Hospital Service Association of Northeastern Pennsylvania who is a subscriber either to a program licensed by the Blue Cross Blue Shield Association or to a program offered by any subsidiary which is wholly-owned, directly or indirectly, by the Corporation.

1.2 Election of Members. The members of Hospital Service Association of Northeastern Pennsylvania shall be:

a. Those persons elected to membership by the vote of a majority of the members present at the annual meeting of the membership, and

b. Those persons elected to membership by a vote of a majority of the members of the Board of Directors present at a regular meeting of the Board of Directors, and

c. Those persons elected to membership by a vote of a majority of the Board of Directors present at a special meeting of the Board of Directors called for such purpose.

1.3 Term. Members elected at the annual meeting of the membership shall continue to be members until the end of the next annual meeting of the membership. Members elected by the Board of Directors shall continue to be members until the end of the next annual meeting of the membership.

1.4 Annual Meeting. The annual meeting of the members of the Corporation shall be held no later than five (5) months after the end of the Corporation's fiscal year at the registered office of the Corporation or such other time and place as may be designated by the Board of Directors for the election of members of the Corporation and Directors and such other business as may properly come before said meeting.

The number of members of the Corporation and of the Board of Directors shall be set by the members at the annual meeting.

1.5 Notice of Annual Meeting. Notice of time, place and purpose of the annual meeting shall be sent to each member of the Corporation at least ten (10) days prior thereto.

1.6 Special Meetings. Special meetings of the members may be called at any time by the Chairperson, the President and Chief Executive Officer or by written request of a majority of the Board of Directors delivered to the Secretary of the Corporation.

1.7 Notice of Special Meetings. Notice of the time, place and purpose of special meetings shall be sent by the Secretary of the Corporation to each member of the Corporation no less than five (5) days prior thereto. Such meetings shall be held at such time and place as may be designated in the notice of such meeting.

1.8 Quorum. At all annual and special meetings of the members there shall be present at least fifteen (15) members of the Corporation in order to constitute a quorum for the transaction of business, but less than a quorum may adjourn such meetings from time to time without notice until a quorum is present.

1.9 Voting. Each member present shall be entitled to one vote at any meeting of the members. There shall be no cumulative voting.

1.10 Powers. The powers of the members shall be to set the number and elect the members of the Corporation, set the number and elect the members of the Board of Directors, amend these Bylaws and perform any other act permitted by statute and not inconsistent with these Bylaws.

1.11 Merger, Consolidation and Sale of Assets. The adoption of a plan authorizing a merger, consolidation or sale or disposal of more than 50 percent of the assets of the Corporation shall require the affirmative vote of at least two thirds (2/3) of the members of the Corporation present at a duly convened meeting called for that purpose.

1.12 Removal of Members. Whenever in the judgment of the members of the Corporation the best interest of the Corporation would be served by the removal of any member of the Corporation, the members of the Corporation may remove that member by a majority vote of the members of the Corporation present at a duly convened meeting called for that purpose.

ARTICLE II

BOARD OF DIRECTORS

2.1 Powers. Except as otherwise provided in these Bylaws, all powers of the Corporation, other than those specifically reserved or granted to the members of the Corporation by statute or by the Articles or these Bylaws, are hereby granted to and vested in the Board of Directors including, without limitation of the foregoing, the power to conduct and direct the business and affairs of the Corporation, including the power to borrow money and purchase, sell, lease away or otherwise dispose of real estate, and change the location of the registered office or principal place of business.

2.2 Merger, Consolidation , Sale of Assets and Acquisitions. The adoption of a plan authorizing (i) a merger, consolidation or sale or disposal of more than thirty percent (30%) of the assets of the Corporation, or (ii) any acquisition of the stock, assets or other equity interest in a business for a purchase price that exceeds ten percent (10%) of the Corporation's Statutory Surplus as of the thirty-first day of December immediately preceding the effective date of such acquisition, shall require the affirmative vote of at least two thirds (2/3) of the Directors of the Corporation present at a duly convened meeting called for that purpose.

2.3 Membership.

a. The Board of Directors shall consist of no less than eight (8) nor more than twenty-seven (27) Directors.

b. A vacancy in the Board of Directors may be filled for the balance of the unexpired term by the Board

2.4 Qualifications.

a. All Directors of the Corporation shall be subscribers to the Blue Cross of Northeastern Pennsylvania Plan or subscribers to any program offered by a Blue Cross Blue Shield Association licensed subsidiary of the Corporation and natural persons between the ages of twenty-one (21) and seventy-seven (77) years, except that any Director shall complete any full term during which such Director reaches the age of seventy-seven (77) years.

b. Notwithstanding the provisions of Section 2.4 (a), up to twenty-five percent of the elected Directors need not reside in the Corporation's service area or be subscribers to the Blue Cross of Northeastern Pennsylvania Plan or to any program offered by a Blue Cross Blue Shield Association licensed

subsidiary of the Corporation.

c. No person shall be eligible for election to the Board of Directors if that person (i) derives income from the delivery, sale or management of the delivery of health care services within the Corporation's thirteen county service area or from an entity which has a service contract for the sale or delivery of health care services with the Corporation or any of its subsidiaries or affiliates, or (ii) serves on the governing board of, is a(n) officer, partner, employee or has an equity ownership interest (other than an equity ownership interest of less than 5 percent in a publicly traded company), in a provider of health care services with which the Corporation or any of its subsidiaries or affiliates has a service contract for the sale or delivery of health care services.

d. A Director who subsequent to election (i) derives income from the delivery, sale or management of the delivery of health care services within the Corporation's thirteen county service area or from an entity which has a service contract for the sale or delivery of health care services with the Corporation or any of its subsidiaries or affiliates or (ii) serves on the governing board of, is a(n) officer, partner, employee or has an equity ownership interest (other than an equity ownership interest of less than 5 percent in a publicly traded company) in a provider of health care services with which the Corporation or any of its subsidiaries or affiliates has a service contract for the sale or delivery of health care services shall be ineligible to continue to serve on the Board of Directors of the Corporation and the Secretary of the Corporation shall so inform the Director and also inform the Chairperson of the Board of the ineligibility, which ineligibility shall have the effect of an automatic resignation.

e. Notwithstanding the provisions of Section 2.4(c) and (d), up to forty-nine percent of the elected Directors may serve on the governing board of a provider of health care with which the Corporation or any of its subsidiaries or affiliates has a service contract for the sale or delivery of health care services.

2.5 Term. The initial term of office of each Director shall be one (1) year. Thereafter, the term of office of each Director, who is reelected, shall be three (3) years, except as otherwise provided for in Section 2.6 of these Bylaws, but each such member shall serve until his successor is elected and qualified, except in the event of his death, resignation or removal.

2.6 Election. The Directors shall be divided into three (3) classes, and the term of Directors to be elected at the annual meeting of the members of the Corporation shall be staggered so that, as nearly as possible, an equal number of Directors shall be elected in each successive year.

2.7 Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at the office of the Corporation or at such other time and place as the Chairperson, the President and Chief Executive Officer or the Board of Directors may determine from time to time.

2.8 Special Meetings. Special meetings of the Board may be called at any time by the Chairperson, the President and Chief Executive Officer, or on the written request of any three members of the Board, at such place as the Board of Directors may from time to time select, or as may be designated in the notice calling the meeting.

2.9 Notice of Meetings. The notice of any meeting shall be given in accordance with the provisions of Section 7.1 by or under the direction of the Secretary of the Corporation to every Director at least three (3) days before a special meeting and at least seven (7) days before a regular meeting.

2.10 Waiver of Notice. Notice of any meeting of the Board of Directors need not be given to any Director if waived by the Director in writing or if the Director is present at the meeting, except where the Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

2.11 Adjournment. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

2.12 Quorum. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present and voting (abstentions are not counted for the purposes of voting) at a meeting at which a quorum is present shall be the acts of the Board of Directors.

2.13 Resignation. Any Director may resign from the Board at any time, such resignation to be made in writing and to take effect upon its acceptance by the Board of Directors.

2.14 Compensation. Directors shall be compensated for their services and reimbursed for their expenses as Directors and Members of Board Committees on a reasonable basis as shall be determined from time to time by resolutions adopted by a majority of the Directors in office.

2.15 Participation in Meetings by Conference Telephone. Any member of the Board of Directors, including the entire Board of Directors, may participate in any meeting of the Board of Directors or any committee of the Board of Directors (provided such Director is otherwise entitled to participate), be counted for the purpose of determining a quorum thereof and exercise all rights and privileges to which the Director might be entitled were such Director personally in attendance, including the right to vote, by means of conference telephone or other similar communications equipment by means of which all persons at the meeting can hear each other.

2.16 Action of Board of Directors by Consent. Any action which may be taken at a meeting of the Directors, or of the members of any committee of the Board of Directors, 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 Directors, or the members of the committee, as the case may be, and shall be filed with the Secretary of the Corporation. Such action shall be deemed filed with the Secretary regardless of whether the Secretary or some other authorized person has actual possession of the minute book. Written consents by all of the Directors executed pursuant to this Section 2.16 may be executed in any number of counterparts and shall be deemed effective as of the date set forth therein.

2.17 Manifestation of Dissent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before adjournment thereof, or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after adjournment of the meeting. Such right of dissent shall not be afforded to a Director who voted in favor of such action.

2.18 Removal of Directors. Whenever in the judgment of the Board of Directors the best interest of the Corporation would be served by the removal of any member of the Board, the Board of Directors may remove that member at any duly convened meeting of the Board of Directors by the affirmative vote of at least two-thirds (2/3) of the members of the Board present at such meeting, although such removal shall not cause the Director to lose membership, if a member of the Corporation.

ARTICLE III

AREA ADVISORY COUNCILS

3.1 Membership. An Area Advisory Council shall be established by the Board of Directors for each of the following geographical areas served by the Plan:

1. Western Area - Counties of Bradford, Clinton, Lycoming, Sullivan and Tioga
2. Northern Area - Counties of Lackawanna, Susquehanna and Wayne
3. Eastern Area - Counties of Carbon, Monroe and Pike
4. Central Area - Counties of Luzerne and Wyoming

The number of members of each Council shall be established by the President and Chief Executive Officer of the Corporation. The President and Chief Executive Officer of the Corporation shall appoint members to the Area Advisory Councils and advise the Board of Directors of all such appointments. Members of the Area Advisory Councils shall be subscribers to the Blue Cross of Northeastern Pennsylvania Plan or subscribers to any program offered by a Blue Cross Blue Shield Association licensed subsidiary of the Corporation, interested in the welfare of the northeastern Pennsylvania community, whose advice will be of value to the Corporation and whose suggestions and criticism shall be considered and acted upon by the President and Chief Executive Officer who shall advise the Board of Directors of any action.

3.2 Ex-Officio Members. Directors of the Corporation shall be ex-officio members of the Area Advisory Council for the geographical area in which they reside.

3.3 Meetings. Area Advisory Councils shall meet at least once annually, at a time and place to be designated by the President and Chief Executive Officer or the President and Chief Executive Officer's designee.

3.4 Notice of Meetings. Notice of the meetings of an Area Advisory Council shall be given to the members of the Area Advisory Council in accordance with the provisions of Section 7.1 at least seven (7) days before each meeting.

ARTICLE IV

OFFICERS

4.1 Officers. The Officers of the Corporation shall include a Chairperson of the Board, a President and Chief Executive Officer, Executive or Senior Vice Presidents, a Treasurer, and a Secretary. The Chairperson of the Board, President and Chief Executive Officer, Secretary and Treasurer shall be elected by the Board of Directors. All other Officers, including those set forth in Section 4.2 of the Bylaws, shall be appointed by the President and Chief Executive Officer in consultation with the Chairperson of the Board. Vacancies in the office of the Chairperson of the Board, President and Chief Executive Officer, Secretary and Treasurer may be filled at any meeting of the Board of Directors. Any two or more offices may be held by the same persons except the offices of President and Chief Executive Officer and Secretary.

a. Chairperson. The Chairperson of the Board shall have general supervision over the carrying out of the policies adopted or approved by the Board of Directors and shall act as liaison between the Board and the other Officers and members of the Corporation; shall preside at all meetings of the members of the Corporation, Board of Directors and Executive Committee; and exercise such other powers and perform such other duties as may be assigned to the office by the Board of Directors. Except as otherwise required by law, the Chairperson shall be an ex-officio member of all committees.

b. President and Chief Executive Officer. The President and Chief Executive Officer shall have general and active management of the business of the Corporation and be responsible for carrying into effect the policies adopted or approved by the Board of Directors. The President and Chief Executive Officer, may sign on behalf of the Corporation any documents or instruments which the Board of Directors or the Executive Committee 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 Bylaws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, the President and Chief Executive Officer shall perform all duties incident to the Office of President and Chief Executive Officer in accordance with the provisions of this Article, shall formulate and periodically present to the Board of Directors long range plans and goals for the Corporation, and shall perform such other duties as may be prescribed by the Board of Directors or the Executive Committee from time to time. The President and Chief Executive Officer shall serve as an ex-officio, voting member of the Board of Directors.

c. Executive or Senior Vice Presidents. Each Executive or Senior Vice President shall perform such duties as from time to time may be assigned by the President and Chief Executive Officer. In the event of the absence of the President and Chief Executive Officer, the President and Chief Executive Officer shall designate the Executive or Senior Vice President who shall perform the duties of the President and Chief Executive Officer in the President and Chief Executive Officer's absence. In the event of the President and Chief Executive Officer's inability, incapacity, or refusal to act, the Executive Committee or the Board of Directors shall designate the Executive or Senior Vice President who shall perform the duties of the President and Chief Executive Officer. The Executive or Senior Vice President who is so designated by the President and Chief Executive Officer, the Executive Committee, or the Board of Directors shall perform the duties of the President and Chief Executive Officer and when so acting shall have all the powers of and be subject to the restrictions upon the President and Chief Executive Officer.

d. Treasurer. The Treasurer shall have general charge and custody of and be responsible for all funds and securities of the Corporation and make such reports of its receipts and disbursements in such form and manner as the President and Chief Executive Officer or the Board of Directors may direct. The Treasurer shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors or the Executive Committee. The Treasurer shall keep the accounts of the Corporation and whenever and as required by the President and Chief Executive Officer, the Board of Directors or the Executive Committee, shall render financial statements of the Corporation and, under the direction of the President and Chief Executive Officer, or the Board of Directors disburse the funds thereof; and in general, the Treasurer shall perform all the duties incident to the Office of Treasurer and such other duties as may from time to time be assigned by the President and Chief Executive Officer or the Board of Directors or the Executive Committee.

e. Secretary. The Secretary shall have charge of all books and records of the Corporation, including the Corporate Seal. The Secretary shall keep accurate minutes of all meetings of the members of the Corporation, the Board of Directors and the Executive Committee. The Secretary shall notify each member of the Corporation, of the Board of Directors, and of the Executive Committee of all regular and special meetings, giving reasonable written notice of the same and shall perform such additional duties as may be directed by the President and Chief Executive Officer, the Board of Directors or the Executive Committee.

4.2 Other Officers. The President and Chief Executive Officer in consultation with the Chairperson of the Board may appoint other officers of the Corporation who shall hold their offices subject to the pleasure of the President and Chief Executive Officer.

4.3 Election and Term of Office. The Chairperson of the Board, President and Chief Executive Officer, Secretary and Treasurer shall be elected annually by the Board of Directors after each annual meeting of the members of the Corporation. If election of said Officers shall not be held at such meeting, such election shall be held as soon as convenient. The Chairperson of the Board, President and Chief Executive Officer, Secretary and Treasurer and the Officers appointed by the President and Chief Executive Officer in consultation with the Chairperson of the Board shall hold office for one year and until a successor is elected.

4.4 Resignation. The Chairperson of the Board, President and Chief Executive Officer, Secretary and Treasurer may resign from office at any time, such resignation to be made in writing to the Board of Directors and to take effect upon its acceptance by the Board of Directors. All other Officers may resign from office at any time, such resignation to be made in writing to the President and Chief Executive Officer and to take effect upon its acceptance by the President and Chief Executive Officer.

4.5 Removal.

a. Notwithstanding the provisions of section 4.3, any Officer elected or appointed by the Board of Directors may be removed by the affirmative vote of a majority of the members present and voting (abstentions are not counted for the purposes of voting) at a meeting of 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 persons so removed.

b. Notwithstanding the provisions of section 4.3, any Officer appointed by the President and Chief Executive Officer in consultation with the Chairperson of the Board may be removed at any time by the President and Chief Executive Officer in consultation with the Chairperson of the Board whenever in the President and Chief Executive Officer's 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 person so removed.

4.6 Bond. The Board of Directors may require any Officer to give bond and security in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE V

COMMITTEES

5.1 Executive Committee. The Executive Committee shall consist of the Officers of the Corporation who are members of the Board of Directors, the Chairpersons of the Audit, Bylaws and Legal, Finance and Property, Investment, Nominating, Human Resources, and active Ad Hoc Committees, and up to two Directors appointed by the Chairperson of the Board, giving consideration to representation of the geographic areas served by the Plan. The Chairperson of the Board shall be Chairperson of the Executive Committee. Between meetings of the Board of Directors and subject to its authority, the Executive Committee shall act upon matters of an emergency nature or which may be specially assigned to it by the Board. It shall consider all questions of policy brought to its attention and prepare a statement with recommendations for submission to the Board of Directors. Minutes of all meetings of the Executive Committee shall be kept and the same reported to the Board of Directors at its next meeting.

5.2 Audit and Risk Committee. The Audit and Risk Committee shall consist of no less than five (5) Directors appointed by the Chairperson of the Board, except that no Director who is also a paid employee of the Corporation may be a member of the Audit and Risk Committee. The Audit and Risk Committee shall recommend an independent auditor for selection by the Board of Directors, review the scope of the audit, giving attention to the adequacy of accounting, financial and operational controls, the auditor's report, and any other written communication received from the Corporation's auditor. The Audit and Risk Committee shall appoint the General Auditor who shall report to and be controlled by the Committee. The Audit and Risk Committee shall assist the Board in its oversight of the Company's management of key risk, including strategic and operational risk, as well as the guidelines, policies and processes for monitoring and mitigating such risks. Minutes of all meetings of the Audit and Risk Committee shall be kept.

5.3 Bylaws and Legal Committee. The Bylaws and Legal Committee shall consist of no less than five (5) Directors appointed by the Chairperson of the Board. The Bylaws Committee shall review the Bylaws of the Corporation annually and recommend to the Board of Directors or members of the Corporation any changes, modifications or amendments to the Bylaws. The Bylaws and Legal Committee shall review and make recommendations to the Board of Directors regarding significant legal issues affecting the Corporation. The Bylaws and Legal Committee shall not act as legal counsel or give legal advice as a committee. Minutes of all meetings of the Bylaws and Legal Committee shall be kept.

5.4 Finance and Property Committee. The Finance Committee shall consist of no less than five (5) Directors appointed by the Chairperson of the Board. The Finance and Property Committee shall be responsible for reviewing the annual budget, capital expenditures, rate filings, operating results, establish policy and provide oversight of the Corporation's marketing activities and such other financial matters as directed by the Board of Directors. The Finance and Property Committee shall submit its reports and recommendations to the Board of Directors for consideration and action. Minutes of all meetings of the Finance and Property Committee shall be kept.

5.5 Investment Committee. The Investment Committee shall consist of no less than five (5) Directors appointed by the Chairperson of the Board. The Investment Committee shall be responsible for reviewing and recommending to the Board of Directors changes to the Statement of Investment Policy and shall also be responsible for monitoring investment performance and for such other matters as the Board of Directors may direct. Minutes of all meetings of the Investment Committee shall be kept.

5.6 Nominating Committee. The Nominating Committee shall consist of no less than five (5) Directors appointed by the Chairperson of the Board, except that no Director who is also a paid employee of the Corporation may be a member of the Nominating Committee. The Nominating Committee shall select and nominate candidates for membership in the Corporation, the Board of Directors, the Chairperson of the Board, President and Chief Executive Officer, Secretary and Treasurer of the Corporation. Minutes of all meetings of the Nominating Committee shall be kept.

5.7 Human Resources Committee. The Human Resources Committee shall consist of no less than five (5) Directors appointed by the Chairperson of the Board, except that no Director who is also a paid employee of the Corporation may be a member of the Human Resources Committee. The Human Resources Committee shall review and recommend to the Board of Directors salaries of the Officers of the Corporation; compensation, retirement and benefit programs for all employees; as well as review the Corporation's human resources policies and practices. Minutes of all meetings of the Human Resources Committee shall be kept.

5.8 Other Committees. The Chairperson of the Board shall, by and with the advice and consent of the Board of Directors, appoint such other committees as may be deemed advisable or necessary. These other committees shall be chosen from the membership of the Board of Directors and shall have the power and perform the duties which may be delegated to them by resolution of the Board of Directors.

5.9 Quorum. A majority of the members of a board committee shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the members present and voting (abstentions are not counted for the purposes of voting) at a committee meeting at which a quorum is present shall be the acts of the committee.

ARTICLE VI

CONTRACTS, LOANS, CHECKS, DEPOSITS AND INVESTMENTS

6.1 Contracts.

a. The Board of Directors may authorize any Officer or Officers, employee or employees to enter into any contract or execute and deliver any subscription agreement or instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

b. The Board of Directors may authorize an agent or agents to execute and deliver contracts, agreements or instruments in the name of and on behalf of the Corporation but such authority shall be limited to specific matters.

6.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

6.3 Checks. All checks, drafts or other 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 a resolution of the Board of Directors.

6.4 Deposits. All funds of the Corporation not otherwise employed 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.

6.5 Investments. The funds of the Corporation equal to its reserve shall, subject to the provisions of 40 Pa. C.S.A. § 6123, be invested in compliance with the requirements for the investment of the capital and reserves of life insurance companies. The funds of the Corporation equal to its surplus shall, subject to said 40 Pa. C.S.A. § 6123, be invested in compliance with the requirements for the investment of surplus of life insurance companies.

ARTICLE VII

NOTICE OF MEETINGS

7.1 Written Notice. Whenever written notice is required to be given to any person under the provision of any statutes or by these Bylaws, it may be given to such person either by sending a copy through the mail, electronic mail, by overnight express, charges prepaid, or by facsimile, to the address or facsimile number appearing on the books of the Corporation or supplied by such person to the Corporation for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting and in case of a special meeting, the general nature of the business to be transacted.

7.2 Written Waiver of Notice. Whenever any written notice is required, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in these Bylaws, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting.

7.3 Waiver of Notice by Attendance. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

8.1 Indemnification. a. The Corporation shall indemnify the Directors and the Officers of the Corporation against expenses (including legal expenses), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person, to the fullest extent now or hereafter permitted by law in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, brought or threatened to be brought against such person, including actions or suits by or in the right of the Corporation, by reason of the fact that such person is or was a Director or Officer of the Corporation, or any of its subsidiaries, or acted as a Director or Officer or in any other capacity on behalf of the Corporation, or any of its subsidiaries, 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.

b. The Board of Directors may, by resolution, similarly indemnify any person other than a Director or Officer of the Corporation to the fullest extent now or hereafter permitted by law for liabilities incurred by such person in connection with services rendered for or at the request of the Corporation, or any of its subsidiaries.

c. The provisions of this Section shall be applicable to all actions, suits or proceedings commenced after its adoption, whether such arise out of acts or omissions which occurred as to a person who has ceased to be Director or Officer or to render services for or at the request of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. The rights of indemnification provided for herein shall not be deemed to be the exclusive rights to which any Director, Officer, employee or other agent of the Corporation may be entitled.

8.2 Advances. The Corporation shall pay the expenses (including attorneys' fees and disbursements) incurred by any current or former Director or Officer of the Corporation or any of its wholly owned subsidiaries in defending any action, suit or proceeding described in Section 8.1 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Director or Officer to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized by these Bylaws, applicable law or otherwise. The financial ability of such Director or Officer to repay an advance shall not be a prerequisite to the making of such advance. The Corporation may pay the expenses incurred by any person other than those referred to in the first sentence of this Section 8.2 entitled to be indemnified by the Corporation in defending any action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized by these Bylaws, applicable law or otherwise. The provisions of this Section shall be applicable to all actions, suits or proceedings commenced after its adoption.

8.3 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation or who is or was serving in any capacity in any other corporation or organization at the request of the Corporation against any liability asserted against such person or incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under law.

8.4 Limitation of Directors' Liability. No Director of the Corporation shall be personally liable, as such, for monetary damages for any action taken or any failure to take any action unless: (a) the Director has breached or failed to perform the duties of his or her office under the Pennsylvania Nonprofit Corporation Law, and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or to the liability of a Director for the payment of taxes pursuant to Federal, State or local law.

ARTICLE IX

CONFLICT OF INTERESTS

9.1 Disclosure of Conflict of Interests. Directors, Officers and employees of the Corporation shall be held to a strict rule of honesty and fair dealing between themselves and the Corporation, and shall fully disclose all the facts of a possible conflict of interests to the President and Chief Executive Officer and the Board of Directors.

9.2 Inquiry by Secretary. It shall be the duty of the Secretary of the Corporation, at least annually, to inquire of and receive written response from each Director, Officer, management personnel and such other employees as the Board of Directors shall designate as to possible conflicts of interests, and shall report the results of such inquiry to the Board of Directors.

ARTICLE X

SEAL

10.1 Description. The seal of the Corporation shall be circular in form with the name of the Corporation in the circumference and the words and figures "Incorporated - 1938" in the center.

ARTICLE XI

AMENDMENTS

11.1 Amendment. These Bylaws may be amended at any annual meeting of the members or at any special meeting of the members called for that purpose by a majority vote of the members present at such meeting, provided that a quorum is present and that notice of the proposed amendments has been given at least fifteen (15) days before the meeting; or at any meeting of the Board of Directors called for that purpose by the affirmative vote of at least two thirds (2/3) of the members of the Board present at such meeting, provided that a quorum is present and that notice of the proposed amendments has been given at least fifteen (15) days before the meeting to the members of the Board of Directors, and further provided that the Board of Directors shall not have the power to amend these Bylaws on any subject that is expressly committed to the members by Section 5504(b) of the Pennsylvania Nonprofit Corporation Law. It is recommended that these Bylaws be reviewed every year.

Appendix A

Amendments to the Bylaws

02/1998	Section 5.5 was modified in connection with the adoption of the Statement of Investment Policy of Hospital Service Association of Northeastern Pennsylvania.
04/1998	Sections 1.4, 2.2, 2.3, 2.4, 2.5, 2.11, 3.1, 4.1, 4.2, 4.4, 4.5, 5.1, 5.2, 5.3, 5.4, 5.5, 5.6, 5.7, 5.8, 5.9, 5.10, 6.1, 11.1 were modified.
12/1998	Section 5.6 was modified.
05/2000	Sections 2.2, 4.1, 4.3, 4.5, 5.1, 5.7, 5.9, 7.1, 11.1 were modified.
05/2001	Sections 1.11, 1.12, 2.2, 2.4, 2.5, 2.6, 2.7, 2.8, 2.9, 2.10, 2.11, 2.12, 2.13, 2.14, 2.15, 2.16, 2.17, 2.18, 3.45.1, 8.1 were modified
07/2001	Sections 5.1, 5.2, 5.3, 5.4, 5.5, 5.6, and 5.7 were modified.
11/08/2001	Section 4.1b was modified.

05/01/2003	Sections 1.1, 2.4, 3.1 were modified.
04/29/2004	Sections 1.4, 1.6, 1.10, 2.1, 2.4, 2.7, 2.8, 3.1, 3.3, 4.1, 4.2, 4.3, 4.4, 4.5, 5.2, 5.6 and 9.1 were modified.
04/28/2005	Section 1.1 was modified.
05/04/2006	Sections 1.1 and 5.1 were modified. Sections 5.8 and 5.9 were added.
05/22/2007	Section 2.4e was modified.
05/21/2009	Sections 1.4, 5.2, 5.3, 5.4, 5.5, 5.6, 5.7, 5.8, and 5.9 were modified.
5/25/2010	Sections 2.2 and 4.1(a) were modified.
4/28/11	Sections 5.1 and 5.4 were modified. Sections 5.5, 5.8, and 5.9 were deleted and the subsequent sections were re-numbered.
5/24/12	Section 2.4(a) was modified. Section 5.4 was deleted and replaced with Section 5.4 and 5.5 and subsequent sections were re-numbered.
6/25/13	Sections 2.4(c), 2.4(d), 2.4(e), and 8.2 were modified.
7/18/13	Section 8.4 was added.
12/19/13	Section 5.2 was modified.

Divider Page

First Priority Life Insurance Company, Inc.

Officers and Board of Directors
2013– 2014

Corporate Informational Status Sheets

State of Incorporation :	Pennsylvania
Date of Incorporation :	July 15, 1997
Tax ID Number :	23-2905083

Officers: (elected 5/21/13)

Chairman of the Board
John P. Moses, Esq.

President & Chief Executive Officer
Denise S. Cesare

Senior Vice President, Chief Financial Officer & Treasurer
William J. Farrell

Senior Vice President, Chief Legal Officer & Corporate Secretary
Gertrude C. McGowan, Esq.

Vice President – Investment and Treasury Services & Assistant Treasurer
Bruce E. Sickel

Board of Directors: (elected 5/28/13)
John P. Moses, Esq., Chairperson
Frank E. Apostolico
Thomas J. Castellano, M.D.
Denise S. Cesare
Michael A. Fiaschetti
John H. Graham
Matthew V. T. Ray

BY-LAWS
OF
FIRST PRIORITY LIFE INSURANCE COMPANY, INC.

ARTICLE I
OFFICES

Section 1.01 Registered Office. The registered office of First Priority Life Insurance Company, Inc. (the "**Corporation**") in Pennsylvania shall be at the place designated in its Articles of Incorporation, as amended and restated from time to time (the "**Articles of Incorporation**"), subject to change upon notice to the Pennsylvania Department of State as may be permitted by law.

Section 1.02 Other Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time designate or as the business of the Corporation may require.

ARTICLE II
SEAL

Section 2.01 Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal Pennsylvania." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE III
SHAREHOLDERS MEETINGS

Section 3.01 Place of Meeting. All meetings of the shareholders shall be held at the registered office of the Corporation or at such other place, within or without the Commonwealth of Pennsylvania, as the Board of Directors or shareholders may from time to time determine. If a meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the shareholders have the opportunity to read or hear the proceeding substantially concurrently with their occurrence, vote on matters submitted to the shareholders and pose questions to the directors, the meeting need not be held at a particular geographic location.

Section 3.02 Annual Meeting. An annual meeting of the shareholders shall be held each year at such time and on such date as shall be designated by resolution of the Board of Directors, but not later than five months after the end of the Corporation's fiscal year, for the election of directors and the transaction of such other business as may properly be brought before the meeting. If a meeting for the election of directors shall not be held before the end of any calendar year, any shareholder may call such meeting at any time thereafter.

Section 3.03 Special Meetings. Special meetings of the shareholders may be called at any time by the Chairman, if any, the President or a majority of the Board of Directors, or the holder or holders of not less than one-fifth (or such smaller fraction as may be provided by law in particular cases) of all the shares of the Corporation outstanding and entitled to vote at the

particular meeting. If called by shareholders, such request shall be in writing delivered to the Secretary of the Corporation and shall state the time, place and general nature of the business to be transacted at the meeting; and it shall be the duty of the Secretary to call such meeting to be held not more than sixty days after receipt of the request. If the Secretary shall neglect or refuse to issue such call the person or persons making the request may do so.

Section 3.04 Notice of Meetings. Written notice of every meeting of the shareholders shall be given by or at the direction of the Secretary or other authorized person to each shareholder of record entitled to vote at the meeting at least five days prior to the date named for the meeting, unless a greater period of notice is required by law in a particular case. Such notice need not be given to shareholders not entitled to vote at the meeting unless such shareholders are entitled by law to such notice in a particular case. Notice shall be deemed to have been properly given to a shareholder when delivered to such shareholder personally, or when sent by first class or express mail, postage prepaid, or courier service, charges prepaid, to the shareholder's postal address appearing on the books of the Corporation. In addition, notice may be given by facsimile transmission, e-mail or other electronic communication to the facsimile number or address for e-mail or other electronic communications supplied to the Corporation for the purpose of notice. Notwithstanding the foregoing, such notice may be given by any class of postpaid mail if given at least 20 days prior to the day named for the meeting or any corporate or shareholder action specified in the notice. A certificate or affidavit by the Secretary or an Assistant Secretary or a transfer agent shall be prima facie evidence of the giving of any notice required by these By-Laws. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or courier service for delivery to such person or, in the case of facsimile or other electronic communication, when sent. Such notice shall specify the geographic location, day and hour of the meeting, and shall state the nature of the business to be transacted if and to the extent required by law.

Section 3.05 Exception to Notice. Whenever any notice or communication is required to be given to a shareholder and communication with that shareholder is then unlawful, the giving of the notice or communication to that shareholder shall not be required and there shall be no duty to apply for a license or other permission to do so. If the action taken is such as to require the filing of any document with respect thereto, it shall be sufficient, if such is the fact and if notice or communication is required, to state therein that notice or communication was given to all shareholders entitled to receive notice or communication except persons with whom communication was unlawful. This exception shall also be applicable to any shareholder with whom the Corporation has been unable to communicate for more than twenty-four (24) consecutive months because communications to the shareholder are returned unclaimed or the shareholder has otherwise failed to provide the Corporation with a current address. Whenever the shareholder provides the Corporation with a current address, this exception shall cease to be applicable to the shareholder.

Section 3.06 Waiver of Notice. Whenever any notice is required to be given to a shareholder under the provisions of applicable law or by these By-Laws, a waiver thereof in writing, signed by the person entitled to notice either before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Except as otherwise required by law, neither the business to be transacted at the meeting, nor the purpose of the meeting, need be specified in the waiver of notice of such meeting. Attendance of

any person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting except where a person entitled to notice attends the 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 3.07 Quorum. The presence, in person (including participation by telephone or other electronic means, including, without limitation, the Internet) or by proxy, of the shareholders entitled to cast at least two-thirds of the votes which all shareholders are entitled to cast on the particular matter shall be requisite and shall constitute a quorum for the purpose of considering such matter at any meeting of the shareholders for the election of directors or for the transaction of other business except as otherwise provided by statute or in these By-Laws. The shareholders present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. If, however, any meeting of shareholders cannot be organized because a quorum has not attended, the shareholders entitled to vote thereat present in person or by proxy shall have the power to adjourn the meeting to such time and place as they may determine, except that in the case of any meeting called for the election of directors, such meeting may be adjourned only from day to day, or for such longer periods not exceeding fifteen days each, as may be directed by shareholders who are present in person or by proxy and who are entitled to vote, until such directors have been elected; and those who attend the second of such adjourned meetings, although less than a quorum as fixed by law or in the Articles of Incorporation, shall nevertheless constitute a quorum for the purpose of electing directors. If a vote is cast by a proxy on behalf of a shareholder on any issue other than a procedural motion considered at a meeting of the shareholders, the shareholder shall be deemed to be present during the entire meeting for the purposes of determining whether a quorum is present for consideration of any other issue.

Section 3.08 Shareholders Entitled to Vote. Unless otherwise provided in the Articles of Incorporation, every shareholder shall be entitled to one vote for every share standing in his, her or its name on the books of the Corporation. In the event the Board of Directors shall fix a time prior to the date of any meeting of shareholders, as a record date for the determination of the shareholders entitled to notice of or to vote at any such meeting, which time, except in the case of an adjourned meeting, shall not be more than ninety days prior to the date of the meeting of shareholders. Only such shareholders as shall be shareholders of record on the date so fixed shall be entitled to notice of, or to vote at, such meeting notwithstanding any transfer of shares on the books of the Corporation after such record date. If a record date shall not be fixed by the Board of Directors for a particular shareholders' meeting, the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held.

Section 3.09 Shareholders May Vote in Person or by Proxy. At all meetings of shareholders, shareholders entitled to vote at a meeting of the shareholders or express consent or dissent to corporate action in writing without the formality of a meeting may authorize another person to act for him by proxy. Every proxy shall be executed or authenticated by the shareholder or by such shareholder's duly authorized attorney-in-fact and filed with or transmitted to the Secretary of the Corporation or its designated agent. A shareholder or his duly authorized attorney-in-fact may execute or authenticate a writing or transmit an electronic

message authorizing another person to act for him by proxy. A telegram, telex, cablegram, datagram, e-mail, Internet communication or other means of electronic transmission from a shareholder or attorney-in-fact, or a photographic, facsimile or similar reproduction of a writing executed by a shareholder or attorney-in-fact, may be treated as properly executed or authenticated and shall be treated as properly executed or authenticated if it sets forth or utilizes a confidential and unique identification number or other mark furnished by the Corporation to the shareholder for the purposes of the particular meeting or transaction. A proxy, unless coupled with an interest (as defined in 15 Pa. C.S.A. § 1759(d)), shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the Corporation or its designated agent in writing or by electronic transmission. An unrevoked proxy shall not be valid after three years from the date of its execution, authentication or transmission unless a longer time is expressly provided therein. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of the death or incapacity is given to the Secretary of the Corporation or its designated agent. Where two or more proxies of a shareholder are present the Corporation shall, unless otherwise expressly provided in the proxy, accept as the vote of all shares represented thereby the vote cast by a majority of them and, if a majority of the proxies cannot agree whether the shares represented shall be voted or upon the manner of voting the shares, the voting of the shares shall be divided equally among those persons.

Section 3.10 Election of Directors. Elections for directors need not be by ballot except upon demand made by a shareholder at the election and before the voting begins. Candidates for election as directors receiving the highest number of votes (cast in person or by proxy at a meeting of shareholders) from shareholders entitled to elect directors up to the number of directors to be elected by the shareholders, shall be elected.

Section 3.11 Voting. Except as otherwise provided by law or these By-Laws, whenever any corporate action is to be taken by vote of the shareholders, it shall be authorized if at least a majority of the votes cast by all shareholders entitled to vote thereon vote in favor of such corporate action.

Section 3.12 Voting Expenses. The Corporation shall pay the reasonable expenses of solicitation of votes, proxies or consents of shareholders by or on behalf of the Board of Directors or its nominees for election to the Board of Directors, including solicitation by professional proxy solicitors and otherwise, and may pay the reasonable expenses of a solicitation by or on behalf or other persons.

Section 3.13 Voting Lists. The officer or agent having charge of the transfer books for shares of the Corporation shall make a complete list of the shareholders entitled to vote at the meeting, arranged in alphabetical order, with the address of and the number of shares held by each. Such list shall be produced and kept open at the time and place of the meeting, and shall be subject to the inspection of any shareholder during the whole time of the meeting, except that if the Corporation has five thousand or more shareholders, in lieu of the making of such list the Corporation may make the information therein available by any other means.

Section 3.14 Judges of Election. In advance of any meeting of shareholders, the Board of Directors may appoint Judges of Election, who may but need not be shareholders, to act at such meeting or any adjournment thereof. If Judges of Election be not so appointed, the Chairman of any such meeting may, and on the request of any shareholder or his proxy shall, make such appointment at the meeting. The number of Judges shall be one or three. If appointed at the meeting on the request of one or more shareholders or proxies, the question of whether one or three Judges are to be appointed shall be determined as provided by law. No person who is a candidate for office to be filled at the meeting shall act as a Judge. In case any person appointed as Judge fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by the Board of Directors in advance of the convening of the meeting, or at the meeting by the person acting as Chairman. The Judges of Election shall do all such acts as may be proper to ascertain the existence of a quorum and the number of votes cast, and to conduct the election or vote with fairness to all shareholders. They shall, if requested by the Chairman of the meeting or any shareholder or his or her proxy, make a written report of any matter determined by them and execute a certificate of any fact found by them. If there be three Judges of Election the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all.

