

**PPIX/PCA/PIPE  
Conversion Application**

**Exhibit V  
To  
Conversion Application Filed with the  
Pennsylvania Insurance Department:**

***Stock Insurance Company  
Corporate Documents***

**See Attached**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF POSITIVE PHYSICIANS INSURANCE COMPANY**

FIRST. The name of the Corporation is Positive Physicians Insurance Company.

SECOND. The location and post office address of the registered office of the Corporation in this Commonwealth is 100 Berwyn Park, 850 Cassatt Road, Suite 220, Berwyn, PA 19312.

THIRD. The Corporation is incorporated under the provisions of the Pennsylvania Business Corporation Law of 1988, as amended (“PABCL”). The principal purpose of the Corporation is to engage in business as a property and casualty insurance company; provided that the purpose of the Corporation is, and it shall have unlimited power, to engage in and to perform any lawful act concerning, any and all lawful business for which company may be incorporated under the PABCL.

FOURTH. The term of the Corporation's existence is perpetual.

FIFTH. The aggregate number of shares of capital stock which the company shall have authority to issue is 1,000,000 shares of common stock, with a par value of \$10.00 per share.<sup>1</sup>

SIXTH. Each holder of record of Common Stock shall have the right to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. No shareholder shall be entitled to cumulate any votes for the election of directors.

SEVENTH. No holder of any class of capital stock of the Corporation shall have preemptive rights, and the Corporation shall have the right to issue and to sell to any person or persons any shares of its capital stock or any option, warrant or right to acquire capital stock, or any securities having conversion or option rights, without first offering such shares, rights or securities to any holder of any class of capital stock of the Corporation.

EIGHTH. The management, control and government of the Corporation shall be vested in a board of directors consisting of not less than seven (7) members in number, as fixed by the board of directors of the Corporation from time to time.

NINTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon shareholders and directors herein are hereby granted subject to this reservation.

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<sup>1</sup> In the closing of the conversion transaction, the corporation will issue 112,500 shares to Positive Physicians Holdings, Inc., representing \$1,125,000 in statutory minimum capital. [This note will be removed before filing these Articles with the Department of State.]

**Version Dated September 2018 for Review by Pennsylvania Insurance Department  
Will go into effect upon filing of Statement of Merger**

**IN TESTIMONY WHEREOF**, the undersigned has signed these Amended and Restated Articles of Incorporation on \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Lewis Sharps, MD, President



**AMENDED AND RESTATED BYLAWS  
POSITIVE PHYSICIANS INSURANCE COMPANY**

ARTICLE I - NAME AND OFFICES

Section 1. Name. The name of this corporation shall be Positive Physicians Insurance Company, unless and until changed by amendment of the Articles of Incorporation.

Section 2. Registered Office. The registered office of this corporation shall be 100 Berwyn Park, 850 Cassatt Road, Suite 220, Berwyn, PA 19312, or at such other place as may be fixed from time to time by the directors in accordance with applicable law.

Section 3. Places of Business and Other Offices. The corporation may conduct its business at such places and may establish other offices at such places as the directors may determine from time to time.

ARTICLE II - CAPITAL STOCK

Section 1. Share Certificates. Share certificates, in such form as the directors may adopt from time to time in accordance with applicable law, shall be issued by the corporation to the holders of shares in the corporation. No new share certificate or certificates for shares previously issued shall be issued to any shareholder until an old certificate or certificates for an equal aggregate number of shares shall have been surrendered, properly endorsed or accompanied by a properly executed instrument of transfer, to the transfer agent and canceled by him.

Section 2. Transfer of Shares. Transfer of shares shall be made only on the books of the corporation and then only upon surrender of the certificates therefor properly endorsed or accompanied by a properly executed instrument of transfer.

Section 3. Loss or Destruction of Share Certificate. In case of the alleged loss or destruction of any share certificate no new share certificate shall be issued in lieu thereof except upon the production of proof of such loss or destruction satisfactory to the directors and upon the giving of such security, if any, by bond or otherwise, with or without surety, protecting the corporation against loss, as the directors may require. Every duplicate certificate shall be plainly marked as such upon its face.

ARTICLE III - SHAREHOLDERS

Section 1. Shareholders. Only those persons shall be deemed shareholders who appear as such on the books of the corporation, and the corporation may treat as a shareholder any person who appears as such on the books of the corporation. The directors may fix a time not more than fifty days prior to the date for any meeting of shareholders, or the date fixed for the payment of any dividend or distribution, or the date for the allotment of rights, or the date when any change, conversion, or exchange of shares will be made or go into effect, as a record date for the determination of the shareholders entitled to notice of and to vote at any such meeting, or entitled to receive payment of any such dividend or distribution, or to receive any such allotment

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of rights, or to exercise the rights in respect to any such change, conversion, or exchange of shares, and in such case only shareholders who appear as shareholders of record on the day so fixed shall be deemed shareholders for the aforesaid purposes, notwithstanding any transfer of shares on the books of the corporation after any record date fixed as aforesaid.

Section 2. Annual Meeting. An annual meeting of the shareholders shall be held each year at such place and time as designated by the board of directors. At such time the shareholders shall elect directors and may transact such business as may be done in accordance with law, the Articles of Incorporation of the corporation, and these Bylaws. If the annual meeting shall not have been called by June 30 of each year and held within six (6) months after the designated time, any shareholder may call the meeting at any time thereafter.

Section 3. Special Meetings. A special meeting of the shareholders may be called at any time by the president, the board of directors, or the holders of not less than one-fifth of the shares outstanding and entitled to vote at the particular meeting, for such purpose or purposes as may be specified in the call of said meeting. At any time, upon written request of any person entitled to call a special meeting, it shall be the duty of the secretary to call a special meeting of the shareholders, to be held at such time as the secretary may fix, not less than ten nor more than sixty days after the 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 4. Place for Meetings. Meetings of shareholders shall be held at the registered office of the corporation or at such other place as the directors may fix from time to time.

Section 5. Notice of Meetings. Unless otherwise provided by law, written notice of the time and place of each annual shareholders' meeting and of the time, place and purpose of each special shareholders' meeting shall be given to every shareholder of record entitled to vote at the meeting at least five days prior to the date fixed for said meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken. Notice of all annual meetings of shareholders shall be given by the secretary. Notice of special meetings of shareholders may be given by the person or persons calling the meeting or shall be given by the secretary at the request of such person or persons.

Section 6. Presiding Officers. The president of the corporation shall preside at all meetings of the shareholders and the secretary of the corporation shall record the minutes of all such meetings.

Section 7. Quorum. A duly called meeting of shareholders shall not be organized for the transaction of business unless a quorum is present, but 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. A quorum shall consist of the presence, in person or by proxy, of the holders of a majority of the outstanding shares entitled to vote at the meeting.

If a meeting cannot be organized because a quorum is not present, those present may adjourn the meeting to such time and place as they may determine. If a meeting for the election

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of directors has been adjourned, the shareholders present at the adjourned meeting shall constitute a quorum for the election of directors though less than a quorum as hereinbefore defined.

Section 8. Voting. At every shareholders' meeting, each shareholder of record shall be entitled to cast one vote, in person or by proxy, for each share entitled to vote held in his or her name, unless otherwise provided by the Articles of Incorporation. Every proxy shall be executed in writing and shall be filed with the secretary of the corporation prior to the exercise thereof.

Section 9. Informal Action. Any action required to be taken at a meeting of the shareholders of this corporation (whether annual or special) may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the shareholders who would be entitled to vote at a meeting for such purpose and shall be filed with the secretary of the corporation.

Section 10. Form of Voting. Voting at elections of directors shall be by ballot unless there be no contest for the position or positions to be filled.

ARTICLE IV - DIRECTORS

Section 1. Number and Qualifications. The business and affairs of this corporation shall be managed by a board of not less than seven (7) directors 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 Board of Directors or shareholders. At least two-thirds of the directors shall be citizens of the United States. Directors need not be residents of Pennsylvania or shareholders of the Corporation. The President of the Corporation shall be a director.

Section 2. Term. Each director shall hold office until the next annual meeting of shareholders and until his or her successor is elected, unless removed prior thereto in accordance with law.

Section 3. Removal. Any director may be removed by the shareholders, with or without cause, whenever in their judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. 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, and each person so elected shall be a director until his or her successor is elected by the shareholders who may make such election at the next annual meeting of the shareholders or at any special meeting duly called for that purpose and held prior thereto.

Section 5. Regular Meetings. Regular meetings of the directors for the transaction of such business as may be done in accordance with law, the Articles of Incorporation of the corporation, and these Bylaws shall be held at such times as the directors may fix from time to

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time. A regular meeting of the directors shall be held immediately after the close of each annual meeting of the shareholders.

Section 6. Special Meetings. Special meetings of the directors may be called by the president or a majority of the directors and shall be held at such time and for such purpose as may be specified in the call for said meeting.

Section 7. Place for Meetings. All meetings of the directors shall be held at such place, either within or outside of Pennsylvania, as a majority of the directors may appoint from time to time.

Section 8. Notice of Meetings. Except as hereinafter required, no notice of the time, place, or purposes of regular meetings of the directors shall be necessary. Written notice of the first regular meeting of directors following any change in the time or place of regular meetings, stating the time and place for such meeting, and written notice of all special meetings of the directors stating the time, place, and purpose of the meeting shall be given to each director at least three days prior to the day fixed for such meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken. Notice of regular meetings of the directors, when required, shall be given by the secretary. Notice of special meetings may be given by the person or persons calling the meeting or shall be given by the secretary at the request of such person or persons.

Section 9. 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 at a meeting at which a quorum is present shall be the acts of the directors; provided, however, that if all the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the directors (whether regular or special).

Section 10. Compensation. By resolution of the directors, directors as such may receive either a stated salary for their services or a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meeting of directors; any director may serve the corporation in any other capacity and receive such compensation therefor as the directors may determine.

Section 11. Committees. The board of directors may, by resolution adopted by a majority of the directors in office, establish one or more committees. Each committee shall consist of at least two (2) members of the board of directors. The board may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for purposes of any written action of the committee. The board of directors may terminate any such committee and remove any one or more members thereof in the sole discretion of the board.

A committee, to the extent provided in the resolution of the board of directors creating it, shall have and may exercise all of the powers and authority of the board of directors as are set forth in such resolution, provided that a committee shall not have any power or authority regarding: (i) the creation or filling of vacancies in the board of directors, (iii) the adoption,



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amendment or repeal of these bylaws, or (iii) the amendment, adoption or repeal of any resolution of the board of directors that by its terms is amendable or repealable only by the board of directors.

