

Application for Recognition of Exemption

Under Section 501(c)(3) of the Internal Revenue Code

To be filed in the District
in which the organization
has its principal office or
place of business.

This application, when properly completed, shall constitute the notice required under section 508(a) of the Internal Revenue Code in order that organizations may be treated as described in section 501(c)(3) of the code, and the notice under section 508(b) appropriate to those organizations claiming not to be private foundations within the meaning of section 509(a).

Part I.—Identification (See instructions)

1 Full name of organization Public Interest Law Center of Philadelphia	2 Employer identification number (If none, attach Form SS-4) Applied for
---	--

3(a) Address (number and street)

One North 13th Street

3(b) City or town, State and ZIP code Philadelphia, Penna. 19107	4 Name and phone number of person to be contacted Thomas E. Wiener, Pepper, Hamilton & Scheetz
---	---

5 Month the annual accounting period ends December 31	6 Date incorporated or formed February 11, 1974	7 Activity Codes (see instructions) (see attach		
		430	460	461

Part II.—Organizational Documents (See instructions)

- 1 Attach a conformed copy of the organization's creating instruments (articles of incorporation, constitution, articles of association, deed of trust, etc.).
- 2 Attach a conformed copy of the organization's by-laws or other rules for its operation.
- 3 If the organization does not have a creating instrument, check here (See instructions) ☐

Part III.—Activities and Operational Information (See instructions)

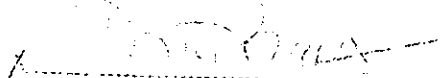
- 1 What are or will be the organization's sources of financial support? List in order of magnitude. If a portion of the receipts is or will be derived from the earnings of patents, copyrights, or other assets (excluding stock, bonds, etc.), identify such item as a separate source of receipt. Attach representative copies of solicitations for financial support.

1. Foundation grants
2. Contributions from private bar
3. Contributions from public
4. Counsel fees

- 2 Describe the organization's fund-raising program and explain to what extent it has been put into effect. (Include details of fund-raising activities such as selective mailings, formation of fund-raising committees, use of professional fund raisers, etc.)

The fund-raising program has not been designed. Several large law firms have been solicited in a group meeting, and informal discussions have been held with several foundations. There will be a mailing to lawyers and to certain foundations. There will be no fund-raising committee and no professional fund-raiser.

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and I have examined this application, including the accompanying statements, and to the best of my knowledge it is true, correct and complete.

	Chairman	4/5/74
(Signature)	(Title or authority of signer)	(Date)

Part III.—Activities and Operational Information (Continued)

- 3 Give a narrative description of the activities presently carried on by the organization, and also those that will be carried on. If the organization is not fully operational, explain what stage of development its activities have reached, what further steps remain for the organization to become fully operational, and when such further steps will take place. The narrative should specifically identify the services performed or to be performed by the organization. (Do not state the purposes of the organization in general terms or repeat the language of the organizational documents.) If the organization is a school, hospital, or medical research organization, include sufficient information in your description to clearly show that the organization meets the definition of that particular activity that is contained in the instructions for Part VII-A on page 3 of the instructions.

The Corporation has been organized and held its first Board meeting on April 2, 1974, at which time officers were elected, by-laws approved, corporate seal adopted, and all other corporate necessities accomplished. At that time, the Board authorized the beginning of operation about May 1, pending completion of all administrative preparations.

When operations begin, the Corporation will provide legal services in the public interest. At the beginning and until sufficient funds are obtained to hire additional staff, these services will be substantially identical to those presently provided by the Lawyers' Committee for Civil Rights Under Law in Philadelphia. This includes representation of individuals and groups raising claims of race and sex discrimination in employment and claims of violations of constitutional rights in the administration of justice. When further funds are obtained, legal services will be provided in the public interest as defined by the Board of Directors.

Page 1 #4

(215) KI-5-1234

Part III.—Activities and Operational Information (Continued)

4 The membership of the organization's governing body is:

(a) Names, addresses, and duties of officers, directors, trustees, etc.	(b) Specialized knowledge, training, expertise, or particular qualifications
See attached list.	