Section 3.15 Notice of Adjournments. Upon adjournment of an annual or special meeting of shareholders it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken unless the Board of Directors fixes a new record date for the adjourned meeting. At any adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called.

Section 3.16 Informal Action by Shareholders. Except as may be otherwise provided by applicable laws or in the Articles of Incorporation, notwithstanding anything to the contrary contained in these By-Laws, any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting, if, prior or subsequent to the action a consent thereto by the shareholders who would be entitled to vote at a meeting for such purpose shall be filed with the Secretary of the Corporation. Any action required or permitted to be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting upon the consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. The consents shall be filed with the Secretary of the Corporation. An action taken pursuant to this Section 3.16 shall not become effective until after at least ten days' notice of such action shall have been given to each shareholder entitled to vote thereon who has not consented thereto.

Section 3.17 Conduct of Shareholders Meeting. There shall be a presiding officer at every meeting of the shareholders. The presiding officer of each shareholder meeting shall be the Chairman of the Board of Directors, and absent a Chairman, shall be appointed by the Board of Directors. If the Chairman shall be unable or unwilling to preside over any shareholder meeting and the Board of Directors fails to designate a presiding officer, then the President, or if not present the Secretary, of the Corporation shall be the presiding officer. The presiding officer shall determine the order of business and shall have the authority to establish rules for conduct of the meeting. Any action by the presiding officer in adopting rules for, and in conducting, a

meeting shall be fair to the shareholders. The presiding officer shall announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls shall be deemed to have closed upon the final adjournment of the meeting. After the polls close, no ballots, proxies or votes, nor any revocations or changes thereto, may be accepted.

Section 3.18 Participation in Meetings by Conference Telephone or Other Electronic Technology. Unless determined to the contrary by the Board of Directors in advance of a particular meeting with respect to that meeting, the presence or participation, including voting and taking other action, at a meeting of the shareholders, or the expression of consent or dissent to a corporate action, by a shareholder by conference telephone or other electronic means, including, without limitation, the Internet, shall constitute the presence of, or vote or action by, or consent or dissent of the shareholder.

ARTICLE IV
DIRECTORS

Section 4.01 Number; Term of Office; Selection.

(a) The business and affairs of the Corporation shall be managed under the direction of a board consisting of seven members, who shall be natural persons of full age and two-thirds of which shall be United States citizens. Until the Flip Date (as defined in Section 4.01(c) below), four of the seven directors shall be individuals nominated by Hospital Service Association of Northeastern Pennsylvania, a Pennsylvania nonprofit corporation ("**BCNEPA**") (each individual nominated by BCNEPA as a director is hereinafter referred to as a "**BCNEPA Director**"), and the three remaining directors shall be individuals nominated by Highmark Inc., a Pennsylvania nonprofit corporation ("**Highmark**") (each individual nominated by BCNEPA as a director is hereinafter referred to as a "**Highmark Director**"). From and after the Flip Date, four of the seven directors shall be individuals nominated by Highmark, and the three remaining directors shall be individuals nominated by BCNEPA. The President of the Corporation shall be a director of the Corporation. Except as provided in Section 4.15(c) below, neither the number nor the method for the nomination of directors shall be changed, amended or modified, except by an amendment to these By-Laws adopted by the shareholders. Following the Flip Date, Highmark may in its discretion call a special meeting of the board of directors of the Corporation, and the Secretary of the Corporation shall cooperate with Highmark in calling such a meeting, or circulate a written consent of the shareholders of the Corporation to give effect the terms of this Section 4.01.

(b) Directors need not be residents of Pennsylvania or shareholders in the Corporation. The term of office for each director shall be one year. Each director shall hold office until the expiration of the term for which he or she was selected and until a successor has been selected and qualified or until his or her earlier death, resignation or removal.

(c) For purpose of these By-Laws, the term "**Flip Date**" shall mean the date upon which Highmark consummates the purchase, in accordance with Paragraph 8(b)(i) of the Shareholders Agreement (as defined in Section 4.15(b) below), of such number of shares of the Corporation's capital stock as shall be necessary to cause Highmark to own up to 60% of the issued and outstanding capital stock of the Corporation.

Section 4.02 Vacancies. Vacancies in the Board of Directors shall be filled by the remaining members of the Board of Directors though less than a quorum or by a sole remaining director, as follows: (a) in the event of any vacancy on the Board of Directors due to the death, resignation or removal of a BCNEPA Director, then such vacancy shall be filled by a majority of the remaining BCNEPA Directors; and (b) in the event of any vacancy on the Board of Directors due to the death, resignation or removal of a Highmark Director, then such vacancy shall be filled by the remaining Highmark Director. Except as provided in Sections 4.03 and 4.18 below, any individual elected in accordance with this Section 4.02 shall be a director and shall serve for the balance of the unexpired term.

Section 4.03 Resignation. Any director may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation. Any vacancy resulting from the resignation of a director shall be filled in accordance with Section 4.02 above.

Section 4.04 Place of Meetings. The meetings of the Board of Directors may be held at such place within or without the Commonwealth of Pennsylvania as a majority of the directors may from time to time by resolution appoint, or as may be designated in the notice or waiver of notice of a particular meeting; in the absence of specification, such meetings shall be held at the registered office of the Corporation.

Section 4.05 First Meeting. The first meeting of each newly elected Board of Directors shall be held immediately after the annual meeting of the shareholders at the place where the shareholders' meeting was held, for the purpose of organization, the election of officers and the transaction of other business; or such meeting may convene at such other time and place as may be fixed by resolution of the shareholders adopted at the meeting at which the directors were elected, or by the call of any director, who shall give at least five days written notice thereof to each other director, which notice shall set forth the time and place of the meeting.

Section 4.06 Regular Meetings. Regular meetings of the Board of Directors may be held at such times as the Board of Directors may by resolution determine. If any day fixed for a regular meeting shall be a legal holiday, then the meeting shall be held at the same hour and place on the next succeeding secular day.

Section 4.07 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman or the President, and shall be called upon the written request of any director delivered to the Secretary. Any such request by a director shall state the time and place of the proposed meeting, and upon receipt of such request it shall be the duty of the Secretary to issue the call for such meeting promptly. If the Secretary shall neglect to issue such call, the director making the request may issue the call.

Section 4.08 Notice of Meetings. Written notice of every meeting of the Board of Directors shall be given by or at the direction of the Secretary or other authorized person, to each director at least seven days prior to the date of any regular meeting and at least three days prior to the date of any special meeting. Any notice of a regular or special meeting of the Board of Directors may be given to a director either personally or by sending a copy thereof by first class or express mail, postage prepaid or courier service, charges prepaid, to the postal address

supplied by such director. In addition, notice may be given by facsimile transmission, e-mail or other electronic communication to the facsimile number or address for e-mail or other electronic communications supplied to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to such person or in the case of facsimile or other electronic communication, when sent. Such notice shall specify the place, day and hour of the meeting.

Section 4.09 Exception to Notice. Whenever any notice or communication is required to be given to a director under the provisions of applicable law or by the Articles of Incorporation or these By-Laws or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action and communication with that director is then unlawful, the giving of the notice or communication to that director shall not be required and there shall be no duty to apply for a license or other permission to do so. Any action or meeting that is taken or held without notice or communication to that director shall have the same validity as if the notice or communication had been duly given. If the action taken is such as to require the filing of any document with respect thereto under any provision of law or any agreement or other instrument, it shall be sufficient, if such is the fact and if notice or communication is required, to state therein that notice or communication was given to all directors entitled to receive notice or communication except directors with whom communication was unlawful.

Section 4.10 Waiver of Notice. Whenever any notice is required by law or the Articles of Incorporation or these By-Laws to be given to a director, a waiver thereof in writing, signed by the director entitled to notice, either before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Attendance of any director at any meeting shall constitute a waiver of notice of such meeting except where such director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.11 Quorum. At all meetings of the Board of Directors a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business; provided that until the Flip Date, such majority must include at least Highmark Director; and provided further that from and after the Flip Date, such majority must include at least one BCNEPA Director. The acts of a majority of the directors present (including participation by telephone or other electronic means, including, without limitation, the Internet) at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may otherwise be specifically provided by applicable laws, or by the Articles of Incorporation, or in Section 4.15(b) or 4.15(c) below.

Section 4.12 Voting Rights of Directors. Every director shall be entitled to one vote. Any requirement of law or of these By-Laws for the presence of or vote or other action by a specified percentage of directors shall be satisfied by the presence of or vote or other action by directors entitled to cast the specified percentage of the votes that all voting directors in office are entitled to cast.

Section 4.13 Adjournment. Adjournment or adjournments of any regular or special meetings may be taken, and it shall not be necessary to give any notice of the adjourned meeting

or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken. At any adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting originally called.

Section 4.14 Informal Action. Notwithstanding anything to the contrary contained in these By-Laws, any action required or permitted to be taken at a meeting of the directors or any committee may be taken without a meeting, if, prior or subsequent to the action, a consent or consents thereto by all of the directors or the members of the committee, as the case may be, is filed with the Secretary of the Corporation.

Section 4.15 General Powers; Matters Requiring Special Approval.

(a) Subject to Section 4.15(b) and 4.15(c) below, all the powers of the Corporation and all lawful acts and things as are not by statute, or by the Articles of Incorporation or by these By-Laws, directed or required to be exercised or done by the shareholders, shall be exercised by or under the authority of the Board of Directors. The provisions of this Section 4.15 shall not be changed, amended or modified, except by an amendment to these By-Laws adopted by the shareholders,

(b) Until the Flip Date, the Corporation shall not take any of the following actions without the approval of the Board of Directors, which approval must include the affirmative vote of all of the Highmark Directors and the affirmative vote of a majority of the BCNEPA Directors: (i) acquire the capital stock or interests of any person or entity other than the Corporation's capital stock in accordance with the terms of that certain Shareholders Agreement dated April 29, 2005 among BCNEPA, Highmark and the Corporation (the "**Shareholders Agreement**"); acquire all or substantially all of the assets of any person or entity; or merge or consolidate with or into any person or entity; (ii) reorganize, recapitalize, dissolve or liquidate; (iii) sell, lease, assign or otherwise dispose of all or a substantial portion of the Corporation's assets in any transaction or series of transactions; (iv) amend the Articles of Incorporation, these By-Laws, the Shareholders Agreement, the Administrative Services Agreement dated April 29, 2005 between the Corporation and BCNEPA (the "**BCNEPA ASA**"), the Administrative Services Agreement dated April 29, 2005 between the Corporation and HMO of Northeastern Pennsylvania, Inc. (the "**Inter-Company ASA**") or the Administrative Services Agreement dated April 29, 2005 between HMO of Northeastern Pennsylvania, Inc. and BCNEPA (the "**FPH ASA**"); (v) approve or amend the Corporation's annual budget or business plan; (vi) approve or amend the Corporation's insurance underwriting or pricing policies; (vii) approve any unbudgeted capital or other expenditures of the Corporation in excess of $500,000 individually, or in excess of five percent of the Corporation's annual operating budget in the aggregate; (viii) expand the geographic markets in which the Corporation operates outside of the Service Area; or (ix) market, sell or service any Medicare (as defined in Paragraph 23(a)(F) of the Shareholders Agreement) product or products. For purposes of these By-Laws, "**Service Area**" shall mean the 13-county area in northeastern and northcentral Pennsylvania consisting of Lackawanna, Luzerne, Monroe, Wayne, Pike, Sullivan, Susquehanna, Bradford, Tioga, Lycoming, Clinton, Carbon and Wyoming counties.

(c) From and after the Flip Date, the Corporation shall not take any of the following actions without the approval of the Board of Directors, which approval must include

the affirmative vote of all of the BCNEPA Directors and the affirmative vote of a majority of the Highmark Directors: (i) acquire the capital stock or interests of any person or entity other than the Corporation's capital stock in accordance with the terms of the Shareholders Agreement; acquire all or substantially all of the assets of any person or entity; or merge or consolidate with or into any person or entity; (ii) reorganize, recapitalize, dissolve or liquidate; (iii) sell, lease, assign or otherwise dispose of all or a substantial portion of the Corporation's assets in any transaction or series of transactions; (iv) amend the Articles of Incorporation, these By-Laws, the Shareholders Agreement, the BCNEPA ASA, the Inter-Company ASA or the FPH ASA; or (v) market, sell or service any Medicare (as defined in Paragraph 23(a)(F) of the Shareholders Agreement) product or products. If the BCNEPA ASA or FPH ASA is terminated or not renewed by the Corporation or HMO of Northeastern Pennsylvania, Inc., as applicable, following the Flip Date, then the following additional matters shall not be approved by the Board of Directors, and no such actions shall be deemed approved by the Board of Directors, unless such approval includes the affirmative vote of all of the BCNEPA Directors and the affirmative vote of a majority of the Highmark Directors: (A) approve or amend the Corporation's annual budget or business plan; (B) approve or amend the Corporation's insurance underwriting or pricing policies; (C) approve any unbudgeted capital or other expenditures of the Corporation in excess of $500,000 individually, or in excess of five percent of the Corporation's annual operating budget in the aggregate; or (D) expand the geographic markets in which the Corporation operates outside of the Service Area.

Section 4.16 Committees. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of two or more directors of the Corporation. Each committee shall, except as otherwise required by applicable law, include at least one Highmark Director prior to the Flip Date, and, from and after the Flip Date, at least one BCNEPA Director. Any committee shall have and may exercise all of the powers and authority granted to such committee in the resolution adopted by the Board of Directors establishing such committee, except that a committee shall not have any power or authority (a) prohibited by law, or (b) to do or approve any of the acts set forth in Section 4.15(b) or 4.15(c) above. Vacancies in the membership of the committees shall be filled by the Board of Directors at a regular or special meeting of the Board of Directors. Any committee of the Board of Directors shall keep regular minutes of its proceedings and report the same to the Board of Directors at each regular meeting of the Board of Directors. Each committee of the Board of Directors shall serve at the pleasure of the Board of Directors.

Section 4.17 Compensation of Directors. Directors may receive such reasonable compensation for their services as may be provided by a resolution adopted by the Board of Directors.

Section 4.18 Removal of Directors.

(a) The Board of Directors may declare vacant the office of a director who has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment for a term of more than one year or for any other proper cause, or if, within sixty days after notice of his or her selection such director does not accept the office either in writing or by attending a meeting of the Board of Directors. Any vacancies created by any

action of the Board of Directors taken in accordance with this Section 4.18 shall be filled in accordance with Section 4.02 above.

(b) An act of the Board of Directors taken during the period when a director has been suspended or removed for cause shall not be impugned or invalidated if the suspension or removal is thereafter rescinded by the shareholders or by the Board of Directors or by the final judgment of a court.

Section 4.19 Interested Directors or Officers; Quorum.

(a) A contract or transaction between the Corporation and one or more of its directors or officers or between the Corporation and another corporation, partnership, joint venture, trust or other enterprise in which one or more of its directors or officers are directors or officers or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors that authorizes the contract or transaction, or solely because his, her or their votes are counted for that purpose, if:

(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors are less than a quorum;

(2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved in good faith by vote of those shareholders; or

(3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or the shareholders.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction specified in subsection (a).

Section 4.20 Participation in Meetings by Conference Telephone or Other Electronic Technology. Any director may participate in any meeting of the Board of Directors or of any committee (provided such director is otherwise entitled to participate), be counted for the purpose of determining a quorum thereof and exercise all rights and privileges to which such director might be entitled were he or she personally in attendance, including the right to vote, or any other rights attendant to presence in person at such meeting, by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 4.20 shall constitute presence at such meeting.

ARTICLE V
OFFICERS, AGENTS AND EMPLOYEES

Section 5.01 Executive Officers.

(a) Subject to Article XII below, the executive officers of the Corporation shall be elected annually by a majority vote of the Board of Directors and shall include a Chairman, a President, one or more Vice Presidents, a Secretary and a Treasurer, or persons who shall act as such, regardless of the name or title by which they may be designated, elected or appointed; provided, that until the Flip Date, the Chairman shall be an individual nominated by BCNEPA; and provided further that from and after the Flip Date, the Chairman shall be an individual nominated by Highmark. One or more Vice Presidents and such other officers and assistant officers as may be reasonably deemed necessary by the Board of Directors from time to time may also be elected or appointed. Each officer and assistant officer shall be a natural person of the age of 18 years or older.

(b) In addition to the powers and duties prescribed by these By-Laws, the officers and assistant officers shall have such authority and shall perform such duties in the management of the Corporation as may be determined by or pursuant to resolutions or orders of the Board of Directors. The officers and assistant officers of the Corporation shall hold office for a term of one year and until such officer's successor has been selected and qualified or until such officer's earlier death, resignation or removal. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation. The Board of Directors may add to the title of any officer or assistant officer a word or words descriptive of his or her powers or the general character of his or her duties. If the office of any officer or assistant officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors; provided, until the Flip Date, any vacancy in the Chairman's office shall be filled by an individual nominated by BCNEPA; and provided further that from and after the Flip Date, any vacancy in the Chairman's office shall be filled by an individual nominated by Highmark. The Board of Directors may delegate to any officer or committee of the Board the power to elect or appoint 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 5.02 Agents or Employees. The Board of Directors may by resolution designate the officer or officers who shall have authority to appoint such agents or employees as the needs of the Corporation may require. In the absence of such designation this function may be performed by the President and may be delegated by him or her to others in whole or in part.

Section 5.03 Salaries. The salaries of all officers of the Corporation shall be fixed by the Board of Directors or by authority conferred by resolution of the Board of Directors. The Board of Directors also may fix the salaries or other compensation of assistant officers, agents and employees of the Corporation, but in the absence of such action this function shall be performed by the President or by others under his or her supervision.

Section 5.04 Removal of Officers, Agents or Employees.

(a) Any officer, assistant officer, agent or employee of the Corporation may be removed or his or her authority revoked by resolution of the Board of Directors with or without cause, but such removal or revocation shall be without prejudice to the rights, if any, of the person so removed, to receive compensation or other benefits in accordance with the terms of existing contracts. Election or appointment of an officer or agent shall not of itself create contract rights. Any agent or employee of the Corporation may be removed by the President or, subject to his or her supervision, by the person having authority with respect to the appointment of such agent or employee, in each case with or without cause.

(b) Section 5.04(a) above notwithstanding, until the Flip Date, the Chairman may not be removed or his other authority revoked, limited or modified without the consent of a majority of the BCNEPA Directors. Following the Flip Date, the Chairman may not be removed or his other authority revoked, limited or modified without the consent of a majority of the Highmark Directors.

Section 5.05 Chairman of the Board of Directors and President; Powers and Duties.

(a) The Chairman of the Board of Directors shall preside at all meetings of the shareholders and of the Board of Directors. The Chairman shall be a full voting member of the Board of Directors, entitled to vote and participate in all actions and matters brought before the Board of Directors. He or she shall be the senior officer of the Corporation and shall have such powers and duties as the Board of Directors may prescribe.

(b) The President shall be the chief executive officer of the Corporation. He or she shall have general charge and supervision of the business of the Corporation and shall exercise or perform all the powers and duties usually incident to the office of President. In the absence of the Chairman of the Board of Directors, the President shall preside at all meetings of the shareholders and of the Board of Directors. He or she shall from time to time make such reports of the affairs of the Corporation as the Board of Directors may require and shall annually present to the annual meeting of the shareholders a report of the business of the Corporation for the preceding fiscal year.

(c) Except as otherwise provided by applicable law, the Chairman of the Board of Directors and President shall be, ex officio, members of every committee appointed by the Board of Directors, and shall be entitled to vote and participate in all actions and matters brought before such committee(s).

Section 5.06 Vice President; Powers and Duties. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and if there be more than one Vice President, their seniority in performing such duties and exercising such powers shall be determined by the Board of Directors or, in default of such determination, by the order in which they were first elected. Each Vice President also shall have such powers and perform such duties as may be assigned to him or her by the Board or the President.

Section 5.07 Secretary; Powers and Duties. The Secretary shall attend all sessions of the Board of Directors and all meetings of the shareholders and act as clerk thereof, and record all the votes and minutes thereof in books to be kept for that purpose; and shall perform like duties for the executive committee (if any) and of other committees of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the shareholders and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or by the President. The Secretary shall keep in custody the corporate seal of the Corporation, and may affix the same to any instrument requiring it and attest the same.

Section 5.08 Treasurer; Powers and Duties. The Treasurer shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Corporation. The Treasurer shall be a natural person of full age, and may also be either the President or Secretary of the Corporation. He or she shall see to the deposit of all moneys and other valuable effects in the name and to the credit of the Corporation in such depositary or depositaries as may be designated by the Board of Directors, subject to disbursement or disposition upon orders signed in such manner as the Board of Directors shall prescribe. He or she shall render to the President and to the directors, at the regular meetings of the Board of Directors or whenever the President or the Board of Directors may require it, an account of all his or her transactions as Treasurer.

Section 5.09 Delegation of Officers' Duties. Any officer may delegate duties to his or her assistant (if any) appointed by the Board of Directors; and in case of the absence of any officer or assistant officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate or authorize the delegation of his or her powers or duties, for the time being, to any person.

ARTICLE VI
SHARES OF CAPITAL STOCK

Section 6.01 Certificates of Shares. Subject to requirements prescribed by law, the shares of the Corporation shall be represented by share certificates in such form as shall be approved by the Board of Directors. Every shareholder shall be entitled to a share certificate representing the shares owned by him or her. All certificates representing shares shall be registered in the share register as they are issued, and those of the same class or series shall be consecutively numbered. Every share certificate shall be executed by facsimile or otherwise, by a corporate officer or assistant officer on behalf of the Corporation. In case any officer, assistant officer, transfer agent or registrar whose signature appears on any share certificate shall have ceased to be such because of death, resignation or otherwise, before the certificate is issued, it may be issued by the Corporation with the same effect as if he or she had not ceased to be such at the date of its issue.

Section 6.02 Registered Shareholders. The Corporation shall be entitled to treat the registered holder of any share or shares as the holder thereof in fact and law and shall not be bound to recognize any equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, save as otherwise expressly provided by statute.

Section 6.03 Transfers of Shares. Shares of the Corporation shall be transferred only on its books upon the surrender to the Corporation or its transfer agent of the share certificate or certificates therefor duly endorsed by the person named therein, or accompanied by proper evidence of succession, assignment or authority to transfer such shares; provided, no transfers of shares shall be made while the books of the Corporation are closed against transfers as hereinafter provided in these By-Laws. Subject to Section 6.04 hereof, upon transfer the transaction shall be recorded upon the books of the Corporation.

Section 6.04 Restrictions on Transfer. Transfers of shares may be restricted in any lawful manner by law, or by contract if a copy of the contract is filed with the Corporation, provided that notice of the restrictions shall be typed or printed conspicuously on the share certificate or in the equivalent notice with respect to an uncertificated security.

Section 6.05 Replacement of Certificates. The Board of Directors may direct a new share certificate to be issued in place of any share certificate theretofore issued by the Corporation and claimed to have been lost, destroyed or mutilated, upon the claimant's furnishing an affidavit of the facts and, if required by the Board of Directors, a bond of indemnity in such amount and in such form, with such surety thereon, as the Board of Directors may approve for the protection of the Corporation and its officers and agents.

ARTICLE VII
RECORD DATE

Section 7.01 Directors May Fix Record Date. The Board of Directors may fix a time prior to the date of any meeting of the shareholders as a record date, for the determination of the shareholders entitled to notice of, or to vote at, any such meeting, which time, except in the case of an adjourned meeting, shall be not more than ninety days prior to the date of the meeting of shareholders. Only the shareholders who are shareholders of record and entitled to vote on the date so fixed shall be entitled to notice of and to vote at such meeting notwithstanding any transfer of shares on the books of the Corporation after the record date so fixed. The Board of Directors may similarly fix a record date for the determination of shareholders of record for any other purpose. When a determination of shareholders of record has been made for purposes of a meeting, the determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date for the adjourned meeting.

Section 7.02 Determination When No Record Date Fixed. If a record date is not fixed by the Board of Directors, the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held. The record date for determining shareholders entitled to express consent or dissent to corporate action in writing without a meeting, when prior action by the Board of Directors is not necessary, shall be the day on which the first written consent or dissent is filed with the Secretary of the Corporation. The record date for determining shareholders for any other purpose shall be at the close of business on the date on which the Board of Directors adopts the resolution relating thereto.

ARTICLE VIII
DISTRIBUTIONS AND WORKING CAPITAL

Section 8.01 Distributions. Subject to the limitations prescribed by law, the provisions of the Articles of Incorporation relating thereto, if any, and the terms of Section 8.03 below, the Board of Directors, at any regular or special meeting, may authorize and the Corporation may make distributions out of assets legally available for such distributions to such extent as the Board of Directors may deem advisable. Distributions may be paid in cash, in property, or in shares of the Corporation.

Section 8.02 Reserve Fund. Before the making of any distribution there may be set aside out of surplus or out of the net profits of the Corporation such sum or sums as the Board of Directors may, from time to time, in its absolute discretion, think proper as a reserve fund to meet contingencies, or for such other purpose as the Board of Directors shall think conducive to the interests of the Corporation, and the Board of Directors may vary or abolish any such reserve fund in its absolute discretion.

Section 8.03 Limited Distributions. Until the Combined RBC equals or exceeds 700% (as such percentage may be adjusted from time to time in accordance with Paragraph 10 of the Shareholders Agreement) for six consecutive calendar quarters, no distributions (whether in the form of dividends, payment of any principal or interest on any surplus notes, or otherwise) shall be made by the Corporation to any of its shareholders. Once the Combined RBC equals or exceeds 700% (as such percentage may be adjusted from time to time in accordance with Paragraph 10 of the Shareholders Agreement) for six consecutive calendar quarters, the Corporation may make distributions to its shareholders so long the Combined RBC immediately after giving effect to such distribution shall be equal to or greater than 650%. Notwithstanding the foregoing, the Corporation shall not be prohibited by these By-laws from making any payments to (i) BCNEPA required by Section 6.3 of that certain Stock Purchase Agreement dated November 24, 2003 among Highmark, BCNEPA and the Corporation, (ii) the shareholders in accordance with Paragraph 10(e) of the Shareholders Agreement (to the extent otherwise permitted by applicable law), or (iii) paying reasonable compensation (including, without limitation, accounts and other trade payables) to BCNEPA or Highmark for services rendered. For purposes of this Section 8.03, the term "**Combined RBC**" shall have the meaning ascribed to such term in the Shareholders Agreement

ARTICLE IX
MISCELLANEOUS PROVISIONS

Section 9.01 Corporate Records. The Corporation shall keep complete and accurate books and records of account, minutes of the proceedings of the incorporators, shareholders and directors and a share register giving the names of the shareholders and showing their respective addresses, and the number and classes of shares held by each. The share register shall be kept at either the registered office of the Corporation in the Commonwealth of Pennsylvania or at its principal place of business wherever situated or at the office of its registrar or transfer agent. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time. Whenever any instrument is required to be filed with the Secretary of the Corporation, in addition to other means of filing with the

Secretary, insertion in the minute book of the Corporation shall be deemed filing with the Secretary regardless of whether the Secretary or some other authorized person has actual possession of the minute book.

Section 9.02 Execution of Written Instruments. Any form of execution provided in the Articles of Incorporation or in these By-Laws notwithstanding, any note, mortgage, evidence of indebtedness, contract or other document or any assignment or endorsement thereof, executed and entered into between the Corporation and any other person, when signed by one or more officers or agents having actual or apparent authority to sign it, shall be held to have been properly executed for and in behalf of the Corporation. All checks, notes, drafts and orders for the payment of money shall be signed by such one or more officers or agents as the Board of Directors may from time to time designate. The affixation of the corporate seal shall not be necessary to the valid execution, assignment or endorsement by the Corporation of any instrument or other document.

Section 9.03 Annual Financial Statements.

(a) Unless otherwise agreed between the Corporation and a shareholder in a writing which meets the requirements of 15 Pa. C.S.A. § 1554(b), the Corporation shall furnish to its shareholders annual financial statements, including at least a balance sheet as of the end of each fiscal year and statement of income and expenses for the fiscal year. The financial statements shall be prepared on the basis of generally accepted accounting principles, if the Corporation prepares financial statements for the fiscal year on that basis for any purpose, and may be consolidated statements of the Corporation and one or more of its subsidiaries.

(b) The financial statements shall be mailed by the Corporation to each of its shareholders entitled thereto within 120 days after the close of each fiscal year and, after the mailing and upon written request, shall be mailed by the Corporation to any shareholder or beneficial owner entitled thereto to whom a copy of the most recent annual financial statements has not previously been mailed. In lieu of mailing the statements, the Corporation may send them by facsimile, e-mail or other electronic transmission to any shareholder who has supplied the Corporation with a facsimile number or address for electronic transmission for the purposes of receiving financial statements from the Corporation. Statements that are audited or reviewed by a certified public accountant or a public accountant shall be accompanied by the report of the accountant; in other cases, each copy shall be accompanied by a statement of the person in charge of the financial records of the Corporation (i) stating such person's reasonable belief as to whether or not the financial statements were prepared in accordance with generally accepted accounting principles and, if not, describing the basis of presentation, and (ii) describing any material respects in which the financial statements were not prepared on a basis consistent with those prepared for the previous year.

(c) This Section 9.03 shall not apply to the Corporation if the Corporation is required by law to file financial statements at least once a year in a public office.

ARTICLE X
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES AND PERSONAL LIABILITY OF DIRECTORS

Section 10.01 Scope of Indemnification.

(a) The Corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

(1) where such indemnification is expressly prohibited by applicable law;

(2) where the conduct of the indemnified representative has been finally determined pursuant to Section 10.06 or otherwise to constitute willful misconduct or recklessness within the meaning of 15 Pa.C.S.A. § 1746(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or

(3) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 10.06 to be otherwise unlawful.

(b) If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the Corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

(c) The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the indemnified representative is not entitled to indemnification.

(d) For purposes of this Article:

(1) "**indemnified capacity**" means any and all past, present and future service by an indemnified representative in one or more capacities as a director, officer, employee or agent of the Corporation, or, at the request of the Corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

(2) "**indemnified representative**" means any and all directors and officers of the Corporation and any other person designated as an indemnified representative by the Board of Directors of the Corporation (which may, but need not, include any person serving at the request of the Corporation as a director, officer, employee, agent, fiduciary or trustee of

another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

(3) **"liability"** means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or expense of any nature (including, without limitation, all reasonable attorneys' fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplication costs, printing and binding costs, telephone charges, postage charges and delivery service fees); and

(4) **"proceeding"** means any threatened, pending or completed action, suit, arbitration, alternate dispute resolution mechanism, investigation, appeal, or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, a class of its security holders or otherwise.

Section 10.02 Proceedings Initiated by Indemnified Representatives. Notwithstanding any other provision of this Article X, the Corporation shall not indemnify under this Article X an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the directors in office. This Section 10.02 does not apply to reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 10.06 or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article X.

Section 10.03 Advancing Expenses. The Corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 10.01 or the initiation of or participation in which is authorized pursuant to Section 10.02 upon receipt of an undertaking by or on behalf of the indemnified representative to repay the amount if it is ultimately determined pursuant to Section 10.06 that such person is not entitled to be indemnified by the Corporation pursuant to this Article X. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

Section 10.04 Securing of Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, officers and directors and shall not be subject to voidability.

Section 10.05 Payment of Indemnification. An indemnified representative shall be entitled to indemnification within 30 days after a written request for indemnification has been delivered to the secretary of the Corporation.

Section 10.06 Arbitration.

(a) Any dispute related to indemnification, contribution or advancement of expenses as provided under this Article X shall be decided only by arbitration in the City of Philadelphia, Pennsylvania, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association. In the absence of the American Arbitration Association or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated the necessary arbitrator or arbitrators shall be selected by the presiding judge of the Court of Common Pleas of Philadelphia County, Pennsylvania.

(b) The party or parties challenging the right of an indemnified representative to the benefits of this Article X shall have the burden of proof.

(c) The Corporation shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration.

(d) Any award entered by the arbitrators shall be final, binding and non-appealable and judgment maybe entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the Corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 10.01(a)(2) in a proceeding not directly involving indemnification under this Article X. The arbitration provision shall be specifically enforceable.

Section 10.07 Contribution. If the indemnification provided for in this Article X or otherwise is unavailable for any reason in respect of any liability or portion thereof, the Corporation shall contribute to the liabilities to which the indemnified representative may be subject in such proportion as is appropriate to reflect the intent of this Article X or otherwise.

Section 10.08 Mandatory Indemnification of Directors, Officers, etc. To the extent that an indemnified representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1741 or 1742 of the Pennsylvania Business Corporation Law of 1988, as amended, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

Section 10.09 Contract Rights; Amendment or Repeal. All rights under this Article X shall be deemed a contract between the Corporation and the indemnified representative pursuant to which the Corporation and each indemnified representative intend to be legally bound. Notwithstanding any other provision of these By-Laws relating to their amendment generally, any repeal or amendment of this Article X which is adverse to any indemnified representative shall apply to such indemnified representative only on a prospective basis, and shall not reduce

any limitation on the personal liability of an indemnified representative, or limit the rights of an indemnified representative to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these By-Laws, no repeal or amendment of these By-Laws shall affect any or all of this Article so as either to reduce the limitation of an indemnified representative's liability or limit indemnification or the advancement of expenses in any manner unless adopted by (a) the unanimous vote of the directors of the Corporation then serving, or (b) the affirmative vote of shareholders entitled to cast not less than two-thirds of the votes that all shareholders are entitled to cast in the election of directors; provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence

Section 10.10 Scope of Article. The rights granted by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in an indemnified capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article X shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 10.11 Reliance on Provisions. Each person who shall act as an indemnified representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification, contribution and advancement of expenses provided by this Article X.

Section 10.12 Interpretation. The foregoing provisions of this Article X are intended to constitute bylaws authorized by 15 Pa.C.S.A. § 1746.

Section 10.13 Personal Liability of Directors.

(a) A director shall not be personally liable, as such, for monetary damages (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature (including, without limitation, attorneys' fees and disbursements)) for any action taken, or any failure to take any action, unless:

(1) the director has breached or failed to perform the duties of his or her office under Subchapter 17B of the Pennsylvania Business Corporation Law of 1988, as amended (or any successor provision); and

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) The provisions of Section 10.13(a) shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to a local, state or federal law.

(c) The provisions of this Section 10.13 shall be effective April 29, 2005, and shall be subject to any provision of law prohibiting the application of this subsection to specific

circumstances, but shall not apply to any action filed prior to that date nor to any breach or failure of performance of duty by a director occurring prior to that date. Any repeal or amendment of this Section 10.13, or the adoption of any provision of the Articles of Incorporation or these By-Laws inconsistent with this Section 10.13, shall be prospective only and shall not affect, to the detriment of any director, any limitation on the personal liability of a director existing at the time of such repeal, amendment or adoption.

Section 10.14 Personal Liability of Officers.

(a) 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 directors of the Corporation. An officer of the Corporation shall not be personally liable, as such, to the Corporation or its members 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 By-Laws, or the applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) The provisions of this Section 10.14 shall be effective April 29, 2005, and shall be subject to any provision of law prohibiting the application of this subsection to specific circumstances, but shall not apply to any action filed prior to that date nor to any breach or failure of performance of duty by an officer occurring prior to that date. Any repeal or amendment of this Section 10.14, or the adoption of any provision of the Articles of Incorporation or these By-Laws inconsistent with this Section 10.14, shall be prospective only and shall not affect, to the detriment of any officer, any limitation on the personal liability of an officer existing at the time of such repeal, amendment or adoption.

Section 10.15 Changes in Pennsylvania Law. References in this Article X to Pennsylvania law or to any provision thereof shall be to such law as it existed on the date this Article X was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of directors or limits the indemnification rights or the rights to advancement of expenses which the Corporation may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) if such change permits the Corporation without the requirement of any further action by shareholders or directors to limit further the liability of directors (or limit the liability of officers) or to provide broader indemnification rights or rights to the advancement of expenses than the Corporation was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

ARTICLE XI
AMENDMENT OF BY-LAWS

Section 11.01 Shareholders. Except as otherwise expressly provided in Section 10.09, the shareholders shall have the power to alter, amend or repeal these By-Laws, which approval shall include approval by both BCNEPA and Highmark; provided that the approval of BCNEPA

or Highmark, as the case may be, shall not be necessary from and after the date BCNEPA or Highmark ceases to be a shareholder. In the case of a meeting of shareholders to amend or repeal these By-Laws, written notice shall be given to each shareholder that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment or repeal of the By-Laws, which notice shall include or enclose a copy of the proposed amendment or a summary of the changes to be effected thereby.

Section 11.02 Board of Directors. The Board of Directors, but not any committee thereof, shall have the power and right to amend or repeal these By-laws or to adopt new or replacement By-laws; provided that prior to the Flip Date, approval of any such amendment, repeal or adoption must include all of the Highmark Directors, and from and after the Flip Date, approval of any such amendment, repeal or adoption must include all of the BCNEPA Directors.

Section 11.03 Effect. Any change in the By-Laws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

ARTICLE XII
OTHER MATTERS

Section 12.01 Definitions; No Amendment. For purposes of this Article XII, capitalized terms used but not otherwise defined in this Article shall have the meaning ascribed to such terms in the Shareholders Agreement. This Article XII may not be changed, amended or modified except by an amendment to these By-Laws adopted by the shareholders, which approval shall include approval by both BCNEPA and Highmark, so long as BCNEPA or Highmark, as the case may be, is a shareholder.

Section 12.02 Engagement of Financial and Operational Officers. Highmark shall have the right, immediately following the Determination Date on which the shareholders receive an RBC Determination Notice showing that the Combined RBC has been below the RBC Control Level for two consecutive calendar quarters (after giving effect to the BCNEPA Capital Infusion and any Specified Other Shareholder Capital Infusion), to require the immediate removal of the officer of the Corporation having responsibility for the overall financial and operational performance of the Corporation, and the selection of any successor for such office shall (a) until the Flip Date, require the approval of all of the Highmark Directors and a majority of the BCNEPA Directors, and (b) from and after the Flip Date, require the approval of all of the BCNEPA Directors and a majority of the Highmark Directors

ARTICLE XIII
INTERPRETATION

Section 13.01 Interpretation. All words, terms and provisions of these Bylaws shall be interpreted and defined by and in accordance with the Pennsylvania Business Corporation Law of 1988, as amended (or any successor statute thereto).

Section 13.02 Separability. The provisions of these Bylaws are independent of and separable from each other, and no provision shall be affected or rendered invalid or

unenforceable by virtue of the fact that for any reason any other or others of them may be invalid or unenforceable in whole or in part.

Section 13.03 Effect of Board Determinations. Any determination involving the interpretation or application of these By-Laws made in good faith by the Board of Directors (which determination must include, prior to the Flip Date, the concurrence of at least one Highmark Director, and from and after the Flip Date, the concurrence of at least one BCNEPA Director), shall be final, binding and conclusive on all parties in interest.