**ARTICLE V - OFFICERS AND AGENTS**

**Section 1. Election, Appointment and Qualification.** The directors shall annually at the first meeting after the annual shareholders' meeting for the election of directors elect a president, a secretary, and a treasurer, and may elect one or more vice-presidents, assistant secretaries and one or more assistant treasurers, a chief operating officer, and other officers, to serve until the next annual election of officers and until their successors are elected and qualified unless removed prior thereto in accordance with law, and may from time to time appoint such agents and elect such other officers as the board may deem advisable. Officers need not be directors or shareholders. A vacancy in any mandatory office shall be filled by the directors who shall, at their next regular or special meeting, elect a successor to serve the unexpired term.

**Section 2. Removal.** Any officer or agent may be removed by the directors, with or without cause, whenever in their judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

**Section 3. The Chief Executive Officer.** The Chief Executive Officer shall have general supervision of all departments and business of the Corporation, and shall prescribe the duties of other officers and see to the performance thereof. The Chief Executive Officer shall also have and may exercise such further powers and duties as from time to time may be conferred upon or assigned to him or her by the board of directors. In the absence of the Chairperson of the Board, the Chief Executive Officer shall preside at all meetings of the board of directors. The Chief Executive Officer shall report directly to the board of directors of the Corporation.

**Section 4. President.** Except to the extent made part of the duties of the Chief Executive Officer, the president shall make a report on the affairs of the corporation at each meeting of the shareholders and directors and shall preside at all meetings of the shareholders and directors and shall see that all orders and resolutions of the shareholders and directors are carried into effect, subject, however, to the right of shareholders or the directors to delegate to any other person any specific delegable powers. The president may execute in the name of the corporation all deeds, bonds, mortgages, financing statements, share certificates, written contracts, and other documents, and, when necessary or proper, affix thereto the corporate seal, except in cases where the execution or sealing thereof shall be expressly delegated by the directors or these Bylaws to some other person. The president shall be ex-officio a member of all committees and shall perform such other duties as are usually incident to the office of president or may otherwise be required by the directors.

**Section 5. Chief Operating Officer.** The Chief Operating Officer shall have and may exercise any and all powers and duties imposed by these Bylaws. The Chief Operating Officer shall also have and may exercise such further powers and duties as from time to time may be conferred upon or assigned to him or her by the board of directors or the President.

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**Section 6. Chief Financial Officer.** The Chief Financial Officer shall have general supervision of the fiscal affairs of the Corporation. The Chief Financial Officer shall, with the assistance of the President and the Chief Operating Officer, and the managerial staff of the Corporation: (a) see that a full and accurate accounting of all financial transactions is made; (b) invest and reinvest the capital funds of the Corporation in such manner as may be directed by the board of directors, unless that function shall have been delegated to a nominee or agent; (c) prepare any financial reports that may be requested from time to time by the board of directors; (d) cooperate in the conduct of any annual audit of the Corporation's financial records by certified public accountants duly appointed by the Audit Committee; and (e) in general perform all the usual duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the board of directors or the President and Chief Operating Officer.

**Section 7. Vice-President.** In the case of the absence or disability of the president, the vice-president, if any, shall perform the duties of the president and shall also perform such other duties as may be required by the directors.

**Section 8. Secretary.** The secretary shall issue notices of directors' and shareholders' meetings as hereinbefore set forth, shall attend and keep the minutes of the same in suitable minute books, shall have custody of all corporate books, records, and papers the custody of which is not otherwise provided for by the directors, shall attest the signing and sealing by the president of all instruments requiring the corporate seal and the signing of all other instruments when so required by the president or these Bylaws, shall sign all share certificates, shall act as transfer agent for shares of the corporation, shall do such other things as may be required by law, and shall perform such other duties as are usually incident to the office of secretary or as may otherwise be required by the directors.

**Section 9. Treasurer.** The treasurer shall have custody of all funds and valuables of the corporation and shall give such bond, if any, with or without sureties, as the directors may require, conditioned upon the faithful performance of the duties of his or her office. The treasurer shall receive the funds of the corporation and, except as otherwise provided by the directors, shall make disbursements therefrom, taking proper vouchers therefor, and shall keep regular books of account showing receipts and disbursements and shall submit them, together with vouchers, receipts, and other papers, to the directors for their examination and approval as often as the directors may require. The treasurer shall deposit in the name of the corporation all moneys and valuables of the corporation coming into his or her hands with a depository or depositories to be designated by the directors. The treasurer shall also perform such other duties as are incident to the office of treasurer or as may otherwise be required by the directors.

**Section 10. Other Officers and Agents.** The duties of such other officers and agents elected or appointed by the directors shall be such as the directors may specify from time to time, but shall not conflict with any of the provisions of these Bylaws.

**Section 11. Clerks and Agents.** The board of directors may appoint, from time to time, such agents or employees as it may deem advisable for the prompt and orderly transaction of the business of the Corporation. The board of directors may also define their duties, fix their salaries and dismiss them. Subject to the authority of the board of directors, the Chief Executive Officer, the President or any other officer of the Corporation may appoint and dismiss all or any agents or

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employees, prescribe their duties and the conditions of their employment, and from time to time, fix their compensation.

Section 12. Compensation. The officers shall receive such compensation for their services as may be fixed from time to time by the directors.

Section 13. Tenure of Offices. All officers shall hold office for the current year for which the board of directors was elected, unless they shall resign, become disqualified, or be removed; and any vacancy occurring in the office of the Chief Executive Officer shall be filled by the board of directors. In the event that the Chief Executive Officer is unable to act, the board of directors shall meet forthwith upon the call of the Chairperson of the Board or any three directors to appoint a successor or replacement.

ARTICLE VI - MISCELLANEOUS

Section 1. Seal. The corporation is not required to have a seal. To the extent the President or Secretary of the corporation determines to utilize a corporate seal, it shall be a round impression bearing the words "Corporate Seal."

Section 2. Notice. Whenever written notice is required to be given to any person, it shall be given to such person either personally or by sending a copy thereof through the mail or by any other means permitted by the Pennsylvania Business Corporation Law of 1988, as amended, to such person's address appearing on the books of the corporation or supplied by such person to the corporation for the purpose of notice. If notice is sent by mail or by 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. If notice is sent by facsimile transmission, e-mail or other electronic communication, it shall be deemed to have been given to the person entitled thereto when sent.

Section 3. Waiver of Notice. Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. 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. Attendance at any meeting, either in person or by proxy, shall also constitute a waiver of notice of the meeting unless attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4. Fiscal Year. The fiscal year of this corporation shall end as of December 31 of each year, or upon such other date as may be fixed from time to time by resolution of the directors.

Section 5. Notes, Checks, Etc. All notes, drafts, checks, or other orders for the payment of money shall be signed by such officer or officers or other person or persons as the directors may designate from time to time.

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Section 6. Receiving Money and Receipts. The directors may from time to time authorize one or more officers or other persons to receive moneys due the corporation and to endorse checks, notes, drafts, and other orders for the payment of money to this corporation for collection and deposit to the account of the corporation, and to receipt for such moneys.

Section 7. Participation at Meetings. One or more directors or shareholders may participate in a meeting of the board, of a committee of the board, or of the shareholders by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

**ARTICLE VII - LIMITATION OF DIRECTORS'  
LIABILITY; INDEMNIFICATION**

Section 1. Limitation of Liability. To the fullest extent permitted by the Pennsylvania Business Corporation Law of 1988, as amended, a director of the corporation shall not be personally liable to the corporation, its shareholders or others for monetary damages for any action taken or any failure to take any action unless the director has breached or failed to perform the duties of his or her office, as set forth in the Pennsylvania Business Corporation Law of 1988, as amended, and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article VII shall not apply with respect to the responsibility or liability of a director under any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 2. Indemnification. Subject to the prior approval of the board of directors, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided, however, that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness.

Section 3. Advance of Expenses. Subject to the prior approval of the board of directors, expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of a written undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if it shall be ultimately determined that such person is not entitled to be indemnified by the corporation as authorized in this Article VII.

Section 4. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by this Article VII shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of shareholders or disinterested directors, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and

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shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 5. Insurance; Contracts, Security. The corporation may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, and may create a fund of any nature (which may, but need not, be under the control of a trustee) for the benefit of any person and may otherwise secure in any manner its obligations with respect to indemnification and advancement of expenses, whether arising under this Article VII or otherwise, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article VII.

Section 6. Amendment, Etc. Notwithstanding anything herein contained to the contrary, this Article VII may not be amended or repealed, and a provision inconsistent herewith may not be adopted, except by the affirmative vote of shareholders of the corporation entitled to cast at least eighty percent (80%) of the votes which all shareholders of the corporation are then entitled to cast, except that, if the Pennsylvania Business Corporation Law of 1988, as amended, is amended or any other statute is enacted so as to decrease the exposure of directors to liability or increase the indemnification rights available to directors, officers or others, then this Article VII and any other provisions of these Bylaws inconsistent with such decreased exposure or increased indemnification rights shall be amended, automatically and without any further action on the part of the shareholders or directors, to reflect such reduced exposure or increased indemnification rights, unless such legislation expressly requires otherwise. Any repeal or modification of this Article VII shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation or any right to indemnification from the corporation with respect to any action or failure to take any action occurring prior to the time of such repeal or modification.


Section 7. Severability. If, for any reason, any provision of this Article VII shall be held invalid, such invalidity shall not affect any other provision not held so invalid, and each such other provision shall, to the full extent consistent with law, continue in full force and effect. If any provision of this Article VII shall be held invalid in part, such invalidity shall in no way affect the remainder of such provision, and the remainder of such provision, together with all other provisions of this Article VII shall, to the fullest extent consistent with law, continue in full force and effect.

ARTICLE VIII - AMENDMENTS, ETC.

Section 1. Amendments, Etc. Except as provided in Article VII, Section 6, hereinabove, these Bylaws may be amended or repealed, or new Bylaws may be adopted, either (a) by vote of the shareholders at any duly organized annual or special meeting of shareholders, or (b) with respect to those matters that are not by statute committed expressly to the shareholders and regardless of whether the shareholders have previously adopted or approved the Bylaw being amended or repealed, by vote of a majority of the board of directors of the corporation in office at any regular or special meeting of directors. Any change in these Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.



**PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Melissa Zeiders of Stevens & Lee Name 17 N. 2 <sup>nd</sup> Street, 16 <sup>th</sup> Floor <hr/> Address Harrisburg PA 17101 <hr/> City State Zip Code <hr/> <input checked="" type="checkbox"/> Return document by email to: <u>mmz@stevenslee.com</u>	<b>Articles of Incorporation - For Profit</b> DSCB:15-1306/2102/2303/2702/2903/3101/3303/7102 (rev. 7/2015)   01236
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125

- Check only one:
- |   |  |   |
|---|--|---|
| <input checked="" type="checkbox"/> Business-stock (§ 1306) | <input type="checkbox"/> Management (§ 2703)   | <input type="checkbox"/> Benefit (§ 3303)     |
| <input type="checkbox"/> Business-nonstock (§ 2102)         | <input type="checkbox"/> Professional (§ 2903) | <input type="checkbox"/> Cooperative (§ 7102) |
| <input type="checkbox"/> Business-statutory close (§ 2303)  | <input type="checkbox"/> Insurance (§ 3101)    |   |

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, desiring to incorporate a corporation for profit, hereby states that:

1. The name of the corporation (*corporate designator required, i.e., "corporation," "incorporated," "limited," "company," or any abbreviation thereof. "Professional corporation" or "P.C." permitted for professional corporations*):

PPIX Conversion Corp.