- (c) Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? ☐ Yes ☒ No
If "Yes," please name such persons and explain the basis of their selection or appointment.

- (d) Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See specific instructions 4(d).) . . . ☐ Yes ☒ No
If "Yes," please explain.

- 5 Does the organization control or is it controlled by any other organization? ☐ Yes ☒ No
Is the organization the outgrowth of another organization, or does it have a special relationship to another organization by reason of interlocking directorates or other factors? ☒ Yes ☐ No
If either of these questions is answered "Yes," please explain.

Answer to second question is "Yes". The caseload of the Lawyers' Committee for Civil Rights Under Law is being turned over to the Corporation; several Board members of the Lawyers' Committee will continue on the Board of the Corporation. In addition, the Corporation may become an affiliate of the National Lawyers' Committee, and will be generally known as the local successor to the Lawyers' Committee.

- 6 Is the organization financially accountable to any other organization? ☒ Yes ☐ No
If "Yes," please explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been rendered.

The Corporation will not be accountable in any way to any other private organization; however, because of a large contract being carried out for Equal Employment Opportunity Commission, monthly reports regarding the activities pursuant to that contract will be provided to the Equal Employment Opportunity Commission.

- 7 What assets does the organization have that are used in the performance of its exempt function? (Do not include income producing property.) If any assets are not fully operational, explain what stage of completion has been reached, what additional steps remain to be completed, and when such final steps will be taken.

The Corporation has no assets at present. When it becomes operational, it will have a range of office furniture and equipment.

Part III.—Activities and Operational Information (Continued)

8 (a) What benefits, services, or products will the organization provide with respect to its exempt function?

Legal services

(b) Have the recipients been required or will they be required to pay for the organization's benefits, services, or products? ☐ Yes ☒ No
If "Yes," please explain and show how the charges are determined.

9 Does or will the organization limit its benefits, services or products to specific classes of individuals? ☒ Yes ☐ No
If "Yes," please explain how the recipients or beneficiaries are or will be selected.

Only those whose claims are determined by the Board to advance the public interest.

10 Is the organization a membership organization? ☐ Yes ☒ No

If "Yes," complete the following:

(a) Please describe the organization's membership requirements and attach a schedule of membership fees and dues.

(b) Are benefits limited to members? ☐ Yes ☐ No
If "No," please explain.

(c) Attach a copy of the descriptive literature or promotional material used to attract members to the organization.

11 Does or will the organization engage in activities tending to influence legislation or intervene in any way in political campaigns? ☐ Yes ☒ No

If "Yes," please explain.

It is not expected that any substantial portion of the Corporation's resources will be devoted to influencing legislation. The Corporation will not intervene in any way in political campaigns.

Part IV.—Statement as to Private Foundation Status (See instructions)

1 Is the organization a private foundation? ☐ Yes ☒ No

2 If question 1 is answered "No," indicate the type of ruling being requested as to the organization's status under section 509 by checking the applicable box below:

☐ Definitive ruling under section 509(a)(1), (2), (3), or (4) — complete Part VII.

☒ Advance or extended advance ruling under section 509(a)(1) or (2) — See instructions.

3 If question 1 is answered "Yes," and the organization claims to be a private operating foundation, check here ☐ and complete Part VIII.

1. Bernard M. Borish, Esquire
Wolf, Block, Schorr & Solis-Cohen
Twelfth Floor, Packard Building

Attorney, Chief of Litigation Section of major law firm, civic leader.

2. David Rudovsky, Esquire
Kairys & Rudovsky
1427 Walnut Street

Attorney, Executive Director, Emergency Civil Liberties Committee of Philadelphia, Instructor, University of Pennsylvania Law School.

3. F. John Hagele, Esquire
Pepper, Hamilton & Scheetz
Twentieth Floor, Fidelity Building

Attorney, Partner in major Philadelphia law firm, former Deputy Attorney General, Commonwealth of Pennsylvania in charge of Community Advocate Unit.