Section 13.04 Gender, Etc. Words used in these By-Laws, regardless of the number and gender specifically used, shall be construed to include any other number, singular or plural, and any other gender, masculine, feminine or neuter, as the context requires.

Section 13.05 BCNEPA and Highmark Further Defined. For purposes of these By-Laws, the meaning of the terms "BCNEPA" and "Highmark" shall also include any Related Party (as such term is defined in the Shareholders Agreement) of BCNEPA or Highmark to which BCNEPA or Highmark transfers all of its shares of capital stock of the Corporation.

Divider Page

HMO of Northeastern Pennsylvania, Inc.
d/b/a First Priority Health

Officers and Board of Directors
2013 – 2014

Corporate Informational Status Sheets

State of Incorporation :	Pennsylvania
Date of Incorporation :	May 5, 1986
Tax ID Number :	23-2413324

Officers: (elected 5/21/13)

Chairman of the Board
John P. Moses, Esq.

President & Chief Executive Officer
Denise S. Cesare

Senior Vice President, Chief Financial Officer & Treasurer
William J. Farrell

Senior Vice President, Chief Legal Officer & Corporate Secretary
Gertrude C. McGowan, Esq.

Vice President of Clinical Operations & Chief Medical Officer
Nina M. Taggart, M.A., M.D., MBA

Vice President – Investment and Treasury Services & Assistant Treasurer
Bruce E. Sickel

Board of Directors: (elected 5/23/13)
John P. Moses, Esq., Chairperson
Larry L. Chilson
Michael A. Fiaschetti
Matthew V. T. Ray
John S. Thalenfeld
Denise Truesdale

Last Updated: July 19, 2013

BY-LAWS
OF
HMO OF NORTHEASTERN PENNSYLVANIA, INC.

ARTICLE I
OFFICES

Section 1.01 Registered Office. The registered office of HMO of Northeastern Pennsylvania, Inc. (the "**Corporation**") in Pennsylvania shall be at the place designated in its Articles of Incorporation, as amended and restated from time to time (the "**Articles of Incorporation**"), subject to change upon notice to the Pennsylvania Department of State as may be permitted by law.

Section 1.02 Other Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time designate or as the business of the Corporation may require.

ARTICLE II
SEAL

Section 2.01 Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal Pennsylvania." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE III
SHAREHOLDERS AND SHAREHOLDERS' MEETINGS

Section 3.01 Members. The rights, powers and obligations of the members (as such term is defined in the Nonprofit Corporation Law of 1988, as amended (the "**NPCL**")), of the Corporation set forth in the NPCL shall be and are vested in the shareholders of the Corporation. When used herein, the term shareholder(s) shall be construed to include the term "member(s)".

Section 3.02 Place of Meeting. All meetings of the shareholders shall be held at such place, within or without the Commonwealth of Pennsylvania, as the Board of Directors or shareholders may from time to time determine, and in the absence of designation, such meeting shall be held at the registered offices of the Corporation.

Section 3.03 Annual Meeting. An annual meeting of the shareholders shall be held each year at such time and on such date as shall be designated by resolution of the Board of Directors, but not later than five months after the end of the Corporation's fiscal year, for the election of directors and the transaction of such other business as may properly be brought before the meeting. If a meeting for the election of directors shall not be held before the end of any calendar year, any shareholder may call such meeting at any time thereafter.

Section 3.04 Special Meetings. Special meetings of the shareholders may be called at any time by the Chairman, if any, the President, a majority of the Board of Directors, or the holder or holders of not less than 10% (or such smaller percentage as may be provided by law in

particular cases) of all the votes of the shareholders entitled to vote at the particular meeting. If called by shareholders, such request shall be in writing delivered to the Secretary of the Corporation and shall state the time, place and general nature of the business to be transacted at the meeting. It shall be the duty of the Secretary to call any special meeting requested by any person in accordance with this Section 3.04, which meeting shall be held not more than sixty days after receipt of the request by the Secretary. If the Secretary shall neglect or refuse to issue such call the person or persons making the request may do so.

Section 3.05 Notice of Meetings. Written notice of every meeting of the shareholders shall be given by or at the direction of the Secretary or other authorized person to each shareholder of record entitled to vote at the meeting at least (a) ten days prior to the day named for a meeting that will consider a fundamental change under Chapter 59 of the NPCL, or (b) five days prior to the day named for the meeting in any other case, unless a greater period of notice is required by law in a particular case. Such notice need not be given to shareholders not entitled to vote at the meeting unless such shareholders are entitled by law to such notice in a particular case. Notice shall be deemed to have been properly given to a shareholder when delivered to such shareholder personally, or when sent by first class or express mail, postage prepaid, or courier service, charges prepaid, or by telegram (with messenger service specified), charges prepaid, to the shareholder's postal address appearing on the books of the Corporation. In addition, notice may be given by telex, TWX or facsimile transmission to the telex, TWX or facsimile number supplied to the Corporation for the purpose of notice. A certificate or affidavit by the Secretary or an Assistant Secretary shall be prima facie evidence of the giving of any notice required by these By-Laws. If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given to the shareholder entitled to such notice when deposited in the United States mail or with a telegraph office or courier service for delivery to such shareholder or, in the case of telex, TWX or facsimile, when dispatched. Such notice shall specify the location, day and hour of the meeting, and shall state any other information required by the NPCL. In the case of a special meeting of the shareholders, the notice shall also specify the general nature of the business to be transacted. In any case, the Corporation shall not have a duty to augment any notice.

Section 3.06 Exception to Notice. Whenever any notice or communication is required to be given to a shareholder and communication with that shareholder is then unlawful, the giving of the notice or communication to that shareholder shall not be required and there shall be no duty to apply for a license or other permission to do so. If the action taken is such as to require the filing of any document with respect thereto, it shall be sufficient, if such is the fact and if notice or communication is required, to state therein that notice or communication was given to all shareholders entitled to receive notice or communication except shareholders with whom communication was unlawful. This exception shall also be applicable to any shareholder with whom the Corporation has been unable to communicate for more than twenty-four (24) consecutive months because communications to the shareholder are returned unclaimed or the shareholder has otherwise failed to provide the Corporation with a current address. Whenever the shareholder provides the Corporation with a current address, this exception shall cease to be applicable to the shareholder.

Section 3.07 Waiver of Notice. Whenever any notice is required to be given to a shareholder under the provisions of applicable law or by these By-Laws, a waiver thereof in

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writing, signed by the shareholder entitled to notice either before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Except as otherwise required by law, neither the business to be transacted at the meeting, nor the purpose of the meeting, need be specified in the waiver of notice of such meeting. Attendance of any shareholder, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting except where a shareholder entitled to notice attends the 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 3.08 Quorum. The presence, in person (including participation by telephone) or by proxy, of the shareholders entitled to cast at least two-thirds of the votes which all shareholders are entitled to cast on the particular matter shall be requisite and shall constitute a quorum for the purpose of considering such matter at any meeting of the shareholders for the election of directors or for the transaction of other business except as otherwise provided by statute or in these By-Laws. The shareholders present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. If, however, any meeting of shareholders cannot be organized because a quorum has not attended, the shareholders entitled to vote thereat present in person or by proxy shall have the power to adjourn the meeting to such time and place as they may determine. In the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum as fixed in these By-Laws, shall nevertheless constitute a quorum for the purpose of electing directors. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meeting, although less than a quorum as fixed by these By-Laws, shall nevertheless constitute a quorum for purposes of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those shareholders who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each shareholder of record entitled to vote at such second adjourned meeting at least ten days prior to the day named for the second adjourned meeting. If a vote is cast by a proxy on behalf of a shareholder on any issue other than a procedural motion considered at a meeting of the shareholders, the shareholder shall be deemed to be present during the entire meeting for the purposes of determining whether a quorum is present for consideration of any other issue.

Section 3.09 Shareholders Entitled to Vote. Unless otherwise provided in the Articles of Incorporation or in a bylaw adopted by the shareholders, every shareholder shall be entitled to one vote for every share standing in his, her or its name on the books of the Corporation. In the event the Board of Directors shall fix a time prior to the date of any meeting of shareholders, as a record date for the determination of the shareholders entitled to notice of or to vote at any such meeting, which time, except in the case of an adjourned meeting, shall not be more than 70 days prior to the date of the meeting of shareholders or any adjournment thereof. Only such shareholders as shall be shareholders of record on the date so fixed shall be entitled to notice of, or to vote at, such meeting notwithstanding any increase or other transfer of shares on the books of the Corporation after the record date so fixed. If a record date shall not be fixed by the Board of Directors for a particular shareholders' meeting, the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held.

Section 3.10 Shareholders May Vote in Person or by Proxy. At all meetings of shareholders, shareholders entitled to vote at a meeting of the shareholders or express consent or dissent to corporate action in writing without the formality of a meeting may authorize another person to act for him, her or it by proxy. Every proxy shall be executed or authenticated by the shareholder or by such shareholder's duly authorized attorney-in-fact and filed with or transmitted to the Secretary of the Corporation or its designated agent. A shareholder or his duly authorized attorney-in-fact may execute or authenticate a writing or transmit an electronic message authorizing another person to act for him by proxy. A telegram, telex, cablegram, datagram, e-mail, Internet communication or other means of electronic transmission from a shareholder or attorney-in-fact, or a photographic, facsimile or similar reproduction of a writing executed by a shareholder or attorney-in-fact, may be treated as properly executed or authenticated and shall be treated as properly executed or authenticated if it sets forth or utilizes a confidential and unique identification number or other mark furnished by the Corporation to the shareholder for the purposes of the particular meeting or transaction. A proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the Corporation or its designated agent in writing or by electronic transmission. An unrevoked proxy shall not be valid after 11 months from the date of its execution, authentication or transmission unless a longer time is expressly provided therein, but in no event shall a proxy be voted on after three years from the date of its execution. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of the death or incapacity is given to the Secretary of the Corporation or its designated agent. Where two or more proxies of a shareholder are present the Corporation shall, unless otherwise expressly provided in the proxy, accept as the vote of all shares represented thereby the vote cast by a majority of them and, if a majority of the proxies cannot agree whether the shares represented shall be voted or upon the manner of voting the shares, the voting of the shares shall be divided equally among those persons.

Section 3.11 Election of Directors. Elections for directors need not be by ballot except upon demand made by a shareholder at the election and before the voting begins. Candidates for election as directors receiving the highest number of votes (cast in person or by proxy at a meeting of shareholders) from the shareholders entitled to elect directors, up to the number of directors to be elected by the shareholders, shall be elected.

Section 3.12 Voting. Except as otherwise provided by law or these By-Laws, whenever any corporate action is to be taken by vote of the shareholders, it shall be authorized if at least a majority of the votes cast by all shareholders entitled to vote thereon vote in favor of such corporate action.

Section 3.13 Voting Expenses. The Corporation shall pay the reasonable expenses of solicitation of votes, proxies or consents of shareholders by or on behalf of the Board of Directors or its nominees for election to the Board of Directors, including solicitation by professional proxy solicitors and otherwise, and may pay the reasonable expenses of a solicitation by or on behalf or other persons.

Section 3.14 Voting Lists. Upon the request of a shareholder, the share register of the Corporation, which register shall set forth the identity of all the shareholders of the Corporation,

shall be produced at any regular or special meeting of the Corporation. If at any meeting the right of a shareholder to vote is challenged, the Chairman shall require that the share register be produced as evidence of the right of the shareholder challenged to vote, and all persons who appear in such share register to be shareholders entitled to vote shall be entitled to vote.

Section 3.15 Judges of Election. In advance of any meeting of shareholders, the Board of Directors may appoint Judges of Election, who may but need not be shareholders, to act at such meeting or any adjournment thereof. If Judges of Election are not so appointed, the Chairman of any such meeting may, and on the request of any shareholder or his proxy shall, make such appointment at the meeting. The number of Judges shall be one or three. No person who is a candidate for office to be filled at the meeting shall act as a Judge. In case any person appointed as Judge fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by the Board of Directors in advance of the convening of the meeting, or at the meeting by the person acting as Chairman. The Judges of Election shall determine the number of shareholders of record and the voting power of each, the shareholders present at the meeting, the existence of a quorum, the authenticity, validity and effect of proxies, receive votes or ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as may be proper to the conduct of the election or vote with fairness to all shareholders. If there be three Judges of Election the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all. They shall, if requested by the Chairman of the meeting or any shareholder or his or her proxy, make a written report of any matter determined by them and execute a certificate of any fact found by them.

Section 3.16 Notice of Adjournments. Upon adjournment of an annual or special meeting of shareholders it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken unless the Board of Directors fixes a new record date for the adjourned meeting or unless the NPCL requires notice of the business to be transacted and such notice has not previously been given.

Section 3.17 Informal Action by Shareholders. Except as may be otherwise provided by applicable laws or in the Articles of Incorporation, notwithstanding anything to the contrary contained in these By-Laws, any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting, if, prior or subsequent to the action a consent thereto by the shareholders who would be entitled to vote at a meeting for such purpose shall be filed with the Secretary of the Corporation. Any action required or permitted to be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting upon the consent of all shareholders who would have been entitled to vote upon such action at any meeting of the shareholders. The consents shall be filed with the Secretary of the Corporation.

Section 3.18 Conduct of Shareholders Meeting. There shall be a presiding officer at every meeting of the shareholders. The presiding officer of each shareholder meeting shall be the Chairman of the Board of Directors, and absent a Chairman, shall be appointed by the Board of Directors. If the Chairman shall be unable or unwilling to preside over any shareholder meeting and the Board of Directors fails to designate a presiding officer, then the President, or if not present the Secretary, of the Corporation shall be the presiding officer. The presiding officer

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shall determine the order of business and shall have the authority to establish rules for conduct of the meeting. Any action by the presiding officer in adopting rules for, and in conducting, a meeting shall be fair to the shareholders. The presiding officer shall announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls shall be deemed to have closed upon the final adjournment of the meeting. After the polls close, no ballots, proxies or votes, nor any revocations or changes thereto, may be accepted.

Section 3.19 Participation in Meetings by Conference Telephone or Other Electronic Technology. Unless determined to the contrary by the Board of Directors in advance of a particular meeting with respect to that meeting, the presence or participation, including voting and taking other action, at a meeting of the shareholders, or the expression of consent or dissent to a corporate action, by a shareholder by conference telephone or other electronic means shall constitute the presence of, or vote or action by, or consent or dissent of the shareholder.

ARTICLE IV
DIRECTORS

Section 4.01 Number; Term of Office; Selection.

(a) The business and affairs of the Corporation shall be managed under the direction of a board consisting of six members, who shall be natural persons of full age. Until the Flip Date (as defined in Section 4.01(d) below), four of the six directors shall be individuals nominated by Hospital Service Association of Northeastern Pennsylvania, a Pennsylvania nonprofit corporation ("**BCNEPA**") (each individual nominated by BCNEPA as a director is hereinafter referred to as a "**BCNEPA Director**"), and the two remaining directors shall be individuals nominated by Highmark Inc., a Pennsylvania nonprofit corporation ("**Highmark**") (each individual nominated by Highmark as a director is hereinafter referred to as a "**Highmark Director**"). From and after the Flip Date, four of the six directors shall be individuals nominated by Highmark, and the two remaining directors shall be individuals nominated by BCNEPA. Except as provided in Section 4.15(c) below, neither the number nor the method for the nomination of directors shall be changed, amended or modified, except by an amendment to these By-Laws adopted by the shareholders. Following the Flip Date, Highmark may in its discretion call a special meeting of the board of directors of the Corporation, and the Secretary of the Corporation shall cooperate with Highmark in calling such a meeting, or circulate a written consent of the shareholders of the Corporation to give effect the terms of this Section 4.01.

(b) Until the Flip Date, at least two of the BCNEPA Directors shall be composed of Enrollees (as defined herein) of the Corporation's prepaid health plan who reside in or in proximity to the Service Area (as defined in Section 4.15(b) below) (the "**Enrollee Directors**"). From and after the Flip Date, at least two of the Highmark Directors shall be Enrollee Directors. No Enrollee having ownership or interest in, or employed by, or gaining financial reward from direct dealings with the Corporation (except through the receipt of director's fees or other similar fees), or with an affiliated institution or organization, and no members of his or her immediate family, shall be an Enrollee Director. In addition, there shall be equitable representation among the Enrollee Directors from the medically underserved populations serviced by the Corporation's prepaid health plan in proportion to their enrollment relative to the entire enrollment in the Corporation's prepaid health plan, except that if the

aggregate number of medically underserved Enrollees represent five percent or less of the total enrollment in the Corporation's prepaid health plan, then such Enrollees shall be without representation. For purposes of this Section 4.01(b), the term "**Enrollee**" means an individual who has entered into a contractual arrangement, or on whose behalf a contractual arrangement has been entered into, with the Corporation under which the Corporation assumes responsibility for providing health services to such individual.

(c) Directors need not be residents of Pennsylvania or shareholders in the Corporation. The term of office for each director shall be one year. Each director shall hold office until the expiration of the term for which he or she was selected and until a successor has been selected and qualified or until his or her earlier death, resignation or removal.

(d) For purposes of these By-Laws, the term "**Flip Date**" shall mean the date upon which Highmark consummates the purchase, in accordance with Paragraph 8(b)(i) of the Shareholders Agreement (as defined in Section 4.15(b) below), of such number of shares of the Corporation's capital stock as shall be necessary to cause Highmark to own up to 60% of the then issued and outstanding shares of capital stock of the Corporation.

Section 4.02 Vacancies. Vacancies in the Board of Directors shall be filled by the remaining members of the Board of Directors though less than a quorum or by a sole remaining director, as follows: (a) in the event of any vacancy on the Board of Directors due to the death, resignation or removal of a BCNEPA Director, then such vacancy shall be filled by a majority of the remaining BCNEPA Directors; and (b) in the event of any vacancy on the Board of Directors due to the death, resignation or removal of a Highmark Director, then such vacancy shall be filled by the remaining Highmark Director. Except as provided in Sections 4.03 and 4.18 below, any individual elected in accordance with this Section 4.02 shall be a director and shall serve for the balance of the unexpired term.

Section 4.03 Resignation. Any director may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation. Any vacancy resulting from the resignation of a director shall be filled in accordance with Section 4.02 above.

Section 4.04 Place of Meetings. The meetings of the Board of Directors may be held at such place within or without the Commonwealth of Pennsylvania as a majority of the directors may from time to time by resolution appoint, or as may be designated in the notice or waiver of notice of a particular meeting; in the absence of specification, such meetings shall be held at the registered office of the Corporation.

Section 4.05 First Meeting. The first meeting of each newly elected Board of Directors shall be held immediately after the annual meeting of the shareholders at the place where the shareholders' meeting was held, for the purpose of organization, the election of officers and the transaction of other business; or such meeting may convene at such other time and place as may be fixed by resolution of the shareholders adopted at the meeting at which the directors were elected, or by the call of any director, who shall give at least five days written notice thereof to each other director, which notice shall set forth the time and place of the meeting.

Section 4.06 Regular Meetings. Regular meetings of the Board of Directors may be held at such times as the Board of Directors may by resolution determine. If any day fixed for a regular meeting shall be a legal holiday, then the meeting shall be held at the same hour and place on the next succeeding secular day.

Section 4.07 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman or the President, and shall be called upon the written request of any director delivered to the Secretary. Any such request by a director shall state the time and place of the proposed meeting, and upon receipt of such request it shall be the duty of the Secretary to issue the call for such meeting promptly. If the Secretary shall neglect to issue such call, the director making the request may issue the call.

Section 4.08 Notice of Meetings. Written notice of every meeting of the Board of Directors shall be given by or at the direction of the Secretary or other authorized person, to each director at least seven days prior to the date of any regular meeting and at least five days prior to the date of any special meeting. Any notice of a regular or special meeting of the Board of Directors may be given to a director either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by telegram (with messenger service specified), charges prepaid, to the shareholder's postal address appearing on the books of the Corporation. In addition, notice may be given by telex, TWX or facsimile transmission to the telex, TWX or facsimile number supplied to the Corporation for the purpose of notice. If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given to the director entitled to such notice when deposited in the United States mail or with a telegraph office or courier service for delivery to such director or, in the case of telex, TWX or facsimile, when dispatched. Such notice shall specify the location, day and hour of the meeting, and shall state any other information required by the NPCL. In any case, the Corporation shall not have a duty to augment any notice.

Section 4.09 Exception to Notice. Whenever any notice or communication is required to be given to a director under the provisions of applicable law or by the Articles of Incorporation or these By-Laws or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action and communication with that director is then unlawful, the giving of the notice or communication to that director shall not be required and there shall be no duty to apply for a license or other permission to do so. Any action or meeting that is taken or held without notice or communication to that director shall have the same validity as if the notice or communication had been duly given. If the action taken is such as to require the filing of any document with respect thereto under any provision of law or any agreement or other instrument, it shall be sufficient, if such is the fact and if notice or communication is required, to state therein that notice or communication was given to all directors entitled to receive notice or communication except directors with whom communication was unlawful.

Section 4.10 Waiver of Notice. Whenever any notice is required by law or the Articles of Incorporation or these By-Laws to be given to a director, a waiver thereof in writing, signed by the director entitled to notice, either before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Attendance of any director at any meeting shall constitute a waiver of notice of such meeting except where such

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director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.11 Quorum. At all meetings of the Board of Directors a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business; provided that until the Flip Date, such majority must include at least one Highmark Director; and provided further that from and after the Flip Date, such majority must include at least one BCNEPA Director. The acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may otherwise be specifically provided by applicable laws, by the Articles of Incorporation, or in Section 4.15(b) or 4.15(c) below.

Section 4.12 Voting Rights of Directors. Every director shall be entitled to one vote. Any requirement of law or of these By-Laws for the presence of or vote or other action by a specified percentage of directors shall be satisfied by the presence of or vote or other action by directors entitled to cast the specified percentage of the votes that all voting directors in office are entitled to cast.

Section 4.13 Adjournment. Adjournment or adjournments of any regular or special meetings may be taken, and it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken. At any adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting originally called.

Section 4.14 Informal Action. Notwithstanding anything to the contrary contained in these By-Laws, any action required or permitted to be taken at a meeting of the directors or any committee may be taken without a meeting, if, prior or subsequent to the action, a consent or consents thereto by all of the directors or the members of the committee, as the case may be, is filed with the Secretary of the Corporation.

Section 4.15 General Powers; Matters Requiring Special Approval.

(a) Subject to Section 4.15(b) and 4.15(c) below, all the powers of the Corporation and all lawful acts and things as are not by statute, or by the Articles of Incorporation or by these By-Laws, directed or required to be exercised or done by the shareholders, shall be exercised by or under the authority of the Board of Directors. The provisions of this Section 4.15 shall not be changed, amended or modified, except by an amendment to these By-Laws adopted by the shareholders.

(b) Until the Flip Date, the Corporation shall not take any of the following actions without the approval of the Board of Directors, which approval must include the affirmative vote of all of the Highmark Directors and the affirmative vote of a majority of the BCNEPA Directors: (i) acquire the capital stock or interests of any person or entity other than the Corporation's capital stock in accordance with the terms of that certain Shareholders Agreement dated April 29, 2005 among BCNEPA, Highmark and the Corporation (the "**Shareholders Agreement**"); acquire all or substantially all of the assets of any person or entity; or merge or consolidate with or into any person or entity; (ii) reorganize, recapitalize, dissolve or

liquidate; (iii) sell, lease, assign or otherwise dispose of all or a substantial portion of the Corporation's assets in any transaction or series of transactions; (iv) amend the Articles of Incorporation, these By-Laws, the Shareholders Agreement, the Administrative Services Agreement dated April 29, 2005 between the Corporation and BCNEPA (the "**BCNEPA ASA**"), the Administrative Services Agreement dated April 29, 2005 between the Corporation and First Priority Life Insurance Company, Inc. (the "**Inter-Company ASA**") or the Administrative Services Agreement dated April, 29, 2005 between the First Priority Life Insurance Company, Inc. and BCNEPA (the "**FPLIC ASA**"); (v) approve or amend the Corporation's annual budget or business plan; (vi) approve or amend the Corporation's insurance underwriting or pricing policies; (vii) approve any unbudgeted capital or other expenditures of the Corporation in excess of $500,000 individually, or in excess of five percent of the Corporation's annual operating budget in the aggregate; (viii) expand the geographic markets in which the Corporation operates outside of the Service Area; or (ix) market, sell or service any Medicare (as defined in Paragraph 23(a)(F) of the Shareholders Agreement) product or products. For purposes of these By-Laws, "**Service Area**" shall mean the 13-county area in northeastern and northcentral Pennsylvania consisting of Lackawanna, Luzerne, Monroe, Wayne, Pike, Sullivan, Susquehanna, Bradford, Tioga, Lycoming, Clinton, Carbon and Wyoming counties.

(c) From and after the Flip Date, the Corporation shall not take any of the following actions without the approval of the Board of Directors, which approval must include the affirmative vote of all of the BCNEPA Directors and the affirmative vote of a majority of the Highmark Directors: (i) acquire the capital stock or interests of any person or entity other than the Corporation's capital stock in accordance with the terms of the Shareholders Agreement; acquire all or substantially all of the assets of any person or entity; or merge or consolidate with or into any person or entity; (ii) reorganize, recapitalize, dissolve or liquidate; (iii) sell, lease, assign or otherwise dispose of all or a substantial portion of the Corporation's assets in any transaction or series of transactions; (iv) amend the Articles of Incorporation, these By-Laws, the Shareholders Agreement, the BCNEPA ASA, the Inter-Company ASA or the FPLIC ASA; or (v) market, sell or service any Medicare (as defined in Paragraph 23(a)(F) of the Shareholders Agreement) product or products. If the BCNEPA ASA or FPLIC ASA is terminated or not renewed by the Corporation or First Priority Life Insurance Company, Inc., as applicable, following the Flip Date, then the following additional matters shall not be approved by the Board of Directors, and no such actions shall be deemed approved by the Board of Directors, unless such approval includes the affirmative vote of all of the BCNEPA Directors and the affirmative vote of a majority of the Highmark Directors: (A) approve or amend the Corporation's annual budget or business plan; (B) approve or amend the Corporation's insurance underwriting or pricing policies; (C) approve any unbudgeted capital or other expenditures of the Corporation in excess of $500,000 individually, or in excess of five percent of the Corporation's annual operating budget in the aggregate; or (D) expand the geographic markets in which the Corporation operates outside of the Service Area.

Section 4.16 Committees. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of two or more directors of the Corporation. Each committee shall, except as otherwise required by applicable law, include at least one Highmark Director prior to the Flip Date, and, from and after the Flip Date, at least one BCNEPA Director. Any committee shall have and may exercise all of the powers and authority granted to such committee in the resolution adopted by the Board of

Directors establishing such committee, except that a committee shall not have any power or authority (a) prohibited by the NPCL, or (b) to do or approve any of the acts set forth in Section 4.15(b) or 4.15(c) above. Vacancies in the membership of the committees shall be filled by the Board of Directors at a regular or special meeting of the Board of Directors. Any committee of the Board of Directors shall keep regular minutes of its proceedings and report the same to the Board of Directors at each regular meeting of the Board of Directors. Each committee of the Board of Directors shall serve at the pleasure of the Board of Directors.

Section 4.17 Compensation of Directors. Directors may receive such reasonable compensation for their services as may be provided by a resolution adopted by the Board of Directors.

Section 4.18 Removal of Directors.

(a) The entire Board of Directors or any one director may be removed from office without assigning any cause by the vote of the shareholders entitled to cast at least a majority of the votes which all shareholders present would be entitled to cast at any annual or other regular election of the directors; provided that in any action to remove a BCNEPA Director, such majority must include all votes that may be cast by BCNEPA as of the date such action is taken; provided further that in any action to remove a Highmark Director, such majority must include all votes that may be cast by Highmark as of the date such action is taken. Any vacancies created by any action of the Board of Directors taken in accordance with this Section 4.18(a) shall be filled in accordance with Section 4.02 above.

(b) The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by an order of a court or who has been convicted of a felony or for any other proper cause, or if, within sixty days after notice of his or her selection such director does not accept the office either in writing or by attending a meeting of the Board of Directors. Any vacancies created by any action of the Board of Directors taken in accordance with this Section 4.18(b) shall be filled in accordance with Section 4.02 above.

(c) An act of the Board of Directors taken during the period when a director has been suspended or removed for cause shall not be impugned or invalidated if the suspension or removal is thereafter rescinded by the shareholders or by the Board of Directors or by the final judgment of a court.

Section 4.19 Interested Directors or Officers; Quorum.

(a) A contract or transaction between the Corporation and one or more of its directors or officers or between the Corporation and another corporation, partnership, joint venture, trust or other enterprise in which one or more of its directors or officers are directors or officers or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors that authorizes the contract or transaction, or solely because his, her or their votes are counted for that purpose, if:

(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board of

Directors in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors are less than a quorum;

(2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved in good faith by vote of those shareholders; or

(3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or the shareholders.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction specified in subsection (a).

Section 4.20 Participation in Meetings by Conference Telephone or Other Electronic Technology. Any director may participate in any meeting of the Board of Directors or of any committee (provided such director is otherwise entitled to participate), be counted for the purpose of determining a quorum thereof and exercise all rights and privileges to which such director might be entitled were he or she personally in attendance, including the right to vote, or any other rights attendant to presence in person at such meeting, by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 4.20 shall constitute presence at such meeting.

Section 4.21 Directors' Quality Assurance Committee. The Corporation shall have a Directors' Quality Assurance Committee that shall consist of no less than three nor more than six directors of the Corporation appointed in accordance with Section 4.16 above. The Directors' Quality Assurance Committee shall assure that quality improvement processes are established to deliver quality, cost-effective health care services to members of the Corporation; to review, comment and provide a recommendation to the Board of Directors regarding the approval of the previous year's Evaluation of Quality Management Program, the current year's Quality Improvement Work Plan and the current Quality Improvement Program Description; and to serve in an advisory capacity and make recommendations to the Board of Directors regarding reports and information as requested. Minutes of all meetings of the Directors' Quality Assurance Committee shall be kept.

ARTICLE V
OFFICERS, AGENTS AND EMPLOYEES

Section 5.01 Executive Officers.

(a) Subject to Article XII below, the executive officers of the Corporation shall be elected annually by a majority vote of the Board of Directors and shall include a Chairman, a President, one or more Vice Presidents, a Secretary, a Treasurer, a Medical Director or persons who shall act as such, regardless of the name or title by which they may be designated, elected or appointed; provided, that until the Flip Date, the Chairman shall be an

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individual nominated by BCNEPA; and provided further that from and after the Flip Date, the Chairman shall be an individual nominated by Highmark. One or more Vice Presidents and such other officers and assistant officers as may be reasonably deemed necessary by the Board of Directors from time to time may also be elected or appointed. Each officer and assistant officer shall be a natural person of the age of 18 years or older.

(b) In addition to the powers and duties prescribed by these By-Laws, the officers and assistant officers shall have such authority and shall perform such duties in the management of the Corporation as may be determined by or pursuant to resolutions or orders of the Board of Directors. The officers and assistant officers of the Corporation shall hold office for a term of one year and until such officer's successor has been selected and qualified or until such officer's earlier death, resignation or removal. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation. The Board of Directors may add to the title of any officer or assistant officer a word or words descriptive of his or her powers or the general character of his or her duties. If the office of any officer or assistant officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors; provided, until the Flip Date, any vacancy in the Chairman's office shall be filled by an individual nominated by BCNEPA; and provided further that from and after the Flip Date, any vacancy in the Chairman's office shall be filled by an individual nominated by Highmark. The Board of Directors may delegate to any officer or committee of the Board the power to elect or appoint 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 5.02 Agents or Employees. The Board of Directors may by resolution designate the officer or officers who shall have authority to appoint such agents or employees as the needs of the Corporation may require. In the absence of such designation this function may be performed by the President and may be delegated by him or her to others in whole or in part.

Section 5.03 Salaries. The salaries of all officers of the Corporation shall be fixed by the Board of Directors or by authority conferred by resolution of the Board of Directors. The Board of Directors also may fix the salaries or other compensation of assistant officers, agents and employees of the Corporation, but in the absence of such action this function shall be performed by the President or by others under his or her supervision.

Section 5.04 Removal of Officers, Agents or Employees.

(a) Any officer, assistant officer, agent or employee of the Corporation may be removed or his or her authority revoked by resolution of the Board of Directors with or without cause, but such removal or revocation shall be without prejudice to the rights, if any, of the person so removed, to receive compensation or other benefits in accordance with the terms of existing contracts. Election or appointment of an officer or agent shall not of itself create contract rights. Any agent or employee of the Corporation may be removed by the President or, subject to his or her supervision, by the person having authority with respect to the appointment of such agent or employee.

(b) Section 5.04(a) above notwithstanding, until the Flip Date, the Chairman may not be removed or his or her authority revoked, limited or modified without the consent of a majority of the BCNEPA Directors. Following the Flip Date, the Chairman may not be removed or his or her authority revoked, limited or modified without the consent of a majority of the Highmark Directors.

Section 5.05 Chairman of the Board of Directors and President; Powers and Duties.

(a) The Chairman of the Board of Directors shall preside at all meetings of the shareholders and of the Board of Directors. The Chairman shall be a full voting member of the Board of Directors, entitled to vote and participate in all actions and matters brought before the Board of Directors. He or she shall be the senior officer of the Corporation and shall have such powers and duties as the Board of Directors may prescribe.

(b) The President shall be the chief executive officer of the Corporation. He or she shall have general charge and supervision of the business of the Corporation and shall exercise or perform all the powers and duties usually incident to the office of President. In the absence of the Chairman of the Board of Directors, the President shall preside at all meetings of the shareholders and of the Board of Directors. He or she shall from time to time make such reports of the affairs of the Corporation as the Board of Directors may require and shall annually present to the annual meeting of the shareholders a report of the business of the Corporation for the preceding fiscal year.

(c) Except as otherwise required by applicable law, the Chairman of the Board of Directors and President shall be, ex officio, members of every committee appointed by the Board of Directors, and shall be entitled to vote and participate in all actions and matters brought before such committee(s).

Section 5.06 Vice President; Powers and Duties. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and if there be more than one Vice President, their seniority in performing such duties and exercising such powers shall be determined by the Board of Directors or, in default of such determination, by the order in which they were first elected. Each Vice President also shall have such powers and perform such duties as may be assigned to him or her by the Board or the President.

Section 5.07 Secretary; Powers and Duties. The Secretary shall attend all sessions of the Board of Directors and all meetings of the shareholders and act as clerk thereof, and record all the votes and minutes thereof in books to be kept for that purpose; and shall perform like duties for the executive committee (if any) and of other committees of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the shareholders and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or by the President. The Secretary shall keep in custody the corporate seal of the Corporation, and may affix the same to any instrument requiring it and attest the same.

Section 5.08 Treasurer; Powers and Duties. The Treasurer shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Corporation. He or she shall see to the deposit of all moneys and other valuable effects in the name and to the credit of the Corporation in such depositary or depositaries as may be designated by the Board of Directors, subject to disbursement or disposition upon orders signed in such manner as the Board of Directors shall prescribe. He or she shall render to the President and to the directors, at the regular meetings of the Board of Directors or whenever the President or the Board of Directors may require it, an account of all his or her transactions as Treasurer.

Section 5.09 Medical Director; Powers and Duties. The Medical Director shall be the chief medical officer for the Corporation and shall administer the quality assurance and utilization review activities related to the Corporation's prepaid health plans. The Medical Officer shall be subject to appointment by the Board of Directors or the President, and shall have such powers and perform such duties as may be assigned to him or her by the Board of Directors and/or the President.

Section 5.10 Delegation of Officers' Duties. Any officer may delegate duties to his or her assistant (if any) appointed by the Board of Directors; and in case of the absence of any officer or assistant officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate or authorize the delegation of his or her powers or duties, for the time being, to any person.

ARTICLE VI
SHARES OF CAPITAL STOCK

Section 6.01 Certificates of Shares. Subject to requirements prescribed by law, the shares of the Corporation shall be represented by share certificates in such form as shall be approved by the Board of Directors. The fact that the Corporation is a nonprofit corporation shall be noted conspicuously on the face of each certificate. Every shareholder shall be entitled to a share certificate representing the shares owned by him or her. All certificates representing shares shall be registered in the share register as they are issued, and those of the same class or series shall be consecutively numbered. Every share certificate shall be executed by facsimile or otherwise, by a corporate officer or assistant officer on behalf of the Corporation. In case any officer, assistant officer, transfer agent or registrar whose signature appears on any share certificate shall have ceased to be such because of death, resignation or otherwise, before the certificate is issued, it may be issued by the Corporation with the same effect as if he or she had not ceased to be such at the date of its issue.

Section 6.02 Registered Shareholders. The Corporation shall be entitled to treat the registered holder of any share or shares as the holder thereof in fact and law and shall not be bound to recognize any equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, save as otherwise expressly provided by statute.

Section 6.03 Transfers of Shares. Shares of the Corporation are freely transferable by the shareholders. The foregoing notwithstanding, the shares of the Corporation shall be transferred only on its books upon the surrender to the Corporation or its transfer agent of the

share certificate or certificates therefor duly endorsed by the person named therein, or accompanied by proper evidence of succession, assignment or authority to transfer such shares; provided, no transfers of shares shall be made (a) while the books of the Corporation are closed against transfers as hereinafter provided in these By-Laws, or (b) in contravention of the terms of the Shareholders Agreement. Subject to Section 6.04 hereof, upon transfer the transaction shall be recorded upon the books of the Corporation.

Section 6.04 Restrictions on Transfer. Transfers of shares may be restricted in any lawful manner by law, or by contract if a copy of the contract is filed with the Corporation, provided that notice of the restrictions shall be typed or printed conspicuously on the share certificate or in the equivalent notice with respect to an uncertificated security.

Section 6.05 Replacement of Certificates. The Board of Directors may direct a new share certificate to be issued in place of any share certificate theretofore issued by the Corporation and claimed to have been lost, destroyed or mutilated, upon the claimant's furnishing an affidavit of the facts and, if required by the Board of Directors, a bond of indemnity in such amount and in such form, with such surety thereon, as the Board of Directors may approve for the protection of the Corporation and its officers and agents.

Section 6.06 Cancellation of Shares. The terms of Section 5752(e) of the NPCL or any successor provision thereto notwithstanding, the Corporation shall not have the power to exclude any shareholder from the Corporation for any reason, and the Corporation may not cancel the shares of any shareholder for any reason whatsoever.

ARTICLE VII
RECORD DATE

Section 7.01 Directors May Fix Record Date. The Board of Directors may fix a time prior to the date of any meeting of the shareholders as a record date, for the determination of the shareholders entitled to notice of, or to vote at, any such meeting, which time, except in the case of an adjourned meeting, shall be not more than 70 days prior to the date of the meeting of shareholders. Only the shareholders who are shareholders of record and entitled to vote on the date so fixed shall be entitled to notice of and to vote at such meeting notwithstanding any increase or other transfer of shares on the books of the Corporation after the record date so fixed. The Board of Directors may similarly fix a record date for the determination of shareholders of record for any other purpose. When a determination of shareholders of record has been made for purposes of a meeting, the determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date for the adjourned meeting.