2. Complete part (a) or (b) – not both:

(a) The address of this corporation’s proposed registered office in this Commonwealth is:  
(*post office box alone is not acceptable*)

100 Berwyn Park, 850 Cassatt Road, Suite 220, Berwyn, Chester County, Pennsylvania 19312

Number and Street	City	State	Zip	County
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(b) The name of this corporation’s commercial registered office provider and the county of venue is:

c/o:

Name of Commercial Registered Office Provider	County
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3. The corporation is incorporated under the provisions of the Business Corporation Law of 1988.

4. Check and complete one:

The corporation is organized on a nonstock basis.

The corporation is organized on a stock share basis and the aggregate number of shares authorized is:

1,000 common shares at no par value

5. The name and address, including number and street, if any, of each incorporator (*all incorporators must sign below*):

Name	Address
Melissa M. Zeiders	17 N. 2 <sup>nd</sup> Street, 16 <sup>th</sup> Floor, Harrisburg, PA 17101

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6. The specified future effective date, if any: \_\_\_\_\_ month/day/year hour, if any

7. Additional provisions of the articles, if any, attach an 8½ by 11 sheet.

8. ~~Statutory close corporation only: Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "public offering" within the meaning of the Securities Act of 1933 (15 U.S.C. § 77a et seq.)~~

9. ~~For Cooperative Corporation Only:~~

~~—Check and complete one:~~

~~\_\_\_\_\_ The corporation is a cooperative corporation and the common bond of membership among its members is: \_\_\_\_\_.~~

~~\_\_\_\_\_ The corporation is a cooperative corporation and the common bond of membership among its shareholders is: \_\_\_\_\_.~~

10. ~~Benefit corporations only: This corporation shall have the purpose of creating general public benefit.~~

~~Strike out if inapplicable: This corporation shall have the purpose of creating the enumerated specific public benefit(s): \_\_\_\_\_~~

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this

\_\_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
Melissa M. Zeiders, Incorporator





## BYLAWS

### ARTICLE I - NAME AND OFFICES

Section 1. Name. The name of this corporation shall be PPIX Conversion Corp, unless and until changed by amendment of the Articles of Incorporation.

Section 2. Registered Office. The registered office of this corporation shall be 100 Berwyn Park, 850 Cassatt Road, Suite 220, Berwyn, Chester County, Pennsylvania 19312 or at such other place as may be fixed from time to time by the directors in accordance with applicable law.

Section 3. Places of Business and Other Offices. The corporation may conduct its business at such places and may establish other offices at such places as the directors may determine from time to time.

### ARTICLE II - CAPITAL STOCK

Section 1. Share Certificates. Share certificates, in such form as the directors may adopt from time to time in accordance with applicable law, shall be issued by the corporation to the holders of shares in the corporation. No new share certificate or certificates for shares previously issued shall be issued to any shareholder until an old certificate or certificates for an equal aggregate number of shares shall have been surrendered, properly endorsed or accompanied by a properly executed instrument of transfer, to the transfer agent and canceled by him.

Section 2. Transfer of Shares. Transfer of shares shall be made only on the books of the corporation and then only upon surrender of the certificates therefor properly endorsed or accompanied by a properly executed instrument of transfer.

Section 3. Loss or Destruction of Share Certificate. In case of the alleged loss or destruction of any share certificate no new share certificate shall be issued in lieu thereof except upon the production of proof of such loss or destruction satisfactory to the directors and upon the giving of such security, if any, by bond or otherwise, with or without surety, protecting the corporation against loss, as the directors may require. Every duplicate certificate shall be plainly marked as such upon its face.

### ARTICLE III - SHAREHOLDERS

Section 1. Shareholders. Only those persons shall be deemed shareholders who appear as such on the books of the corporation, and the corporation may treat as a shareholder any person who appears as such on the books of the corporation. The directors may fix a time not more than fifty days prior to the date for any meeting of shareholders, or the date fixed for the payment of any dividend or distribution, or the date for the allotment of rights, or the date when any change, conversion, or exchange of shares will be made or go into effect, as a record date for the determination of the shareholders entitled to notice of and to vote at any such meeting, or entitled to receive payment of any such dividend or distribution, or to receive any such allotment of rights, or to exercise the rights in respect to any such change, conversion, or exchange of

shares, and in such case only shareholders who appear as shareholders of record on the day so fixed shall be deemed shareholders for the aforesaid purposes, notwithstanding any transfer of shares on the books of the corporation after any record date fixed as aforesaid.

Section 2. Annual Meeting. An annual meeting of the shareholders shall be held each year at such place and time as designated by the board of directors, but if no such date and time is then fixed by the board, the meeting for any calendar year shall be held on the 15th day of October in such year, if not a legal holiday under the laws of Pennsylvania, and, if a legal holiday, then on the next succeeding business day at 10:00 A.M. At such time the shareholders shall elect directors and may transact such business as may be done in accordance with law, the Articles of Incorporation of the corporation, and these Bylaws. If the annual meeting shall not have been called and held within six (6) months after the designated time, any shareholder may call the meeting at any time thereafter.

Section 3. Special Meetings. A special meeting of the shareholders may be called at any time by the president, the board of directors, or the holders of not less than one-fifth of the shares outstanding and entitled to vote at the particular meeting, for such purpose or purposes as may be specified in the call of said meeting. At any time, upon written request of any person entitled to call a special meeting, it shall be the duty of the secretary to call a special meeting of the shareholders, to be held at such time as the secretary may fix, not less than ten nor more than sixty days after the 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 4. Place for Meetings. Meetings of shareholders shall be held at the registered office of the corporation or at such other place as the directors may fix from time to time.

Section 5. Notice of Meetings. Unless otherwise provided by law, written notice of the time and place of each annual shareholders' meeting and of the time, place and purpose of each special shareholders' meeting shall be given to every shareholder of record entitled to vote at the meeting at least five days prior to the date fixed for said meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken. Notice of all annual meetings of shareholders shall be given by the secretary. Notice of special meetings of shareholders may be given by the person or persons calling the meeting or shall be given by the secretary at the request of such person or persons.

Section 6. Presiding Officers. The president of the corporation shall preside at all meetings of the shareholders and the secretary of the corporation shall record the minutes of all such meetings.

Section 7. Quorum. A duly called meeting of shareholders shall not be organized for the transaction of business unless a quorum is present, but 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. A quorum shall consist of the presence, in person or by proxy, of the holders of a majority of the outstanding shares entitled to vote at the meeting.

If a meeting cannot be organized because a quorum is not present, those present may adjourn the meeting to such time and place as they may determine. If a meeting for the election of directors has been adjourned, the shareholders present at the adjourned meeting shall constitute a quorum for the election of directors though less than a quorum as hereinbefore defined.

Section 8. Voting. At every shareholders' meeting, each shareholder of record shall be entitled to cast one vote, in person or by proxy, for each share entitled to vote held in his or her name, unless otherwise provided by the Articles of Incorporation. Every proxy shall be executed in writing and shall be filed with the secretary of the corporation prior to the exercise thereof.

Section 9. Informal Action. Any action required to be taken at a meeting of the shareholders of this corporation (whether annual or special) may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the shareholders who would be entitled to vote at a meeting for such purpose and shall be filed with the secretary of the corporation.

Section 10. Form of Voting. Voting at elections of directors shall be by ballot unless there be no contest for the position or positions to be filled.

#### ARTICLE IV - DIRECTORS

Section 1. Number and Qualifications. The business and affairs of this corporation shall be managed by a board of not less than one (1) nor more than nine (9) directors, who need not be shareholders, residents of Pennsylvania or citizens of the United States. Within the limits herein prescribed, the number of directors constituting the board of directors shall be such as may be fixed from time to time by the shareholders at any meeting for the election of directors.

Section 2. Term. Each director shall hold office until the next annual meeting of shareholders and until his or her successor is elected, unless removed prior thereto in accordance with law.

Section 3. Removal. Any director may be removed by the shareholders, with or without cause, whenever in their judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. 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, and each person so elected shall be a director until his or her successor is elected by the shareholders who may make such election at the next annual meeting of the shareholders or at any special meeting duly called for that purpose and held prior thereto.

Section 5. Regular Meetings. Regular meetings of the directors for the transaction of such business as may be done in accordance with law, the Articles of Incorporation of the corporation, and these Bylaws shall be held at such times as the directors may fix from time to

time. A regular meeting of the directors shall be held immediately after the close of each annual meeting of the shareholders.

Section 6. Special Meetings. Special meetings of the directors may be called by the president or a majority of the directors and shall be held at such time and for such purpose as may be specified in the call for said meeting.

Section 7. Place for Meetings. All meetings of the directors shall be held at such place, either within or outside of Pennsylvania, as a majority of the directors may appoint from time to time.

Section 8. Notice of Meetings. Except as hereinafter required, no notice of the time, place, or purposes of regular meetings of the directors shall be necessary. Written notice of the first regular meeting of directors following any change in the time or place of regular meetings, stating the time and place for such meeting, and written notice of all special meetings of the directors stating the time, place, and purpose of the meeting shall be given to each director at least three days prior to the day fixed for such meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken. Notice of regular meetings of the directors, when required, shall be given by the secretary. Notice of special meetings may be given by the person or persons calling the meeting or shall be given by the secretary at the request of such person or persons.

Section 9. 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 at a meeting at which a quorum is present shall be the acts of the directors; provided, however, that if all the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the directors (whether regular or special).

Section 10. Compensation. By resolution of the directors, directors as such may receive either a stated salary for their services or a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meeting of directors; any director may serve the corporation in any other capacity and receive such compensation therefor as the directors may determine.

Section 11. Committees. The board of directors may, by resolution adopted by a majority of the directors in office, establish one or more committees. Each committee shall consist of at least two (2) members of the board of directors. The board may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for purposes of any written action of the committee. The board of directors may terminate any such committee and remove any one or more members thereof in the sole discretion of the board.

A committee, to the extent provided in the resolution of the board of directors creating it, shall have and may exercise all of the powers and authority of the board of directors as are set forth in such resolution, provided that a committee shall not have any power or authority regarding: (i) the creation or filling of vacancies in the board of directors, (iii) the adoption,

amendment or repeal of these bylaws, or (iii) the amendment, adoption or repeal of any resolution of the board of directors that by its terms is amendable or repealable only by the board of directors.