4. Robert W. Sayre, Esquire
Saul, Ewing, Remick & Saul
Twenty-third Floor, Packard Building

Attorney, Chief of Litigation in major Philadelphia law firm, President of United Fund in Philadelphia, former Chairman, Lawyers' Committee for Civil Rights Under Law.

5. I.M. Scott
3236 PSFS Building
Twelve South Twelfth Street

Civic leader.

6. William S. Rawls, Esquire
Ballard, Spahr, Andrews & Ingersoll
1035 Land Title Building

Attorney, Senior Litigation Partner in major Philadelphia law firm, Member of Steering Committee, Philadelphia Lawyers' Committee for Civil Rights Under Law.

8. Earl Stout, President, Local #427,
Sanitation Workers Union
1320 Arch Street
9. W. Wilson Goode, Executive Director
Philadelphia Council for Community Advancement
1601 Walnut Street
10. Dr. Bernard C. Watson, Chairman
Department of Urban Education
Temple University

Former Associate Superintendent of Planning,
School District of Philadelphia.
11. Edward V. Sparer, Professor
University of Pennsylvania Law School
12. Joanne Doty
4626 Hazel Avenue (19143)

Third year law student, University of Pennsylvania
Law School, active community leader.
13. Nelson Diaz, Esquire
Spanish Merchants Association of Philadelphia

One of three Puerto Rican lawyers in Pennsylvania.
14. Nathan L. Posner, Esquire
Fox, Rothschild, O'Brien & Frankel
1401 Walnut Street

Attorney, Chancellor-Elect, Philadelphia
Bar Association.
15. Thomas N. O'Neill, Esquire
Montgomery, McCracken, Walker & Rhoads
Three Parkway

Attorney, Vice-Chancellor, Philadelphia
Bar Association.
16. Brian E. Appel, Esquire
Segal, Appel & Natali
1427 Walnut Street

Attorney, Chairman, Young Lawyers' Section,
Philadelphia Bar Association.

17. Laurence M. Lavin, Esquire
Community Legal Services, Inc.
313 South Juniper Street

Executive Director, Community Legal Services.

18. William P. Stewart, Esquire
Defender Association of Philadelphia
1526 Chestnut Street

First Assistant Defender.

Part V.—Financial Data (See instructions)

Statement of Receipts and Expenditures, for period ending 3/31, 19 74

Receipts		
1	Gross contributions, gifts, grants and similar amounts received	-0-
2	Gross dues and assessments of members	-0-
3	Gross amounts derived from activities related to organization's exempt purpose	
	Less cost of sales	
4	Gross amounts from unrelated business activities	
	Less cost of sales	
5	Gross amount received from sale of assets, excluding inventory items (attach schedule)	
	Less cost or other basis and sales expense of assets sold	
6	Interest, dividends, rents and royalties	
7	Total receipts	-0-
Expenditures		
8	Contributions, gifts, grants, and similar amounts paid (attach schedule)	
9	Disbursements to or for benefit of members (attach schedule)	
10	Compensation of officers, directors, and trustees (attach schedule)	
11	Other salaries and wages	
12	Interest	
13	Rent	
14	Depreciation and depletion	
15	Other (attach schedule)	
16	Total expenditures	
17	Excess of receipts over expenditures (line 7 less line 16)	-0-

Balance Sheets		Enter dates ▶	Beginning date	Ending date
Assets				
18	Cash (a) Interest bearing accounts			
	(b) Other			
19	Accounts receivable, net			
20	Inventories			
21	Bonds and notes (attach schedule)			
22	Corporate stocks (attach schedule)			
23	Mortgage loans (attach schedule)			
24	Other investments (attach schedule)			
25	Depreciable and depletable assets (attach schedule)			
26	Land			
27	Other assets (attach schedule)			
28	Total assets			-0-
Liabilities				
29	Accounts payable			
30	Contributions, gifts, grants, etc., payable			
31	Mortgages and notes payable (attach schedule)			
32	Other liabilities (attach schedule)			
33	Total liabilities			
Fund Balance or Net Worth				
34	Total fund balance or net worth			
35	Total liabilities and fund balance or net worth (line 33 plus line 34)			-0-