Section 7.02 Determination When No Record Date Fixed. If a record date is not fixed by the Board of Directors, the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held. The record date for determining shareholders entitled to express consent or dissent to corporate action in writing without a meeting, when prior action by the Board of Directors is not necessary, shall be the day on which the first written consent or dissent is filed with the Secretary of the Corporation. The record date

for determining shareholders for any other purpose shall be at the close of business on the date on which the Board of Directors adopts the resolution relating thereto.

ARTICLE VIII
NO DISTRIBUTIONS

Section 8.01 No Distributions Generally. Except as provided by applicable law, the Corporation shall not pay dividends or distribute any part of its income or profits to its shareholders, directors or officers, other than the payment to the Corporation's directors and officers of directors fees, salary and the reimbursement of expenses. The Corporation may repay the capital contributions of the shareholders, or redeem any evidence of indebtedness held by the shareholders, in accordance with Section 8.02 below, except when the Corporation is currently insolvent or would thereby be made insolvent or rendered unable to carry on its corporate purposes, or when the fair value of the assets of the Corporation remaining after such payment or redemption would be insufficient to meet the Corporation's liabilities.

Section 8.02 Limited Distributions. Unless the Combined RBC equals or exceeds 700% (as such percentage may be adjusted from time to time in accordance with Paragraph 10 of the Shareholders Agreement) for six consecutive calendar quarters, the Corporation shall not repay the capital contributions of any shareholder or redeem or repay any evidence of indebtedness (or interest thereon) held by any shareholder. No repayment of capital contributions or redemption or repayment on any evidence of indebtedness (or interest thereon) held by any shareholder may be made at any time by the Corporation, if the Combined RBC immediately after giving effect to such repayment or redemption shall be less than 650% (as such percentage may be adjusted from time to time in accordance with Paragraph 10 of the Shareholders Agreement). The foregoing notwithstanding, the Corporation shall not be prohibited or otherwise limited from (i) making any payments to BCNEPA required by Section 6.3 of that certain Stock and Note Purchase Agreement dated November 24, 2003, among Highmark, BCNEPA and the Company, (ii) repaying the capital contributions of a shareholder or redeeming or repaying any evidence of indebtedness (or interest thereon) held by the shareholders as set forth in Paragraph 10(e) of the Shareholders Agreement (to the extent otherwise permitted by applicable law), or (iii) paying reasonable compensation (including, without limitation, any accounts or other trade payables) to BCNEPA or Highmark for services rendered. For purposes of this Section 8.02, the term "**Combined RBC**" shall have the meaning ascribed to such term in the Shareholders Agreement.

ARTICLE IX
MISCELLANEOUS PROVISIONS

Section 9.01 Corporate Records. The Corporation shall keep minutes of the proceedings of the shareholders, the directors and a share register giving the names and addresses of the shareholders and showing the number and classes of shares held by each. The Corporation shall also keep appropriate, complete and accurate books and records of account. The records provided for in this Section 9.01 shall be kept at any of the following locations: (a) the registered office of the Corporation in the Commonwealth of Pennsylvania; (b) the principal place of business wherever situated; or (c) any actual business office of the Corporation. Whenever any instrument is required to be filed with the Secretary of the Corporation, in addition to other means of filing with the Secretary, insertion in the minute book of the

Corporation shall be deemed filing with the Secretary regardless of whether the Secretary or some other authorized person has actual possession of the minute book.

Section 9.02 Execution of Written Instruments. Any form of execution provided in the Articles of Incorporation or in these By-Laws notwithstanding, any note, mortgage, evidence of indebtedness, contract or other document or any assignment or endorsement thereof, executed and entered into between the Corporation and any other person, when signed by one or more officers or agents having actual or apparent authority to sign it, or by the President or any Vice President and any Secretary or Assistant Secretary or Treasurer or Assistant Treasurer of the Corporation shall be held to have been properly executed for and in behalf of the Corporation. All checks, notes, drafts and orders for the payment of money shall be signed by such one or more officers or agents as the Board of Directors may from time to time designate. The affixation of the corporate seal shall not be necessary to the valid execution, assignment or endorsement by the Corporation of any instrument or other document.

Section 9.03 Annual Financial Statements.

(a) The Board of Directors shall present annually to the shareholders a report, verified by the President and Treasurer or by a majority of the Board of Directors, showing in appropriate detail the following: (i) 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; (ii) the principal changes in the assets and liabilities, including trust funds, during the year immediately preceding the date of the report; (iii) the revenue or receipts of the Corporation, both unrestricted and restricted to a 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; (iv) the expenses or disbursements of the Corporation, for both general and restricted purposes, including separate data with respect to each trust fund held by or for the Corporation; and (v) the number of shareholders of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current shareholders may be found.

(b) The annual report of the Board of Directors shall be filed with the minutes of the meetings of the shareholders.

Section 9.04 Investments. The investments of the Corporation shall be subject to the investment provisions for a stock life company set forth in 40 Pa. C.S.A. § 504.1 and 504.2 (or any successor provision thereto).

ARTICLE X
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES AND PERSONAL LIABILITY OF DIRECTORS

Section 10.01 Scope of Indemnification.

(a) The Corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise by reason of the fact that such person is or was serving

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in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

(1) where such indemnification is expressly prohibited by applicable law;

(2) where the conduct of the indemnified representative has been finally determined pursuant to Section 10.06 or otherwise to constitute willful misconduct or recklessness within the meaning of Section 5746(b) of the NPCL or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or

(3) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 10.06 to be otherwise unlawful.

(b) If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the Corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

(c) The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the indemnified representative is not entitled to indemnification.

(d) For purposes of this Article:

(1) "**indemnified capacity**" means any and all past, present and future service by an indemnified representative in one or more capacities as a director, officer, employee or agent of the Corporation, or, at the request of the Corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

(2) "**indemnified representative**" means any and all directors and officers of the Corporation and any other person designated as an indemnified representative by the Board of Directors of the Corporation (which may, but need not, include any person serving at the request of the Corporation as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

(3) "**liability**" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or expense of any nature (including, without limitation, all reasonable attorneys' fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplication costs, printing and binding costs, telephone charges, postage charges and delivery service fees); and

(4) **"proceeding"** means any threatened, pending or completed action, suit, arbitration, alternate dispute resolution mechanism, investigation, appeal, or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, a class of its security holders or otherwise.

Section 10.02 Proceedings Initiated by Indemnified Representatives. Notwithstanding any other provision of this Article X, the Corporation shall not indemnify under this Article X an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the directors in office. This Section 10.02 does not apply to reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 10.06 or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article X.

Section 10.03 Advancing Expenses. The Corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 10.01 or the initiation of or participation in which is authorized pursuant to Section 10.02 upon receipt of an undertaking by or on behalf of the indemnified representative to repay the amount if it is ultimately determined pursuant to Section 10.06 that such person is not entitled to be indemnified by the Corporation pursuant to this Article X. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

Section 10.04 Securing of Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, officers and directors and shall not be subject to voidability.

Section 10.05 Payment of Indemnification. An indemnified representative shall be entitled to indemnification within 30 days after a written request for indemnification has been delivered to the secretary of the Corporation.

Section 10.06 Arbitration.

(a) Any dispute related to indemnification, contribution or advancement of expenses as provided under this Article X shall be decided only by arbitration in Philadelphia, Pennsylvania, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association. In the absence of the American Arbitration Association or if for any

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reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated the necessary arbitrator or arbitrators shall be selected by the presiding judge of the Court of Common Pleas of Philadelphia County, Pennsylvania.

(b) The party or parties challenging the right of an indemnified representative to the benefits of this Article X shall have the burden of proof.

(c) The Corporation shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration.

(d) Any award entered by the arbitrators shall be final, binding and non-appealable and judgment maybe entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the Corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 10.01(a)(2) in a proceeding not directly involving indemnification under this Article X. The arbitration provision shall be specifically enforceable.

Section 10.07 Contribution. If the indemnification provided for in this Article X or otherwise is unavailable for any reason in respect of any liability or portion thereof, the Corporation shall contribute to the liabilities to which the indemnified representative may be subject in such proportion as is appropriate to reflect the intent of this Article X or otherwise.

Section 10.08 Mandatory Indemnification of Directors, Officers, etc. To the extent that an indemnified representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 5741 or 5742 of the NPCL, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

Section 10.09 Contract Rights; Amendment or Repeal. All rights under this Article X shall be deemed a contract between the Corporation and the indemnified representative pursuant to which the Corporation and each indemnified representative intend to be legally bound. Notwithstanding any other provision of these By-Laws relating to their amendment generally, any repeal or amendment of this Article X which is adverse to any indemnified representative shall apply to such indemnified representative only on a prospective basis, and shall not reduce any limitation on the personal liability of an indemnified representative, or limit the rights of an indemnified representative to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these By-Laws, no repeal or amendment of these By-Laws shall affect any or all of this Article so as either to reduce the limitation of an indemnified representative's liability or limit indemnification or the advancement of expenses in any manner unless adopted by (a) the unanimous vote of the directors of the Corporation then serving, or (b) the affirmative vote of shareholders entitled to cast not less than two-thirds of the votes that all shareholders are entitled to cast in the election of directors; provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence

Section 10.10 Scope of Article. The rights granted by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in an indemnified capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article X shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 10.11 Reliance on Provisions. Each person who shall act as an indemnified representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification, contribution and advancement of expenses provided by this Article X.

Section 10.12 **[Intentionally omitted]**

Section 10.13 Personal Liability of Directors.

(a) A director shall not be personally liable, as such, for monetary damages (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature (including, without limitation, attorneys' fees and disbursements)) for any action taken, or any failure to take any action, unless:

(1) the director has breached or failed to perform the duties of his or her office under Section 5713 of the NPCL; and

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) The provisions of Section 10.13(a) shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to a local, state or federal law.

(c) The provisions of this Section 10.13 shall be effective April 29, 2005, and shall be subject to any provision of law prohibiting the application of this subsection to specific circumstances, but shall not apply to any action filed prior to that date nor to any breach or failure of performance of duty by a director occurring prior to that date. Any repeal or amendment of this Section 10.13, or the adoption of any provision of the Articles of Incorporation or these By-Laws inconsistent with this Section 10.13, shall be prospective only and shall not affect, to the detriment of any director, any limitation on the personal liability of a director existing at the time of such repeal, amendment or adoption.

Section 10.14 Personal Liability of Officers.

(a) 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 directors of the Corporation. An officer of the Corporation shall not be personally liable, as such, to the Corporation or its members for monetary damages for any action taken, or any failure to take any

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action, unless the officer has breached or failed to perform the duties of his or her office under the Articles of Incorporation, these By-Laws, or the applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) The provisions of this Section 10.14 shall be effective April 29, 2005, and shall be subject to any provision of law prohibiting the application of this subsection to specific circumstances, but shall not apply to any action filed prior to that date nor to any breach or failure of performance of duty by an officer occurring prior to that date. Any repeal or amendment of this Section 10.14, or the adoption of any provision of the Articles of Incorporation or these By-Laws inconsistent with this Section 10.14, shall be prospective only and shall not affect, to the detriment of any officer, any limitation on the personal liability of an officer existing at the time of such repeal, amendment or adoption.

Section 10.15 Changes in Pennsylvania Law. References in this Article X to Pennsylvania law or to any provision thereof shall be to such law as it existed on the date this Article X was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of directors or limits the indemnification rights or the rights to advancement of expenses which the Corporation may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) if such change permits the Corporation without the requirement of any further action by shareholders or directors to limit further the liability of directors (or limit the liability of officers) or to provide broader indemnification rights or rights to the advancement of expenses than the Corporation was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

ARTICLE XI
AMENDMENT OF BY-LAWS

Section 11.01 Shareholders. Except as otherwise expressly provided in Section 10.09, the shareholders shall have the power to alter, amend or repeal these By-Laws, which approval shall include the approval of both BCNEPA and Highmark; provided that the approval of BCNEPA or Highmark, as the case may be, shall not be necessary from and after the date BCNEPA or Highmark ceases to be a shareholder. In the case of a meeting of shareholders to amend or repeal these By-Laws, written notice shall be given to each shareholder that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment or repeal of the By-Laws, which notice shall include or enclose a copy of the proposed amendment or a summary of the changes to be effected thereby.

Section 11.02 Board of Directors. Anything in these By-Laws to the contrary notwithstanding, neither the Board of Directors nor a committee thereof shall have the power or right to amend or repeal these By-laws or to adopt new or replacement By-laws.

Section 11.03 Effect. Any change in the By-Laws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

ARTICLE XII
OTHER MATTERS

Section 12.01 Definitions; No Amendment. For purposes of this Article XII, capitalized terms used but not otherwise defined in this Article shall have the meaning ascribed to such terms in the Shareholders Agreement. This Article XII may not be changed, amended or modified except by an amendment to these By-Laws adopted by the shareholders, which approval shall include the approval of both BCNEPA and Highmark, so long as BCNEPA or Highmark, as the case may be, is a shareholder

Section 12.02 Engagement of Financial and Operational Officers. Highmark shall have the right, immediately following the Determination Date on which the shareholders receive an RBC Determination Notice showing that the Combined RBC has been below the RBC Control Level for two consecutive calendar quarters (after giving effect to the BCNEPA Capital Infusion and any Specified Other Shareholder Capital Infusion), to require the immediate removal of the officer of the Corporation having responsibility for the overall financial and operational performance of the Corporation, and the selection of any successor for such office shall (a) until the Flip Date, require the approval of all of the Highmark Directors and a majority of the BCNEPA Directors, and (b) from and after the Flip Date, require the approval of all of the BCNEPA Directors and a majority of the Highmark Directors.

ARTICLE XIII
INTERPRETATION

Section 13.01 Interpretation. All words, terms and provisions of these Bylaws shall be interpreted and defined by and in accordance with the NPCL, or any successor statute thereto.

Section 13.02 Separability. The provisions of these Bylaws are independent of and separable from each other, and no provision shall be affected or rendered invalid or unenforceable by virtue of the fact that for any reason any other or others of them may be invalid or unenforceable in whole or in part.

Section 13.03 Effect of Board Determinations. Any determination involving the interpretation or application of these By-Laws made in good faith by the Board of Directors (which determination must include, prior to the Flip Date, the concurrence of at least one Highmark Director, and from and after the Flip Date, the concurrence of at least one BCNEPA Director) shall be final, binding and conclusive on all parties in interest.

Section 13.04 Gender, Etc. Words used in these By-Laws, regardless of the number and gender specifically used, shall be construed to include any other number, singular or plural, and any other gender, masculine, feminine or neuter, as the context requires.

Section 13.05 BCNEPA and Highmark Further Defined. For purposes of these By-Laws, the meaning of the terms "BCNEPA" and "Highmark" shall also include any Related Party (as such term is defined in the Shareholders Agreement) of BCNEPA or Highmark to which BCNEPA or Highmark transfers all of its shares of capital stock of the Corporation.

Divider Page

Hospital Service Association of Northeastern Pennsylvania Foundation
d/b/a The Blue Ribbon Foundation of Blue Cross of Northeastern Pennsylvania

Officers and Board of Directors
2013 – 2014

Corporate Informational Status Sheets

State of Incorporation :	Pennsylvania
Date of Incorporation :	December 10, 2001
Tax ID Number :	23-3101673

Officers: (elected 4/16/13)

Chairman of the Board
John P. Moses, Esq.

President & Chief Executive Officer
Denise S. Cesare

Chief Financial Officer & Treasurer
William J. Farrell

Secretary
Gertrude C. McGowan, Esq.

Assistant Treasurer
Bruce E. Sickel

Executive Director
Cynthia A. Yevich

Board of Directors: (elected 4/9/13 - Staggered terms - See spreadsheet)
John P. Moses, Esq., Chairperson
Denise S. Cesare
Judith O. Graziano
Alan Hollander, Esq.
Sr. M. Martin de Porres McHale
John J. Menapace
Paul H. Rooney, Jr.

Last updated: July 19, 2013

Hospital Service Association of Northeastern Pennsylvania Foundation

Board of Directors - Staggered Term Spreadsheet

Name	2009	2010	2011	2012	2013	2014	2015
Denise S. Cesare			elect - 3 years			elect - 3 years	
Judith O. Graziano		elect - 3 years			elect - 3 years		
Alan S. Hollander, Esq.	elect - 3 years			elect - 3 years			elect - 3 years
John J. Menapace		elect - 3 years			elect - 3 years		
Sr. M. Martin de Porres McHale			elect - 3 years			elect - 3 years	
John P. Moses, Esq.			elect - 3 years			elect - 3 years	
Paul H. Rooney, Jr.	elect - 3 years			elect - 3 years			elect - 3 years

Last Updated: June 11, 2009

BYLAWS OF
HOSPITAL SERVICE ASSOCIATION
OF NORTHEASTERN PENNSYLVANIA FOUNDATION

AMENDED SEPTEMBER 13, 2011

ARTICLE I

MEMBERS

1.1 Membership. The member of the Corporation shall be Hospital Service Association of Northeastern Pennsylvania.

1.2 Annual Meeting. The annual meeting of the member of the Corporation shall be held no later than five (5) months after the end of the Corporation's fiscal year at the registered office of the Corporation or such other time and place as may be designated by the Board of Directors for the election of Directors and such other business as may properly come before said meeting.

The number of members of the Board of Directors shall be set by the member at the annual meeting.

1.3 Notice of Annual Meeting. Notice of time, place and purpose of the annual meeting shall be sent to the member of the Corporation at least ten (10) days prior thereto.

1.4 Special Meetings. Special meetings of the member may be called at any time by the Chairperson, the President or by written request of a majority of the Board of Directors delivered to the Secretary of the Corporation.

1.5 Notice of Special Meetings. Notice of the time, place and purpose of special meetings shall be sent by the Secretary of the Corporation to the member of the Corporation no less than five (5) days prior thereto. Such meetings shall be held at such time and place as may be designated in the notice of such meeting.

1.6 Powers. The powers of the member shall be to set the number, elect and remove the members of the Board of Directors, adopt and amend these Bylaws, and perform any other act permitted by statute and not inconsistent with these Bylaws.

1.7 Action of Members by Consent. Any action required by law to be taken at a meeting of the member, or any action which may be taken at a meeting of the member, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the member and filed with the Secretary of the Corporation.

ARTICLE II

BOARD OF DIRECTORS

2.1 Powers. All powers of the Corporation, except those specifically reserved or granted to the member of the Corporation by statute or by the Articles or these Bylaws, are hereby granted to and vested in the Board of Directors including, without limitation of the foregoing, the power to select and award recipients of grant funds when such award and selection would exceed the power and authority of the individual designated by the Board of Directors to so act; the power to conduct and direct the business and affairs of the Corporation, including the power to borrow money and purchase, sell, lease away or otherwise dispose of real estate, and change the location of the registered office or principal place of business.

2.2 Membership. The Board of Directors shall consist of no less than three (3) nor more than nine (9) Directors.

2.3 Qualifications. All Directors of the Corporation shall be natural persons at least twenty-one (21) years of age.

2.4 Term. The Directors shall be divided into three (3) classes, and the term of Directors to be elected at the annual meeting of the members of the Corporation shall be staggered so that, as nearly as possible, an equal number of Directors shall be elected in each successive year. Otherwise, the term of office of each Director shall be three (3) years. Each Director shall serve until his successor is elected and qualified, except in the event of his death, resignation or removal.

2.5 Regular Meetings. Regular meetings of the Board of Directors shall be held at least biannually at the office of the Corporation or at such other time and place as the Chairperson, the President or the Board of Directors may determine from time to time.

2.6 Special Meetings. Special meetings of the Board may be called at any time by the Chairperson, the President, or on the written request of any three members of the Board, at such place as the Board of Directors may from time to time select, or as may be designated in the notice calling the meeting.

2.7 Notice of Meetings. The notice of any meeting shall be given in accordance with the provisions of Section 6.1 by or under the direction of the Secretary of the Corporation to every Director at least three (3) days before a special meeting and at least seven (7) days before a regular meeting.

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2.8 Waiver of Notice. Notice of any meeting of the Board of Directors need not be given to any Director if waived by the Director in writing or if the Director is present at the meeting, except where the Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

2.9 Adjournment. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

2.10 Quorum. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present and voting (abstentions are not counted for the purposes of voting) at a meeting at which a quorum is present shall be the acts of the Board of Directors.

2.11 Resignation. Any Director may resign from the Board at any time, such resignation to be made in writing and to take effect upon its acceptance by the Board of Directors.

2.12 Compensation. No member of the Board of Directors or any officer of the Corporation shall be entitled to any compensation when acting in the capacity of Director.

2.13 Participation in Meetings by Conference Telephone. Any member of the Board of Directors, including the entire Board of Directors, may participate in any meeting of the Board of Directors or any committee of the Board of Directors (provided such Director is otherwise entitled to participate), be counted for the purpose of determining a quorum thereof and exercise all rights and privileges to which the Director might be entitled were such Director personally in attendance, including the right to vote, by means of conference telephone or other similar communications equipment by means of which all persons at the meeting can hear each other.

2.14 Action of Board of Directors by Consent. Any action which may be taken at a meeting of the Directors, or of the members of any committee of the Board of Directors, 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 Directors, or the members of the committee, as the case may be, and shall be filed with the Secretary of the Corporation. Such action shall be deemed filed with the Secretary regardless of whether the Secretary or some other authorized person has actual possession of the minute book. Written consents by all of the Directors executed pursuant to this Section 2.14 may be executed in any number of counterparts and shall be deemed effective as of the date set forth therein.

2.15 Manifestation of Dissent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before adjournment thereof, or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after adjournment of the meeting. Such right of dissent shall not be afforded to a Director who voted in favor of such action.

2.16 Removal of Directors. The entire Board of Directors or any individual Director may be removed from office without assigning any cause by action of the member.

ARTICLE III

OFFICERS

3.1 Officers. The Officers of the Corporation shall be elected by the Board of Directors and shall include a Chairperson of the Board, a President, one or more Vice Presidents, a Treasurer, and a Secretary. Other Officers may be appointed as set forth in Section 3.2 of these Bylaws. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Any two or more offices may be held by the same persons except the offices of President and Secretary.

a. Chairperson. The Chairperson of the Board shall have general supervision over the carrying out of the policies adopted or approved by the Board of Directors and shall act as liaison between the Board and the other Officers and member of the Corporation; shall preside at all meetings of the member of the Corporation and the Board of Directors; and exercise such other powers and perform such other duties as may be assigned to the office by the Board of Directors. The Chairperson shall be an ex-officio member of all committees.

b. President. The President shall have general and active management of the business of the Corporation and be responsible for carrying into effect the policies adopted or approved by the Board of Directors. The President may sign on behalf of the Corporation any documents or 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 Bylaws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, the President shall perform all duties incident to the Office of President in accordance with the provisions of this Article, shall formulate and periodically present to the Board of Directors long range plans and goals for the Corporation, and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

c. Vice President. Each Vice President shall perform such duties as from time to time may be assigned by the President or the Board of Directors. In the event of the absence of the President, the President shall designate the Vice President who shall perform the duties of the President in the President's absence. In the event of the President's inability, incapacity, or refusal to act, the Board of Directors shall designate the Vice President who shall perform the duties of the President. The Vice President who is so designated by the President, or the Board of Directors shall perform the duties of the President and when so acting shall have all the powers of and be subject to the restrictions upon the President.

d. Treasurer. The Treasurer shall have general charge and custody of and be responsible for all funds and securities of the Corporation and make such reports of its receipts and disbursements in such form and manner as the Board of Directors may direct. The Treasurer shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors. The Treasurer shall keep the accounts of the Corporation and whenever and as required by the President or the Board of Directors, shall render financial statements of the Corporation and, under the direction of the Board of Directors, disburse the funds thereof; and in general, the Treasurer shall perform all the duties incident to the Office of Treasurer and such other duties as may from time to time be assigned by the President or the Board of Directors.

e. Secretary. The Secretary shall have charge of all books and records of the Corporation, including the Corporate Seal. The Secretary shall keep accurate minutes of all meetings of the members of the Corporation and the Board of Directors. The Secretary shall notify each member of the Corporation or of the Board of Directors, of all regular and special meetings, giving reasonable written notice of the same and shall perform such additional duties as may be directed by the President or the Board of Directors.

3.2 Other Officers. The Board of Directors may appoint other officers of the Corporation who shall hold their offices subject to the pleasure of the Board.

3.3 Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors after each annual meeting of the members of the Corporation. If election of Officers shall not be held at such meeting, such election shall be held as soon as convenient. Each Officer shall hold office for one year and until a successor is elected.

3.4 Resignation. Any Officer may resign from office at any time, such resignation to be made in writing to the Board of Directors and to take effect upon its acceptance by the Board of Directors.

3.5 Removal. Notwithstanding the provisions of section 3.3, any Officer elected or appointed by the Board of Directors may be removed by the affirmative vote of a majority of the members present and voting (abstentions are not counted for the purposes of voting) at a meeting of 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 persons so removed.

3.6 Bond. The Board of Directors may require any Officer to give bond and security in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE IV

COMMITTEES

4.1 Committees. The Chairperson of the Board shall, by and with the advice and consent of the Board of Directors, appoint such committees as may be deemed advisable or necessary. These committees shall be chosen from the membership of the Board of Directors and shall have the power and perform the duties which may be delegated to them by resolution of the Board of Directors.

4.2 Quorum. A majority of the members of a board committee shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the members present and voting (abstentions are not counted for the purposes of voting) at a committee meeting at which a quorum is present shall be the acts of the committee.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

5.1 Contracts.

a. The Board of Directors may authorize any Officer or Officers, employee or employees to enter into any contract or execute and deliver any subscription agreement or instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

b. The Board of Directors may authorize an agent or agents to execute and deliver contracts, agreements or instruments in the name of and on behalf of the Corporation but such authority shall be limited to specific matters.

5.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

5.3 Checks. All checks, drafts or other 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 a resolution of the Board of Directors.

5.4 Deposits. All funds of the Corporation not otherwise employed 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.

ARTICLE VI

NOTICE OF MEETINGS

6.1 Written Notice. Whenever written notice is required to be given to any person under the provision of any statutes or by these Bylaws, it may be given to such person either by sending a copy through the mail, electronic mail, by overnight express, charges prepaid, or by facsimile, to the address or facsimile number appearing on the books of the Corporation or supplied by such person to the Corporation for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting and in case of a special meeting, the general nature of the business to be transacted.

6.2 Written Waiver of Notice. Whenever any written notice is required, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in these Bylaws, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting.

6.3 Waiver of Notice by Attendance. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

7.1 Indemnification.

a. The Corporation shall indemnify the Directors and the Officers of the Corporation against expenses (including legal expenses), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person, to the fullest extent now or hereafter permitted by law in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or

investigative, brought or threatened to be brought against such person, including actions or suits by or in the right of the Corporation, by reason of the fact that such person is or was a Director or Officer of the Corporation, or any of its subsidiaries, or acted as a Director or Officer or in any other capacity on behalf of the Corporation, or any of its subsidiaries, 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. However, notwithstanding any other provision of this Article, the Corporation shall not indemnify any Director, Officer or other person against any taxes or other expenses to the extent such indemnification would constitute an act of self-dealing subject to the provisions of §4941 of the Internal Revenue Code.

b. The Board of Directors may, by resolution, similarly indemnify any person other than a Director or Officer of the Corporation to the fullest extent now or hereafter permitted by law for liabilities incurred by such person in connection with services rendered for or at the request of the Corporation, or any of its subsidiaries.

c. The provisions of this Section shall be applicable to all actions, suits or proceedings commenced after its adoption, whether such arise out of acts or omissions which occurred as to a person who has ceased to be Director or Officer or to render services for or at the request of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. The rights of indemnification provided for herein shall not be deemed to be the exclusive rights to which any Director, Officer, employee or other agent of the Corporation may be entitled.

7.2 Advances. The Corporation may pay the expenses incurred by any person entitled to be indemnified by the Corporation in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt and undertaking by or on behalf of such person, to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized by law.

7.3 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation or who is or was serving in any capacity in any other corporation or organization at the request of the Corporation against any liability asserted against such person or incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under law. Notwithstanding this provision, the Corporation shall not provide insurance to any Officer, Director or other person to the extent the provision of such insurance would constitute an act of self-dealing subject to §4941 of the Internal Revenue Code.

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ARTICLE VIII

CONFLICT OF INTERESTS

8.1 Disclosure of Conflict of Interests. Directors, Officers and employees of the Corporation shall be held to a strict rule of honesty and fair dealing between themselves and the Corporation, and shall fully disclose all the facts of a possible conflict of interests to the President and the Board of Directors.

8.2 Inquiry by Secretary. It shall be the duty of the Secretary of the Corporation, at least annually, to inquire of and receive written response from each Director, Officer, management personnel and such other employees as the Board of Directors shall designate as to possible conflicts of interests, and shall report the results of such inquiry to the Board of Directors.

ARTICLE IX

SEAL

9.1 Description. The corporate seal shall consist of a circular impression containing the name of the Corporation, the state of incorporation and the word "Seal", in such form as shall be designated by the Board of Directors. Unless required by law or express provision of these Bylaws, the use of the corporate seal shall not be necessary to the validity of any instrument.

ARTICLE X

AMENDMENTS

10.1 Amendment. These Bylaws may be amended at any annual meeting of the member or at any special meeting of the member called for that purpose; or at any meeting of the Board of Directors called for that purpose by the affirmative vote of at least two thirds (2/3) of the members of the Board present at such meeting, provided that a quorum is present and that notice of the proposed amendments has been given at least fifteen (15) days before the meeting to the members of the Board of Directors, and further provided that the Board of Directors shall not have the power to amend these Bylaws on any subject that is expressly committed to the member by Section 5504(b) of the Pennsylvania Nonprofit Corporation Law. It is recommended that these Bylaws be reviewed every year.

APPENDIX A

AMENDMENTS TO THE BYLAWS

9/24/07 Section 2.3 was modified. Previously read: Qualifications. All Directors of the Corporation shall be natural persons between the ages of twenty-one (21) and seventy-two (72) years, except that any Director shall complete any full term during which such Director reaches the age of seventy-two (72) years.

5/14/08 Section 2.2 was modified. Previously read: Membership. The Board of Directors shall consist of no less than three (3) nor more than six (6) Directors.

9/13/11 Section 2.5 was modified. Previously read: Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at the office of the Corporation or at such other time and place as the Chairperson, the President or the Board of Directors may determine from time to time.

Divider Page

AllOne Health Services, Inc.

Officers and Board of Directors
2013 – 2014

Corporate Informational Status Sheets

State of Incorporation :	Pennsylvania
Date of Incorporation :	November 6, 2008
Tax ID Number :	26-3772646

Officers: (elected 5/21/13)

Chairman of the Board
John P. Moses, Esq.

President & Chief Executive Officer
Denise S. Cesare

Chief Financial Officer & Treasurer
William J. Farrell

Assistant Treasurer
Bruce Sickel

Secretary
Gertrude C. McGowan, Esq.

Board of Directors: (elected 5/15/13)
John P. Moses, Esq., Chairperson
Denise S. Cesare, Ex Officio
Frank E. Apostolico
John H. Graham
Gary F. Lamont
John J. Menapace
David J. Williams

Last Updated: December 27, 2013

BY-LAWS
OF
AllOne Health Services, Inc.

01/16/14

BY-LAWS
OF
AllOne Health Services, Inc.

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BY-LAWS
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ARTICLE I
OFFICES

Section 1.01. Registered Office. The registered office of AllOne Health Services, Inc. (the "Corporation") in Pennsylvania shall be at the place designated in the Articles of Incorporation, subject to change upon notice to the Secretary of the Commonwealth as may be permitted by law.

Section 1.02. Other Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time designate or as the business of the Corporation may require.

ARTICLE II
SEAL

Section 2.01. Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal Pennsylvania." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE III
SHAREHOLDERS' MEETINGS

Section 3.01. Place of Meeting. All meetings of the shareholders shall be held at the registered office of the Corporation or at such other place, within or without the Commonwealth of Pennsylvania, as the Board of Directors or shareholders may from time to time determine. If a meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the shareholders have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the shareholders and pose questions to the directors, the meeting need not be held at a particular geographic location. In such case, the meeting shall be deemed to have been held at the registered office of the Corporation.

Section 3.02. Annual Meeting. An annual meeting of the shareholders shall be held each year at such time and on such date as shall be designated by resolution of the Board of Directors, but not later than five months after the end of the Corporation's fiscal year, for the election of directors and the transaction of such other business as may properly be brought before the meeting. If a meeting for the election of directors shall not be held before the end of any calendar year, any shareholder may call such meeting at any time thereafter.

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Section 3.03. Special Meetings. Special meetings of the shareholders may be called at any time by the President, or a majority of the Board of Directors, or the holder or holders of not less than one-fifth (or such smaller fraction as may be provided by law in particular cases) of all the shares of the Corporation outstanding and entitled to vote at the particular meeting. If called by shareholders such request shall be in writing delivered to the Secretary of the Corporation and shall state the time, place and general nature of the business to be transacted at the meeting; and it shall be the duty of the Secretary to call such meeting to be held not more than sixty days after receipt of the request. If the Secretary shall neglect or refuse to issue such call the person or persons making the request may do so.

Section 3.04. Notice of Meetings. Written notice of every meeting of the shareholders shall be given by or at the direction of the Secretary or other authorized person to each shareholder of record entitled to vote at the meeting at least five days prior to the date named for the meeting, unless a greater period of notice is required by law in a particular case. Such notice need not be given to shareholders not entitled to vote at the meeting unless such shareholders are entitled by law to such notice in a particular case. Notice shall be deemed to have been properly given to a shareholder when delivered to such shareholder personally, or when sent by first class or express mail, postage prepaid, or courier service, charges prepaid, to the person's postal address appearing on the books of the Corporation. In addition, notice may be given by facsimile transmission, e-mail or other electronic communication to the facsimile number or address for e-mail or other electronic communications supplied to the Corporation for the purpose of notice. Notwithstanding the foregoing, such notice may be given by any class of postpaid mail if given at least 20 days prior to the day named for the meeting or any corporate or shareholder action specified in the notice. A certificate or affidavit by the Secretary or an Assistant Secretary or a transfer agent shall be prima facie evidence of the giving of any notice required by these By-Laws. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or courier service for delivery to such person or, in the case of facsimile or other electronic communication, when sent. Such notice shall specify the geographic location, day and hour of the meeting, and shall state the nature of the business to be transacted if and to the extent required by law.

Section 3.05. Exception to Notice. Whenever any notice or communication is required to be given to a shareholder and communication with that shareholder is then unlawful, the giving of the notice or communication to that shareholder shall not be required and there shall be no duty to apply for a license or other permission to do so. If the action taken is such as to require the filing of any document with respect thereto, it shall be sufficient, if such is the fact and if notice or communication is required, to state therein that notice or communication was given to all shareholders entitled to receive notice or communication except persons with whom communication was unlawful. This exception shall also be applicable to any shareholder with whom the Corporation has been unable to communicate for more than twenty-four (24) consecutive months because communications to the shareholder are returned unclaimed or the shareholder has otherwise failed to provide the Corporation with a current address. Whenever the shareholder provides the Corporation with a current address, this exception shall cease to be applicable to the shareholder.

Section 3.06. Waiver of Notice. Whenever any notice is required to be given to a shareholder under the provisions of applicable law or by these By-Laws, a waiver thereof in writing, signed by the person entitled to notice either before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Except as otherwise required by law, neither the business to be transacted at the meeting, nor the purpose of the meeting, need be specified in the waiver of notice of such meeting. Attendance of any person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting except where a person entitled to notice attends the 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 3.07. Quorum. The presence, in person (including participation by telephone or similar communication as provided in Section 3.18 hereof) or by proxy, of the shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast on the particular matter shall be requisite and shall constitute a quorum for the purpose of considering such matter at any meeting of the shareholders for the election of directors or for the transaction of other business except as otherwise provided by statute or in these By-Laws. The shareholders present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. If, however, any meeting of shareholders cannot be organized because a quorum has not attended, the shareholders entitled to vote thereat present in person or by proxy shall have the power to adjourn the meeting to such time and place as they may determine, except that in the case of any meeting called for the election of directors, such meeting may be adjourned only from day to day, or for such longer periods not exceeding fifteen days each, as may be directed by shareholders who are present in person or by proxy and who are entitled to vote, until such directors have been elected; and those who attend the second of such adjourned meetings, although less than a quorum as fixed by law or in the Articles of Incorporation, shall nevertheless constitute a quorum for the purpose of electing directors. If a vote is cast by a proxy on behalf of a shareholder on any issue other than a procedural motion considered at a meeting of the shareholders, the shareholder shall be deemed to be present during the entire meeting for the purposes of determining whether a quorum is present for consideration of any other issue.

Section 3.08. Shareholders Entitled to Vote. Unless otherwise provided in the Articles of Incorporation, every shareholder shall be entitled to one vote for every share standing in his or her name on the books of the Corporation. In the event the Board of Directors shall fix a time prior to the date of any meeting of shareholders, as a record date for the determination of the shareholders entitled to notice of or to vote at any such meeting, which time, except in the case of an adjourned meeting, shall not be more than ninety days prior to the date of the meeting of shareholders. Only such shareholders as shall be shareholders of record on the date so fixed shall be entitled to notice of, or to vote at, such meeting notwithstanding any transfer of shares on the books of the Corporation after such record date. If a record date shall not be fixed by the Board of Directors for a particular shareholders' meeting, the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held.

Section 3.09. Shareholders May Vote in Person or by Proxy. At all meetings of shareholders, shareholders entitled to vote at a meeting of the shareholders or express consent or dissent to corporate action in writing without the formality of a meeting may authorize another person to act for him by proxy. Every proxy shall be executed or authenticated by the shareholder or by such shareholder's duly authorized attorney-in-fact and filed with or transmitted to the Secretary of the Corporation or its designated agent. A shareholder or his duly authorized attorney-in-fact may execute or authenticate a writing or transmit an electronic message authorizing another person to act for him by proxy. A telegram, telex, cablegram, datagram, e-mail, Internet communication or other means of electronic transmission from a shareholder or attorney-in-fact, or a photographic, facsimile or similar reproduction of a writing executed by a shareholder or attorney-in-fact, may be treated as properly executed or authenticated and shall be treated as properly executed or authenticated if it sets forth or utilizes a confidential and unique identification number or other mark furnished by the Corporation to the shareholder for the purposes of the particular meeting or transaction. A proxy, unless coupled with an interest (as defined in 15 Pa. C.S.A. § 1759(d)), shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the Corporation or its designated agent in writing or by electronic transmission. An unrevoked proxy shall not be valid after three years from the date of its execution, authentication or transmission unless a longer time is expressly provided therein. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of the death or incapacity is given to the Secretary of the Corporation or its designated agent. Where two or more proxies of a shareholder are present the Corporation shall, unless otherwise expressly provided in the proxy, accept as the vote of all shares represented thereby the vote cast by a majority of them and, if a majority of the proxies cannot agree whether the shares represented shall be voted or upon the manner of voting the shares, the voting of the shares shall be divided equally among those persons.

Section 3.10. Election of Directors; Cumulative Voting. Elections for directors need not be by ballot except upon demand made by a shareholder at the election and before the voting begins. Except to the extent that cumulative voting is required by law, directors shall be elected by a plurality of the votes cast, in person or by proxy, at a meeting of shareholders by the holders of shares entitled to vote therein.