## ARTICLE V - OFFICERS AND AGENTS

Section 1. Election, Appointment and Qualification. The directors shall annually at the first meeting after the annual shareholders' meeting for the election of directors elect a president, a secretary, and a treasurer, and may elect one or more vice-presidents, assistant secretaries and one or more assistant treasurers, to serve until the next annual election of officers and until their successors are elected and qualified unless removed prior thereto in accordance with law, and may from time to time appoint such agents and elect such other officers as the board may deem advisable. Officers need not be directors or shareholders. A vacancy in any mandatory office shall be filled by the directors who shall, at their next regular or special meeting, elect a successor to serve the unexpired term.

Section 2. Removal. Any officer or agent may be removed by the directors, with or without cause, whenever in their judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3. The Chief Executive Officer. The Chief Executive Officer shall have general supervision of all departments and business of the Corporation, and shall prescribe the duties of other officers and see to the performance thereof. The Chief Executive Officer shall also have and may exercise such further powers and duties as from time to time may be conferred upon or assigned to him or her by the board of directors. In the absence of the Chairperson of the Board, the Chief Executive Officer shall preside at all meetings of the board of directors. The Chief Executive Officer shall report directly to the board of directors of the Corporation.

Section 4. President. The president shall be the chief executive officer of the corporation. The president shall make a report on the affairs of the corporation at each meeting of the shareholders and directors and shall preside at all meetings of the shareholders and directors and shall see that all orders and resolutions of the shareholders and directors are carried into effect, subject, however, to the right of shareholders or the directors to delegate to any other person any specific delegable powers. The president shall execute in the name of the corporation all deeds, bonds, mortgages, financing statements, share certificates, written contracts, and other documents, and, when necessary or proper, affix thereto the corporate seal, except in cases where the execution or sealing thereof shall be expressly delegated by the directors or these Bylaws to some other person. The president shall have custody of the corporate seal, shall be ex-officio a member of all committees and shall perform such other duties as are usually incident to the office of president or may otherwise be required by the directors.

Section 5. Chief Operating Officer. The Chief Operating Officer shall have and may exercise any and all powers and duties imposed by these Bylaws. The Chief Operating Officer shall also have and may exercise such further powers and duties as from time to time may be conferred upon or assigned to him or her by the board of directors or the President.

Section 6. Chief Financial Officer. The Chief Financial Officer shall have general supervision of the fiscal affairs of the Corporation. The Chief Financial Officer shall, with the assistance of the President and the Chief Operating Officer, and the managerial staff of the Corporation: (a) see that a full and accurate accounting of all financial transactions is made; (b) invest and reinvest the capital funds of the Corporation in such manner as may be directed by the board of directors, unless that function shall have been delegated to a nominee or agent; (c) prepare any financial reports that may be requested from time to time by the board of directors; (d) cooperate in the conduct of any annual audit of the Corporation's financial records by certified public accountants duly appointed by the Audit Committee; and (e) in general perform all the usual duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the board of directors or the President and Chief Operating Officer.

Section 7. Vice-President. In the case of the absence or disability of the president, the vice-president, if any, shall perform the duties of the president and shall also perform such other duties as may be required by the directors.

Section 8. Secretary. The secretary shall issue notices of directors' and shareholders' meetings as hereinbefore set forth, shall attend and keep the minutes of the same in suitable minute books, shall have custody of all corporate books, records, and papers the custody of which is not otherwise provided for by the directors, shall attest the signing and sealing by the president of all instruments requiring the corporate seal and the signing of all other instruments when so required by the president or these Bylaws, shall sign all share certificates, shall act as transfer agent for shares of the corporation, shall do such other things as may be required by law, and shall perform such other duties as are usually incident to the office of secretary or as may otherwise be required by the directors.

Section 9. Treasurer. The treasurer shall have custody of all funds and valuables of the corporation and shall give such bond, if any, with or without sureties, as the directors may require, conditioned upon the faithful performance of the duties of his or her office. The treasurer shall receive the funds of the corporation and, except as otherwise provided by the directors, shall make disbursements therefrom, taking proper vouchers therefor, and shall keep regular books of account showing receipts and disbursements and shall submit them, together with vouchers, receipts, and other papers, to the directors for their examination and approval as often as the directors may require. The treasurer shall deposit in the name of the corporation all moneys and valuables of the corporation coming into his or her hands with a depository or depositories to be designated by the directors. The treasurer shall also perform such other duties as are incident to the office of treasurer or as may otherwise be required by the directors.

Section 10. Other Officers and Agents. The duties of such other officers and agents elected or appointed by the directors shall be such as the directors may specify from time to time, but shall not conflict with any of the provisions of these Bylaws.

Section 11. Clerks and Agents. The board of directors may appoint, from time to time, such agents or employees as it may deem advisable for the prompt and orderly transaction of the business of the Corporation. The board of directors may also define their duties, fix their salaries and dismiss them. Subject to the authority of the board of directors, the Chief Executive Officer, the President or any other officer of the Corporation may appoint and dismiss all or any agents or

employees, prescribe their duties and the conditions of their employment, and from time to time, fix their compensation.

Section 12. Compensation. The officers shall receive such compensation for their services as may be fixed from time to time by the directors.

Section 13. Tenure of Offices. All officers shall hold office for the current year for which the board of directors was elected, unless they shall resign, become disqualified, or be removed; and any vacancy occurring in the office of the Chief Executive Officer shall be filled by the board of directors. In the event that the Chief Executive Officer is unable to act, the board of directors shall meet forthwith upon the call of the Chairperson of the Board or any three directors to appoint a successor or replacement.

Section 14. Termination of Officers. Any officer of the Corporation may be terminated by the board of directors with or without cause, but such termination shall be without prejudice to the contract rights, if any, of the person so terminated. Election or appointment of an officer shall not of itself create contract rights.

#### ARTICLE VI - MISCELLANEOUS

Section 1. Seal. The seal of this corporation shall be identical with that impressed at the right of this section.

Section 2. Notice. Whenever written notice is required to be given to any person, it shall be given to such person either personally or by sending a copy thereof through the mail or by any other means permitted by the Pennsylvania Business Corporation Law of 1988, as amended, to such person's address appearing on the books of the corporation or supplied by such person to the corporation for the purpose of notice. If notice is sent by mail or by 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. If notice is sent by facsimile transmission, e-mail or other electronic communication, it shall be deemed to have been given to the person entitled thereto when sent.

Section 3. Waiver of Notice. Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. 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. Attendance at any meeting, either in person or by proxy, shall also constitute a waiver of notice of the meeting unless attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4. Fiscal Year. The fiscal year of this corporation shall end as of December 31 of each year, or upon such other date as may be fixed from time to time by resolution of the directors.



Section 5. Notes, Checks, Etc. All notes, drafts, checks, or other orders for the payment of money shall be signed by such officer or officers or other person or persons as the directors may designate from time to time.

Section 6. Receiving Money and Receipts. The directors may from time to time authorize one or more officers or other persons to receive moneys due the corporation and to endorse checks, notes, drafts, and other orders for the payment of money to this corporation for collection and deposit to the account of the corporation, and to receipt for such moneys.

Section 7. Participation at Meetings. One or more directors or shareholders may participate in a meeting of the board, of a committee of the board, or of the shareholders by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

## ARTICLE VII - LIMITATION OF DIRECTORS' LIABILITY; INDEMNIFICATION

Section 1. Limitation of Liability. To the fullest extent permitted by the Pennsylvania Business Corporation Law of 1988, as amended, a director of the corporation shall not be personally liable to the corporation, its shareholders or others for monetary damages for any action taken or any failure to take any action unless the director has breached or failed to perform the duties of his or her office, as set forth in the Pennsylvania Business Corporation Law of 1988, as amended, and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article VII shall not apply with respect to the responsibility or liability of a director under any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 2. Indemnification. Subject to the prior approval of the board of directors, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided, however, that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness.

Section 3. Advance of Expenses. Subject to the prior approval of the board of directors, expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of a written undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if it shall be ultimately determined that such person is not entitled to be indemnified by the corporation as authorized in this Article VII.

Section 4. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by this Article VII shall not be deemed exclusive of any other right to which

persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of shareholders or disinterested directors, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 5. Insurance; Contracts, Security. The corporation may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, and may create a fund of any nature (which may, but need not, be under the control of a trustee) for the benefit of any person and may otherwise secure in any manner its obligations with respect to indemnification and advancement of expenses, whether arising under this Article VII or otherwise, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article VII.

Section 6. Amendment, Etc. Notwithstanding anything herein contained to the contrary, this Article VII may not be amended or repealed, and a provision inconsistent herewith may not be adopted, except by the affirmative vote of shareholders of the corporation entitled to cast at least eighty percent (80%) of the votes which all shareholders of the corporation are then entitled to cast, except that, if the Pennsylvania Business Corporation Law of 1988, as amended, is amended or any other statute is enacted so as to decrease the exposure of directors to liability or increase the indemnification rights available to directors, officers or others, then this Article VII and any other provisions of these Bylaws inconsistent with such decreased exposure or increased indemnification rights shall be amended, automatically and without any further action on the part of the shareholders or directors, to reflect such reduced exposure or increased indemnification rights, unless such legislation expressly requires otherwise. Any repeal or modification of this Article VII shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation or any right to indemnification from the corporation with respect to any action or failure to take any action occurring prior to the time of such repeal or modification.


Section 7. Severability. If, for any reason, any provision of this Article VII shall be held invalid, such invalidity shall not affect any other provision not held so invalid, and each such other provision shall, to the full extent consistent with law, continue in full force and effect. If any provision of this Article VII shall be held invalid in part, such invalidity shall in no way affect the remainder of such provision, and the remainder of such provision, together with all other provisions of this Article VII shall, to the fullest extent consistent with law, continue in full force and effect.

#### ARTICLE VIII - AMENDMENTS, ETC.

Section 1. Amendments, Etc. Except as provided in Article VII, Section 6, hereinabove, these Bylaws may be amended or repealed, or new Bylaws may be adopted, either (a) by vote of the shareholders at any duly organized annual or special meeting of shareholders, or (b) with respect to those matters that are not by statute committed expressly to the shareholders and regardless of whether the shareholders have previously adopted or approved the Bylaw being amended or repealed, by vote of a majority of the board of directors of the corporation in office at any regular or special meeting of directors. Any change in these Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.



**PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Melissa Zeiders of Stevens & Lee Name 17 N. 2 <sup>nd</sup> Street, 16 <sup>th</sup> Floor <hr/> Address Harrisburg PA 17101 <hr/> City State Zip Code <hr/> <input checked="" type="checkbox"/> Return document by email to: <u>mmz@stevenslee.com</u>	<b>Articles of Incorporation - For Profit</b> DSCB:15-1306/2102/2303/2702/2903/3101/3303/7102 (rev. 7/2015)   01236
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125

- Check only one:
- |   |  |   |
|---|--|---|
| <input checked="" type="checkbox"/> Business-stock (§ 1306) | <input type="checkbox"/> Management (§ 2703)   | <input type="checkbox"/> Benefit (§ 3303)     |
| <input type="checkbox"/> Business-nonstock (§ 2102)         | <input type="checkbox"/> Professional (§ 2903) | <input type="checkbox"/> Cooperative (§ 7102) |
| <input type="checkbox"/> Business-statutory close (§ 2303)  | <input type="checkbox"/> Insurance (§ 3101)    |   |

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, desiring to incorporate a corporation for profit, hereby states that:

1. The name of the corporation (*corporate designator required, i.e., "corporation," "incorporated," "limited," "company," or any abbreviation thereof. "Professional corporation" or "P.C." permitted for professional corporations*):

PCA Conversion Corp.

2. Complete part (a) or (b) – not both:

(a) The address of this corporation’s proposed registered office in this Commonwealth is:  
(*post office box alone is not acceptable*)

100 Berwyn Park, 850 Cassatt Road, Suite 220, Berwyn, Chester County, Pennsylvania 19312

Number and Street	City	State	Zip	County
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(b) The name of this corporation’s commercial registered office provider and the county of venue is:

c/o:

Name of Commercial Registered Office Provider	County
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3. The corporation is incorporated under the provisions of the Business Corporation Law of 1988.

4. Check and complete one:

The corporation is organized on a nonstock basis.

The corporation is organized on a stock share basis and the aggregate number of shares authorized is:

1,000 common shares at no par value

5. The name and address, including number and street, if any, of each incorporator (*all incorporators must sign below*):

Name	Address
Melissa M. Zeiders	17 N. 2 <sup>nd</sup> Street, 16 <sup>th</sup> Floor, Harrisburg, PA 17101

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6. The specified future effective date, if any: \_\_\_\_\_  
 month/day/year hour, if any

7. Additional provisions of the articles, if any, attach an 8½ by 11 sheet.

8. ~~Statutory close corporation only:~~ Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "public offering" within the meaning of the Securities Act of 1933 (15 U.S.C. § 77a et seq.)

9. ~~For Cooperative Corporation Only:~~  
~~Check and complete one:~~  
 ~~The corporation is a cooperative corporation and the common bond of membership among its members is: \_\_\_\_\_.~~  
 ~~The corporation is a cooperative corporation and the common bond of membership among its shareholders is: \_\_\_\_\_.~~

10. ~~Benefit corporations only:~~ This corporation shall have the purpose of creating general public benefit.  
~~Strike out if inapplicable:~~ This corporation shall have the purpose of creating the enumerated specific public benefit(s): \_\_\_\_\_  
 \_\_\_\_\_

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

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Melissa M. Zeiders, Incorporator



SEP 25 2018

Pennsylvania  
Treasury Department

BYLAWS

ARTICLE I - NAME AND OFFICES

Section 1. Name. The name of this corporation shall be PCA Conversion Corp, unless and until changed by amendment of the Articles of Incorporation.

Section 2. Registered Office. The registered office of this corporation shall be 100 Berwyn Park, 850 Cassatt Road, Suite 220, Berwyn, Chester County, Pennsylvania 19312 or at such other place as may be fixed from time to time by the directors in accordance with applicable law.

Section 3. Places of Business and Other Offices. The corporation may conduct its business at such places and may establish other offices at such places as the directors may determine from time to time.

ARTICLE II - CAPITAL STOCK

Section 1. Share Certificates. Share certificates, in such form as the directors may adopt from time to time in accordance with applicable law, shall be issued by the corporation to the holders of shares in the corporation. No new share certificate or certificates for shares previously issued shall be issued to any shareholder until an old certificate or certificates for an equal aggregate number of shares shall have been surrendered, properly endorsed or accompanied by a properly executed instrument of transfer, to the transfer agent and canceled by him.

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ARTICLE III - SHAREHOLDERS

Section 1. Shareholders. Only those persons shall be deemed shareholders who appear as such on the books of the corporation, and the corporation may treat as a shareholder any person who appears as such on the books of the corporation. The directors may fix a time not more than fifty days prior to the date for any meeting of shareholders, or the date fixed for the payment of any dividend or distribution, or the date for the allotment of rights, or the date when any change, conversion, or exchange of shares will be made or go into effect, as a record date for the determination of the shareholders entitled to notice of and to vote at any such meeting, or entitled to receive payment of any such dividend or distribution, or to receive any such allotment of rights, or to exercise the rights in respect to any such change, conversion, or exchange of

shares, and in such case only shareholders who appear as shareholders of record on the day so fixed shall be deemed shareholders for the aforesaid purposes, notwithstanding any transfer of shares on the books of the corporation after any record date fixed as aforesaid.

Section 2. Annual Meeting. An annual meeting of the shareholders shall be held each year at such place and time as designated by the board of directors, but if no such date and time is then fixed by the board, the meeting for any calendar year shall be held on the 15th day of October in such year, if not a legal holiday under the laws of Pennsylvania, and, if a legal holiday, then on the next succeeding business day at 10:00 A.M. At such time the shareholders shall elect directors and may transact such business as may be done in accordance with law, the Articles of Incorporation of the corporation, and these Bylaws. If the annual meeting shall not have been called and held within six (6) months after the designated time, any shareholder may call the meeting at any time thereafter.

Section 3. Special Meetings. A special meeting of the shareholders may be called at any time by the president, the board of directors, or the holders of not less than one-fifth of the shares outstanding and entitled to vote at the particular meeting, for such purpose or purposes as may be specified in the call of said meeting. At any time, upon written request of any person entitled to call a special meeting, it shall be the duty of the secretary to call a special meeting of the shareholders, to be held at such time as the secretary may fix, not less than ten nor more than sixty days after the 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 4. Place for Meetings. Meetings of shareholders shall be held at the registered office of the corporation or at such other place as the directors may fix from time to time.

Section 5. Notice of Meetings. Unless otherwise provided by law, written notice of the time and place of each annual shareholders' meeting and of the time, place and purpose of each special shareholders' meeting shall be given to every shareholder of record entitled to vote at the meeting at least five days prior to the date fixed for said meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken. Notice of all annual meetings of shareholders shall be given by the secretary. Notice of special meetings of shareholders may be given by the person or persons calling the meeting or shall be given by the secretary at the request of such person or persons.

Section 6. Presiding Officers. The president of the corporation shall preside at all meetings of the shareholders and the secretary of the corporation shall record the minutes of all such meetings.

Section 7. Quorum. A duly called meeting of shareholders shall not be organized for the transaction of business unless a quorum is present, but 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. A quorum shall consist of the presence, in person or by proxy, of the holders of a majority of the outstanding shares entitled to vote at the meeting.



If a meeting cannot be organized because a quorum is not present, those present may adjourn the meeting to such time and place as they may determine. If a meeting for the election of directors has been adjourned, the shareholders present at the adjourned meeting shall constitute a quorum for the election of directors though less than a quorum as hereinbefore defined.

Section 8. Voting. At every shareholders' meeting, each shareholder of record shall be entitled to cast one vote, in person or by proxy, for each share entitled to vote held in his or her name, unless otherwise provided by the Articles of Incorporation. Every proxy shall be executed in writing and shall be filed with the secretary of the corporation prior to the exercise thereof.

Section 9. Informal Action. Any action required to be taken at a meeting of the shareholders of this corporation (whether annual or special) may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the shareholders who would be entitled to vote at a meeting for such purpose and shall be filed with the secretary of the corporation.

Section 10. Form of Voting. Voting at elections of directors shall be by ballot unless there be no contest for the position or positions to be filled.

#### ARTICLE IV - DIRECTORS

Section 1. Number and Qualifications. The business and affairs of this corporation shall be managed by a board of not less than one (1) nor more than nine (9) directors, who need not be shareholders, residents of Pennsylvania or citizens of the United States. Within the limits herein prescribed, the number of directors constituting the board of directors shall be such as may be fixed from time to time by the shareholders at any meeting for the election of directors.

Section 2. Term. Each director shall hold office until the next annual meeting of shareholders and until his or her successor is elected, unless removed prior thereto in accordance with law.

Section 3. Removal. Any director may be removed by the shareholders, with or without cause, whenever in their judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. 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, and each person so elected shall be a director until his or her successor is elected by the shareholders who may make such election at the next annual meeting of the shareholders or at any special meeting duly called for that purpose and held prior thereto.

Section 5. Regular Meetings. Regular meetings of the directors for the transaction of such business as may be done in accordance with law, the Articles of Incorporation of the corporation, and these Bylaws shall be held at such times as the directors may fix from time to

time. A regular meeting of the directors shall be held immediately after the close of each annual meeting of the shareholders.

Section 6. Special Meetings. Special meetings of the directors may be called by the president or a majority of the directors and shall be held at such time and for such purpose as may be specified in the call for said meeting.

Section 7. Place for Meetings. All meetings of the directors shall be held at such place, either within or outside of Pennsylvania, as a majority of the directors may appoint from time to time.

Section 8. Notice of Meetings. Except as hereinafter required, no notice of the time, place, or purposes of regular meetings of the directors shall be necessary. Written notice of the first regular meeting of directors following any change in the time or place of regular meetings, stating the time and place for such meeting, and written notice of all special meetings of the directors stating the time, place, and purpose of the meeting shall be given to each director at least three days prior to the day fixed for such meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken. Notice of regular meetings of the directors, when required, shall be given by the secretary. Notice of special meetings may be given by the person or persons calling the meeting or shall be given by the secretary at the request of such person or persons.

Section 9. 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 at a meeting at which a quorum is present shall be the acts of the directors; provided, however, that if all the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the directors (whether regular or special).

Section 10. Compensation. By resolution of the directors, directors as such may receive either a stated salary for their services or a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meeting of directors; any director may serve the corporation in any other capacity and receive such compensation therefor as the directors may determine.

Section 11. Committees. The board of directors may, by resolution adopted by a majority of the directors in office, establish one or more committees. Each committee shall consist of at least two (2) members of the board of directors. The board may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for purposes of any written action of the committee. The board of directors may terminate any such committee and remove any one or more members thereof in the sole discretion of the board.

A committee, to the extent provided in the resolution of the board of directors creating it, shall have and may exercise all of the powers and authority of the board of directors as are set forth in such resolution, provided that a committee shall not have any power or authority regarding: (i) the creation or filling of vacancies in the board of directors, (iii) the adoption,

amendment or repeal of these bylaws, or (iii) the amendment, adoption or repeal of any resolution of the board of directors that by its terms is amendable or repealable only by the board of directors.