Part VI.—Required Schedules for Special Activities (See instructions)

	If "Yes," check here:	And, complete schedule
1 Is the organization, or any part of it, a school?		A
2 Does the organization provide or administer any scholarship benefits, student aid, etc.?		B
3 Has the organization taken over, or will it take over, the facilities of a "for profit" institution? . . .		C
4 Is the organization, or any part of it, a hospital?		D
5 Is the organization, or any part of it, a home for the aged?		E
6 Is the organization, or any part of it, a litigating organization (public interest law firm or similar organization)?	X	F

Part VII.—Non-Private Foundation Status (Definitive ruling only)**A.—Basis for Non-Private Foundation Status**

The organization is not a private foundation because it qualifies as:

✓	Kind of organization	Within the meaning of	Complete
1	a church	Sections 509(a)(1) and 170(b)(1)(A)(i)	
2	a school	Sections 509(a)(1) and 170(b)(1)(A)(ii)	
3	a hospital	Sections 509(a)(1) and 170(b)(1)(A)(iii)	
4	a medical research organization operated in conjunction with a hospital	Sections 509(a)(1) and 170(b)(1)(A)(iii)	
5	being organized and operated exclusively for testing for public safety	Section 509(a)(4)	
6	being operated for the benefit of a college or university which is owned or operated by a governmental unit	Sections 509(a)(1) and 170(b)(1)(A)(iv)	Part VII.—B
7	normally receiving a substantial part of its support from a governmental unit or from the general public	Sections 509(a)(1) and 170(b)(1)(A)(vi)	Part VII.—B
8	normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions)	Section 509(a)(2)	Part VII.—B
9	being operated solely for the benefit of or in connection with one or more of the organizations described in 1 through 4, or 6, 7 and 8, above	Section 509(a)(3)	Part VII.—C

B.—Analysis of Financial Support

	(a) Most recent taxable year	(Years next preceding most recent taxable year)			(e) Total
		(b) 19.....	(c) 19.....	(d) 19.....	
1	Gifts, grants, and contributions received				
2	Membership fees received				
3	Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity which is not an unrelated business within the meaning of section 513				
4	Gross income from interest, dividends, rents and royalties				
5	Net income from organization's unrelated business activities				
6	Tax revenues levied for and either paid to or expended on behalf of the organization				
7	Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)				
8	Other income (not including gain or loss from sale of capital assets)—attach schedule				
9	Total of lines 1 through 8				
10	Line 9 less line 3				
11	Enter 2% of line 10, column (e) only				

12 If the organization has received any unusual grants during any of the above taxable years, attach a list for each year showing the name of the contributor, the date and amount of grant, and a brief description of the nature of such grant. Do not include such grants in line 1 above. (See instructions)

SCHEDULE F.—Litigating Organizations (Public Interest Law Firms and Similar Organizations)

- 1 Will the organization conform to the guidelines for organizations engaged in litigation activities issued by the Internal Revenue Service in Rev. Proc. 71-39, C.B. 1971-2, 575? ☒ Yes ☐ No
If "No," please explain.

- 2 What is the organization's area of public interest or concern?
General. Emphasis on civil rights, consumer, and environmental.

- 3 Is the organization set up primarily to try the case of a particular person or prosecute a particular cause of action? ☐ Yes ☒ No
If "Yes," please explain.

- 4 What are the organization's criteria for selection of cases?
That representation will significantly advance the public interest, either because the case itself will bring about institutional change, or because a series of such cases will do so.

- 5 In what cases has the organization started legal proceedings and in what other cases is it preparing to start proceedings? Please describe the legal issues with respect to each case and explain how they relate to the organization's area of concern.
The organization will assume the caseload of the Committee for Civil Rights Under Law. This includes about 200 clients raising claims of employment discrimination under Title VII of the Civil Rights Act of 1964, and an equal number raising claims of violations

- 6 (a) Composition of the organization's board of directors or trustees:

(over)

Name and address	Business or Occupation
See page 3. Note that the Board will have approximately 45 members, of whom less than 20 have been elected at this time.	