Section 3.11. Voting. Except as otherwise provided by law or these By-Laws, whenever any corporate action is to be taken by vote of the shareholders, it shall be authorized by a majority of the votes cast at a duly organized meeting of shareholders by the holders of shares entitled to vote thereon.

Section 3.12. Voting Expenses. The Corporation shall pay the reasonable expenses of solicitation of votes, proxies or consents of shareholders by or on behalf of the Board of Directors or its nominees for election to the Board, including solicitation by professional proxy solicitors and otherwise, and may pay the reasonable expenses of a solicitation by or on behalf or other persons.

Section 3.13. Voting Lists. The officer or agent having charge of the transfer books for shares of the Corporation shall make a complete list of the shareholders entitled to vote

at the meeting, arranged in alphabetical order, with the address of and the number of shares held by each. Such list shall be produced and kept open at the time and place of the meeting, and shall be subject to the inspection of any shareholder during the whole time of the meeting, except that if the Corporation has five thousand or more shareholders, in lieu of the making of such list the Corporation may make the information therein available by any other means.

Section 3.14. Judges of Election. In advance of any meeting of shareholders, the Board of Directors may appoint Judges of Election, who may but need not be shareholders, to act at such meeting or any adjournment thereof. If Judges of Election be not so appointed, the Chairman of any such meeting may, and on the request of any shareholder or his proxy shall, make such appointment at the meeting. The number of Judges shall be one or three. If appointed at the meeting on the request of one or more shareholders or proxies, the question of whether one or three Judges are to be appointed shall be determined as provided by law. No person who is a candidate for office to be filled at the meeting shall act as a Judge. In case any person appointed as Judge fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by the Board of Directors in advance of the convening of the meeting, or at the meeting by the person acting as Chairman. The Judges of Election shall do all such acts as may be proper to ascertain the existence of a quorum and the number of votes cast, and to conduct the election or vote with fairness to all shareholders. They shall, if requested by the Chairman of the meeting or any shareholder or his or her proxy, make a written report of any matter determined by them and execute a certificate of any fact found by them. If there be three Judges of Election the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all.

Section 3.15. Notice of Adjournments. Upon adjournment of an annual or special meeting of shareholders it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken unless the Board fixes a new record date for the adjourned meeting. At any adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called.

Section 3.16. Informal Action by Shareholders.

(a) Except as may be otherwise provided by statute or in the Articles of Incorporation, notwithstanding anything to the contrary contained in these By-Laws, any action required or permitted be taken at a meeting of the shareholders may be taken without a meeting, if, prior or subsequent to the action a consent thereto by all of the shareholders who would be entitled to vote at a meeting for such purpose shall be filed with the Secretary of the Corporation.

(b) Any action required or permitted to be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting upon the consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. The consents shall be filed with the Secretary of the Corporation. An action taken pursuant to this Section 3.16(b) shall not become effective until after at least ten

days' notice of such action shall have been given to each shareholder entitled to vote thereon who has not consented thereto.

Section 3.17. Conduct of Shareholders Meeting. There shall be a presiding officer at every meeting of the shareholders. The presiding officer of each shareholder meeting shall be appointed by the Board of Directors. If the Board of Directors fails to designate a presiding officer, the President, or if not present the Secretary, of the Corporation shall be the presiding officer. The presiding officer shall determine the order of business and shall have the authority to establish rules for conduct of the meeting. Any action by the presiding officer in adopting rules for, and in conducting, a meeting shall be fair to the shareholders. The presiding officer shall announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls shall be deemed to have closed upon the final adjournment of the meeting. After the polls close, no ballots, proxies or votes, nor any revocations or changes thereto, may be accepted.

Section 3.18. Participation in Meetings by Conference Telephone or Other Electronic Technology. Unless determined to the contrary by the Board of Directors in advance of a particular meeting with respect to that meeting, the presence or participation, including voting and taking other action, at a meeting of the shareholders, or the expression of consent or dissent to a corporate action, by a shareholder by conference telephone or other electronic means, including, without limitation, the Internet, shall constitute the presence of, or vote or action by, or consent or dissent of the shareholder.

ARTICLE IV
DIRECTORS

Section 4.01. Number and Term of Office. The business and affairs of the Corporation shall be managed under the direction of a board consisting of at least seven (7) members who shall be natural persons of full age. At least two-thirds of the directors shall be citizens of the United. Directors need not be residents of Pennsylvania or shareholders in the Corporation. Each director shall hold office until the expiration of the term for which he or she was selected and until a successor has been selected and qualified or until his or her earlier death, resignation or removal.

Section 4.02. Vacancies. Vacancies in the Board of Directors may be filled by a majority vote of the remaining members of the Board though less than a quorum, or by a sole remaining director, and each person so elected shall be a director to serve for the balance of the unexpired term.

Section 4.03. Resignation. Any director may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

Section 4.04. Place of Meetings. The meetings of the Board of Directors may be held at such place within or without the Commonwealth of Pennsylvania as a majority of the directors may from time to time by resolution appoint, or as may be designated in the notice or

waiver of notice of a particular meeting; in the absence of specification, such meetings shall be held at the registered office of the Corporation.

Section 4.05. First Meeting. The first meeting of each newly elected Board of Directors shall be held immediately after the annual meeting of the shareholders at the place where the shareholders' meeting was held, for the purpose of organization, the election of officers and the transaction of other business; or such meeting may convene at such other time and place as may be fixed by resolution of the shareholders adopted at the meeting at which the directors were elected, or by the call of any director or incorporator, who shall give at least five days written notice thereof to each other director or incorporator, which notice shall set forth the time and place of the meeting. Any incorporator may act in person, by written consent or by proxy signed by him or her or his or her attorney-in-fact. If a designated director or an incorporator dies or is for any reason unable to act at the meeting, the other or others may act. If there is no other designated director or incorporator able to act, any person for whom an incorporator was acting as agents may act or appoint another to act in his or her stead.

Section 4.06. Regular Meetings. Regular meetings of the Board of Directors may be held at such times as the Board determines. If any day fixed for a regular meeting shall be a legal holiday, then the meeting shall be held at the same hour and place on the next succeeding secular day.

Section 4.07. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board or the President, and shall be called upon the written request of any director delivered to the Secretary. Any such request by a director shall state the time and place of the proposed meeting, and upon receipt of such request it shall be the duty of the Secretary to issue the call for such meeting promptly. If the Secretary shall neglect to issue such call, the director making the request may issue the call.

Section 4.08. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. If such meeting is to be held at other than the usual time or place, written notice of such meeting shall be given in the manner described herein. Notice of all special meetings and regular meetings requiring notice shall be given by mailing the same at least forty-eight hours, or by telegraphing or telephoning the same, or by giving personal notice thereof at least twenty-four hours before the time named for such meeting. Any notice herein required may be given to a director either personally, or by sending a copy thereof by first class or express mail, postage prepaid or courier service, charges prepaid, to the postal address supplied by such director. In addition, notice may be given by facsimile transmission, e-mail or other electronic communication to the facsimile number or address for e-mail or other electronic communications supplied to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to such person or in the case of facsimile or other electronic communication, when sent. Such notice shall specify the place, day and hour of the meeting.

Section 4.09. Exception to Notice. Whenever any notice or communication is required to be given to a director under the provisions of applicable law or by the Articles of Incorporation or these By-Laws or by the terms of any agreement or other instrument or as a

condition precedent to taking any corporate action and communication with that director is then unlawful, the giving of the notice or communication to that director shall not be required and there shall be no duty to apply for a license or other permission to do so. Any action or meeting that is taken or held without notice or communication to that director shall have the same validity as if the notice or communication had been duly given. If the action taken is such as to require the filing of any document with respect thereto under any provision of law or any agreement or other instrument, it shall be sufficient, if such is the fact and if notice or communication is required, to state therein that notice or communication was given to all directors entitled to receive notice or communication except directors with whom communication was unlawful.

Section 4.10. Waiver of Notice. Whenever any notice is required by law or the Articles of Incorporation or these By-Laws to be given to a director, a waiver thereof in writing, signed by the director entitled to notice either before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Attendance of any director at any meeting shall constitute a waiver of notice of such meeting except where such director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.11. Quorum. At all meetings of the Board a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present (including participants by telephone or similar communication as provided in Section 4.21 hereof) at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may otherwise be specifically provided by statute, or by the Articles of Incorporation, or by these By-Laws.

Section 4.12. Voting Rights of Directors. Every director shall be entitled to one vote. Any requirement of law or of these By-Laws for the presence of or vote or other action by a specified percentage of directors shall be satisfied by the presence of or vote or other action by directors entitled to cast the specified percentage of the votes that all voting directors in office are entitled to cast.

Section 4.13. Adjournment. Adjournment or adjournments of any regular or special meetings may be taken, and it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken. At any adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting originally called.

Section 4.14. Informal Action. Notwithstanding anything to the contrary contained in these By-Laws, any action required or permitted to be taken at a meeting of the directors or the members of the executive or other committee may be taken without a meeting, if, prior or subsequent to the action, a consent or consents thereto by all of the directors or the members of the executive or other committee, as the case may be, is filed with the Secretary of the Corporation.

Section 4.15 General Powers. All such powers of the Corporation and all such lawful acts and things as are not by statute, or by the Articles of Incorporation or by these By-Laws, directed or required to be exercised or done by the shareholders, shall be exercised by or under the authority of the Board of Directors.

Section 4.16. Committees. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the Corporation. Any committee to the extent provided in such resolution, shall have and may exercise all of the powers and authority of the Board of Directors except that a committee shall not have any power or authority prohibited by law. Each committee of the Board shall have a quorum for transacting business with respect to a meeting of a committee. Vacancies in the membership of the committees shall be filled by the Chairman of the Board at a regular or special meeting of the Board. Any committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting of the Board. Each committee of the Board shall serve at the pleasure of the Board.

Section 4.17. Compensation of Directors. Directors may receive such reasonable compensation for their services as may be provided by a resolution adopted by a majority of the whole Board.

Section 4.18. Removal of Directors.

(a) Removal by the Board. The Board of Directors may declare vacant the office of a director who has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment for a term of more than one year or for any other proper cause, or if, within sixty days after notice of his or her selection such director does not accept the office either in writing or by attending a meeting of the Board.

(b) Effect of Reinstatement. An act of the Board done during the period when a director has been suspended or removed for cause shall not be impugned or invalidated if the suspension or removal is thereafter rescinded by the shareholders or by the Board or by the final judgment of a court.

Section 4.19. Interested Directors or Officers; Quorum.

(a) General Rule. A contract or transaction between the Corporation and one or more of its directors or officers or between the Corporation and another corporation, partnership, joint venture, trust or other enterprise in which one or more of its directors or officers are directors or officers or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors that authorizes the contract or transaction, or solely because his, her or their votes are counted for that purpose, if-

(1) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or the shareholders.

(b) Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in subsection (a).

Section 4.20. Participation in Meetings by Conference Telephone or Other Electronic Technology. Any director may participate in any meeting of the Board of Directors or of any committee (provided such director is otherwise entitled to participate), be counted for the purpose of determining a quorum thereof and exercise all rights and privileges to which such director might be entitled were he or she personally in attendance, including the right to vote, or any other rights attendant to presence in person at such meeting, by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 4.21 shall constitute presence at such meeting.

Section 4.21. Informational Rights. To the extent reasonably related to the performance of the duties of the director, including duties arising from service as a member of a committee of the Board of Directors, a director of the Corporation is entitled (a) in person or by any attorney or other agent, at any reasonable time, to inspect and copy corporate books, records and documents and, in addition, to inspect, and receive information regarding, the assets, liabilities and operations of the Corporation and any of its subsidiaries organized or incorporated under the laws of the Commonwealth of Pennsylvania, and (b) to demand that the Corporation exercise whatever rights it may have to obtain information regarding any other subsidiaries of the Corporation.

ARTICLE V
OFFICERS, AGENTS AND EMPLOYEES

Section 5.01. Executive Officers. The executive officers of the Corporation shall be elected annually by a majority vote of the Board of Directors and shall be a President, a Secretary and a Treasurer, or persons who shall act as such, regardless of the name or title by which they may be designated, elected or appointed. A Chairman of the Board, one or more Vice Presidents, and such other officers and assistant officers also may be elected or appointed as the Board of Directors may authorize from time to time. Each officer other than the Treasurer and any Assistant Treasurer shall be a natural person of the age of 18 years or older. The Treasurer and any Assistant Treasurer may be a corporation, but if a natural person shall be of the age of 18 years or older. In addition to the powers and duties prescribed by these By-Laws, the officers and assistant officers shall have such authority and shall perform such duties in the management of the Corporation as may be determined by or pursuant to resolutions or orders of the Board of Directors. The officers and assistant officers of the Corporation shall hold office for a term of one year and until such officer's successor has been selected and qualified or until such officer's earlier death, resignation or removal. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation. The Board of Directors may add to the title of any officer or assistant officer a word or words descriptive of his or her powers or the general character of his or her duties. If the office of any officer or assistant officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. The

Board of Directors may delegate to any officer or committee of the Board the power to elect or appoint 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 5.02. Agents or Employees. The Board of Directors may by resolution designate the officer or officers who shall have authority to appoint such agents or employees as the needs of the Corporation may require. In the absence of such designation this function may be performed by the President and may be delegated by him or her to others in whole or in part.

Section 5.03. Salaries. The salaries of all officers of the Corporation shall be fixed by the Board of Directors or by authority conferred by resolution of the Board. The Board also may fix the salaries or other compensation of assistant officers, agents and employees of the Corporation, but in the absence of such action this function shall be performed by the President or by others under his or her supervision.

Section 5.04. Removal of Officers, Agents or Employees. Any officer, assistant officer, agent or employee of the Corporation may be removed or his or her authority revoked by resolution of the Board of Directors with or without cause, but such removal or revocation shall be without prejudice to the rights, if any, of the person so removed, to receive compensation or other benefits in accordance with the terms of existing contracts. Election or appointment of an officer or agent shall not of itself create contract rights. Any agent or employee of the Corporation may be removed by the President or, subject to his or her supervision, by the person having authority with respect to the appointment of such agent or employee, in each case with or without cause whenever in such person's judgment the best interests of the Corporation will be served thereby.

Section 5.05. Chairman of the Board, Chief Executive Officer, and President; Powers and Duties.

(a) The Chairman of the Board shall preside at all meetings of the shareholders and of the Board of Directors. The Chairman shall be a full voting member of the Board of Directors, entitled to vote and participate in all actions and matters brought before the Board of Directors. He or she shall be the senior officer of the Corporation and shall have such powers and duties as the Board may prescribe.

(b) The Chief Executive Officer shall report directly to the Board of Directors and be accountable for the carrying out of the strategic plan and policies of the Board of Directors and shall exercise or perform all the powers and duties usually incident to the office of the Chief Executive Officer. In the absence of the Chairman of the Board, the Chief Executive Officer shall preside at all meetings of the shareholders and of the Board of Directors. The Chief Executive Officer shall be an ex officio member of the Board of Directors.

(c) The President shall have general charge and supervision of the business of the Corporation and shall exercise or perform all the powers and duties usually incident to the office of President. He or she shall from time to time make such reports of the affairs of the Corporation as the Board may require and shall annually present to the annual

meeting of the shareholders a report of the business of the Corporation for the preceding fiscal year.

(d) Except as otherwise required by applicable law, the Chairman of the Board and Chief Executive Officer shall be ex officio members of the executive committee and of every other committee appointed by the Board.

Section 5.06. Vice President; Powers and Duties. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and if there be more than one Vice President, their seniority in performing such duties and exercising such powers shall be determined by the Board of Directors or, in default of such determination, by the order in which they were first elected. Each Vice President also shall have such powers and perform such duties as may be assigned to him or her by the Board or the President.

Section 5.07. Secretary; Powers and Duties. The Secretary shall attend all sessions of the Board and all meetings of the shareholders and act as clerk thereof, and record all the votes and minutes thereof in books to be kept for that purpose; and shall perform like duties for the executive committee (if any) and of other committees of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the shareholders and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board or by the President. The Secretary shall keep in custody the corporate seal of the Corporation, and may affix the same to any instrument requiring it and attest the same.

Section 5.08. Treasurer; Powers and Duties. The Treasurer shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Corporation. He or she shall see to the deposit of all moneys and other valuable effects in the name and to the credit of the Corporation in such depositary or depositaries as may be designated by the Board of Directors, subject to disbursement or disposition upon orders signed in such manner as the Board of Directors shall prescribe. He or she shall render to the President and to the directors, at the regular meetings of the Board or whenever the President or the Board may require it, an account of all his or her transactions as Treasurer.

Section 5.09. Delegation of Officers' Duties. Any officer may delegate duties to his or her assistant (if any) appointed by the Board; and in case of the absence of any officer or assistant officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate or authorize the delegation of his or her powers or duties, for the time being, to any person.

ARTICLE VI
SHARES OF CAPITAL STOCK

Section 6.01. Certificates of Shares. Subject to requirements prescribed by law, the shares of the Corporation shall be represented by share certificates in such form as shall be approved by the Board of Directors. Every shareholder shall be entitled to a share certificate representing the shares owned by him or her. All certificates representing shares shall be

registered in the share register as they are issued, and those of the same class or series shall be consecutively numbered. Every share certificate shall be executed by facsimile or otherwise, by a corporate officer or assistant officer on behalf of the Corporation. In case any officer, assistant officer, transfer agent or registrar whose signature appears on any share certificate shall have ceased to be such because of death, resignation or otherwise, before the certificate is issued, it may be issued by the Corporation with the same effect as if he or she had not ceased to be such at the date of its issue.

Section 6.02. Registered Shareholders. The Corporation shall be entitled to treat the registered holder of any share or shares as the holder thereof in fact and law and shall not be bound to recognize any equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, save as otherwise expressly provided by statute.

Section 6.03. Transfers of Shares. Shares of the Corporation shall be transferred only on its books upon the surrender to the Corporation or its transfer agent of the share certificate or certificates therefor duly endorsed by the person named therein, or accompanied by proper evidence of succession, assignment or authority to transfer such shares; provided, no transfers of shares shall be made while the books of the Corporation are closed against transfers as hereinafter provided in these By-Laws. Subject to Section 6.04 hereof, upon transfer the transaction shall be recorded upon the books of the Corporation.

Section 6.04. Restrictions on Transfer. Transfers of shares may be restricted in any lawful manner by law, or by contract if a copy of the contract is filed with the Corporation, provided that notice of the restrictions shall be typed or printed conspicuously on the share certificate or in the equivalent notice with respect to an uncertificated security.

Section 6.05. Replacement of Certificates. The Board of Directors may direct a new share certificate to be issued in place of any share certificate theretofore issued by the Corporation and claimed to have been lost, destroyed or mutilated, upon the claimant's furnishing an affidavit of the facts and, if required by the Board of Directors, a bond of indemnity in such amount and in such form, with such surety thereon, as the Board may approve for the protection of the Corporation and its officers and agents.

ARTICLE VII
RECORD DATE

Section 7.01. Directors May Fix Record Date. The Board of Directors may fix a time prior to the date of any meeting of the shareholders as a record date, for the determination of the shareholders entitled to notice of, or to vote at, any such meeting, which time, except in the case of an adjourned meeting, shall be not more than ninety days prior to the date of the meeting of shareholders. Only the shareholders who are shareholders of record and entitled to vote on the date so fixed shall be entitled to notice of and to vote at such meeting notwithstanding any transfer of shares on the books of the Corporation after the record date so fixed. The Board of Directors may similarly fix a record date for the determination of shareholders of record for any other purpose. When a determination of shareholders of record

has been made for purposes of a meeting, the determination shall apply to any adjournment thereof unless the Board fixes a new record date for the adjourned meeting.

Section 7.02. Determination When No Record Date Fixed. If a record date is not fixed by the Board of Directors, the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held. The record date for determining shareholders entitled to express consent or dissent to corporate action in writing without a meeting, when prior action by the Board of Directors is not necessary, shall be the day on which the first written consent or dissent is filed with the Secretary of the Corporation. The record date for determining shareholders for any other purpose shall be at the close of business on the date on which the Board of Directors adopts the resolution relating thereto.

Section 7.03. Certification By Nominee. The Board of Directors may adopt a procedure whereby a shareholder of the Corporation may certify in writing to the Corporation that all or a portion of the shares registered in the name of the shareholder are held for the account of a specified person or persons. The resolution of the Board may set forth (i) the classification of shareholder who may certify; (ii) the purpose or purposes for which the certification may be made, (iii) the form of certification and information to be contained therein; (iv) if the certification is with respect to a record date, the time after the record date within which the certification must be received by the Corporation; and (v) such other provisions with respect to the procedure as are deemed necessary or desirable. Upon receipt by the Corporation of a certification complying with the procedure, the persons specified in the certification shall be deemed, for the purposes set forth in the certification, to be the holders of record of the number of shares specified in place of the shareholder making the certification.

ARTICLE VIII
DISTRIBUTIONS AND WORKING CAPITAL

Section 8.01. Distributions. Subject to the limitations prescribed by law, and the provisions of the Articles of Incorporation relating thereto, if any, the Board of Directors, at any regular or special meeting, may authorize and the Corporation may make distributions out of assets legally available for such distributions to such extent as the Board may deem advisable. Distributions may be paid in cash, in property, or in shares of the Corporation.

Section 8.02. Reserve Fund. Before the making of any distribution there may be set aside out of surplus or out of the net profits of the Corporation such sum or sums as the Board of Directors may, from time to time, in its absolute discretion, think proper as a reserve fund to meet contingencies, or for such other purpose as the Board shall think conducive to the interests of the Corporation, and the Board may vary or abolish any such reserve fund in its absolute discretion.

ARTICLE IX
MISCELLANEOUS PROVISIONS

Section 9.01. Corporate Records. The Corporation shall keep complete and accurate books and records of account, minutes of the proceedings of the incorporators, shareholders and directors and a share register giving the names of the shareholders and showing their respective addresses, the number and classes of shares held by each. The share register shall be kept at either the registered office of the Corporation in the Commonwealth of Pennsylvania or at its principal place of business wherever situated or at the office of its registrar or transfer agent. Any books, minutes or other records may be in written form or any other capable of being converted into written form within a reasonable time. Whenever any instrument is required to be filed with the Secretary of the Corporation, in addition to other means of filing with the Secretary, insertion in the minute book of the Corporation shall be deemed filing with the Secretary regardless of whether the Secretary or some other authorized person has actual possession of the minute book.

Section 9.02. Execution of Written Instruments. Any form of execution provided in the Articles of Incorporation or in these By-Laws notwithstanding, any note, mortgage, evidence of indebtedness, contract or other document or any assignment or endorsement thereof, executed and entered into between the Corporation and any other person, when signed by one or more officers or agents having actual or apparent authority to sign it, or by the President or a Vice President and attested by the Secretary or the Treasurer or an Assistant Secretary or Assistant Treasurer, shall be held to have been properly executed for and in behalf of the Corporation. All checks, notes, drafts and orders for the payment of money shall be signed by such one or more officers or agents as the Board of Directors may from time to time designate. The affixation of the corporate seal shall not be necessary to the valid execution, assignment or endorsement by the Corporation of any instrument or other document.

Section 9.03. Annual Financial Statements.

(a) Unless otherwise agreed between the Corporation and a shareholder in a writing which meets the requirements of 15 Pa. C.S.A. § 1554(b), the Corporation shall furnish to its shareholders annual financial statements, including at least a balance sheet as of the end of each fiscal year and statement of income and expenses for the fiscal year. The financial statements shall be prepared on the basis of generally accepted accounting principles, if the Corporation prepares financial statements for the fiscal year on that basis for any purpose, and may be consolidated statements of the Corporation which include the parent of the Corporation, subsidiaries and affiliates of the parent of the Corporation, and subsidiaries of the Corporation.

(b) The financial statements shall be mailed by the Corporation to each of its shareholders entitled thereto within 120 days after the close of each fiscal year and, after the mailing and upon written request, shall be mailed by the Corporation to any shareholder or beneficial owner entitled thereto to whom a copy of the most recent annual financial statements has not previously been mailed. In lieu of mailing the statements, the Corporation may send them by facsimile, e-mail or other electronic transmission to any shareholder who has supplied the Corporation with a facsimile number or address for electronic transmission for the purposes

of receiving financial statements from the Corporation. Statements that are audited or reviewed by a certified public accountant or a public accountant shall be accompanied by the report of the accountant; in other cases, each copy shall be accompanied by a statement of the person in charge of the financial records of the Corporation (i) stating such person's reasonable belief as to whether or not the financial statements were prepared in accordance with generally accepted accounting principles and, if not, describing the basis of presentation, and (ii) describing any material respects in which the financial statements were not prepared on a basis consistent with those prepared for the previous year.

(c) This Section 9.03 shall not apply to the Corporation if the Corporation is required by law to file financial statements at least once a year in a public office.

ARTICLE X
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES AND PERSONAL LIABILITY OF DIRECTORS

Section 10.01. Scope of Indemnification.

(a) General Rule. The Corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

(1) where such indemnification is expressly prohibited by applicable law;

(2) where the conduct of the indemnified representative has been finally determined pursuant to Section 10.06 or otherwise to constitute willful misconduct or recklessness within the meaning of 15 Pa.C.S.A. § 1746(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or

(3) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 10.06 to be otherwise unlawful.

(b) Partial Payment. If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the Corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

(c) Presumption. The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the indemnified representative is not entitled to indemnification.

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(d) Definitions. For purposes of this Article:

(1) "indemnified capacity" means any and all past, present and future service by an indemnified representative in one or more capacities as a director, officer, employee or agent of the Corporation, or, at the request of the Corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

(2) "indemnified representative" means any and all directors and officers of the Corporation and any other person designated as an indemnified representative by the Board of Directors of the Corporation (which may, but need not, include any person serving at the request of the Corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

(3) "liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or expense of any nature (including, without limitation, all reasonable attorneys' fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplication costs, printing and binding costs, telephone charges, postage charges and delivery service fees); and

(4) "proceeding" means any threatened, pending or completed action, suit, arbitration, alternate dispute resolution mechanism, investigation, appeal, or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, a class of its security holders or otherwise.

Section 10.02. Proceedings Initiated by Indemnified Representatives. Notwithstanding any other provision of this Article X, the Corporation shall not indemnify under this Article X an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the directors in office. This Section 10.02 does not apply to reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 10.06 or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article X.

Section 10.03. Advancing Expenses. The Corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 10.01 or the initiation of or participation in which is authorized pursuant to Section 10.02 upon receipt of an undertaking by or on behalf of the indemnified representative to repay the amount if it is ultimately determined pursuant to Section 10.06 that such person is not entitled to be indemnified by the Corporation pursuant to this Article X. The financial ability of an

indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

Section 10.04. Securing of Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of; the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, officers and directors and shall not be subject to voidability.

Section 10.05. Payment of Indemnification. An indemnified representative shall be entitled to indemnification within 30 days after a written request for indemnification has been delivered to the secretary of the Corporation.

Section 10.06. Arbitration.

(a) General Rule. Any dispute related to indemnification, contribution or advancement of expenses as provided under this Article X shall be decided only by arbitration in the City of Wilkes-Barre, Pennsylvania, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association. In the absence of the American Arbitration Association or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated the necessary arbitrator or arbitrators shall be selected by the presiding judge of the Court of Common Pleas of Luzerne County, Pennsylvania.

(b) Burden of Proof. The party or parties challenging the right of an indemnified representative to the benefits of this Article X shall have the burden of proof.

(c) Expenses. The Corporation shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration.

(d) Effect. Any award entered by the arbitrators shall be final, binding and non-appealable and judgment maybe entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the Corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 10.01(a)(2) in a proceeding not directly involving indemnification under this Article X. The arbitration provision shall be specifically enforceable.

Section 10.07. Contribution. If the indemnification provided for in this Article X or otherwise is unavailable for any reason in respect of any liability or portion thereof, the

Corporation shall contribute to the liabilities to which the indemnified representative may be subject in such proportion as is appropriate to reflect the intent of this Article X or otherwise.

Section 10.08. Mandatory Indemnification of Directors, Officers, etc. To the extent that an authorized representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1741 or 1742 of the Commonwealth of Pennsylvania Business Corporation Law of 1988, as amended, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

Section 10.09. Contract Rights; Amendment or Repeal. All rights under this Article X shall be deemed a contract between the Corporation and the indemnified representative pursuant to which the Corporation and each indemnified representative intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

Section 10.10. Scope of Article. The rights granted by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in an indemnified capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article X shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 10.11. Reliance on Provisions. Each person who shall act as an indemnified representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification, contribution and advancement of expenses provided by this Article X.

Section 10.12. Interpretation. The foregoing provisions of this Article X are intended to constitute bylaws authorized by 15 Pa.C.S.A. § 1746.

Section 10.13. Personal Liability of Directors.

(a) General Rule. A director shall not be personally liable, as such, for monetary damages (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature (including, without limitation, attorneys' fees and disbursements)) for any action taken, or any failure to take any action, unless:

(1) the director has breached or failed to perform the duties of his or her office under Subchapter 17B of the Commonwealth of Pennsylvania Business Corporation Law of 1988, as amended (or any successor provision); and

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) Scope. The provisions of Section 10.13(a) shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to a local, state or federal law.

(c) Effective Date. The provisions of this Section 10.13 shall be effective August 20, 1985 and shall be subject to any provision of law prohibiting the application of this subsection to specific circumstances, but shall not apply to any action filed prior to that date nor to any breach or failure of performance of duty by a director occurring prior to that date. Any repeal or amendment of this Section 10.13, or the adoption of any provision of the articles of incorporation of the Corporation or these by-laws inconsistent with this Section 10.13, shall be prospective only and shall not affect, to the detriment of any director, any limitation on the personal liability of a director existing at the time of such repeal, amendment or adoption.

Section 10.14. Personal Liability of Officers.

(a) General Rule. 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 directors of the Corporation. An officer of the Corporation shall not be personally liable, as such, to the Corporation or its members 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 by-laws, or the applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) Effective Date. The provisions of this Section 1014 shall be effective August 20, 1985 and shall be subject to any provision of law prohibiting the application of this subsection to specific circumstances, but shall not apply to any action filed prior to that date nor to any breach or failure of performance of duty by an officer occurring prior to that date. Any repeal or amendment of this Section 10.14, or the adoption of any provision of the articles of incorporation of the Corporation or these by-laws inconsistent with this Section 10.14, shall be prospective only and shall not affect, to the detriment of any officer, any limitation on the personal liability of an officer existing at the time of such repeal, amendment or adoption.

Section 10.15. Changes in Pennsylvania Law. References in this Article X to Pennsylvania law or to any provision thereof shall be to such law as it existed on the date this Article X was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of directors or limits the indemnification rights or the rights to advancement of expenses which the Corporation may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) if such change permits the Corporation without the requirement of any further action by shareholders or directors to limit further the liability of directors (or limit the liability of officers) or to provide broader indemnification rights or rights to the advancement of expenses than the Corporation was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

ARTICLE XI
AMENDMENT OF BY-LAWS

Section 11.01. Amendments. Except as otherwise prohibited by law, these By-laws may be altered, amended, supplemented or repealed by the affirmative vote of a majority of the whole Board of Directors or of shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast thereon, at any regular or special meeting of the Board or of the shareholders, as the case may be, convened after notice which notice, in the case of a special meeting of the shareholders, shall include notice of that purpose; or by unanimous action of all the directors or all of the shareholders entitled to vote thereon, without a meeting. Amendments to the by-laws adopted by the Board of Directors may be altered, amended, supplemented or repealed by the affirmative vote of a majority of the shareholders or by unanimous action of all the shareholders except where prohibited by law. Any change in these By-Laws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

APPENDIX A

AMENDMENTS TO THE BYLAWS

5/2009	Sections 3.02 and 5.05 were modified.
1/2014	Corporate Name was changed – Title Page, Table of Contents and Section 1.01 were modified to reflect this change.

NEPA-000222

Divider Page

AllOne Health Management Solutions, Inc.

Officers and Board of Directors
2013 – 2014

Corporate Informational Status Sheets

State of Incorporation :	Pennsylvania
Date of Incorporation :	June 28, 2006
Tax ID Number :	20-5457337

Officers: (elected 5/21/13)

Chairman of the Board
John P. Moses, Esq.

President & Chief Executive Officer
Denise S. Cesare

Chief Financial Officer & Treasurer
William J. Farrell

Assistant Treasurer
Bruce E. Sickel

Secretary
Gertrude C. McGowan, Esq.

Board of Directors: (elected 5/15/13)
John P. Moses, Esq., Chairperson
Denise S. Cesare, Ex Officio
Frank E. Apostolico
John H. Graham
Gary F. Lamont
Richard K. Mangan
John J. Menapace
David J. Williams

Last Updated: July 19, 2013

BY-LAWS OF
AllOne Health Management Solutions, Inc.

5/21/2009

BY-LAWS
OF
AllOne Health Management Solutions, Inc.

ARTICLE I
OFFICES

Section 1.01 Registered Office. The registered office of AllOne Health Management Solutions, Inc. (the "**Corporation**") in Pennsylvania shall be at the place designated in its Articles of Incorporation, as amended and restated from time to time (the "**Articles of Incorporation**"), subject to change upon notice to the Pennsylvania Department of State as may be permitted by law.

Section 1.02 Other Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time designate or as the business of the Corporation may require.

ARTICLE II
SEAL

Section 2.01 Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal Pennsylvania." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE III
SHAREHOLDERS MEETINGS

Section 3.01 Place of Meeting. All meetings of the shareholders shall be held at the registered office of the Corporation or at such other place, (within or without the Commonwealth of Pennsylvania), as the Board of Directors or shareholders may from time to time determine. If a meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the shareholders have the opportunity to read or hear the proceeding substantially concurrently with their occurrence, vote on matters submitted to the shareholders and pose questions to the directors, the meeting need not be held at a particular geographic location.

Section 3.02 Annual Meeting. An annual meeting of the shareholders shall be held each year at such time and on such date as shall be designated by resolution of the Board of Directors, but not later than five months after the end of the Corporation's fiscal year, for the election of directors and the transaction of such other business as may properly be brought before the meeting. If a meeting for the election of directors shall not be held before the end of any calendar year, any shareholder may call such meeting at any time thereafter.

Section 3.03 Special Meetings. Special meetings of the shareholders may be called at any time by the Chairman, if any, the President or a majority of the Board of Directors, or the holder or holders of not less than one-fifth (or such smaller fraction as may be provided by law in particular cases) of all the shares of the Corporation outstanding and entitled to vote at the

particular meeting. If called by shareholders, such request shall be in writing delivered to the Secretary of the Corporation and shall state the time, place and general nature of the business to be transacted at the meeting; and it shall be the duty of the Secretary to call such meeting to be held not more than sixty days after receipt of the request. If the Secretary shall neglect or refuse to issue such call the person or persons making the request may do so.

Section 3.04 Notice of Meetings. Written notice of every meeting of the shareholders shall be given by or at the direction of the Secretary or other authorized person to each shareholder of record entitled to vote at the meeting at least five days prior to the date named for the meeting, unless a greater period of notice is required by law in a particular case. Such notice need not be given to shareholders not entitled to vote at the meeting unless such shareholders are entitled by law to such notice in a particular case. Notice shall be deemed to have been properly given to a shareholder when delivered to such shareholder personally, or when sent by first class or express mail, postage prepaid, or courier service, charges prepaid, to the shareholder's postal address appearing on the books of the Corporation. In addition, notice may be given by facsimile transmission, e-mail or other electronic communication to the facsimile number or address for e-mail or other electronic communications supplied to the Corporation for the purpose of notice. Notwithstanding the foregoing, such notice may be given by any class of postpaid mail if given at least 20 days prior to the day named for the meeting or any corporate or shareholder action specified in the notice. A certificate or affidavit by the Secretary or an Assistant Secretary or a transfer agent shall be prima facie evidence of the giving of any notice required by these By-Laws. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or courier service for delivery to such person or, in the case of facsimile or other electronic communication, when sent. Such notice shall specify the geographic location, day and hour of the meeting, and shall state the nature of the business to be transacted if and to the extent required by law.

Section 3.05 Exception to Notice. Whenever any notice or communication is required to be given to a shareholder and communication with that shareholder is then unlawful, the giving of the notice or communication to that shareholder shall not be required and there shall be no duty to apply for a license or other permission to do so. If the action taken is such as to require the filing of any document with respect thereto, it shall be sufficient, if such is the fact and if notice or communication is required, to state therein that notice or communication was given to all shareholders entitled to receive notice or communication except persons with whom communication was unlawful. This exception shall also be applicable to any shareholder with whom the Corporation has been unable to communicate for more than twenty-four (24) consecutive months because communications to the shareholder are returned unclaimed or the shareholder has otherwise failed to provide the Corporation with a current address. Whenever the shareholder provides the Corporation with a current address, this exception shall cease to be applicable to the shareholder.

Section 3.06 Waiver of Notice. Whenever any notice is required to be given to a shareholder under the provisions of applicable law or by these By-Laws, a waiver thereof in writing, signed by the person entitled to notice either before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Except as otherwise required by law, neither the business to be transacted at the meeting, nor the

purpose of the meeting, need be specified in the waiver of notice of such meeting. Attendance of any person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting except where a person entitled to notice attends the 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 3.07 Quorum. The presence, in person (including participation by telephone or other electronic means, including, without limitation, the Internet) or by proxy, of the shareholders entitled to cast at least two-thirds of the votes which all shareholders are entitled to cast on the particular matter shall be requisite and shall constitute a quorum for the purpose of considering such matter at any meeting of the shareholders for the election of directors or for the transaction of other business except as otherwise provided by statute or in these By-Laws. The shareholders present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. If, however, any meeting of shareholders cannot be organized because a quorum has not attended, the shareholders entitled to vote thereat present in person or by proxy shall have the power to adjourn the meeting to such time and place as they may determine, except that in the case of any meeting called for the election of directors, such meeting may be adjourned only from day to day, or for such longer periods not exceeding fifteen days each, as may be directed by shareholders who are present in person or by proxy and who are entitled to vote, until such directors have been elected; and those who attend the second of such adjourned meetings, although less than a quorum as fixed by law or in the Articles of Incorporation, shall nevertheless constitute a quorum for the purpose of electing directors. If a vote is cast by a proxy on behalf of a shareholder on any issue other than a procedural motion considered at a meeting of the shareholders, the shareholder shall be deemed to be present during the entire meeting for the purposes of determining whether a quorum is present for consideration of any other issue.

Section 3.08 Shareholders Entitled to Vote. Unless otherwise provided in the Articles of Incorporation, every shareholder shall be entitled to one vote for every share standing in his, her or its name on the books of the Corporation. In the event the Board of Directors shall fix a time prior to the date of any meeting of shareholders, as a record date for the determination of the shareholders entitled to notice of or to vote at any such meeting, which time, except in the case of an adjourned meeting, shall not be more than ninety days prior to the date of the meeting of shareholders. Only such shareholders as shall be shareholders of record on the date so fixed shall be entitled to notice of, or to vote at, such meeting notwithstanding any transfer of shares on the books of the Corporation after such record date. If a record date shall not be fixed by the Board of Directors for a particular shareholders' meeting, the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held.