## ARTICLE V - OFFICERS AND AGENTS

Section 1. Election, Appointment and Qualification. The directors shall annually at the first meeting after the annual shareholders' meeting for the election of directors elect a president, a secretary, and a treasurer, and may elect one or more vice-presidents, assistant secretaries and one or more assistant treasurers, to serve until the next annual election of officers and until their successors are elected and qualified unless removed prior thereto in accordance with law, and may from time to time appoint such agents and elect such other officers as the board may deem advisable. Officers need not be directors or shareholders. A vacancy in any mandatory office shall be filled by the directors who shall, at their next regular or special meeting, elect a successor to serve the unexpired term.

Section 2. Removal. Any officer or agent may be removed by the directors, with or without cause, whenever in their judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3. The Chief Executive Officer. The Chief Executive Officer shall have general supervision of all departments and business of the Corporation, and shall prescribe the duties of other officers and see to the performance thereof. The Chief Executive Officer shall also have and may exercise such further powers and duties as from time to time may be conferred upon or assigned to him or her by the board of directors. In the absence of the Chairperson of the Board, the Chief Executive Officer shall preside at all meetings of the board of directors. The Chief Executive Officer shall report directly to the board of directors of the Corporation.

Section 4. President. The president shall be the chief executive officer of the corporation. The president shall make a report on the affairs of the corporation at each meeting of the shareholders and directors and shall preside at all meetings of the shareholders and directors and shall see that all orders and resolutions of the shareholders and directors are carried into effect, subject, however, to the right of shareholders or the directors to delegate to any other person any specific delegable powers. The president shall execute in the name of the corporation all deeds, bonds, mortgages, financing statements, share certificates, written contracts, and other documents, and, when necessary or proper, affix thereto the corporate seal, except in cases where the execution or sealing thereof shall be expressly delegated by the directors or these Bylaws to some other person. The president shall have custody of the corporate seal, shall be ex-officio a member of all committees and shall perform such other duties as are usually incident to the office of president or may otherwise be required by the directors.

Section 5. Chief Operating Officer. The Chief Operating Officer shall have and may exercise any and all powers and duties imposed by these Bylaws. The Chief Operating Officer shall also have and may exercise such further powers and duties as from time to time may be conferred upon or assigned to him or her by the board of directors or the President.

Section 6. Chief Financial Officer. The Chief Financial Officer shall have general supervision of the fiscal affairs of the Corporation. The Chief Financial Officer shall, with the assistance of the President and the Chief Operating Officer, and the managerial staff of the Corporation: (a) see that a full and accurate accounting of all financial transactions is made; (b) invest and reinvest the capital funds of the Corporation in such manner as may be directed by the board of directors, unless that function shall have been delegated to a nominee or agent; (c) prepare any financial reports that may be requested from time to time by the board of directors; (d) cooperate in the conduct of any annual audit of the Corporation's financial records by certified public accountants duly appointed by the Audit Committee; and (e) in general perform all the usual duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the board of directors or the President and Chief Operating Officer.

Section 7. Vice-President. In the case of the absence or disability of the president, the vice-president, if any, shall perform the duties of the president and shall also perform such other duties as may be required by the directors.

Section 8. Secretary. The secretary shall issue notices of directors' and shareholders' meetings as hereinbefore set forth, shall attend and keep the minutes of the same in suitable minute books, shall have custody of all corporate books, records, and papers the custody of which is not otherwise provided for by the directors, shall attest the signing and sealing by the president of all instruments requiring the corporate seal and the signing of all other instruments when so required by the president or these Bylaws, shall sign all share certificates, shall act as transfer agent for shares of the corporation, shall do such other things as may be required by law, and shall perform such other duties as are usually incident to the office of secretary or as may otherwise be required by the directors.

Section 9. Treasurer. The treasurer shall have custody of all funds and valuables of the corporation and shall give such bond, if any, with or without sureties, as the directors may require, conditioned upon the faithful performance of the duties of his or her office. The treasurer shall receive the funds of the corporation and, except as otherwise provided by the directors, shall make disbursements therefrom, taking proper vouchers therefor, and shall keep regular books of account showing receipts and disbursements and shall submit them, together with vouchers, receipts, and other papers, to the directors for their examination and approval as often as the directors may require. The treasurer shall deposit in the name of the corporation all moneys and valuables of the corporation coming into his or her hands with a depository or depositories to be designated by the directors. The treasurer shall also perform such other duties as are incident to the office of treasurer or as may otherwise be required by the directors.

Section 10. Other Officers and Agents. The duties of such other officers and agents elected or appointed by the directors shall be such as the directors may specify from time to time, but shall not conflict with any of the provisions of these Bylaws.

Section 11. Clerks and Agents. The board of directors may appoint, from time to time, such agents or employees as it may deem advisable for the prompt and orderly transaction of the business of the Corporation. The board of directors may also define their duties, fix their salaries and dismiss them. Subject to the authority of the board of directors, the Chief Executive Officer, the President or any other officer of the Corporation may appoint and dismiss all or any agents or

employees, prescribe their duties and the conditions of their employment, and from time to time, fix their compensation.

Section 12. Compensation. The officers shall receive such compensation for their services as may be fixed from time to time by the directors.

Section 13. Tenure of Offices. All officers shall hold office for the current year for which the board of directors was elected, unless they shall resign, become disqualified, or be removed; and any vacancy occurring in the office of the Chief Executive Officer shall be filled by the board of directors. In the event that the Chief Executive Officer is unable to act, the board of directors shall meet forthwith upon the call of the Chairperson of the Board or any three directors to appoint a successor or replacement.

Section 14. Termination of Officers. Any officer of the Corporation may be terminated by the board of directors with or without cause, but such termination shall be without prejudice to the contract rights, if any, of the person so terminated. Election or appointment of an officer shall not of itself create contract rights.

#### ARTICLE VI - MISCELLANEOUS

Section 1. Seal. The seal of this corporation shall be identical with that impressed at the right of this section.

Section 2. Notice. Whenever written notice is required to be given to any person, it shall be given to such person either personally or by sending a copy thereof through the mail or by any other means permitted by the Pennsylvania Business Corporation Law of 1988, as amended, to such person's address appearing on the books of the corporation or supplied by such person to the corporation for the purpose of notice. If notice is sent by mail or by 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. If notice is sent by facsimile transmission, e-mail or other electronic communication, it shall be deemed to have been given to the person entitled thereto when sent.

Section 3. Waiver of Notice. Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. 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. Attendance at any meeting, either in person or by proxy, shall also constitute a waiver of notice of the meeting unless attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4. Fiscal Year. The fiscal year of this corporation shall end as of December 31 of each year, or upon such other date as may be fixed from time to time by resolution of the directors.

Section 5. Notes, Checks, Etc. All notes, drafts, checks, or other orders for the payment of money shall be signed by such officer or officers or other person or persons as the directors may designate from time to time.

Section 6. Receiving Money and Receipts. The directors may from time to time authorize one or more officers or other persons to receive moneys due the corporation and to endorse checks, notes, drafts, and other orders for the payment of money to this corporation for collection and deposit to the account of the corporation, and to receipt for such moneys.

Section 7. Participation at Meetings. One or more directors or shareholders may participate in a meeting of the board, of a committee of the board, or of the shareholders by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

#### ARTICLE VII - LIMITATION OF DIRECTORS' LIABILITY; INDEMNIFICATION

Section 1. Limitation of Liability. To the fullest extent permitted by the Pennsylvania Business Corporation Law of 1988, as amended, a director of the corporation shall not be personally liable to the corporation, its shareholders or others for monetary damages for any action taken or any failure to take any action unless the director has breached or failed to perform the duties of his or her office, as set forth in the Pennsylvania Business Corporation Law of 1988, as amended, and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article VII shall not apply with respect to the responsibility or liability of a director under any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 2. Indemnification. Subject to the prior approval of the board of directors, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided, however, that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness.

Section 3. Advance of Expenses. Subject to the prior approval of the board of directors, expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of a written undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if it shall be ultimately determined that such person is not entitled to be indemnified by the corporation as authorized in this Article VII.

Section 4. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by this Article VII shall not be deemed exclusive of any other right to which

persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of shareholders or disinterested directors, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 5. Insurance; Contracts, Security. The corporation may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, and may create a fund of any nature (which may, but need not, be under the control of a trustee) for the benefit of any person and may otherwise secure in any manner its obligations with respect to indemnification and advancement of expenses, whether arising under this Article VII or otherwise, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article VII.

Section 6. Amendment, Etc. Notwithstanding anything herein contained to the contrary, this Article VII may not be amended or repealed, and a provision inconsistent herewith may not be adopted, except by the affirmative vote of shareholders of the corporation entitled to cast at least eighty percent (80%) of the votes which all shareholders of the corporation are then entitled to cast, except that, if the Pennsylvania Business Corporation Law of 1988, as amended, is amended or any other statute is enacted so as to decrease the exposure of directors to liability or increase the indemnification rights available to directors, officers or others, then this Article VII and any other provisions of these Bylaws inconsistent with such decreased exposure or increased indemnification rights shall be amended, automatically and without any further action on the part of the shareholders or directors, to reflect such reduced exposure or increased indemnification rights, unless such legislation expressly requires otherwise. Any repeal or modification of this Article VII shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation or any right to indemnification from the corporation with respect to any action or failure to take any action occurring prior to the time of such repeal or modification.

Section 7. Severability. If, for any reason, any provision of this Article VII shall be held invalid, such invalidity shall not affect any other provision not held so invalid, and each such other provision shall, to the full extent consistent with law, continue in full force and effect. If any provision of this Article VII shall be held invalid in part, such invalidity shall in no way affect the remainder of such provision, and the remainder of such provision, together with all other provisions of this Article VII shall, to the fullest extent consistent with law, continue in full force and effect.


## ARTICLE VIII - AMENDMENTS, ETC.

Section 1. Amendments, Etc. Except as provided in Article VII, Section 6, hereinabove, these Bylaws may be amended or repealed, or new Bylaws may be adopted, either (a) by vote of the shareholders at any duly organized annual or special meeting of shareholders, or (b) with respect to those matters that are not by statute committed expressly to the shareholders and regardless of whether the shareholders have previously adopted or approved the Bylaw being amended or repealed, by vote of a majority of the board of directors of the corporation in office at any regular or special meeting of directors. Any change in these Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.





**PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Melissa Zeiders of Stevens & Lee Name 17 N. 2 <sup>nd</sup> Street, 16 <sup>th</sup> Floor <hr/> Address Harrisburg PA 17101 <hr/> City State Zip Code <input checked="" type="checkbox"/> Return document by email to: <u>mmz@stevenslee.com</u>	<b>Articles of Incorporation - For Profit</b> DSCB:15-1306/2102/2303/2702/2903/3101/3303/7102 (rev. 7/2015)  01236
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125

- Check only one:
- |   |  |   |
|---|--|---|
| <input checked="" type="checkbox"/> Business-stock (§ 1306) | <input type="checkbox"/> Management (§ 2703)   | <input type="checkbox"/> Benefit (§ 3303)     |
| <input type="checkbox"/> Business-nonstock (§ 2102)         | <input type="checkbox"/> Professional (§ 2903) | <input type="checkbox"/> Cooperative (§ 7102) |
| <input type="checkbox"/> Business-statutory close (§ 2303)  | <input type="checkbox"/> Insurance (§ 3101)    |   |

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, desiring to incorporate a corporation for profit, hereby states that:

1. The name of the corporation (*corporate designator required, i.e., "corporation," "incorporated," "limited," "company," or any abbreviation thereof. "Professional corporation" or "P.C." permitted for professional corporations*):

PIPE Conversion Corp.

2. Complete part (a) or (b) – not both:

(a) The address of this corporation’s proposed registered office in this Commonwealth is:  
*(post office box alone is not acceptable)*

100 Berwyn Park, 850 Cassatt Road, Suite 220, Berwyn, Chester County, Pennsylvania 19312  
 Number and Street City State Zip County

(b) The name of this corporation’s commercial registered office provider and the county of venue is:

c/o:  
Name of Commercial Registered Office Provider County

3. The corporation is incorporated under the provisions of the Business Corporation Law of 1988.

4. Check and complete one:

The corporation is organized on a nonstock basis.

The corporation is organized on a stock share basis and the aggregate number of shares authorized is:  
1,000 common shares at no par value

5. The name and address, including number and street, if any, of each incorporator (*all incorporators must sign below*):

Name	Address
_____	_____
Melissa M. Zeiders	17 N. 2 <sup>nd</sup> Street, 16 <sup>th</sup> Floor, Harrisburg, PA 17101
_____	_____
_____	_____

6. The specified future effective date, if any: \_\_\_\_\_  
month/day/year hour, if any

7. Additional provisions of the articles, if any, attach an 8½ by 11 sheet.

8. ~~Statutory close corporation only: Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "public offering" within the meaning of the Securities Act of 1933 (15 U.S.C. § 77a et seq.)~~

9. ~~For Cooperative Corporation Only.~~  
~~— Check and complete one:~~  
 \_\_\_\_\_ The corporation is a cooperative corporation and the common bond of membership among its members is: \_\_\_\_\_  
 \_\_\_\_\_ The corporation is a cooperative corporation and the common bond of membership among its shareholders is: \_\_\_\_\_

10. ~~Benefit corporations only: This corporation shall have the purpose of creating general public benefit.~~  
~~Strike out if inapplicable: This corporation shall have the purpose of creating the enumerated specific public benefit(s): \_\_\_\_\_~~  
 \_\_\_\_\_

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_

Melissa M. Zeiders, Incorporator



## BYLAWS

### ARTICLE I - NAME AND OFFICES

Section 1. Name. The name of this corporation shall be PIPE Conversion Corp, unless and until changed by amendment of the Articles of Incorporation.

Section 2. Registered Office. The registered office of this corporation shall be 100 Berwyn Park, 850 Cassatt Road, Suite 220, Berwyn, Chester County, Pennsylvania 19312 or at such other place as may be fixed from time to time by the directors in accordance with applicable law.

Section 3. Places of Business and Other Offices. The corporation may conduct its business at such places and may establish other offices at such places as the directors may determine from time to time.

### ARTICLE II - CAPITAL STOCK

Section 1. Share Certificates. Share certificates, in such form as the directors may adopt from time to time in accordance with applicable law, shall be issued by the corporation to the holders of shares in the corporation. No new share certificate or certificates for shares previously issued shall be issued to any shareholder until an old certificate or certificates for an equal aggregate number of shares shall have been surrendered, properly endorsed or accompanied by a properly executed instrument of transfer, to the transfer agent and canceled by him.

Section 2. Transfer of Shares. Transfer of shares shall be made only on the books of the corporation and then only upon surrender of the certificates therefor properly endorsed or accompanied by a properly executed instrument of transfer.

Section 3. Loss or Destruction of Share Certificate. In case of the alleged loss or destruction of any share certificate no new share certificate shall be issued in lieu thereof except upon the production of proof of such loss or destruction satisfactory to the directors and upon the giving of such security, if any, by bond or otherwise, with or without surety, protecting the corporation against loss, as the directors may require. Every duplicate certificate shall be plainly marked as such upon its face.

### ARTICLE III - SHAREHOLDERS

Section 1. Shareholders. Only those persons shall be deemed shareholders who appear as such on the books of the corporation, and the corporation may treat as a shareholder any person who appears as such on the books of the corporation. The directors may fix a time not more than fifty days prior to the date for any meeting of shareholders, or the date fixed for the payment of any dividend or distribution, or the date for the allotment of rights, or the date when any change, conversion, or exchange of shares will be made or go into effect, as a record date for the determination of the shareholders entitled to notice of and to vote at any such meeting, or entitled to receive payment of any such dividend or distribution, or to receive any such allotment of rights, or to exercise the rights in respect to any such change, conversion, or exchange of

shares, and in such case only shareholders who appear as shareholders of record on the day so fixed shall be deemed shareholders for the aforesaid purposes, notwithstanding any transfer of shares on the books of the corporation after any record date fixed as aforesaid.

Section 2. Annual Meeting. An annual meeting of the shareholders shall be held each year at such place and time as designated by the board of directors, but if no such date and time is then fixed by the board, the meeting for any calendar year shall be held on the 15th day of October in such year, if not a legal holiday under the laws of Pennsylvania, and, if a legal holiday, then on the next succeeding business day at 10:00 A.M. At such time the shareholders shall elect directors and may transact such business as may be done in accordance with law, the Articles of Incorporation of the corporation, and these Bylaws. If the annual meeting shall not have been called and held within six (6) months after the designated time, any shareholder may call the meeting at any time thereafter.

Section 3. Special Meetings. A special meeting of the shareholders may be called at any time by the president, the board of directors, or the holders of not less than one-fifth of the shares outstanding and entitled to vote at the particular meeting, for such purpose or purposes as may be specified in the call of said meeting. At any time, upon written request of any person entitled to call a special meeting, it shall be the duty of the secretary to call a special meeting of the shareholders, to be held at such time as the secretary may fix, not less than ten nor more than sixty days after the 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 4. Place for Meetings. Meetings of shareholders shall be held at the registered office of the corporation or at such other place as the directors may fix from time to time.

Section 5. Notice of Meetings. Unless otherwise provided by law, written notice of the time and place of each annual shareholders' meeting and of the time, place and purpose of each special shareholders' meeting shall be given to every shareholder of record entitled to vote at the meeting at least five days prior to the date fixed for said meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken. Notice of all annual meetings of shareholders shall be given by the secretary. Notice of special meetings of shareholders may be given by the person or persons calling the meeting or shall be given by the secretary at the request of such person or persons.

Section 6. Presiding Officers. The president of the corporation shall preside at all meetings of the shareholders and the secretary of the corporation shall record the minutes of all such meetings.

Section 7. Quorum. A duly called meeting of shareholders shall not be organized for the transaction of business unless a quorum is present, but 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. A quorum shall consist of the presence, in person or by proxy, of the holders of a majority of the outstanding shares entitled to vote at the meeting.

If a meeting cannot be organized because a quorum is not present, those present may adjourn the meeting to such time and place as they may determine. If a meeting for the election of directors has been adjourned, the shareholders present at the adjourned meeting shall constitute a quorum for the election of directors though less than a quorum as hereinbefore defined.

Section 8. Voting. At every shareholders' meeting, each shareholder of record shall be entitled to cast one vote, in person or by proxy, for each share entitled to vote held in his or her name, unless otherwise provided by the Articles of Incorporation. Every proxy shall be executed in writing and shall be filed with the secretary of the corporation prior to the exercise thereof.

Section 9. Informal Action. Any action required to be taken at a meeting of the shareholders of this corporation (whether annual or special) may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the shareholders who would be entitled to vote at a meeting for such purpose and shall be filed with the secretary of the corporation.

Section 10. Form of Voting. Voting at elections of directors shall be by ballot unless there be no contest for the position or positions to be filled.

#### ARTICLE IV - DIRECTORS

Section 1. Number and Qualifications. The business and affairs of this corporation shall be managed by a board of not less than one (1) nor more than nine (9) directors, who need not be shareholders, residents of Pennsylvania or citizens of the United States. Within the limits herein prescribed, the number of directors constituting the board of directors shall be such as may be fixed from time to time by the shareholders at any meeting for the election of directors.

Section 2. Term. Each director shall hold office until the next annual meeting of shareholders and until his or her successor is elected, unless removed prior thereto in accordance with law.

Section 3. Removal. Any director may be removed by the shareholders, with or without cause, whenever in their judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. 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, and each person so elected shall be a director until his or her successor is elected by the shareholders who may make such election at the next annual meeting of the shareholders or at any special meeting duly called for that purpose and held prior thereto.

Section 5. Regular Meetings. Regular meetings of the directors for the transaction of such business as may be done in accordance with law, the Articles of Incorporation of the corporation, and these Bylaws shall be held at such times as the directors may fix from time to

time. A regular meeting of the directors shall be held immediately after the close of each annual meeting of the shareholders.

Section 6. Special Meetings. Special meetings of the directors may be called by the president or a majority of the directors and shall be held at such time and for such purpose as may be specified in the call for said meeting.

Section 7. Place for Meetings. All meetings of the directors shall be held at such place, either within or outside of Pennsylvania, as a majority of the directors may appoint from time to time.

Section 8. Notice of Meetings. Except as hereinafter required, no notice of the time, place, or purposes of regular meetings of the directors shall be necessary. Written notice of the first regular meeting of directors following any change in the time or place of regular meetings, stating the time and place for such meeting, and written notice of all special meetings of the directors stating the time, place, and purpose of the meeting shall be given to each director at least three days prior to the day fixed for such meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken. Notice of regular meetings of the directors, when required, shall be given by the secretary. Notice of special meetings may be given by the person or persons calling the meeting or shall be given by the secretary at the request of such person or persons.

Section 9. 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 at a meeting at which a quorum is present shall be the acts of the directors; provided, however, that if all the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the directors (whether regular or special).

Section 10. Compensation. By resolution of the directors, directors as such may receive either a stated salary for their services or a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meeting of directors; any director may serve the corporation in any other capacity and receive such compensation therefor as the directors may determine.

Section 11. Committees. The board of directors may, by resolution adopted by a majority of the directors in office, establish one or more committees. Each committee shall consist of at least two (2) members of the board of directors. The board may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for purposes of any written action of the committee. The board of directors may terminate any such committee and remove any one or more members thereof in the sole discretion of the board.