Section 3.09 Shareholders May Vote in Person or by Proxy. At all meetings of shareholders, shareholders entitled to vote at a meeting of the shareholders or express consent or dissent to corporate action in writing without the formality of a meeting may authorize another person to act for him by proxy. Every proxy shall be executed or authenticated by the shareholder or by such shareholder's duly authorized attorney-in-fact and filed with or

transmitted to the Secretary of the Corporation or its designated agent. A shareholder or his duly authorized attorney-in-fact may execute or authenticate a writing or transmit an electronic message authorizing another person to act for him by proxy. A telegram, telex, cablegram, datagram, e-mail, Internet communication or other means of electronic transmission from a shareholder or attorney-in-fact, or a photographic, facsimile or similar reproduction of a writing executed by a shareholder or attorney-in-fact, may be treated as properly executed or authenticated and shall be treated as properly executed or authenticated if it sets forth or utilizes a confidential and unique identification number or other mark furnished by the Corporation to the shareholder for the purposes of the particular meeting or transaction. A proxy, unless coupled with an interest (as defined in 15 Pa. C.S.A. § 1759(d)), shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the Corporation or its designated agent in writing or by electronic transmission. An unrevoked proxy shall not be valid after three years from the date of its execution, authentication or transmission unless a longer time is expressly provided therein. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of the death or incapacity is given to the Secretary of the Corporation or its designated agent. Where two or more proxies of a shareholder are present the Corporation shall, unless otherwise expressly provided in the proxy, accept as the vote of all shares represented thereby the vote cast by a majority of them and, if a majority of the proxies cannot agree whether the shares represented shall be voted or upon the manner of voting the shares, the voting of the shares shall be divided equally among those persons.

Section 3.10 Election of Directors. Elections for directors need not be by ballot except upon demand made by a shareholder at the election and before the voting begins. Candidates for election as directors receiving the highest number of votes (cast in person or by proxy at a meeting of shareholders) from shareholders entitled to elect directors up to the number of directors to be elected by the shareholders, shall be elected.

Section 3.11 Voting. Except as otherwise provided by law or these By-Laws, whenever any corporate action is to be taken by vote of the shareholders, it shall be authorized if at least a majority of the votes cast by all shareholders entitled to vote thereon vote in favor of such corporate action.

Section 3.12 Voting Expenses. The Corporation shall pay the reasonable expenses of solicitation of votes, proxies or consents of shareholders by or on behalf of the Board of Directors or its nominees for election to the Board of Directors, including solicitation by professional proxy solicitors and otherwise, and may pay the reasonable expenses of a solicitation by or on behalf or other persons.

Section 3.13 Voting Lists. The officer or agent having charge of the transfer books for shares of the Corporation shall make a complete list of the shareholders entitled to vote at the meeting, arranged in alphabetical order, with the address of and the number of shares held by each. Such list shall be produced and kept open at the time and place of the meeting, and shall be subject to the inspection of any shareholder during the whole time of the meeting, except that if

the Corporation has five thousand or more shareholders, in lieu of the making of such list the Corporation may make the information therein available by any other means.

Section 3.14 Judges of Election. In advance of any meeting of shareholders, the Board of Directors may appoint Judges of Election, who may but need not be shareholders, to act at such meeting or any adjournment thereof. If Judges of Election be not so appointed, the Chairman of any such meeting may, and on the request of any shareholder or his proxy shall, make such appointment at the meeting. The number of Judges shall be one or three. If appointed at the meeting on the request of one or more shareholders or proxies, the question of whether one or three Judges are to be appointed shall be determined as provided by law. No person who is a candidate for office to be filled at the meeting shall act as a Judge. In case any person appointed as Judge fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by the Board of Directors in advance of the convening of the meeting, or at the meeting by the person acting as Chairman. The Judges of Election shall do all such acts as may be proper to ascertain the existence of a quorum and the number of votes cast, and to conduct the election or vote with fairness to all shareholders. They shall, if requested by the Chairman of the meeting or any shareholder or his or her proxy, make a written report of any matter determined by them and execute a certificate of any fact found by them. If there be three Judges of Election the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all.

Section 3.15 Notice of Adjournments. Upon adjournment of an annual or special meeting of shareholders it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken unless the Board of Directors fixes a new record date for the adjourned meeting. At any adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called.

Section 3.16 Informal Action by Shareholders. Except as may be otherwise provided by applicable laws or in the Articles of Incorporation, notwithstanding anything to the contrary contained in these By-Laws, any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting, if, prior or subsequent to the action a consent thereto by the shareholders who would be entitled to vote at a meeting for such purpose shall be filed with the Secretary of the Corporation. Any action required or permitted to be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting upon the consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. The consents shall be filed with the Secretary of the Corporation. An action taken pursuant to this Section 3.16 shall not become effective until after at least ten days' notice of such action shall have been given to each shareholder entitled to vote thereon who has not consented thereto.

Section 3.17 Conduct of Shareholders Meeting. There shall be a presiding officer at every meeting of the shareholders. The presiding officer of each shareholder meeting shall be the Chairman of the Board of Directors, and absent a Chairman, shall be appointed by the Board of Directors. If the Chairman shall be unable or unwilling to preside over any shareholder

meeting and the Board of Directors fails to designate a presiding officer, then the President, or if not present the Secretary, of the Corporation shall be the presiding officer. The presiding officer shall determine the order of business and shall have the authority to establish rules for conduct of the meeting. Any action by the presiding officer in adopting rules for, and in conducting, a meeting shall be fair to the shareholders. The presiding officer shall announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls shall be deemed to have closed upon the final adjournment of the meeting. After the polls close, no ballots, proxies or votes, nor any revocations or changes thereto, may be accepted.

Section 3.18 Participation in Meetings by Conference Telephone or Other Electronic Technology. Unless determined to the contrary by the Board of Directors in advance of a particular meeting with respect to that meeting, the presence or participation, including voting and taking other action, at a meeting of the shareholders, or the expression of consent or dissent to a corporate action, by a shareholder by conference telephone or other electronic means, including, without limitation, the Internet, shall constitute the presence of, or vote or action by, or consent or dissent of the shareholder.

ARTICLE IV
DIRECTORS

Section 4.01 Number; Term of Office; Selection.

(a) The business and affairs of the Corporation shall be managed under the direction of a board consisting of seven members, who shall be natural persons of full age and two-thirds of which shall be United States citizens. Subject to the preceding sentence, the number of directors shall be such number as shall have been last specified by resolution, if any, of the shareholders.

(b) Directors need not be residents of Pennsylvania or shareholders in the Corporation. The term of office for each director shall be one year. Each director shall hold office until the expiration of the term for which he or she was selected and until a successor has been selected and qualified or until his or her earlier death, resignation or removal.

Section 4.02 Vacancies. Vacancies in the Board of Directors may be filled by a majority vote of the remaining members of the Board though less than a quorum, or by a sole remaining director, and each person so elected shall be a director to serve for the balance of the unexpired term.

Section 4.03 Resignation. Any director may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation. Any vacancy resulting from the resignation of a director shall be filled in accordance with Section 4.02 above.

Section 4.04 Place of Meetings. The meetings of the Board of Directors may be held at such place within or without the Commonwealth of Pennsylvania as a majority of the directors may from time to time by resolution appoint, or as may be designated in the notice or waiver of

notice of a particular meeting; in the absence of specification, such meetings shall be held at the registered office of the Corporation.

Section 4.05 First Meeting. The first meeting of each newly elected Board of Directors shall be held immediately after the annual meeting of the shareholders at the place where the shareholders' meeting was held, for the purpose of organization, the election of officers and the transaction of other business; or such meeting may convene at such other time and place as may be fixed by resolution of the shareholders adopted at the meeting at which the directors were elected, or by the call of any director, who shall give at least five days written notice thereof to each other director, which notice shall set forth the time and place of the meeting.

Section 4.06 Regular Meetings. Regular meetings of the Board of Directors may be held at such times as the Board of Directors may by resolution determine. If any day fixed for a regular meeting shall be a legal holiday, then the meeting shall be held at the same hour and place on the next succeeding secular day.

Section 4.07 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman or the President, and shall be called upon the written request of any director delivered to the Secretary. Any such request by a director shall state the time and place of the proposed meeting, and upon receipt of such request it shall be the duty of the Secretary to issue the call for such meeting promptly. If the Secretary shall neglect to issue such call, the director making the request may issue the call.

Section 4.08 Notice of Meetings. Written notice of every meeting of the Board of Directors shall be given by or at the direction of the Secretary or other authorized person, to each director at least seven days prior to the date of any regular meeting and at least three days prior to the date of any special meeting. Any notice of a regular or special meeting of the Board of Directors may be given to a director either personally or by sending a copy thereof by first class or express mail, postage prepaid or courier service, charges prepaid, to the postal address supplied by such director. In addition, notice may be given by facsimile transmission, e-mail or other electronic communication to the facsimile number or address for e-mail or other electronic communications supplied to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to such person or in the case of facsimile or other electronic communication, when sent. Such notice shall specify the place, day and hour of the meeting.

Section 4.09 Exception to Notice. Whenever any notice or communication is required to be given to a director under the provisions of applicable law or by the Articles of Incorporation or these By-Laws or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action and communication with that director is then unlawful, the giving of the notice or communication to that director shall not be required and there shall be no duty to apply for a license or other permission to do so. Any action or meeting that is taken or held without notice or communication to that director shall have the same validity as if the notice or communication had been duly given. If the action taken is such as to require the filing of any document with respect thereto under any provision of law or any agreement or other instrument, it shall be sufficient, if such is the fact and if notice or communication is

required, to state therein that notice or communication was given to all directors entitled to receive notice or communication except directors with whom communication was unlawful.

Section 4.10 Waiver of Notice. Whenever any notice is required by law or the Articles of Incorporation or these By-Laws to be given to a director, a waiver thereof in writing, signed by the director entitled to notice, either before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Attendance of any director at any meeting shall constitute a waiver of notice of such meeting except where such director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.11 Quorum. At all meetings of the Board a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present (including participants by telephone or similar communication as provided in Section 4.20 hereof) at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may otherwise be specifically provided by statute, or by the Articles of Incorporation, or by these By-Laws

Section 4.12 Voting Rights of Directors. Every director shall be entitled to one vote. Any requirement of law or of these By-Laws for the presence of or vote or other action by a specified percentage of directors shall be satisfied by the presence of or vote or other action by directors entitled to cast the specified percentage of the votes that all voting directors in office are entitled to cast.

Section 4.13 Adjournment. Adjournment or adjournments of any regular or special meetings may be taken, and it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken. At any adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting originally called.

Section 4.14 Informal Action. Notwithstanding anything to the contrary contained in these By-Laws, any action required or permitted to be taken at a meeting of the directors or any committee may be taken without a meeting, if, prior or subsequent to the action, a consent or consents thereto by all of the directors or the members of the committee, as the case may be, is filed with the Secretary of the Corporation.

Section 4.15 General Powers; Matters Requiring Special Approval.

Section 4.16 All such powers of the Corporation and all such lawful acts and things as are not by statute, or by the Articles of Incorporation or by these By-Laws, directed or required to be exercised or done by the shareholders, shall be exercised by or under the authority of the Board of Directors

Section 4.17 Committees. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the Corporation. Any committee to the extent provided in such resolution, shall have and may exercise all of the powers and authority of the Board of Directors except that a

committee shall not have any power or authority prohibited by law. Each committee of the Board shall have a quorum for transacting business with respect to a meeting of a committee. Vacancies in the membership of the committees shall be filled by the Board of Directors at a regular or special meeting of the Board. Any committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting of the Board. Each committee of the Board shall serve at the pleasure of the Board.

Section 4.18 Compensation of Directors. Directors may receive such reasonable compensation for their services as may be provided by a resolution adopted by the Board of Directors.

Section 4.19 Removal of Directors.

(a) The Board of Directors may declare vacant the office of a director who has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment for a term of more than one year or for any other proper cause, or if, within sixty days after notice of his or her selection such director does not accept the office either in writing or by attending a meeting of the Board of Directors. Any vacancies created by any action of the Board of Directors taken in accordance with this Section 4.18 shall be filled in accordance with Section 4.02 above.

(b) An act of the Board of Directors taken during the period when a director has been suspended or removed for cause shall not be impugned or invalidated if the suspension or removal is thereafter rescinded by the shareholders or by the Board of Directors or by the final judgment of a court.

Section 4.20 Interested Directors or Officers; Quorum.

(a) A contract or transaction between the Corporation and one or more of its directors or officers or between the Corporation and another corporation, partnership, joint venture, trust or other enterprise in which one or more of its directors or officers are directors or officers or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors that authorizes the contract or transaction, or solely because his, her or their votes are counted for that purpose, if:

(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors are less than a quorum;

(2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved in good faith by vote of those shareholders; or

(3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or the shareholders.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction specified in subsection (a).

Section 4.21 Participation in Meetings by Conference Telephone or Other Electronic Technology. Any director may participate in any meeting of the Board of Directors or of any committee (provided such director is otherwise entitled to participate), be counted for the purpose of determining a quorum thereof and exercise all rights and privileges to which such director might be entitled were he or she personally in attendance, including the right to vote, or any other rights attendant to presence in person at such meeting, by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 4.20 shall constitute presence at such meeting.

ARTICLE V
OFFICERS, AGENTS AND EMPLOYEES

Section 5.01 Executive Officers.

The executive officers of the Corporation shall be elected annually by a majority vote of the Board of Directors and shall include a Chairperson, a President, one or more Vice Presidents, a Secretary and a Treasurer, or persons who shall act as such, regardless of the name or title by which they may be designated, elected or appointed. One or more Vice Presidents, and such other officers and assistant officers also may be elected or appointed as the Board of Directors may authorize from time to time. Each officer and assistant officer shall be a natural person of the age of 18 years or older. In addition to the powers and duties prescribed by these By-Laws, the officers and assistant officers shall have such authority and shall perform such duties in the management of the Corporation as may be determined by or pursuant to resolutions or orders of the Board of Directors. The officers and assistant officers of the Corporation shall hold office for a term of one year and until such officer's successor has been selected and qualified or until such officer's earlier death, resignation or removal. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation. The Board of Directors may add to the title of any officer or assistant officer a word or words descriptive of his or her powers or the general character of his or her duties. If the office of any officer or assistant officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. The Board of Directors may delegate to any officer or committee of the Board the power to elect or appoint 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 5.02 Agents or Employees. The Board of Directors may by resolution designate the officer or officers who shall have authority to appoint such agents or employees as

the needs of the Corporation may require. In the absence of such designation this function may be performed by the President and may be delegated by him or her to others in whole or in part.

Section 5.03 Salaries. The salaries of all officers of the Corporation shall be fixed by the Board of Directors or by authority conferred by resolution of the Board of Directors. The Board of Directors also may fix the salaries or other compensation of assistant officers, agents and employees of the Corporation, but in the absence of such action this function shall be performed by the President or by others under his or her supervision.

Section 5.04 Removal of Officers, Agents or Employees.

Any officer, assistant officer, agent or employee of the Corporation may be removed or his or her authority revoked by resolution of the Board of Directors with or without cause, but such removal or revocation shall be without prejudice to the rights, if any, of the person so removed, to receive compensation or other benefits in accordance with the terms of existing contracts. Election or appointment of an officer or agent shall not of itself create contract rights. Any agent or employee of the Corporation may be removed by the President or, subject to his or her supervision, by the person having authority with respect to the appointment of such agent or employee, in each case with or without cause whenever in such person's judgment the best interests of the Corporation will be served thereby.

Section 5.05 Chairman of the Board of Directors, Chief Executive Officer, and President; Powers and Duties.

(a) The Chairman of the Board of Directors shall preside at all meetings of the shareholders and of the Board of Directors. The Chairman shall be a full voting member of the Board of Directors, entitled to vote and participate in all actions and matters brought before the Board of Directors. He or she shall be the senior officer of the Corporation and shall have such powers and duties as the Board of Directors may prescribe.

(b) The Chief Executive Officer shall report directly to the Board of Directors and be accountable for the carrying out of the strategic plan and policies of the Board of Directors and shall exercise or perform all the powers and duties usually incident to the office of the Chief Executive Officer. In the absence of the Chairman of the Board of Directors, the Chief Executive Officer shall preside at all meetings of the shareholders and of the Board of Directors. The Chief Executive Officer shall be an ex officio member of the Board of Directors.

(c) The President shall have general charge and supervision of the business of the Corporation and shall exercise or perform all the powers and duties usually incident to the office of President. He or she shall from time to time make such reports of the affairs of the Corporation as the Board of Directors may require and shall annually present to the annual meeting of the shareholders a report of the business of the Corporation for the preceding fiscal year.

(d) Except as otherwise provided by applicable law, the Chairman of the Board of Directors and Chief Executive Officer shall be ex officio members of the executive committee and every other committee appointed by the Board of Directors.

Section 5.06 Vice President; Powers and Duties. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and if there be more than one Vice President, their seniority in performing such duties and exercising such powers shall be determined by the Board of Directors or, in default of such determination, by the order in which they were first elected. Each Vice President also shall have such powers and perform such duties as may be assigned to him or her by the Board or the President.

Section 5.07 Secretary; Powers and Duties. The Secretary shall attend all sessions of the Board of Directors and all meetings of the shareholders and act as clerk thereof, and record all the votes and minutes thereof in books to be kept for that purpose; and shall perform like duties for the executive committee (if any) and of other committees of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the shareholders and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or by the President. The Secretary shall keep in custody the corporate seal of the Corporation, and may affix the same to any instrument requiring it and attest the same.

Section 5.08 Treasurer; Powers and Duties. The Treasurer shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Corporation. The Treasurer shall be a natural person of full age, and may also be either the President or Secretary of the Corporation. He or she shall see to the deposit of all moneys and other valuable effects in the name and to the credit of the Corporation in such depositary or depositaries as may be designated by the Board of Directors, subject to disbursement or disposition upon orders signed in such manner as the Board of Directors shall prescribe. He or she shall render to the President and to the directors, at the regular meetings of the Board of Directors or whenever the President or the Board of Directors may require it, an account of all his or her transactions as Treasurer.

Section 5.09 Delegation of Officers' Duties. Any officer may delegate duties to his or her assistant (if any) appointed by the Board of Directors; and in case of the absence of any officer or assistant officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate or authorize the delegation of his or her powers or duties, for the time being, to any person.

ARTICLE VI
SHARES OF CAPITAL STOCK

Section 6.01 Certificates of Shares. Subject to requirements prescribed by law, the shares of the Corporation shall be represented by share certificates in such form as shall be approved by the Board of Directors. Every shareholder shall be entitled to a share certificate representing the shares owned by him or her. All certificates representing shares shall be registered in the share register as they are issued, and those of the same class or series shall be consecutively numbered. Every share certificate shall be executed by facsimile or otherwise, by a corporate officer or assistant officer on behalf of the Corporation. In case any officer, assistant officer, transfer agent or registrar whose signature appears on any share certificate shall have ceased to be such because of death, resignation or otherwise, before the certificate is issued, it

may be issued by the Corporation with the same effect as if he or she had not ceased to be such at the date of its issue.

Section 6.02 Registered Shareholders. The Corporation shall be entitled to treat the registered holder of any share or shares as the holder thereof in fact and law and shall not be bound to recognize any equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, save as otherwise expressly provided by statute.

Section 6.03 Transfers of Shares. Shares of the Corporation shall be transferred only on its books upon the surrender to the Corporation or its transfer agent of the share certificate or certificates therefor duly endorsed by the person named therein, or accompanied by proper evidence of succession, assignment or authority to transfer such shares; provided, no transfers of shares shall be made while the books of the Corporation are closed against transfers as hereinafter provided in these By-Laws. Subject to Section 6.04 hereof, upon transfer the transaction shall be recorded upon the books of the Corporation.

Section 6.04 Restrictions on Transfer. Transfers of shares may be restricted in any lawful manner by law, or by contract if a copy of the contract is filed with the Corporation, provided that notice of the restrictions shall be typed or printed conspicuously on the share certificate or in the equivalent notice with respect to an uncertificated security.

Section 6.05 Replacement of Certificates. The Board of Directors may direct a new share certificate to be issued in place of any share certificate theretofore issued by the Corporation and claimed to have been lost, destroyed or mutilated, upon the claimant's furnishing an affidavit of the facts and, if required by the Board of Directors, a bond of indemnity in such amount and in such form, with such surety thereon, as the Board of Directors may approve for the protection of the Corporation and its officers and agents.

ARTICLE VII
RECORD DATE

Section 7.01 Directors May Fix Record Date. The Board of Directors may fix a time prior to the date of any meeting of the shareholders as a record date, for the determination of the shareholders entitled to notice of, or to vote at, any such meeting, which time, except in the case of an adjourned meeting, shall be not more than ninety days prior to the date of the meeting of shareholders. Only the shareholders who are shareholders of record and entitled to vote on the date so fixed shall be entitled to notice of and to vote at such meeting notwithstanding any transfer of shares on the books of the Corporation after the record date so fixed. The Board of Directors may similarly fix a record date for the determination of shareholders of record for any other purpose. When a determination of shareholders of record has been made for purposes of a meeting, the determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date for the adjourned meeting.

Section 7.02 Determination When No Record Date Fixed. If a record date is not fixed by the Board of Directors, the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the

day on which notice is given or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held. The record date for determining shareholders entitled to express consent or dissent to corporate action in writing without a meeting, when prior action by the Board of Directors is not necessary, shall be the day on which the first written consent or dissent is filed with the Secretary of the Corporation. The record date for determining shareholders for any other purpose shall be at the close of business on the date on which the Board of Directors adopts the resolution relating thereto.

ARTICLE VIII
DISTRIBUTIONS AND WORKING CAPITAL

Section 8.01 Distributions. Subject to the limitations prescribed by law, the provisions of the Articles of Incorporation relating thereto, if any, and the terms of Section 8.03 below, the Board of Directors, at any regular or special meeting, may authorize and the Corporation may make distributions out of assets legally available for such distributions to such extent as the Board of Directors may deem advisable. Distributions may be paid in cash, in property, or in shares of the Corporation.

Section 8.02 Reserve Fund. Before the making of any distribution there may be set aside out of surplus or out of the net profits of the Corporation such sum or sums as the Board of Directors may, from time to time, in its absolute discretion, think proper as a reserve fund to meet contingencies, or for such other purpose as the Board of Directors shall think conducive to the interests of the Corporation, and the Board of Directors may vary or abolish any such reserve fund in its absolute discretion.

ARTICLE IX
MISCELLANEOUS PROVISIONS

Section 9.01 Corporate Records. The Corporation shall keep complete and accurate books and records of account, minutes of the proceedings of the incorporators, shareholders and directors and a share register giving the names of the shareholders and showing their respective addresses, and the number and classes of shares held by each. The share register shall be kept at either the registered office of the Corporation in the Commonwealth of Pennsylvania or at its principal place of business wherever situated or at the office of its registrar or transfer agent. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time. Whenever any instrument is required to be filed with the Secretary of the Corporation, in addition to other means of filing with the Secretary, insertion in the minute book of the Corporation shall be deemed filing with the Secretary regardless of whether the Secretary or some other authorized person has actual possession of the minute book.

Section 9.02 Execution of Written Instruments. Any form of execution provided in the Articles of Incorporation or in these By-Laws notwithstanding, any note, mortgage, evidence of indebtedness, contract or other document or any assignment or endorsement thereof, executed and entered into between the Corporation and any other person, when signed by one or more officers or agents having actual or apparent authority to sign it, shall be held to have been properly executed for and in behalf of the Corporation. All checks, notes, drafts and orders for

the payment of money shall be signed by such one or more officers or agents as the Board of Directors may from time to time designate. The affixation of the corporate seal shall not be necessary to the valid execution, assignment or endorsement by the Corporation of any instrument or other document.

Section 9.03 Annual Financial Statements.

(a) Unless otherwise agreed between the Corporation and a shareholder in a writing which meets the requirements of 15 Pa. C.S.A. § 1554(b), the Corporation shall furnish to its shareholders annual financial statements, including at least a balance sheet as of the end of each fiscal year and statement of income and expenses for the fiscal year. The financial statements shall be prepared on the basis of generally accepted accounting principles, if the Corporation prepares financial statements for the fiscal year on that basis for any purpose, and may be consolidated statements of the Corporation and one or more of its subsidiaries.

(b) The financial statements shall be mailed by the Corporation to each of its shareholders entitled thereto within 120 days after the close of each fiscal year and, after the mailing and upon written request, shall be mailed by the Corporation to any shareholder or beneficial owner entitled thereto to whom a copy of the most recent annual financial statements has not previously been mailed. In lieu of mailing the statements, the Corporation may send them by facsimile, e-mail or other electronic transmission to any shareholder who has supplied the Corporation with a facsimile number or address for electronic transmission for the purposes of receiving financial statements from the Corporation. Statements that are audited or reviewed by a certified public accountant or a public accountant shall be accompanied by the report of the accountant; in other cases, each copy shall be accompanied by a statement of the person in charge of the financial records of the Corporation (i) stating such person's reasonable belief as to whether or not the financial statements were prepared in accordance with generally accepted accounting principles and, if not, describing the basis of presentation, and (ii) describing any material respects in which the financial statements were not prepared on a basis consistent with those prepared for the previous year.

(c) This Section 9.03 shall not apply to the Corporation if the Corporation is required by law to file financial statements at least once a year in a public office.

ARTICLE X
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES AND PERSONAL LIABILITY OF DIRECTORS

Section 10.01 Scope of Indemnification.

(a) The Corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

(1) where such indemnification is expressly prohibited by applicable law;

(2) where the conduct of the indemnified representative has been finally determined pursuant to Section 10.06 or otherwise to constitute willful misconduct or recklessness within the meaning of 15 Pa.C.S.A. § 1746(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or

(3) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 10.06 to be otherwise unlawful.

(b) If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the Corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

(c) The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the indemnified representative is not entitled to indemnification.

(d) For purposes of this Article:

(1) "**indemnified capacity**" means any and all past, present and future service by an indemnified representative in one or more capacities as a director, officer, employee or agent of the Corporation, or, at the request of the Corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

(2) "**indemnified representative**" means any and all directors and officers of the Corporation and any other person designated as an indemnified representative by the Board of Directors of the Corporation (which may, but need not, include any person serving at the request of the Corporation as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

(3) "**liability**" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or expense of any nature (including, without limitation, all reasonable attorneys' fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplication costs, printing and binding costs, telephone charges, postage charges and delivery service fees); and

(4) "**proceeding**" means any threatened, pending or completed action, suit, arbitration, alternate dispute resolution mechanism, investigation, appeal, or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal

or informal, and whether brought by or in the right of the Corporation, a class of its security holders or otherwise.

Section 10.02 Proceedings Initiated by Indemnified Representatives. Notwithstanding any other provision of this Article X, the Corporation shall not indemnify under this Article X an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the directors in office. This Section 10.02 does not apply to reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 10.06 or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article X.

Section 10.03 Advancing Expenses. The Corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 10.01 or the initiation of or participation in which is authorized pursuant to Section 10.02 upon receipt of an undertaking by or on behalf of the indemnified representative to repay the amount if it is ultimately determined pursuant to Section 10.06 that such person is not entitled to be indemnified by the Corporation pursuant to this Article X. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

Section 10.04 Securing of Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, officers and directors and shall not be subject to voidability.

Section 10.05 Payment of Indemnification. An indemnified representative shall be entitled to indemnification within 30 days after a written request for indemnification has been delivered to the secretary of the Corporation.

Section 10.06 Arbitration.

(a) Any dispute related to indemnification, contribution or advancement of expenses as provided under this Article X shall be decided only by arbitration in the City of Philadelphia, Pennsylvania, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association. In the absence of the American Arbitration Association or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated the necessary arbitrator or arbitrators shall be selected by the presiding judge of the Court of Common Pleas of Philadelphia County, Pennsylvania.

(b) The party or parties challenging the right of an indemnified representative to the benefits of this Article X shall have the burden of proof.

(c) The Corporation shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration.

(d) Any award entered by the arbitrators shall be final, binding and non-appealable and judgment maybe entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the Corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 10.01(a)(2) in a proceeding not directly involving indemnification under this Article X. The arbitration provision shall be specifically enforceable.

Section 10.07 Contribution. If the indemnification provided for in this Article X or otherwise is unavailable for any reason in respect of any liability or portion thereof, the Corporation shall contribute to the liabilities to which the indemnified representative may be subject in such proportion as is appropriate to reflect the intent of this Article X or otherwise.

Section 10.08 Mandatory Indemnification of Directors, Officers, etc. To the extent that an indemnified representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1741 or 1742 of the Pennsylvania Business Corporation Law of 1988, as amended, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

Section 10.09 Contract Rights; Amendment or Repeal. All rights under this Article X shall be deemed a contract between the Corporation and the indemnified representative pursuant to which the Corporation and each indemnified representative intend to be legally bound. Notwithstanding any other provision of these By-Laws relating to their amendment generally, any repeal or amendment of this Article X which is adverse to any indemnified representative shall apply to such indemnified representative only on a prospective basis, and shall not reduce any limitation on the personal liability of an indemnified representative, or limit the rights of an indemnified representative to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these By-Laws, no repeal or amendment of these By-Laws shall affect any or all of this Article so as either to reduce the limitation of an indemnified representative's liability or limit indemnification or the advancement of expenses in any manner unless adopted by (a) the unanimous vote of the directors of the Corporation then serving, or (b) the affirmative vote of shareholders entitled to cast not less than two-thirds of the votes that all shareholders are entitled to cast in the election of directors; provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence

Section 10.10 Scope of Article. The rights granted by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of shareholders or

disinterested directors or otherwise, both as to action in an indemnified capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article X shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 10.11 Reliance on Provisions. Each person who shall act as an indemnified representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification, contribution and advancement of expenses provided by this Article X.

Section 10.12 Interpretation. The foregoing provisions of this Article X are intended to constitute bylaws authorized by 15 Pa.C.S.A. § 1746.

Section 10.13 Personal Liability of Directors.

(a) A director shall not be personally liable, as such, for monetary damages (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature (including, without limitation, attorneys' fees and disbursements)) for any action taken, or any failure to take any action, unless:

(1) the director has breached or failed to perform the duties of his or her office under Subchapter 17B of the Pennsylvania Business Corporation Law of 1988, as amended (or any successor provision); and

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) The provisions of Section 10.13(a) shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to a local, state or federal law.

(c) The provisions of this Section 10.13 shall be effective April 29, 2005, and shall be subject to any provision of law prohibiting the application of this subsection to specific circumstances, but shall not apply to any action filed prior to that date nor to any breach or failure of performance of duty by a director occurring prior to that date. Any repeal or amendment of this Section 10.13, or the adoption of any provision of the Articles of Incorporation or these By-Laws inconsistent with this Section 10.13, shall be prospective only and shall not affect, to the detriment of any director, any limitation on the personal liability of a director existing at the time of such repeal, amendment or adoption.

Section 10.14 Personal Liability of Officers.

(a) 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 directors of the Corporation. An officer of the Corporation shall not be personally liable, as such, to the Corporation or its members 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 By-Laws, or the applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) The provisions of this Section 10.14 shall be effective April 29, 2005, and shall be subject to any provision of law prohibiting the application of this subsection to specific circumstances, but shall not apply to any action filed prior to that date nor to any breach or failure of performance of duty by an officer occurring prior to that date. Any repeal or amendment of this Section 10.14, or the adoption of any provision of the Articles of Incorporation or these By-Laws inconsistent with this Section 10.14, shall be prospective only and shall not affect, to the detriment of any officer, any limitation on the personal liability of an officer existing at the time of such repeal, amendment or adoption.

Section 10.15 Changes in Pennsylvania Law. References in this Article X to Pennsylvania law or to any provision thereof shall be to such law as it existed on the date this Article X was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of directors or limits the indemnification rights or the rights to advancement of expenses which the Corporation may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) if such change permits the Corporation without the requirement of any further action by shareholders or directors to limit further the liability of directors (or limit the liability of officers) or to provide broader indemnification rights or rights to the advancement of expenses than the Corporation was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

ARTICLE XI
AMENDMENT OF BY-LAWS

Section 11.01 Amendments. Except as otherwise prohibited by law, these By-laws may be altered, amended, supplemented or repealed by the affirmative vote of a majority of the whole Board of Directors or of shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast thereon, at any regular or special meeting of the Board or of the shareholders, as the case may be, convened after notice which notice, in the case of a special meeting of the shareholders, shall include notice of that purpose; or by unanimous action of all the directors or all of the shareholders entitled to vote thereon, without a meeting. Amendments to the by-laws adopted by the Board of Directors may be altered, amended, supplemented or repealed by the affirmative vote of a majority of the shareholders or by unanimous action of all the shareholders except where prohibited by law. Any change in these By-Laws shall take effect when adopted unless otherwise provided in the resolution effecting the change

ARTICLE XII
INTERPRETATION

Section 12.01 Interpretation. All words, terms and provisions of these Bylaws shall be interpreted and defined by and in accordance with the Pennsylvania Business Corporation Law of 1988, as amended (or any successor statute thereto).

Section 12.02 Separability. The provisions of these Bylaws are independent of and separable from each other, and no provision shall be affected or rendered invalid or unenforceable by virtue of the fact that for any reason any other or others of them may be invalid or unenforceable in whole or in part.

Section 12.03 Gender, Etc. Words used in these By-Laws, regardless of the number and gender specifically used, shall be construed to include any other number, singular or plural, and any other gender, masculine, feminine or neuter, as the context requires.

APPENDIX A

AMENDMENTS TO THE BYLAWS

5/2009	Sections 4.01 and 5.05 were modified.

Divider Page

AllOne Health Group, Inc.

Officers and Board of Directors
2013 – 2014

Corporate Informational Status Sheets

State of Incorporation : Pennsylvania
Date of Incorporation : August 20, 1985
Tax ID Number : 23-2361255

Officers: (elected 5/21/13)

Chairman of the Board
John P. Moses, Esq.

President & Chief Executive Officer
Denise S. Cesare

Chief Financial Officer & Treasurer
William J. Farrell

Assistant Treasurer
Bruce E. Sickel

Secretary
Gertrude C. McGowan, Esq.

Board of Directors: (elected 5/15/13)
John P. Moses, Esq., Chairman
Denise S. Cesare, Ex Officio
Frank E. Apostolico
Paul J. Canevari
Peter J. Danchak
Louis A. DeNaples
Bart E. Ecker, Esq.
John H. Graham
Alan S. Hollander, Esq.
Gary F. Lamont
Richard K. Mangan
John D. McCarthy, Jr.
John J. Menapace
Paul H. Rooney, Jr.
Rhea P. Simms
David J. Williams

BY-LAWS
OF
AllOne Health Group, Inc.

5/21/2009

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BY-LAWS
of
AllOne Health Group, Inc.

ARTICLE I
OFFICES

Section 1.01. Registered Office. The registered office of AllOne Health Group, Inc. (the "Corporation") in Pennsylvania shall be at the place designated in the Articles of Incorporation, subject to change upon notice to the Secretary of the Commonwealth as may be permitted by law.

Section 1.02. Other Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time designate or as the business of the Corporation may require.

ARTICLE II
SEAL

Section 2.01. Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal Pennsylvania." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE III
SHAREHOLDERS' MEETINGS

Section 3.01. Place of Meeting. All meetings of the shareholders shall be held at the registered office of the Corporation or at such other place, within or without the Commonwealth of Pennsylvania, as the Board of Directors or shareholders may from time to time determine. If a meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the shareholders have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the shareholders and pose questions to the directors, the meeting need not be held at a particular geographic location. In such case, the meeting shall be deemed to have been held at the registered office of the Corporation.

Section 3.02. Annual Meeting. An annual meeting of the shareholders shall be held each year at such time and on such date as shall be designated by resolution of the Board of Directors, but not later than five months after the end of the Corporation's fiscal year, for the election of directors and the transaction of such other business as may properly be brought before the meeting. If a meeting for the election of directors shall not be held before the end of any calendar year, any shareholder may call such meeting at any time thereafter.

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Section 3.03. Special Meetings. Special meetings of the shareholders may be called at any time by the President, or a majority of the Board of Directors, or the holder or holders of not less than one-fifth (or such smaller fraction as may be provided by law in particular cases) of all the shares of the Corporation outstanding and entitled to vote at the particular meeting. If called by shareholders such request shall be in writing delivered to the Secretary of the Corporation and shall state the time, place and general nature of the business to be transacted at the meeting; and it shall be the duty of the Secretary to call such meeting to be held not more than sixty days after receipt of the request. If the Secretary shall neglect or refuse to issue such call the person or persons making the request may do so.

Section 3.04. Notice of Meetings. Written notice of every meeting of the shareholders shall be given by or at the direction of the Secretary or other authorized person to each shareholder of record entitled to vote at the meeting at least five days prior to the date named for the meeting, unless a greater period of notice is required by law in a particular case. Such notice need not be given to shareholders not entitled to vote at the meeting unless such shareholders are entitled by law to such notice in a particular case. Notice shall be deemed to have been properly given to a shareholder when delivered to such shareholder personally, or when sent by first class or express mail, postage prepaid, or courier service, charges prepaid, to the person's postal address appearing on the books of the Corporation. In addition, notice may be given by facsimile transmission, e-mail or other electronic communication to the facsimile number or address for e-mail or other electronic communications supplied to the Corporation for the purpose of notice. Notwithstanding the foregoing, such notice may be given by any class of postpaid mail if given at least 20 days prior to the day named for the meeting or any corporate or shareholder action specified in the notice. A certificate or affidavit by the Secretary or an Assistant Secretary or a transfer agent shall be prima facie evidence of the giving of any notice required by these By-Laws. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or courier service for delivery to such person or, in the case of facsimile or other electronic communication, when sent. Such notice shall specify the geographic location, day and hour of the meeting, and shall state the nature of the business to be transacted if and to the extent required by law.

Section 3.05. Exception to Notice. Whenever any notice or communication is required to be given to a shareholder and communication with that shareholder is then unlawful, the giving of the notice or communication to that shareholder shall not be required and there shall be no duty to apply for a license or other permission to do so. If the action taken is such as to require the filing of any document with respect thereto, it shall be sufficient, if such is the fact and if notice or communication is required, to state therein that notice or communication was given to all shareholders entitled to receive notice or communication except persons with whom communication was unlawful. This exception shall also be applicable to any shareholder with whom the Corporation has been unable to communicate for more than twenty-four (24) consecutive months because communications to the shareholder are returned unclaimed or the shareholder has otherwise failed to provide the Corporation with a current address. Whenever the shareholder provides the Corporation with a current address, this exception shall cease to be applicable to the shareholder.

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Section 3.06. Waiver of Notice. Whenever any notice is required to be given to a shareholder under the provisions of applicable law or by these By-Laws, a waiver thereof in writing, signed by the person entitled to notice either before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Except as otherwise required by law, neither the business to be transacted at the meeting, nor the purpose of the meeting, need be specified in the waiver of notice of such meeting. Attendance of any person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting except where a person entitled to notice attends the 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 3.07. Quorum. The presence, in person (including participation by telephone or similar communication as provided in Section 3.18 hereof) or by proxy, of the shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast on the particular matter shall be requisite and shall constitute a quorum for the purpose of considering such matter at any meeting of the shareholders for the election of directors or for the transaction of other business except as otherwise provided by statute or in these By-Laws. The shareholders present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. If, however, any meeting of shareholders cannot be organized because a quorum has not attended, the shareholders entitled to vote thereat present in person or by proxy shall have the power to adjourn the meeting to such time and place as they may determine, except that in the case of any meeting called for the election of directors, such meeting may be adjourned only from day to day, or for such longer periods not exceeding fifteen days each, as may be directed by shareholders who are present in person or by proxy and who are entitled to vote, until such directors have been elected; and those who attend the second of such adjourned meetings, although less than a quorum as fixed by law or in the Articles of Incorporation, shall nevertheless constitute a quorum for the purpose of electing directors. If a vote is cast by a proxy on behalf of a shareholder on any issue other than a procedural motion considered at a meeting of the shareholders, the shareholder shall be deemed to be present during the entire meeting for the purposes of determining whether a quorum is present for consideration of any other issue.

Section 3.08. Shareholders Entitled to Vote. Unless otherwise provided in the Articles of Incorporation, every shareholder shall be entitled to one vote for every share standing in his or her name on the books of the Corporation. In the event the Board of Directors shall fix a time prior to the date of any meeting of shareholders, as a record date for the determination of the shareholders entitled to notice of or to vote at any such meeting, which time, except in the case of an adjourned meeting, shall not be more than ninety days prior to the date of the meeting of shareholders. Only such shareholders as shall be shareholders of record on the date so fixed shall be entitled to notice of, or to vote at, such meeting notwithstanding any transfer of shares on the books of the Corporation after such record date. If a record date shall not be fixed by the Board of Directors for a particular shareholders' meeting, the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held.

Section 3.09. Shareholders May Vote in Person or by Proxy. At all meetings of shareholders, shareholders entitled to vote at a meeting of the shareholders or express consent or dissent to corporate action in writing without the formality of a meeting may authorize another person to act for him by proxy. Every proxy shall be executed or authenticated by the shareholder or by such shareholder's duly authorized attorney-in-fact and filed with or transmitted to the Secretary of the Corporation or its designated agent. A shareholder or his duly authorized attorney-in-fact may execute or authenticate a writing or transmit an electronic message authorizing another person to act for him by proxy. A telegram, telex, cablegram, datagram, e-mail, Internet communication or other means of electronic transmission from a shareholder or attorney-in-fact, or a photographic, facsimile or similar reproduction of a writing executed by a shareholder or attorney-in-fact, may be treated as properly executed or authenticated and shall be treated as properly executed or authenticated if it sets forth or utilizes a confidential and unique identification number or other mark furnished by the Corporation to the shareholder for the purposes of the particular meeting or transaction. A proxy, unless coupled with an interest (as defined in 15 Pa. C.S.A. § 1759(d)), shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the Corporation or its designated agent in writing or by electronic transmission. An unrevoked proxy shall not be valid after three years from the date of its execution, authentication or transmission unless a longer time is expressly provided therein. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of the death or incapacity is given to the Secretary of the Corporation or its designated agent. Where two or more proxies of a shareholder are present the Corporation shall, unless otherwise expressly provided in the proxy, accept as the vote of all shares represented thereby the vote cast by a majority of them and, if a majority of the proxies cannot agree whether the shares represented shall be voted or upon the manner of voting the shares, the voting of the shares shall be divided equally among those persons.

Section 3.10. Election of Directors; Cumulative Voting. Elections for directors need not be by ballot except upon demand made by a shareholder at the election and before the voting begins. Except to the extent that cumulative voting is required by law, directors shall be elected by a plurality of the votes cast, in person or by proxy, at a meeting of shareholders by the holders of shares entitled to vote therein.

Section 3.11. Voting. Except as otherwise provided by law or these By-Laws, whenever any corporate action is to be taken by vote of the shareholders, it shall be authorized by a majority of the votes cast at a duly organized meeting of shareholders by the holders of shares entitled to vote thereon.

Section 3.12. Voting Expenses. The Corporation shall pay the reasonable expenses of solicitation of votes, proxies or consents of shareholders by or on behalf of the Board of Directors or its nominees for election to the Board, including solicitation by professional proxy solicitors and otherwise, and may pay the reasonable expenses of a solicitation by or on behalf or other persons.

Section 3.13. Voting Lists. The officer or agent having charge of the transfer books for shares of the Corporation shall make a complete list of the shareholders entitled to vote

at the meeting, arranged in alphabetical order, with the address of and the number of shares held by each. Such list shall be produced and kept open at the time and place of the meeting, and shall be subject to the inspection of any shareholder during the whole time of the meeting, except that if the Corporation has five thousand or more shareholders, in lieu of the making of such list the Corporation may make the information therein available by any other means.

Section 3.14. Judges of Election. In advance of any meeting of shareholders, the Board of Directors may appoint Judges of Election, who may but need not be shareholders, to act at such meeting or any adjournment thereof. If Judges of Election be not so appointed, the Chairman of any such meeting may, and on the request of any shareholder or his proxy shall, make such appointment at the meeting. The number of Judges shall be one or three. If appointed at the meeting on the request of one or more shareholders or proxies, the question of whether one or three Judges are to be appointed shall be determined as provided by law. No person who is a candidate for office to be filled at the meeting shall act as a Judge. In case any person appointed as Judge fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by the Board of Directors in advance of the convening of the meeting, or at the meeting by the person acting as Chairman. The Judges of Election shall do all such acts as may be proper to ascertain the existence of a quorum and the number of votes case, and to conduct the election or vote with fairness to all shareholders. They shall, if requested by the Chairman of the meeting or any shareholder or his or her proxy, make a written report of any matter determined by them and execute a certificate of any fact found by them. If there be three Judges of Election the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all.

Section 3.15. Notice of Adjournments. Upon adjournment of an annual or special meeting of shareholders it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken unless the Board fixes a new record date for the adjourned meeting. At any adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called.

Section 3.16. Informal Action by Shareholders.

(a) Except as may be otherwise provided by statute or in the Articles of Incorporation, notwithstanding anything to the contrary contained in these By-Laws, any action required or permitted be taken at a meeting of the shareholders may be taken without a meeting, if, prior or subsequent to the action a consent thereto by all of the shareholders who would be entitled to vote at a meeting for such purpose shall be filed with the Secretary of the Corporation.

(b) Any action required or permitted to be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting upon the consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. The consents shall be filed with the Secretary of the Corporation. An action taken pursuant to this Section 3.16(b) shall not become effective until after at least ten

days' notice of such action shall have been given to each shareholder entitled to vote thereon who has not consented thereto.

Section 3.17. Conduct of Shareholders Meeting. There shall be a presiding officer at every meeting of the shareholders. The presiding officer of each shareholder meeting shall be appointed by the Board of Directors. If the Board of Directors fails to designate a presiding officer, the President, or if not present the Secretary, of the Corporation shall be the presiding officer. The presiding officer shall determine the order of business and shall have the authority to establish rules for conduct of the meeting. Any action by the presiding officer in adopting rules for, and in conducting, a meeting shall be fair to the shareholders. The presiding officer shall announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls shall be deemed to have closed upon the final adjournment of the meeting. After the polls close, no ballots, proxies or votes, nor any revocations or changes thereto, may be accepted.

Section 3.18. Participation in Meetings by Conference Telephone or Other Electronic Technology. Unless determined to the contrary by the Board of Directors in advance of a particular meeting with respect to that meeting, the presence or participation, including voting and taking other action, at a meeting of the shareholders, or the expression of consent or dissent to a corporate action, by a shareholder by conference telephone or other electronic means, including, without limitation, the Internet, shall constitute the presence of, or vote or action by, or consent or dissent of the shareholder.

ARTICLE IV
DIRECTORS

Section 4.01. Number and Term of Office. The business and affairs of the Corporation shall be managed under the direction of a board consisting of at least five (5) members who shall be natural persons of full age. Subject to the preceding sentence, the number of directors shall be such number as shall have been last specified by resolution, if any, of the shareholders. At least two-thirds of the directors shall be citizens of the United States. Directors need not be residents of Pennsylvania or shareholders in the Corporation. Each director shall hold office until the expiration of the term for which he or she was selected and until a successor has been selected and qualified or until his or her earlier death, resignation or removal.

Section 4.02. Vacancies. Vacancies in the Board of Directors may be filled by a majority vote of the remaining members of the Board though less than a quorum, or by a sole remaining director, and each person so elected shall be a director to serve for the balance of the unexpired term.

Section 4.03. Resignation. Any director may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

Section 4.04. Place of Meetings. The meetings of the Board of Directors may be held at such place within or without the Commonwealth of Pennsylvania as a majority of the

directors may from time to time by resolution appoint, or as may be designated in the notice or waiver of notice of a particular meeting; in the absence of specification, such meetings shall be held at the registered office of the Corporation.

Section 4.05. First Meeting. The first meeting of each newly elected Board of Directors shall be held immediately after the annual meeting of the shareholders at the place where the shareholders' meeting was held, for the purpose of organization, the election of officers and the transaction of other business; or such meeting may convene at such other time and place as may be fixed by resolution of the shareholders adopted at the meeting at which the directors were elected, or by the call of any director or incorporator, who shall give at least five days written notice thereof to each other director or incorporator, which notice shall set forth the time and place of the meeting. Any incorporator may act in person, by written consent or by proxy signed by him or her or his or her attorney-in-fact. If a designated director or an incorporator dies or is for any reason unable to act at the meeting, the other or others may act. If there is no other designated director or incorporator able to act, any person for whom an incorporator was acting as agents may act or appoint another to act in his or her stead.

Section 4.06. Regular Meetings. Regular meetings of the Board of Directors may be held at such times as the Board may by resolution determine. If any day fixed for a regular meeting shall be a legal holiday, then the meeting shall be held at the same hour and place on the next succeeding secular day.

Section 4.07. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board or the President, and shall be called upon the written request of any director delivered to the Secretary. Any such request by a director shall state the time and place of the proposed meeting, and upon receipt of such request it shall be the duty of the Secretary to issue the call for such meeting promptly. If the Secretary shall neglect to issue such call, the director making the request may issue the call.

Section 4.08. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. If such meeting is to be held at other than the usual time or place, written notice of such meeting shall be given in the manner described herein. Notice of all special meetings and regular meetings requiring notice shall be given by mailing the same at least forty-eight hours, or by telegraphing or telephoning the same, or by giving personal notice thereof at least twenty-four hours before the time named for such meeting. Any notice herein required may be given to a director either personally, or by sending a copy thereof by first class or express mail, postage prepaid or courier service, charges prepaid, to the postal address supplied by such director. In addition, notice may be given by facsimile transmission, e-mail or other electronic communication to the facsimile number or address for e-mail or other electronic communications supplied to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to such person or in the case of facsimile or other electronic communication, when sent. Such notice shall specify the place, day and hour of the meeting.

Section 4.09. Exception to Notice. Whenever any notice or communication is required to be given to a director under the provisions of applicable law or by the Articles of

Incorporation or these By-Laws or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action and communication with that director is then unlawful, the giving of the notice or communication to that director shall not be required and there shall be no duty to apply for a license or other permission to do so. Any action or meeting that is taken or held without notice or communication to that director shall have the same validity as if the notice or communication had been duly given. If the action taken is such as to require the filing of any document with respect thereto under any provision of law or any agreement or other instrument, it shall be sufficient, if such is the fact and if notice or communication is required, to state therein that notice or communication was given to all directors entitled to receive notice or communication except directors with whom communication was unlawful.

Section 4.10. Waiver of Notice. Whenever any notice is required by law or the Articles of Incorporation or these By-Laws to be given to a director, a waiver thereof in writing, signed by the director entitled to notice either before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Attendance of any director at any meeting shall constitute a waiver of notice of such meeting except where such director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.11. Quorum. At all meetings of the Board a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present (including participants by telephone or similar communication as provided in Section 4.21 hereof) at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may otherwise be specifically provided by statute, or by the Articles of Incorporation, or by these By-Laws.

Section 4.12. Voting Rights of Directors. Every director shall be entitled to one vote. Any requirement of law or of these By-Laws for the presence of or vote or other action by a specified percentage of directors shall be satisfied by the presence of or vote or other action by directors entitled to cast the specified percentage of the votes that all voting directors in office are entitled to cast.

Section 4.13. Adjournment. Adjournment or adjournments of any regular or special meetings may be taken, and it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken. At any adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting originally called.

Section 4.14. Informal Action. Notwithstanding anything to the contrary contained in these By-Laws, any action required or permitted to be taken at a meeting of the directors or the members of the executive or other committee may be taken without a meeting, if, prior or subsequent to the action, a consent or consents thereto by all of the directors or the members of the executive or other committee, as the case may be, is filed with the Secretary of the Corporation.

Section 4.15 General Powers. All such powers of the Corporation and all such lawful acts and things as are not by statute, or by the Articles of Incorporation or by these By-Laws, directed or required to be exercised or done by the shareholders, shall be exercised by or under the authority of the Board of Directors.

Section 4.16. Committees. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the Corporation. Any committee to the extent provided in such resolution, shall have and may exercise all of the powers and authority of the Board of Directors except that a committee shall not have any power or authority prohibited by law. Each committee of the Board shall have a quorum for transacting business with respect to a meeting of a committee. Vacancies in the membership of the committees shall be filled by the Board of Directors at a regular or special meeting of the Board. Any committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting of the Board. Each committee of the Board shall serve at the pleasure of the Board.

Section 4.17. Compensation of Directors. Directors may receive such reasonable compensation for their services as may be provided by a resolution adopted by a majority of the whole Board.

Section 4.18. Removal of Directors.

(a) Removal by the Board. The Board of Directors may declare vacant the office of a director who has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment for a term of more than one year or for any other proper cause, or if, within sixty days after notice of his or her selection such director does not accept the office either in writing or by attending a meeting of the Board.

(b) Effect of Reinstatement. An act of the Board done during the period when a director has been suspended or removed for cause shall not be impugned or invalidated if the suspension or removal is thereafter rescinded by the shareholders or by the Board or by the final judgment of a court.

Section 4.19. Interested Directors or Officers; Quorum.

(a) General Rule. A contract or transaction between the Corporation and one or more of its directors or officers or between the Corporation and another corporation, partnership, joint venture, trust or other enterprise in which one or more of its directors or officers are directors or officers or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors that authorizes the contract or transaction, or solely because his, her or their votes are counted for that purpose, if-

(1) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or the shareholders.

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(b) Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in subsection (a).

Section 4.20. Participation in Meetings by Conference Telephone or Other Electronic Technology. Any director may participate in any meeting of the Board of Directors or of any committee (provided such director is otherwise entitled to participate), be counted for the purpose of determining a quorum thereof and exercise all rights and privileges to which such director might be entitled were he or she personally in attendance, including the right to vote, or any other rights attendant to presence in person at such meeting, by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 4.21 shall constitute presence at such meeting.

Section 4.21. Informational Rights. To the extent reasonably related to the performance of the duties of the director, including duties arising from service as a member of a committee of the Board of Directors, a director of the Corporation is entitled (a) in person or by any attorney or other agent, at any reasonable time, to inspect and copy corporate books, records and documents and, in addition, to inspect, and receive information regarding, the assets, liabilities and operations of the Corporation and any of its subsidiaries organized or incorporated under the laws of the Commonwealth of Pennsylvania, and (b) to demand that the Corporation exercise whatever rights it may have to obtain information regarding any other subsidiaries of the Corporation.

ARTICLE V
OFFICERS, AGENTS AND EMPLOYEES

Section 5.01. Executive Officers. The executive officers of the Corporation shall be elected annually by a majority vote of the Board of Directors and shall be a President, a Secretary and a Treasurer, or persons who shall act as such, regardless of the name or title by which they may be designated, elected or appointed. A Chairman of the Board, one or more Vice Presidents, and such other officers and assistant officers also may be elected or appointed as the Board of Directors may authorize from time to time. Each officer other than the Treasurer and any Assistant Treasurer shall be a natural person of the age of 18 years or older. The Treasurer and any Assistant Treasurer may be a corporation, but if a natural person shall be of the age of 18 years or older. In addition to the powers and duties prescribed by these By-Laws, the officers and assistant officers shall have such authority and shall perform such duties in the management of the Corporation as may be determined by or pursuant to resolutions or orders of the Board of Directors. The officers and assistant officers of the Corporation shall hold office for a term of one year and until such officer's successor has been selected and qualified or until such officer's earlier death, resignation or removal. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation. The Board of Directors may add to the title of any officer or assistant officer a word or words descriptive of his or her powers or the general character of his or her duties. If the office of any officer or assistant officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. The

Board of Directors may delegate to any officer or committee of the Board the power to elect or appoint 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 5.02. Agents or Employees. The Board of Directors may by resolution designate the officer or officers who shall have authority to appoint such agents or employees as the needs of the Corporation may require. In the absence of such designation this function may be performed by the President and may be delegated by him or her to others in whole or in part.

Section 5.03. Salaries. The salaries of all officers of the Corporation shall be fixed by the Board of Directors or by authority conferred by resolution of the Board. The Board also may fix the salaries or other compensation of assistant officers, agents and employees of the Corporation, but in the absence of such action this function shall be performed by the President or by others under his or her supervision.

Section 5.04. Removal of Officers, Agents or Employees. Any officer, assistant officer, agent or employee of the Corporation may be removed or his or her authority revoked by resolution of the Board of Directors with or without cause, but such removal or revocation shall be without prejudice to the rights, if any, of the person so removed, to receive compensation or other benefits in accordance with the terms of existing contracts. Election or appointment of an officer or agent shall not of itself create contract rights. Any agent or employee of the Corporation may be removed by the President or, subject to his or her supervision, by the person having authority with respect to the appointment of such agent or employee, in each case with or without cause whenever in such person's judgment the best interests of the Corporation will be served thereby.

Section 5.05. Chairman of the Board, Chief Executive Officer, and President; Powers and Duties.

(a) The Chairman of the Board shall preside at all meetings of the shareholders and of the Board of Directors. The Chairman shall be a full voting member of the Board of Directors, entitled to vote and participate in all actions and matters brought before the Board of Directors. He or she shall be the senior officer of the Corporation and shall have such powers and duties as the Board may prescribe.

(b) The Chief Executive Officer shall report directly to the Board of Directors and be accountable for the carrying out of the strategic plan and policies of the Board of Directors and shall exercise or perform all the powers and duties usually incident to the office of the Chief Executive Officer. In the absence of the Chairman of the Board, the Chief Executive Officer shall preside at all meetings of the shareholders and of the Board of Directors. The Chief Executive Officer shall be an ex officio member of the Board of Directors.

(c) The President shall have general charge and supervision of the business of the Corporation and shall exercise or perform all the powers and duties usually incident to the office of President. He or she shall from time to time make such reports of the affairs of the Corporation as the Board may require and shall annually present to the annual

meeting of the shareholders a report of the business of the Corporation for the preceding fiscal year.

(d) Except as otherwise required by laws, the Chairman of the Board and Chief Executive Officer shall be ex officio members of the executive committee and of every other committee appointed by the Board.

Section 5.06. Vice President; Powers and Duties. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and if there be more than one Vice President, their seniority in performing such duties and exercising such powers shall be determined by the Board of Directors or, in default of such determination, by the order in which they were first elected. Each Vice President also shall have such powers and perform such duties as may be assigned to him or her by the Board or the President.

Section 5.07. Secretary; Powers and Duties. The Secretary shall attend all sessions of the Board and all meetings of the shareholders and act as clerk thereof, and record all the votes and minutes thereof in books to be kept for that purpose; and shall perform like duties for the executive committee (if any) and of other committees of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the shareholders and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board or by the President. The Secretary shall keep in custody the corporate seal of the Corporation, and may affix the same to any instrument requiring it and attest the same.

Section 5.08. Treasurer; Powers and Duties. The Treasurer shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Corporation. He or she shall see to the deposit of all moneys and other valuable effects in the name and to the credit of the Corporation in such depositary or depositaries as may be designated by the Board of Directors, subject to disbursement or disposition upon orders signed in such manner as the Board of Directors shall prescribe. He or she shall render to the President and to the directors, at the regular meetings of the Board or whenever the President or the Board may require it, an account of all his or her transactions as Treasurer.

Section 5.09. Delegation of Officers' Duties. Any officer may delegate duties to his or her assistant (if any) appointed by the Board; and in case of the absence of any officer or assistant officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate or authorize the delegation of his or her powers or duties, for the time being, to any person.

ARTICLE VI
SHARES OF CAPITAL STOCK

Section 6.01. Certificates of Shares. Subject to requirements prescribed by law, the shares of the Corporation shall be represented by share certificates in such form as shall be approved by the Board of Directors. Every shareholder shall be entitled to a share certificate representing the shares owned by him or her. All certificates representing shares shall be

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registered in the share register as they are issued, and those of the same class or series shall be consecutively numbered. Every share certificate shall be executed by facsimile or otherwise, by a corporate officer or assistant officer on behalf of the Corporation. In case any officer, assistant officer, transfer agent or registrar whose signature appears on any share certificate shall have ceased to be such because of death, resignation or otherwise, before the certificate is issued, it may be issued by the Corporation with the same effect as if he or she had not ceased to be such at the date of its issue.

Section 6.02. Registered Shareholders. The Corporation shall be entitled to treat the registered holder of any share or shares as the holder thereof in fact and law and shall not be bound to recognize any equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, save as otherwise expressly provided by statute.

Section 6.03. Transfers of Shares. Shares of the Corporation shall be transferred only on its books upon the surrender to the Corporation or its transfer agent of the share certificate or certificates therefor duly endorsed by the person named therein, or accompanied by proper evidence of succession, assignment or authority to transfer such shares; provided, no transfers of shares shall be made while the books of the Corporation are closed against transfers as hereinafter provided in these By-Laws. Subject to Section 6.04 hereof, upon transfer the transaction shall be recorded upon the books of the Corporation.

Section 6.04. Restrictions on Transfer. Transfers of shares may be restricted in any lawful manner by law, or by contract if a copy of the contract is filed with the Corporation, provided that notice of the restrictions shall be typed or printed conspicuously on the share certificate or in the equivalent notice with respect to an uncertificated security.

Section 6.05. Replacement of Certificates. The Board of Directors may direct a new share certificate to be issued in place of any share certificate theretofore issued by the Corporation and claimed to have been lost, destroyed or mutilated, upon the claimant's furnishing an affidavit of the facts and, if required by the Board of Directors, a bond of indemnity in such amount and in such form, with such surety thereon, as the Board may approve for the protection of the Corporation and its officers and agents.

ARTICLE VII
RECORD DATE

Section 7.01. Directors May Fix Record Date. The Board of Directors may fix a time prior to the date of any meeting of the shareholders as a record date, for the determination of the shareholders entitled to notice of, or to vote at, any such meeting, which time, except in the case of an adjourned meeting, shall be not more than ninety days prior to the date of the meeting of shareholders. Only the shareholders who are shareholders of record and entitled to vote on the date so fixed shall be entitled to notice of and to vote at such meeting notwithstanding any transfer of shares on the books of the Corporation after the record date so fixed. The Board of Directors may similarly fix a record date for the determination of shareholders of record for any other purpose. When a determination of shareholders of record

has been made for purposes of a meeting, the determination shall apply to any adjournment thereof unless the Board fixes a new record. date for the adjourned meeting.

Section 7.02. Determination When No Record Date Fixed. If a record date is not fixed by the Board of Directors, the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held. The record date for determining shareholders entitled to express consent or dissent to corporate action in writing without a meeting, when prior action by the Board of Directors is not necessary, shall be the day on which the first written consent or dissent is filed with the Secretary of the Corporation. The record date for determining shareholders for any other purpose shall be at the close of business on the date on which the Board of Directors adopts the resolution relating thereto.

Section 7.03. Certification By Nominee. The Board of Directors may adopt a procedure whereby a shareholder of the Corporation may certify in writing to the Corporation that all or a portion of the shares registered in the name of the shareholder are held for the account of a specified person or persons. The resolution of the Board may set forth (i) the classification of shareholder who may certify; (ii) the purpose or purposes for which the certification may be made, (iii) the form of certification and information to be contained therein; (iv) if the certification is with respect to a record date, the time after the record date within which the certification must be received by the Corporation; and (v) such other provisions with respect to the procedure as are deemed necessary or desirable. Upon receipt by the Corporation of a certification complying with the procedure, the persons specified in the certification shall be deemed, for the purposes set forth in the certification, to be the holders of record of the number of shares specified in place of the shareholder making the certification.

ARTICLE VIII
DISTRIBUTIONS AND WORKING CAPITAL

Section 8.01. Distributions. Subject to the limitations prescribed by law, and the provisions of the Articles of Incorporation relating thereto, if any, the Board of Directors, at any regular or special meeting, may authorize and the Corporation may make distributions out of assets legally available for such distributions to such extent as the Board may deem advisable. Distributions may be paid in cash, in property, or in shares of the Corporation.

Section 8.02. Reserve Fund. Before the making of any distribution there may be set aside out of surplus or out of the net profits of the Corporation such sum or sums as the Board of Directors may, from time to time, in its absolute discretion, think proper as a reserve fund to meet contingencies, or for such other purpose as the Board shall think conducive to the interests of the Corporation, and the Board may vary or abolish any such reserve fund in its absolute discretion.

ARTICLE IX
MISCELLANEOUS PROVISIONS

Section 9.01. Corporate Records. The Corporation shall keep complete and accurate books and records of account, minutes of the proceedings of the incorporators, shareholders and directors and a share register giving the names of the shareholders and showing their respective addresses, the number and classes of shares held by each. The share register shall be kept at either the registered office of the Corporation in the Commonwealth of Pennsylvania or at its principal place of business wherever situated or at the office of its registrar or transfer agent. Any books, minutes or other records may be in written form or any other capable of being converted into written form within a reasonable time. Whenever any instrument is required to be filed with the Secretary of the Corporation, in addition to other means of filing with the Secretary, insertion in the minute book of the Corporation shall be deemed filing with the Secretary regardless of whether the Secretary or some other authorized person has actual possession of the minute book.

Section 9.02. Execution of Written Instruments. Any form of execution provided in the Articles of Incorporation or in these By-Laws notwithstanding, any note, mortgage, evidence of indebtedness, contract or other document or any assignment or endorsement thereof, executed and entered into between the Corporation and any other person, when signed by one or more officers or agents having actual or apparent authority to sign it, or by the President or a Vice President and attested by the Secretary or the Treasurer or an Assistant Secretary or Assistant Treasurer, shall be held to have been properly executed for and in behalf of the Corporation. All checks, notes, drafts and orders for the payment of money shall be signed by such one or more officers or agents as the Board of Directors may from time to time designate. The affixation of the corporate seal shall not be necessary to the valid execution, assignment or endorsement by the Corporation of any instrument or other document.

Section 9.03. Annual Financial Statements.

(a) Unless otherwise agreed between the Corporation and a shareholder in a writing which meets the requirements of 15 Pa. C.S.A. § 1554(b), the Corporation shall furnish to its shareholders annual financial statements, including at least a balance sheet as of the end of each fiscal year and statement of income and expenses for the fiscal year. The financial statements shall be prepared on the basis of generally accepted accounting principles, if the Corporation prepares financial statements for the fiscal year on that basis for any purpose, and may be consolidated statements of the Corporation which include the parent of the Corporation, subsidiaries and affiliates of the parent of the Corporation, and subsidiaries of the Corporation.

(b) The financial statements shall be mailed by the Corporation to each of its shareholders entitled thereto within 120 days after the close of each fiscal year and, after the mailing and upon written request, shall be mailed by the Corporation to any shareholder or beneficial owner entitled thereto to whom a copy of the most recent annual financial statements has not previously been mailed. In lieu of mailing the statements, the Corporation may send them by facsimile, e-mail or other electronic transmission to any shareholder who has supplied the Corporation with a facsimile number or address for electronic transmission for the purposes

of receiving financial statements from the Corporation. Statements that are audited or reviewed by a certified public accountant or a public accountant shall be accompanied by the report of the accountant; in other cases, each copy shall be accompanied by a statement of the person in charge of the financial records of the Corporation (i) stating such person's reasonable belief as to whether or not the financial statements were prepared in accordance with generally accepted accounting principles and, if not, describing the basis of presentation, and (ii) describing any material respects in which the financial statements were not prepared on a basis consistent with those prepared for the previous year.

(c) This Section 9.03 shall not apply to the Corporation if the Corporation is required by law to file financial statements at least once a year in a public office.

ARTICLE X
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES AND PERSONAL LIABILITY OF DIRECTORS

Section 10.01. Scope of Indemnification.

(a) General Rule. The Corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

(1) where such indemnification is expressly prohibited by applicable law;

(2) where the conduct of the indemnified representative has been finally determined pursuant to Section 10.06 or otherwise to constitute willful misconduct or recklessness within the meaning of 15 Pa.C.S.A. § 1746(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or

(3) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 10.06 to be otherwise unlawful.

(b) Partial Payment. If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the Corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

(c) Presumption. The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the indemnified representative is not entitled to indemnification.

(d) Definitions. For purposes of this Article:

(1) "indemnified capacity" means any and all past, present and future service by an indemnified representative in one or more capacities as a director, officer, employee or agent of the Corporation, or, at the request of the Corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

(2) "indemnified representative" means any and all directors and officers of the Corporation and any other person designated as an indemnified representative by the Board of Directors of the Corporation (which may, but need not, include any person serving at the request of the Corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

(3) "liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or expense of any nature (including, without limitation, all reasonable attorneys' fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplication costs, printing and binding costs, telephone charges, postage charges and delivery service fees); and

(4) "proceeding" means any threatened, pending or completed action, suit, arbitration, alternate dispute resolution mechanism, investigation, appeal, or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, a class of its security holders or otherwise.

Section 10.02. Proceedings Initiated by Indemnified Representatives. Notwithstanding any other provision of this Article X, the Corporation shall not indemnify under this Article X an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the directors in office. This Section 10.02 does not apply to reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 10.06 or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article X.

Section 10.03. Advancing Expenses. The Corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 10.01 or the initiation of or participation in which is authorized pursuant to Section 10.02 upon receipt of an undertaking by or on behalf of the indemnified representative to repay the amount if it is ultimately determined pursuant to Section 10.06 that such person is not entitled to be indemnified by the Corporation pursuant to this Article X. The financial ability of an

indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

Section 10.04. Securing of Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of; the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, officers and directors and shall not be subject to voidability.

Section 10.05. Payment of Indemnification. An indemnified representative shall be entitled to indemnification within 30 days after a written request for indemnification has been delivered to the secretary of the Corporation.

Section 10.06. Arbitration.

(a) General Rule. Any dispute related to indemnification, contribution or advancement of expenses as provided under this Article X shall be decided only by arbitration in the City of Wilkes-Barre, Pennsylvania, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association. In the absence of the American Arbitration Association or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated the necessary arbitrator or arbitrators shall be selected by the presiding judge of the Court of Common Pleas of Luzerne County, Pennsylvania.

(b) Burden of Proof. The party or parties challenging the right of an indemnified representative to the benefits of this Article X shall have the burden of proof.

(c) Expenses. The Corporation shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration.

(d) Effect. Any award entered by the arbitrators shall be final, binding and non-appealable and judgment maybe entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the Corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 10.01(a)(2) in a proceeding not directly involving indemnification under this Article X. The arbitration provision shall be specifically enforceable.

Section 10.07. Contribution. If the indemnification provided for in this Article X or otherwise is unavailable for any reason in respect of any liability or portion thereof, the

Corporation shall contribute to the liabilities to which the indemnified representative may be subject in such proportion as is appropriate to reflect the intent of this Article X or otherwise.

Section 10.08. Mandatory Indemnification of Directors, Officers, etc. To the extent that an authorized representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1741 or 1742 of the Commonwealth of Pennsylvania Business Corporation Law of 1988, as amended, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

Section 10.09. Contract Rights; Amendment or Repeal. All rights under this Article X shall be deemed a contract between the Corporation and the indemnified representative pursuant to which the Corporation and each indemnified representative intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

Section 10.10. Scope of Article. The rights granted by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in an indemnified capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article X shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 10.11. Reliance on Provisions. Each person who shall act as an indemnified representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification, contribution and advancement of expenses provided by this Article X.

Section 10.12. Interpretation. The foregoing provisions of this Article X are intended to constitute bylaws authorized by 15 Pa.C.S.A. § 1746.

Section 10.13. Personal Liability of Directors.

(a) General Rule. A director shall not be personally liable, as such, for monetary damages (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature (including, without limitation, attorneys' fees and disbursements)) for any action taken, or any failure to take any action, unless:

(1) the director has breached or failed to perform the duties of his or her office under Subchapter 17B of the Commonwealth of Pennsylvania Business Corporation Law of 1988, as amended (or any successor provision); and

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) Scope. The provisions of Section 10.13(a) shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to a local, state or federal law.

(c) Effective Date. The provisions of this Section 10.13 shall be effective August 20, 1985 and shall be subject to any provision of law prohibiting the application of this subsection to specific circumstances, but shall not apply to any action filed prior to that date nor to any breach or failure of performance of duty by a director occurring prior to that date. Any repeal or amendment of this Section 10.13, or the adoption of any provision of the articles of incorporation of the Corporation or these by-laws inconsistent with this Section 10.13, shall be prospective only and shall not affect, to the detriment of any director, any limitation on the personal liability of a director existing at the time of such repeal, amendment or adoption.

Section 10.14. Personal Liability of Officers.

(a) General Rule. 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 directors of the Corporation. An officer of the Corporation shall not be personally liable, as such, to the Corporation or its members 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 by-laws, or the applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) Effective Date. The provisions of this Section 1014 shall be effective August 20, 1985 and shall be subject to any provision of law prohibiting the application of this subsection to specific circumstances, but shall not apply to any action filed prior to that date nor to any breach or failure of performance of duty by an officer occurring prior to that date. Any repeal or amendment of this Section 10.14, or the adoption of any provision of the articles of incorporation of the Corporation or these by-laws inconsistent with this Section 10.14, shall be prospective only and shall not affect, to the detriment of any officer, any limitation on the personal liability of an officer existing at the time of such repeal, amendment or adoption.

Section 10.15. Changes in Pennsylvania Law. References in this Article X to Pennsylvania law or to any provision thereof shall be to such law as it existed on the date this Article X was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of directors or limits the indemnification rights or the rights to advancement of expenses which the Corporation may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) if such change permits the Corporation without the requirement of any further action by shareholders or directors to limit further the liability of directors (or limit the liability of officers) or to provide broader indemnification rights or rights to the advancement of expenses than the Corporation was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

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ARTICLE XI
AMENDMENT OF BY-LAWS

Section 11.01. Amendments. Except as otherwise prohibited by law, these By-laws may be altered, amended, supplemented or repealed by the affirmative vote of a majority of the whole Board of Directors or of shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast thereon, at any regular or special meeting of the Board or of the shareholders, as the case may be, convened after notice which notice, in the case of a special meeting of the shareholders, shall include notice of that purpose; or by unanimous action of all the directors or all of the shareholders entitled to vote thereon, without a meeting. Amendments to the by-laws adopted by the Board of Directors may be altered, amended, supplemented or repealed by the affirmative vote of a majority of the shareholders or by unanimous action of all the shareholders except where prohibited by law. Any change in these By-Laws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

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APPENDIX A

AMENDMENTS TO THE BYLAWS

5/2009 Sections 4.01 and 5.05 were modified.

Divider Page

Health Resources Corporation

Officers and Board of Directors
2013 – 2014

Corporate Informational Status Sheets

State of Incorporation :	Massachusetts
Date of Incorporation :	September 14, 1971
Tax ID Number :	04-2488836

Officers: (elected 5/21/13)

Chairman of the Board
John P. Moses, Esq.

Chief Executive Officer
Denise S. Cesare

President
Deborah Talbot

Chief Financial Officer & Treasurer
William J. Farrell

Assistant Treasurer
Bruce E. Sickel

Secretary
Gertrude C. McGowan, Esq.

Vice President & General Manager
Keith Wasley

Board of Directors: (elected 5/15/13)
John P. Moses, Esq., Chairperson
Denise S. Cesare, Ex Officio
Frank E. Apostolico
Gary F. Lamont

SECOND

AMENDED AND RESTATED

BY-LAWS

OF

HEALTH RESOURCES CORPORATION

5/21/09

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ARTICLE I

SHAREHOLDERS

Section 1. Annual Meeting. The Corporation shall hold an Annual Meeting of Shareholders at a time fixed by the Directors. The purposes for which the Annual Meeting is to be held, in addition to those prescribed by the Articles of Organization, shall be for electing Directors and for such other purposes as shall be specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. In the event an Annual Meeting is not held at the time fixed in accordance with these Bylaws or the time for an Annual Meeting is not fixed in accordance with these Bylaws to be held within thirteen (13) months after the last Annual Meeting was held, the Corporation may designate a Special Meeting held thereafter as a Special Meeting in lieu of the Annual Meeting, and the meeting shall have all of the effect of an Annual Meeting.

Section 2. Special Meetings. Special Meetings of the Shareholders may be called by the President or by the Directors, and shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by another officer, if the holders of at least ten (10%) percent, or such lesser percentage as the Articles of Organization permit, of all the votes entitled to be cast on any issue to be considered at the proposed Special Meeting sign, date, and deliver to the Secretary one or more written demands for the meeting describing the purpose for which it is to be held. Only business within the purpose or purposes described in the meeting notice may be conducted at a Special Shareholders' Meeting.

Section 3. Place of Meetings. All meetings of Shareholders shall be held at the principal office of the Corporation unless a different place is specified in the notice of the meeting or the meeting is held solely by means of remote communication in accordance with Section 11 of this Article.

Section 4. Requirement of Notice. A written notice of the date, time, and place of each Annual and Special Shareholders' Meeting describing the purposes of the meeting shall be given to Shareholders entitled to vote at the meeting (and, to the extent required by law or the Articles of Organization, to Shareholders not entitled to vote at the meeting) no fewer than seven (7) nor more than sixty (60) days before the meeting date. If an Annual or Special Meeting of Shareholders is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place, if any, is announced at the

meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting shall be given under this Section to persons who are Shareholders as of the new record date. All notices to Shareholders shall conform to the requirements of Article III.

Section 5. Waiver of Notice. A Shareholder may waive any notice required by law, the Articles of Organization, or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, be signed by the Shareholder entitled to the notice, and be delivered to the Corporation for inclusion with the records of the meeting. A Shareholder's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the Shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Shareholder objects to considering the matter when it is presented.

Section 6. Quorum.

(a) Unless otherwise provided by law, or in the Articles of Organization, these Bylaws or a resolution of the Directors requiring satisfaction of a greater quorum requirement for any voting group, a majority of the votes entitled to be cast on the matter by a voting group constitutes a quorum of that voting group for action on that matter. As used in these Bylaws, a voting group includes all shares of one or more classes or series that, under the Articles of Organization or the Massachusetts Business Corporation Act, as in effect from time to time (the "MBCA"), are entitled to vote and to be counted together collectively on a matter at a meeting of Shareholders.

(b) A share once represented for any purpose at a meeting is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless: (1) the Shareholder attends solely to object to lack of notice, defective notice or the conduct of the meeting on other grounds and does not vote the shares or otherwise consent that they are to be deemed present, or (2) in the case of an adjournment, a new record date is or shall be set for that adjourned meeting.