A committee, to the extent provided in the resolution of the board of directors creating it, shall have and may exercise all of the powers and authority of the board of directors as are set forth in such resolution, provided that a committee shall not have any power or authority regarding: (i) the creation or filling of vacancies in the board of directors, (iii) the adoption,

amendment or repeal of these bylaws, or (iii) the amendment, adoption or repeal of any resolution of the board of directors that by its terms is amendable or repealable only by the board of directors.

## ARTICLE V - OFFICERS AND AGENTS

Section 1. Election, Appointment and Qualification. The directors shall annually at the first meeting after the annual shareholders' meeting for the election of directors elect a president, a secretary, and a treasurer, and may elect one or more vice-presidents, assistant secretaries and one or more assistant treasurers, to serve until the next annual election of officers and until their successors are elected and qualified unless removed prior thereto in accordance with law, and may from time to time appoint such agents and elect such other officers as the board may deem advisable. Officers need not be directors or shareholders. A vacancy in any mandatory office shall be filled by the directors who shall, at their next regular or special meeting, elect a successor to serve the unexpired term.

Section 2. Removal. Any officer or agent may be removed by the directors, with or without cause, whenever in their judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3. The Chief Executive Officer. The Chief Executive Officer shall have general supervision of all departments and business of the Corporation, and shall prescribe the duties of other officers and see to the performance thereof. The Chief Executive Officer shall also have and may exercise such further powers and duties as from time to time may be conferred upon or assigned to him or her by the board of directors. In the absence of the Chairperson of the Board, the Chief Executive Officer shall preside at all meetings of the board of directors. The Chief Executive Officer shall report directly to the board of directors of the Corporation.

Section 4. President. The president shall be the chief executive officer of the corporation. The president shall make a report on the affairs of the corporation at each meeting of the shareholders and directors and shall preside at all meetings of the shareholders and directors and shall see that all orders and resolutions of the shareholders and directors are carried into effect, subject, however, to the right of shareholders or the directors to delegate to any other person any specific delegable powers. The president shall execute in the name of the corporation all deeds, bonds, mortgages, financing statements, share certificates, written contracts, and other documents, and, when necessary or proper, affix thereto the corporate seal, except in cases where the execution or sealing thereof shall be expressly delegated by the directors or these Bylaws to some other person. The president shall have custody of the corporate seal, shall be ex-officio a member of all committees and shall perform such other duties as are usually incident to the office of president or may otherwise be required by the directors.

Section 5. Chief Operating Officer. The Chief Operating Officer shall have and may exercise any and all powers and duties imposed by these Bylaws. The Chief Operating Officer shall also have and may exercise such further powers and duties as from time to time may be conferred upon or assigned to him or her by the board of directors or the President.



Section 6. Chief Financial Officer. The Chief Financial Officer shall have general supervision of the fiscal affairs of the Corporation. The Chief Financial Officer shall, with the assistance of the President and the Chief Operating Officer, and the managerial staff of the Corporation: (a) see that a full and accurate accounting of all financial transactions is made; (b) invest and reinvest the capital funds of the Corporation in such manner as may be directed by the board of directors, unless that function shall have been delegated to a nominee or agent; (c) prepare any financial reports that may be requested from time to time by the board of directors; (d) cooperate in the conduct of any annual audit of the Corporation's financial records by certified public accountants duly appointed by the Audit Committee; and (e) in general perform all the usual duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the board of directors or the President and Chief Operating Officer.

Section 7. Vice-President. In the case of the absence or disability of the president, the vice-president, if any, shall perform the duties of the president and shall also perform such other duties as may be required by the directors.

Section 8. Secretary. The secretary shall issue notices of directors' and shareholders' meetings as hereinbefore set forth, shall attend and keep the minutes of the same in suitable minute books, shall have custody of all corporate books, records, and papers the custody of which is not otherwise provided for by the directors, shall attest the signing and sealing by the president of all instruments requiring the corporate seal and the signing of all other instruments when so required by the president or these Bylaws, shall sign all share certificates, shall act as transfer agent for shares of the corporation, shall do such other things as may be required by law, and shall perform such other duties as are usually incident to the office of secretary or as may otherwise be required by the directors.

Section 9. Treasurer. The treasurer shall have custody of all funds and valuables of the corporation and shall give such bond, if any, with or without sureties, as the directors may require, conditioned upon the faithful performance of the duties of his or her office. The treasurer shall receive the funds of the corporation and, except as otherwise provided by the directors, shall make disbursements therefrom, taking proper vouchers therefor, and shall keep regular books of account showing receipts and disbursements and shall submit them, together with vouchers, receipts, and other papers, to the directors for their examination and approval as often as the directors may require. The treasurer shall deposit in the name of the corporation all moneys and valuables of the corporation coming into his or her hands with a depository or depositories to be designated by the directors. The treasurer shall also perform such other duties as are incident to the office of treasurer or as may otherwise be required by the directors.

Section 10. Other Officers and Agents. The duties of such other officers and agents elected or appointed by the directors shall be such as the directors may specify from time to time, but shall not conflict with any of the provisions of these Bylaws.

Section 11. Clerks and Agents. The board of directors may appoint, from time to time, such agents or employees as it may deem advisable for the prompt and orderly transaction of the business of the Corporation. The board of directors may also define their duties, fix their salaries and dismiss them. Subject to the authority of the board of directors, the Chief Executive Officer, the President or any other officer of the Corporation may appoint and dismiss all or any agents or

employees, prescribe their duties and the conditions of their employment, and from time to time, fix their compensation.

Section 12. Compensation. The officers shall receive such compensation for their services as may be fixed from time to time by the directors.

Section 13. Tenure of Offices. All officers shall hold office for the current year for which the board of directors was elected, unless they shall resign, become disqualified, or be removed; and any vacancy occurring in the office of the Chief Executive Officer shall be filled by the board of directors. In the event that the Chief Executive Officer is unable to act, the board of directors shall meet forthwith upon the call of the Chairperson of the Board or any three directors to appoint a successor or replacement.

Section 14. Termination of Officers. Any officer of the Corporation may be terminated by the board of directors with or without cause, but such termination shall be without prejudice to the contract rights, if any, of the person so terminated. Election or appointment of an officer shall not of itself create contract rights.

#### ARTICLE VI - MISCELLANEOUS

Section 1. Seal. The seal of this corporation shall be identical with that impressed at the right of this section.

Section 2. Notice. Whenever written notice is required to be given to any person, it shall be given to such person either personally or by sending a copy thereof through the mail or by any other means permitted by the Pennsylvania Business Corporation Law of 1988, as amended, to such person's address appearing on the books of the corporation or supplied by such person to the corporation for the purpose of notice. If notice is sent by mail or by 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. If notice is sent by facsimile transmission, e-mail or other electronic communication, it shall be deemed to have been given to the person entitled thereto when sent.

Section 3. Waiver of Notice. Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. 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. Attendance at any meeting, either in person or by proxy, shall also constitute a waiver of notice of the meeting unless attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4. Fiscal Year. The fiscal year of this corporation shall end as of December 31 of each year, or upon such other date as may be fixed from time to time by resolution of the directors.

Section 5. Notes, Checks, Etc. All notes, drafts, checks, or other orders for the payment of money shall be signed by such officer or officers or other person or persons as the directors may designate from time to time.

Section 6. Receiving Money and Receipts. The directors may from time to time authorize one or more officers or other persons to receive moneys due the corporation and to endorse checks, notes, drafts, and other orders for the payment of money to this corporation for collection and deposit to the account of the corporation, and to receipt for such moneys.

Section 7. Participation at Meetings. One or more directors or shareholders may participate in a meeting of the board, of a committee of the board, or of the shareholders by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

## ARTICLE VII - LIMITATION OF DIRECTORS' LIABILITY; INDEMNIFICATION

Section 1. Limitation of Liability. To the fullest extent permitted by the Pennsylvania Business Corporation Law of 1988, as amended, a director of the corporation shall not be personally liable to the corporation, its shareholders or others for monetary damages for any action taken or any failure to take any action unless the director has breached or failed to perform the duties of his or her office, as set forth in the Pennsylvania Business Corporation Law of 1988, as amended, and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article VII shall not apply with respect to the responsibility or liability of a director under any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 2. Indemnification. Subject to the prior approval of the board of directors, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided, however, that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness.

Section 3. Advance of Expenses. Subject to the prior approval of the board of directors, expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of a written undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if it shall be ultimately determined that such person is not entitled to be indemnified by the corporation as authorized in this Article VII.

Section 4. Indemnification Not Exclusive. The indemnification and advancement of expenses provided by this Article VII shall not be deemed exclusive of any other right to which

persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of shareholders or disinterested directors, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 5. Insurance; Contracts, Security. The corporation may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, and may create a fund of any nature (which may, but need not, be under the control of a trustee) for the benefit of any person and may otherwise secure in any manner its obligations with respect to indemnification and advancement of expenses, whether arising under this Article VII or otherwise, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article VII.

Section 6. Amendment, Etc. Notwithstanding anything herein contained to the contrary, this Article VII may not be amended or repealed, and a provision inconsistent herewith may not be adopted, except by the affirmative vote of shareholders of the corporation entitled to cast at least eighty percent (80%) of the votes which all shareholders of the corporation are then entitled to cast, except that, if the Pennsylvania Business Corporation Law of 1988, as amended, is amended or any other statute is enacted so as to decrease the exposure of directors to liability or increase the indemnification rights available to directors, officers or others, then this Article VII and any other provisions of these Bylaws inconsistent with such decreased exposure or increased indemnification rights shall be amended, automatically and without any further action on the part of the shareholders or directors, to reflect such reduced exposure or increased indemnification rights, unless such legislation expressly requires otherwise. Any repeal or modification of this Article VII shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation or any right to indemnification from the corporation with respect to any action or failure to take any action occurring prior to the time of such repeal or modification.

Section 7. Severability. If, for any reason, any provision of this Article VII shall be held invalid, such invalidity shall not affect any other provision not held so invalid, and each such other provision shall, to the full extent consistent with law, continue in full force and effect. If any provision of this Article VII shall be held invalid in part, such invalidity shall in no way affect the remainder of such provision, and the remainder of such provision, together with all other provisions of this Article VII shall, to the fullest extent consistent with law, continue in full force and effect.

#### ARTICLE VIII - AMENDMENTS, ETC.

Section 1. Amendments, Etc. Except as provided in Article VII, Section 6, hereinabove, these Bylaws may be amended or repealed, or new Bylaws may be adopted, either (a) by vote of the shareholders at any duly organized annual or special meeting of shareholders, or (b) with respect to those matters that are not by statute committed expressly to the shareholders and regardless of whether the shareholders have previously adopted or approved the Bylaw being amended or repealed, by vote of a majority of the board of directors of the corporation in office at any regular or special meeting of directors. Any change in these Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.