Section 7. Voting and Proxies. Unless the Articles of Organization provide otherwise, each outstanding share, regardless

of class, is entitled to one vote on each matter voted on at a Shareholders' Meeting. A Shareholder may vote his or her shares in person or may appoint a proxy to vote or otherwise act for him or her by signing an appointment form, either personally or by his or her attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. Unless otherwise provided in the appointment form, an appointment is valid for a period of eleven (11) months from the date the Shareholder signed the form or, if it is undated, from the date of its receipt by the officer or agent. An appointment of a proxy is revocable by the Shareholder unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest, as defined in the MBCA. An appointment made irrevocable is revoked when the interest with which it is coupled is extinguished. The death or incapacity of the Shareholder appointing a proxy shall not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment. A transferee for value of shares subject to an irrevocable appointment may revoke the appointment if he or she did not know of its existence when he or she acquired the shares and the existence of the irrevocable appointment was not noted conspicuously on the certificate representing the shares or on the information statement for shares without certificates. Subject to the provisions of Section 7.24 of the MBCA and to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the Shareholder making the appointment.

Section 8. Action at Meeting. If a quorum of a voting group exists, favorable action on a matter, other than the election of Directors, is taken by a voting group if the votes cast within the group favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, or the Articles of Organization, these Bylaws or a resolution of the Board of Directors requiring receipt of a greater affirmative vote of the Shareholders, including more separate voting groups. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. No ballot shall be required for such election unless requested by a Shareholder present or represented at the meeting and entitled to vote in the election.

Section 9. Action Without Meeting by Written Consent.

(a) Action taken at a Shareholders' meeting may be taken without a meeting if the action is taken either: (1) by all Shareholders entitled to vote on the action; or (2) to the extent permitted by the Articles of Organization, by Shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all Shareholders entitled to vote on the action are present and voting. The action shall be evidenced by one or more written consents that describe the action taken, are signed by Shareholders having the requisite votes, bear the date of the signatures of such Shareholders, and are delivered to the Corporation for inclusion with the records of meetings within sixty (60) days of the earliest dated consent delivered to the Corporation as required by this Section. A consent signed under this Section has the effect of a vote at a meeting.

(b) If action is to be taken pursuant to the consent of voting Shareholders without a meeting, the Corporation, at least seven (7) days before the action pursuant to the consent is taken, shall give notice, which complies in form with the requirements of Article III, of the action: (1) to nonvoting Shareholders in any case where such notice would be required by law if the action were to be taken pursuant to a vote by voting Shareholders at a meeting, and (2) if the action is to be taken pursuant to the consent of less than all the Shareholders entitled to vote on the matter, to all Shareholders entitled to vote who did not consent to the action. The notice shall contain, or be accompanied by, the same material that would have been required by law to be sent to Shareholders in or with the notice of a meeting at which the action would have been submitted to the Shareholders for approval.

Section 10. Record Date. The Directors may fix the record date in order to determine the Shareholders entitled to notice of a Shareholders' meeting, to demand a Special Meeting, to vote, or to take any other action. If a record date for a specific action is not fixed by the Board of Directors, and is not supplied by law, the record date shall be the close of business either on the day before the first notice is sent to Shareholders, or, if no notice is sent, on the day before the meeting or, in the case of action without a meeting by written consent, the date the first Shareholder signs the consent. A record date fixed under this Section may not be more than seventy (70) days before the meeting or action requiring a determination of Shareholders. A determination of Shareholders entitled to notice of or to vote at a Shareholders' meeting is

effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

Section 11. Meetings by Remote Communications. Unless otherwise provided in the Articles of Organization, if authorized by the Directors: any Annual or Special Meeting of Shareholders need not be held at any place but may instead be held solely by means of remote communication; and subject to such guidelines and procedures as the Board of Directors may adopt, Shareholders and proxyholders not physically present at a meeting of Shareholders may, by means of remote communications: (a) participate in a meeting of Shareholders; and (b) be deemed present in person and vote at a meeting of Shareholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (1) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Shareholder or proxyholder; (2) the Corporation shall implement reasonable measures to provide such Shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (3) if any Shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

Section 12. Form of Shareholder Action.

(a) Any vote, consent, waiver, proxy appointment or other action by a Shareholder or by the proxy or other agent of any Shareholder shall be considered given in writing, dated and signed, if, in lieu of any other means permitted by law, it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine: (i) that the electronic transmission was transmitted by the Shareholder, proxy or agent or by a person authorized to act for the Shareholder, proxy or agent; and (ii) the date on which such Shareholder, proxy, agent or authorized person transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the

purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Shareholders.

(b) Any copy, facsimile or other reliable reproduction of a vote, consent, waiver, proxy appointment or other action by a Shareholder or by the proxy or other agent of any Shareholder may be substituted or used in lieu of the original writing for any purpose for which the original writing could be used, but the copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

Section 13. Shareholders List for Meeting.

(a) After fixing a record date for a Shareholders' meeting, the Corporation shall prepare an alphabetical list of the names of all its Shareholders who are entitled to notice of the meeting. The list shall be arranged by voting group, and within each voting group by class or series of shares, and show the address of and number of shares held by each Shareholder, but need not include an electronic mail address or other electronic contact information for any Shareholder.

(b) The Shareholders list shall be available for inspection by any Shareholder, beginning two (2) business days after notice is given of the meeting for which the list was prepared and continuing through the meeting: (1) at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held; or (2) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. If the meeting is to be held solely by means of remote communication, the list shall be made available on an electronic network.

(c) A Shareholder, his or her agent, or attorney is entitled on written demand to inspect and, subject to the requirements of Section 2(c) of Article VI of these Bylaws, to copy the list, during regular business hours and at his or her expense, during the period it is available for inspection.

(d) The Corporation shall make the Shareholders list available at the meeting, and any Shareholder or his or her agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

ARTICLE II

DIRECTORS

Section 1. Powers. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors.

Section 2. Number and Election. The Board of Directors shall consist of one (1) or more individuals, with the number fixed by the Shareholders at the Annual Meeting or by the Board of Directors, but, unless otherwise provided in the Articles of Organization, if the Corporation has more than one (1) Shareholder, the number of Directors shall not be less than three (3), except that whenever there shall be only two (2) Shareholders, the number of Directors shall not be less than two (2). Except as otherwise provided in these Bylaws or the Articles of Organization, the Directors shall be elected by the Shareholders at the Annual Meeting.

Section 3. Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors: (a) the Shareholders may fill the vacancy; (b) the Board of Directors may fill the vacancy; or (c) if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section 4. Change in Size of the Board of Directors. The number of Directors may be fixed or changed from time to time by the Shareholders or the Board of Directors, and the Board of Directors may increase or decrease the number of Directors last approved by the Shareholders.

Section 5. Tenure. The terms of all Directors shall expire at the next Annual Shareholders' Meeting following their election. A decrease in the number of Directors does not shorten an incumbent Director's term. The term of a Director elected to fill a vacancy shall expire at the next Shareholders' Meeting at which Directors are elected. Despite the expiration of a Director's term, he or she shall continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of Directors.

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Section 6. Resignation. A Director may resign at any time by delivering written notice of resignation to the Board of Directors, its chairman, or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 7. Removal. The Shareholders may remove one or more Directors with or without cause. A Director may be removed for cause by the Directors by vote of a majority of the Directors then in office. A Director may be removed by the Shareholders or the Directors only at a meeting called for the purpose of removing him or her, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

Section 8. Regular Meetings. Regular Meetings of the Board of Directors may be held at such times and places as shall from time to time be fixed by the Board of Directors without notice of the date, time, place or purpose of the meeting. Provided a quorum of Directors is present, a Regular Meeting of the Board of Directors shall be held immediately following the adjournments of the Annual Meeting of Shareholders or any Special Meeting of the Shareholders held in lieu thereof.

Section 9. Special Meetings. Special Meetings of the Board of Directors may be called by the President, by the Secretary, by any two (2) Directors, or by one (1) Director in the event that there is only one (1) Director.

Section 10. Notice. Special Meetings of the Board must be preceded by at least two (2) days' notice of the date, time and place of the meeting. The notice need not describe the purpose of the Special Meeting. All notices to Directors shall conform to the requirements of Article III.

Section 11. Waiver of Notice. A Director may waive any notice before or after the date and time of the meeting. The waiver shall be in writing, signed by the Director entitled to the notice, or in the form of an electronic transmission by the Director to the Corporation, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

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Section 12. Quorum. A quorum of the Board of Directors consists of a majority of the Directors then in office, provided always that any number of Directors (whether one (1) or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

Section 13. Action at Meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is considered to have assented to the action taken unless: (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting; (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 14. Action Without Meeting. Any action required or permitted to be taken by the Directors may be taken without a meeting if the action is taken by the unanimous consent of the members of the Board of Directors. The action must be evidenced by one or more consents describing the action taken, in writing, signed by each Director, or delivered to the Corporation by electronic transmission, to the address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Directors, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs or delivers the consent, unless the consent specifies a different effective date. A consent signed or delivered under this Section has the effect of a meeting vote and may be described as such in any document.

Section 15. Telephone Conference Meetings. The Board of Directors may permit any or all Directors to participate in a Regular or Special Meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

A Director participating in a meeting by this means is considered to be present in person at the meeting.

Section 16. Committees. The Board of Directors may create one (1) or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one (1) or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 10 through 15 of this Article shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors. A committee may not, however: (a) authorize distributions; (b) approve or propose to Shareholders action that the MBCA requires be approved by Shareholders; (c) change the number of the Board of Directors, remove Directors from office or fill vacancies on the Board of Directors; (d) amend the Articles of Organization; (e) adopt, amend or repeal Bylaws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 18 of this Article.

Section 17. Compensation. The Board of Directors may fix the compensation of Directors.

Section 18. Standard of Conduct for Directors.

(a) A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee: (1) in good faith; (2) with the care that a person in a like position would reasonably believe appropriate under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interests of the Corporation. In determining what the Director reasonably believes to be in the best interests of the Corporation, a Director may consider the interests of the Corporation's employees, suppliers, creditors and customers, the economy of the state, the region and the nation, community and societal considerations, and the long-term and short-term interests of the Corporation and its Shareholders, including the possibility that these interests may be best served by the continued independence of the Corporation.

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(b) In discharging his or her duties, a Director who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; (2) legal counsel, public accountants, or other persons retained by the Corporation, as to matters involving skills or expertise the Director reasonably believes are matters: (i) within the particular person's professional or expert competence, or (ii) as to which the particular person merits confidence; or (3) a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

(c) A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this Section.

Section 19. Conflict of Interest.

(a) A conflict of interest transaction is a transaction with the Corporation in which a Director of the Corporation has a material direct or indirect interest. A conflict of interest transaction is not voidable by the Corporation solely because of the Director's interest in the transaction if any one of the following is true:

(1) the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved, or ratified the transaction;

(2) the material facts of the transaction and the Director's interest were disclosed or known to the Shareholders entitled to vote and they authorized, approved, or ratified the transaction; or

(3) the transaction was fair to the Corporation.

(b) For purposes of this Section, and without limiting the interests that may create conflict of interest transactions, a Director of the Corporation has an indirect interest in a transaction if: (1) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction; or (2) another entity of which he or she

is a director, officer, or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Corporation.

(c) For purposes of clause (1) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors (or on the committee) who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this Section by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (1) of subsection (a) if the transaction is otherwise authorized, approved, or ratified as provided in that subsection.

(d) For purposes of clause (2) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the vote of a majority of the shares entitled to be counted under this subsection. Shares owned by or voted under the control of a Director who has a direct or indirect interest in the transaction, and shares owned by or voted under the control of an entity described in clause (1) of subsection (b), may not be counted in a vote of Shareholders to determine whether to authorize, approve, or ratify a conflict of interest transaction under clause (2) of subsection (a). The vote of those shares, however, is counted in determining whether the transaction is approved under other Sections of these Bylaws. A majority of the shares, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this Section.

Section 20. Loans to Directors. The Corporation may not lend money to, or guarantee the obligation of a Director of, the Corporation unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of all classes, voting as a single voting group, except the votes of shares owned by or voted under the control of the benefited Director; or (b) the Corporation's Board of Directors determines that the loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or a general plan

authorizing loans and guarantees. The fact that a loan or guarantee is made in violation of this Section shall not affect the borrower's liability on the loan.

ARTICLE III

MANNER OF NOTICE

All notices hereunder shall conform to the following requirements:

(a) Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is written notice.

(b) Notice may be communicated in person; by telephone, voice mail, telegraph, teletype, or other electronic means; by mail; by electronic transmission; or by messenger or delivery service. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication.

(c) Written notice, other than notice by electronic transmission, if in a comprehensible form, is effective upon deposit in the United States mail, if mailed postpaid and correctly addressed to the Shareholder's address shown in the Corporation's current record of Shareholders.

(d) Written notice by electronic transmission, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the Shareholder for the purpose; (2) if by electronic mail, when directed to an electronic mail address furnished by the Shareholder for the purpose; (3) if by a posting on an electronic network together with separate notice to the Shareholder of such specific posting, directed to an electronic mail address furnished by the Shareholder for the purpose, upon the later of (i) such posting and (ii) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the Shareholder in such manner as the Shareholder shall have specified to the Corporation. An affidavit of the Secretary or an Assistant Secretary of the Corporation, the transfer agent or other agent of the Corporation that the notice has been given by a form of

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electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(e) Except as provided in subsection (c), written notice, other than notice by electronic transmission, if in a comprehensible form, is effective at the earliest of the following: (1) when received; (2) five days after its deposit in the United States mail, if mailed postpaid and correctly addressed; (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested; or if sent by messenger or delivery service, on the date shown on the return receipt signed by or on behalf of the addressee; or (4) on the date of publication if notice by publication is permitted.

(f) Oral notice is effective when communicated if communicated in a comprehensible manner.

ARTICLE IV

OFFICERS

Section 1. Enumeration. The Corporation shall have a President, a Treasurer, a Secretary and such other officers as may be appointed by the Board of Directors from time to time in accordance with these Bylaws. The Board may appoint one of its members to the office of Chairman of the Board and from time to time define the powers and duties of that office notwithstanding any other provisions of these Bylaws.

Section 2. Appointment. The officers shall be appointed by the Board of Directors. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors. Each officer has the authority and shall perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

Section 3. Qualification. The same individual may simultaneously hold more than one (1) office in the Corporation.

Section 4. Tenure. Officers shall hold office until the first Meeting of the Directors following the next Annual Meeting of Shareholders after their appointment and until their respective successors are duly appointed, unless a shorter or longer term is specified in the vote appointing them.

Section 5. Resignation. An officer may resign at any time by delivering notice of the resignation to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor shall not take office until the effective date. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

Section 6. Removal. The Board of Directors may remove any officer at any time with or without cause. The appointment of an officer shall not itself create contract rights. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation.

Section 7. Chairman of the Board of Directors. The Chairman of the Board of Directors shall preside at all meetings of the Shareholders and the Board of Directors. The Chairman shall be a full voting member of the Board of Directors, entitled to vote and participate in all actions and matters brought before the Board of Directors. He or she shall be the senior officer of the Corporation and shall have such powers and duties as the Board may prescribe. Except as otherwise required by applicable law, the Chairman of the Board shall be an ex officio member of the executive committee and of every other committee appointed by the Board.

Section 8. Chief Executive Officer. The Chief Executive Officer shall report directly to the Board of Directors and be accountable for the carrying out of the strategic plan and policies of the Board of Directors and shall exercise or perform all the powers and duties usually incident to the office of the Chief Executive Officer. In the absence of the Chairman of the Board, the Chief Executive Officer shall preside at all meetings of the Shareholders and of the Board of Directors. Except as otherwise required by applicable law, the Chief Executive Officer shall be an ex officio member of the Board of Directors and of the executive committee and every other committee appointed by the Board.

Section 9. President. The President shall have general charge and supervision of the business of the Corporation and shall exercise or perform all the powers and duties usually incident to the office of President. He or she shall from time to time make such reports of the affairs of the Corporation as the Board of

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Directors may require and shall annually present to the annual meeting of the Shareholders a report of the business of the Corporation for the preceding fiscal year.

Section 10. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of accounts. He or she shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 11. Secretary. The Secretary shall have responsibility for preparing minutes of the Directors' and Shareholders' Meetings and for authenticating records of the Corporation. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 12. Standards Of Conduct For Officers. An officer shall discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer, who does not have knowledge that makes reliance unwarranted, is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; or (2) legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skills or expertise the officer reasonably believes are matters: (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence. An officer shall not be liable to the Corporation or its Shareholders for any decision to take or not to take any action taken, or any failure to take any action, as an officer, if the duties of the officer are performed in compliance with this Section.

ARTICLE V

PROVISIONS RELATING TO SHARES

Section 1. Issuance and Consideration. The Board of Directors may issue the number of shares of each class or series authorized by the Articles of Organization. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed, or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. The Board of Directors shall determine the terms upon which the rights, options, or warrants for the purchase of shares or other securities of the Corporation are issued and the terms, including the consideration, for which the shares or other securities are to be issued.

Section 2. Share Certificates. If shares are represented by certificates, at a minimum each share certificate shall state on its face: (a) the name of the Corporation and that it is organized under the laws of The Commonwealth of Massachusetts; (b) the name of the person to whom issued; and (c) the number and class of shares and the designation of the series, if any, the certificate represents. If different classes of shares or different series within a class are authorized, then the variations in rights, preferences and limitations applicable to each class and series, and the authority of the Board of Directors to determine variations for any future class or series, must be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the Corporation will furnish the Shareholder this information on request in writing and without charge. Each share certificate shall be signed, either manually or in facsimile, by the President or a Vice President and by the Treasurer or an Assistant Treasurer, or any two officers designated by the Board of Directors, and shall bear the corporate seal or its facsimile. If the person who signed, either manually or in facsimile, a share certificate no longer holds office when the certificate is issued, the certificate shall be nevertheless valid.

Section 3. Uncertificated Shares. The Board of Directors may authorize the issue of some or all of the shares of any or all of the Corporation's classes or series without certificates. The authorization shall not affect shares already represented by

certificates until they are surrendered to the Corporation. Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the Shareholder a written statement of the information required by the MBCA to be on certificates.

Section 4. Record and Beneficial Owners. The Corporation shall be entitled to treat as the Shareholder the person in whose name shares are registered in the records of the Corporation or, if the Board of Directors has established a procedure by which the beneficial owner of shares that are registered in the name of a nominee will be recognized by the Corporation as a Shareholder, the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with the Corporation.

Section 5. Lost or Destroyed Certificates. The Board of Directors of the Corporation may, subject to Massachusetts General Laws, Chapter 106, Section 8-405, determine the conditions upon which a new share certificate may be issued in place of any certificate alleged to have been lost, destroyed, or wrongfully taken. The Board of Directors may, in its discretion, require the owner of such share certificate, or his or her legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reason of the issue of the new certificate.

Section 6. Right of First Refusal. Notwithstanding any provisions contained herein to the contrary, the foregoing provisions shall not apply to any sale, assignment, pledge, or other transfer of any of the shares of stock of the Corporation or any right or interest therein either to or from the Health Resources Corporation Employee Stock Ownership Plan and Trust. Except as hereinbefore provided, no Shareholder of the Corporation shall sell, assign, pledge or otherwise transfer (collectively, "transfer") any of the shares of stock of the Corporation or any right or interest therein, whether voluntarily or by operation of law, or by gift or otherwise, except by a transfer which meets the following requirements:

(a) If any Shareholder (the "Selling Shareholder") proposes to transfer any shares of stock of the Corporation (the "Offered Shares"), then the Selling Shareholder shall first give written notice of the proposed transfer (the "Transfer Notice") to the corporation. The Transfer Notice shall name the proposed transferee

and state the number of Offered Shares, the price per share and all other material terms and conditions of the transfer.

For fifteen (15) days following its receipt of such Transfer Notice, the Corporation shall have the option to purchase all or any lesser part of the Offered Shares at the price and upon the terms set forth in the Transfer Notice. In the event the Corporation elects to purchase all of the Offered Shares, it shall give written notice of its election to the Selling Shareholder within such fifteen (15) day period, and the settlement of the sale of such Offered Shares shall be made as provided below in Subsection (d).

(b) If the Corporation does not elect to acquire all of the Offered Shares, the Corporation shall, within fifteen (15) days after receipt of the Transfer Notice, give written notice of its decision to the holders of stock of the Corporation other than the Selling Shareholder ("Eligible Shareholders"). Such notice shall state the number of Offered Shares available for purchase. Each Eligible Shareholder shall be entitled to purchase that proportion of the Offered Shares available for purchase as the number of shares of common stock owned by him or her bears to the total number of issued and outstanding shares of common stock of the Corporation then owned by all Eligible Shareholders. For this purpose, any shares of convertible preferred stock of the Corporation then outstanding shall be treated as if converted into the number of shares of common stock into which such shares may then be converted. Within ten (10) days after mailing of such notice to the Eligible Shareholders, each Eligible Shareholder shall give written notice to the Corporation and the Selling Shareholder stating how many shares of his or her pro rata allotment he or she will purchase and how many additional shares he or she will purchase if additional Offered Shares are made available. If an Eligible Shareholder fails to respond in writing within this ten (10) day period to the notice given by the Corporation, the right of such Eligible Shareholder to acquire his or her proportionate part of the Offered Shares of the Selling Shareholder shall terminate. If one or more Eligible Shareholders do not elect to acquire his or her full pro rata shares of the Offered Shares available, these Offered Shares shall be allocated to each other Eligible Shareholder in the same proportion as the Eligible Shareholder's holdings of common stock bears to the aggregate of all Eligible Shareholders' holdings of common stock (treating all shares of convertible preferred stock as if converted into common stock). If any Eligible Shareholder is thereby given the right to purchase a greater number of Offered Shares than he or

she has subscribed for, the excess shall be reallocated to the other Eligible Shareholders on the same proportionate basis described above. The Corporation shall allocate and reallocate the shares available according to this procedure, but it shall have discretion to allocate amounts of less than one hundred (100) shares as it sees fit in its sole discretion. All allocations and reallocations pursuant to this Subsection (c) must be completed within fourteen (14) days after the end of the ten (10) day period referred to above.

(c) If the Corporation and/or Eligible Shareholders elect to acquire all, but not less than all, of the Offered Shares, the Corporation shall so notify the Selling Shareholder and settlement shall be made at the principal office of the Corporation in cash within thirty (30) days after the Corporation receives the Transfer Notice; provided that if the terms of payment set forth in the Transfer Notice were other than cash against delivery of such consideration, the Corporation and/or the Eligible Shareholders shall pay for the Offered Shares on the same terms and conditions set forth in the Transfer Notice.

(d) If the Corporation and/or the Eligible Shareholders do not elect to acquire all of the Offered Shares, the Selling Shareholder may, within the ninety (90) day period following the expiration of the option rights granted to the Corporation and the Eligible Shareholders, transfer the Offered Shares to the proposed transferee or any other purchaser, provided that this sale shall not be on terms and conditions more favorable to the purchaser than those contained in the Transfer Notice. Notwithstanding any of the above, all Offered Shares transferred pursuant to this Section shall be subject to the provisions of this Section in the same manner and to the same extent as before the transfer.

(e) The following transactions shall be exempt from the provisions of this Section:

(1) A Shareholder's transfer of any or all of his or her shares either during his or her lifetime or on death by will or intestacy to his or her immediate family or to a trust the beneficiaries of which are exclusively one or more of the Shareholder and a member or members of the Shareholder's immediate family. "Immediate family" shall mean spouse, lineal descendant, father, mother, brother or sister of the Shareholder making the transfer;

(2) A Shareholder's bona fide pledge or mortgage of his or her shares with a commercial lending institution;

(3) A corporate Shareholder's transfer of any or all of its shares pursuant to and in accordance with the terms of any merger, consolidation, share exchange, reclassification of shares or capital reorganization of the corporate Shareholder, or pursuant to a sale of substantially all of the stock or assets of a corporate Shareholder;

(4) A corporate Shareholder's transfer of any or all of its shares to any or all of its Shareholders;

(5) A transfer by a Shareholder that is a partnership to any or all of its partners or retired partners, or to the estate of any partner or retired partner;

(6) A transfer by a Shareholder that is a limited liability company to any or all of its members or retired members, or to the estate of any member or retired member;

(7) A transfer pursuant to an agreement among the Shareholder and other Shareholder(s) of the Corporation providing for "take-me-along" or "co-sale" rights or any stock restriction agreement between the Shareholder and the Corporation;

(8) A transfer to a person who is already a Shareholder of the Corporation;

(9) A transfer to the guardian or conservator of the Shareholder; and

(10) Any transfer pursuant to an effective registration statement filed by the Corporation with the Securities and Exchange Commission;

provided, however, that in any such case, except as otherwise provided in Subsection (i) below, the transferee or other recipient shall receive and hold such shares of stock subject to the provisions of this Section and there shall be no further transfer of such shares of stock except in accordance with this Section.

(f) A Shareholder of the Corporation shall be deemed to have given a Transfer Notice to the Corporation and to have offered to sell all of the shares of stock of the Corporation then held by such Shareholder:

(1) if such Shareholder dies and as a result any transfer of stock is to be made other than as permitted by Subsection (f)(1) above;

(2) if such Shareholder applies for or consents to the appointment of a custodian, receiver, trustee or liquidator of any of his or her properties;

(3) if such Shareholder admits in writing his or her inability to pay his or her debts as they mature;

(4) if there is a dissolution, termination of existence, liquidation, insolvency or business failure of the Shareholder;

(5) if there is a composition or an assignment or trust mortgage for the benefit of creditors by the Shareholder;

(6) upon the commencement by or against the Shareholder of any proceeding under the United States Bankruptcy Code or any other federal or state bankruptcy, reorganization, receivership, insolvency or other similar law affecting the rights of creditors generally; or

(7) if that Shareholder's shares are subject to(i) attachment or execution of a judgment or (ii) any other transfer by court order, operation of law, by gift or otherwise without consideration (other than pursuant to Subsection (f)).

If any offer is deemed to have been made under this Subsection (f), the Corporation and/or the Eligible Shareholders may elect to purchase all or any portion of such Offered Shares, and the price to be paid by the Corporation and/or the Eligible Shareholders for the Offered Shares so deemed to be offered shall be the most recent valuation for such shares of stock established by the Board of Directors. If the shares are not purchased by the Corporation and/or the Eligible Shareholders but are transferred to other parties, the transferred shares shall thereafter be released from all restrictions under this Section.

(g) The Corporation may assign its rights to purchase shares of stock in any particular transaction under this Section to one or more persons or entities.

(h) Any sale or transfer, or purported sale or transfer, of securities of the Corporation shall be null and void unless the

terms, conditions and provisions of this Section are strictly observed and followed.

(i) The foregoing right of first refusal shall terminate upon either of the following dates, whichever shall first occur:

(i) Upon the closing of the first public offering of securities of the Corporation that is effected pursuant to a registration statement filed with, and declared effective by, the Securities and Exchange Commission under the Securities Act of 1933, as amended (other than an offering registered on Form S-4, Form S-8 or any successor forms) that results in aggregate gross proceeds to the Corporation (aggregate sales price to the public less underwriters' discounts) of at least Five Million ($5,000,000) Dollars; or

(ii) upon the sale of all or substantially all of the shares or business of the Corporation, by merger, consolidation, share exchange, sale of assets or otherwise.

(j) The following legend shall be noted conspicuously on the front or back of certificates representing certificated shares of stock of the Corporation and shall be contained in the information statement required by Section 6.26(b) of the Massachusetts Business Corporation Act, as amended from time to time, for uncertificated shares of stock of the Corporation:

The shares represented by this certificate or described in this information statement are subject to a right of first refusal in favor of the Corporation and its other Shareholders, as provided in the Bylaws of the Corporation, a copy of which can be obtained from the Secretary of the Corporation.

(k) Whenever the neuter, masculine or feminine gender or the plural or singular number is used herein, it shall be deemed to represent whatever gender or number the context or circumstances require.

ARTICLE VI

CORPORATE RECORDS

Section 1. Records to be Kept.

(a) The Corporation shall keep as permanent records minutes of all meetings of its Shareholders and Board of Directors, a record of all actions taken by the Shareholders or Board of Directors without

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a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of its Shareholders, in a form that permits preparation of a list of the names and addresses of all Shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(b) The Corporation shall keep within The Commonwealth of Massachusetts a copy of the following records at its principal office or an office of its transfer agent or of its Secretary or Assistant Secretary or of its registered agent:

(i) its Articles or Restated Articles of Organization and all amendments to them currently in effect;

(ii) its By-laws or restated By-laws and all amendments to them currently in effect;

(iii) resolutions adopted by its Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;

(iv) the minutes of all Shareholders' meetings, and records of all action taken by Shareholders without a meeting, for the past three (3) years;

(v) all written communications to Shareholders generally within the past three (3) years, including the financial statements furnished under Section 16.20 of the MBCA for the past three (3) years;

(vi) a list of the names and business addresses of its current Directors and officers; and

(vii) its most recent annual report delivered to the Massachusetts Secretary of State.

Section 2. Inspection of Records by Shareholders.

(a) A Shareholder is entitled to inspect and copy, during regular business hours at the office where they are maintained

pursuant to Section 1(b) of this Article, copies of any of the records of the Corporation described in said Section if he or she gives the Corporation written notice of his or her demand at least five (5) business days before the date on which he or she wishes to inspect and copy.

(b) A Shareholder is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation if the Shareholder meets the requirements of subsection (c) and gives the Corporation written notice of his or her demand at least five (5) business days before the date on which he or she wishes to inspect and copy:

(1) excerpts from minutes reflecting action taken at any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation, minutes of any meeting of the Shareholders, and records of action taken by the Shareholders or Board of Directors without a meeting, to the extent not subject to inspection under subsection (a) of this Section;

(2) accounting records of the Corporation, but if the financial statements of the Corporation are audited by a certified public accountant, inspection shall be limited to the financial statements and the supporting schedules reasonably necessary to verify any line item on those statements; and

(3) the record of Shareholders described in Section 1(a) of this Article.

(c) A Shareholder may inspect and copy the records described in subsection (b) only if:

(1) his or her demand is made in good faith and for a proper purpose;

(2) he or she describes with reasonable particularity his or her purpose and the records he or she desires to inspect;

(3) the records are directly connected with his or her purpose; and

(4) the Corporation shall not have determined in good faith that disclosure of the records sought would adversely affect the Corporation in the conduct of its business.

(d) For purposes of this Section, "Shareholder" includes a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf.

Section 3. Scope of Inspection Right.

(a) A Shareholder's agent or attorney has the same inspection and copying rights as the Shareholder represented.

(b) The Corporation may, if reasonable, satisfy the right of a Shareholder to copy records under Section 2 of this Article by furnishing to the Shareholder copies by photocopy or other means chosen by the Corporation including copies furnished through an electronic transmission.

(c) The Corporation may impose a reasonable charge, covering the costs of labor, material, transmission and delivery, for copies of any documents provided to the Shareholder. The charge may not exceed the estimated cost of production, reproduction, transmission or delivery of the records.

(d) The Corporation may comply at its expense, with a Shareholder's demand to inspect the record of Shareholders under Section 2(b)(3) of this Article by providing the Shareholder with a list of Shareholders that was compiled no earlier than the date of the Shareholder's demand.

(e) The Corporation may impose reasonable restrictions on the use or distribution of records by the demanding Shareholder.

Section 4. Inspection of Records by Directors. A Director is entitled to inspect and copy the books, records and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

ARTICLE VII

INDEMNIFICATION

Section 1. Definitions. In this Article the following words shall have the following meanings unless the context requires otherwise:

"Corporation", includes any domestic or foreign predecessor entity of the Corporation in a merger.

"Director" or "officer", an individual who is or was a Director or officer, respectively, of the Corporation or who, while a Director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity. A Director or officer is considered to be serving an employee benefit plan at the Corporation's request if his or her duties to the Corporation also impose duties on, or otherwise involve services by, him or her to the plan or to participants in or beneficiaries of the plan. "Director" or "officer" includes, unless the context requires otherwise, the estate or personal representative of a Director or officer.

"Disinterested Director", a Director who, at the time of a vote or selection referred to in Section 4 of this Article, is not (i) a party to the proceeding, or (ii) an individual having a familial, financial, professional, or employment relationship with the Director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director's judgment when voting on the decision being made.

"Expenses", includes counsel fees.

"Liability", the obligation to pay a judgment, settlement, penalty, fine including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

"Party", an individual who was, is, or is threatened to be made, a defendant or respondent in a proceeding.

"Proceeding", any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative and whether formal or informal.

Section 2. Indemnification of Directors and Officers.

(a) Except as otherwise provided in this Section, the Corporation shall indemnify, to the fullest extent permitted by law, an individual who is a party to a proceeding because he or she is a Director or officer against liability incurred in the proceeding if:

(1) (i) he or she conducted himself or herself in good faith; and (ii) he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; or (2) he or she engaged in conduct for which he or she shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section.

(b) A Director's or officer's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in, and the beneficiaries of, the plan is conduct that satisfies the requirement that his or her conduct was at least not opposed to the best interests of the Corporation.

(c) The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the Director or officer did not meet the relevant standard of conduct described in this Section.

(d) Unless ordered by a court, the Corporation may not indemnify a Director or officer under this Section if his or her conduct did not satisfy the standards set forth in subsection (a) or subsection (b).

Section 3. Advance for Expenses. The Corporation shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a Director or officer who is a party to a proceeding because he or she is a Director or officer if he or she delivers to the Corporation:

(a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 2 of this Article or that the proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Organization as authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section; and

(b) his or her written undertaking to repay any funds advanced if he or she is not wholly successful, on the merits or otherwise, in the defense of such proceeding and it is ultimately determined

pursuant to Section 4 of this Article or by a court of competent jurisdiction that he or she has not met the relevant standard of conduct described in Section 2 of this Article. Such undertaking must be an unlimited general obligation of the Director or officer but need not be secured and shall be accepted without reference to the financial ability of the Director or officer to make repayment.

Section 4. Determination of Indemnification. The determination of whether a Director or officer has met the relevant standard of conduct set forth in Section 2 shall be made:

(a) if there are two (2) or more disinterested Directors, by the Board of Directors by a majority vote of all the disinterested Directors, a majority of whom shall for such purpose constitute a quorum, or by a majority of the members of a committee of two (2) or more disinterested Directors appointed by vote;

(b) by special legal counsel (1) selected in the manner prescribed in clause (a); or (2) if there are fewer than two (2) disinterested Directors, selected by the Board of Directors, in which selection Directors who do not qualify as disinterested Directors may participate; or

(c) by the Shareholders, but shares owned by or voted under the control of a Director who at the time does not qualify as a disinterested Director may not be voted on the determination.

Section 5. Notification and Defense of Claim; Settlements.

(a) In addition to and without limiting the foregoing provisions of this Article and except to the extent otherwise required by law, it shall be a condition of the Corporation's obligation to indemnify under Section 2 of this Article (in addition to any other condition provided in these By-Laws or by law) that the person asserting, or proposing to assert, the right to be indemnified, must notify the Corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving such person for which indemnity will or could be sought, but the failure to so notify shall not affect the Corporation's objection to indemnify except to the extent the Corporation is adversely affected thereby. With respect to any proceeding of which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to such person. After notice from the Corporation to such person of

its election so to assume such defense, the Corporation shall not be liable to such person for any legal or other expenses subsequently incurred by such person in connection with such action, suit, proceeding or investigation other than as provided below in this subsection (a). Such person shall have the right to employ his or her own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of such person unless (1) the employment of counsel by such person has been authorized by the Corporation, (2) counsel to such person shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the Corporation and such person in the conduct of the defense of such action, suit, proceeding or investigation or (3) the Corporation shall not in fact have employed counsel to assume the defense of such action, suit, proceeding or investigation, in each of which cases the fees and expenses of counsel for such person shall be at the expense of the Corporation, except as otherwise expressly provided by this Article. The Corporation shall not be entitled, without the consent of such person, to assume the defense of any claim brought by or in the right of the Corporation or as to which counsel for such person shall have reasonably made the conclusion provided for in clause (2) above.

(b) The Corporation shall not be required to indemnify such person under this Article for any amounts paid in settlement of any proceeding unless authorized in the same manner as the determination that indemnification is permissible under Section 4 of this Article, except that if there are fewer than two (2) disinterested Directors, authorization of indemnification shall be made by the Board of Directors, in which authorization Directors who do not qualify as disinterested Directors may participate. The Corporation shall not settle any action, suit, proceeding or investigation in any manner which would impose any penalty or limitation on such person without such person's written consent. Neither the Corporation nor such person will unreasonably withhold their consent to any proposed settlement.

Section 6. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is a Director or officer of the Corporation, or who, while a Director or officer of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee

benefit plan, or other entity, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director or officer, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

Section 7. Application of this Article.

(a) The Corporation shall not be obligated to indemnify or advance expenses to a Director or officer of a predecessor of the Corporation, pertaining to conduct with respect to the predecessor, unless otherwise specifically provided.

(b) This Article shall not limit the Corporation's power to (1) pay or reimburse expenses incurred by a Director or an officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party, or (2) indemnify, advance expenses to or provide or maintain insurance on behalf of an employee or agent.

(c) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be considered exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled.

(d) Each person who is or becomes a Director or officer shall be deemed to have served or to have continued to serve in such capacity in reliance upon the indemnity provided for in this Article. All rights to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and the person who serves as a Director or officer of the Corporation at any time while these By-Laws and the relevant provisions of the MBCA are in effect. Any repeal or modification thereof shall not affect any rights or obligations then existing.

(e) If the laws of The Commonwealth of Massachusetts are hereafter amended from time to time to increase the scope of permitted indemnification, indemnification hereunder shall be provided to the fullest extent permitted or required by any such amendment.

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ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall be the year ending with December 31 in each year.

ARTICLE IX

AMENDMENTS

(a) The power to make, amend or repeal these By-laws shall be in the Shareholders. If authorized by the Articles of Organization, the Board of Directors may also make, amend or repeal these By-laws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in the MBCA, the Articles of Organization, or these By-laws, requires action by the Shareholders.

(b) Not later than the time of giving notice of the Meeting of Shareholders next following the making, amending or repealing by the Board of Directors of any By-Law, notice stating the substance of the action taken by the Board of Directors shall be given to all Shareholders entitled to vote on amending the By-laws. Any action taken by the Board of Directors with respect to the By-laws may be amended or repealed by the Shareholders.

(c) Approval of an amendment to the By-laws that changes or deletes a quorum or voting requirement for action by Shareholders must satisfy both the applicable quorum and voting requirements for action by Shareholders with respect to amendment of these By-laws and also the particular quorum and voting requirements sought to be changed or deleted.

(d) A By-Law dealing with quorum or voting requirements for Shareholders, including additional voting groups, may not be adopted, amended or repealed by the Board of Directors.

(e) A By-Law that fixes a greater or lesser quorum requirement for action by the Board of Directors, or a greater voting requirement, than provided for by the MBCA may be amended or repealed by the Shareholders, or by the Board of Directors if authorized pursuant to subsection (a).

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(f) If the Board of Directors is authorized to amend the By-laws, approval by the Board of Directors of an amendment to the By-laws that changes or deletes a quorum or voting requirement for action by the Board of Directors must satisfy both the applicable quorum and voting requirements for action by the Board of Directors with respect to amendment of the By-laws, and also the particular quorum and voting requirements sought to be changed or deleted.

APPENDIX A

Amendments to the Bylaws

2/2007 Article VIII was modified.

5/2009 Article IV Section 7, 8, 9, 10, 11, and 12 were modified.