- (b) Will any of the attorneys hired by the organizations be a trustee or member of the board of directors of the organization or be associated in the practice of law with any such trustee or member? ☐ Yes ☒ No
If "Yes," please explain.

- 7 Does or will the organization share office space with a private law firm? ☐ Yes ☒ No
If "Yes," please explain.

- 8 Does or will the organization receive fees for its professional services? ☒ Yes ☐ No
If "Yes," please explain.

The organization will receive fees awarded by courts pursuant to statutory or common law, and in settlement of cases where such fees are recoverable. In cases determined by the Board to be in the public interest where a client or group can and wishes to pay fees, fees will be accepted, in accordance with IRS guidelines.

#5 Con't.

of constitutional rights in the criminal justice process. Other matters started under the Lawyers' Committee will be completed.

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

ARTICLES OF INCORPORATION

In compliance with the requirements of the Non-profit Corporation law of 1972, 15 Pa. S. §7316 (relating to articles of incorporation), the undersigned, all of whom are of full age, desiring to be incorporated as a nonprofit corporation, do hereby certify:

1. The name of the corporation is PUBLIC INTEREST LAW CENTER OF PHILADELPHIA.

2. The address of its initial registered office in this Commonwealth is One North 13th Street, Philadelphia, Pennsylvania 19107.

3. The Corporation is incorporated under the Non-profit Corporation Law of the Commonwealth of Pennsylvania exclusively for charitable purposes. Without limiting the generality of the foregoing, the purposes of the Corporation are to:

(a) Provide legal services in the public interest through legal representation and litigation, counseling, aid and assistance to individuals, groups and organizations requiring or requesting such services.

(b) Cooperate with and assist the organized bar and any government agency, public or private corporation or association, or legal practitioner providing legal services to, or otherwise attempting to preserve the legal rights of, the public.

(c) Request, receive, hold and utilize funds, contributions, gifts or grants made available for the foregoing purposes by any private individual, organization, corporation or foundation, or any federal, state or local government or governmental agency; and similarly to receive, hold and utilize for the foregoing purposes any fees for the provision of legal services as may lawfully be received, held and utilized by a nonprofit public interest law firm qualifying as an exempt organization as defined in Sections 501(c)(3) and 170(b)(1)(A)(vi) of the Internal Revenue Code, or their successor provisions.

(d) Do all things which may be appropriate, necessary or convenient to achieve the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania.

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.

4. The Corporation shall have perpetual existence.

5. The Corporation is organized upon a nonstock basis.
6. The Corporation shall have no members.
7. The names and post-office addresses of each of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Bernard M. Borish	SE Corner of 15th & Chestnut Streets Philadelphia, PA 19102
William R. Klaus	123 South Broad Street Philadelphia, PA 19109
Thomas N. O'Neill, Jr.	3 Benjamin Franklin Parkway Philadelphia, PA 19102
Nathan L. Posner	1401 Walnut Street Philadelphia, PA 19102
Bernard G. Segal	SE Corner of 15th & Chestnut Streets Philadelphia, PA 19102

8. The Corporation is organized exclusively for charitable purposes as such purposes are defined by Section 501(c)(3) of the Internal Revenue Code, or its successor provisions. No part of the net earnings of the Corporation shall inure to the benefit of any individual and no member, director, officer or employee of the Corporation shall receive any pecuniary benefits of any kind except reasonable compensation for services in effecting the corporate purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence

legislation; nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Any provision of law to the contrary notwithstanding the Corporation may not merge or consolidate with any corporation which is not an exempt organization as defined in Sections 501(c)(3) and 170(b)(1)(A) (other than in clauses (vii) and (viii)) of the Internal Revenue Code, or their successor provisions, and which has not been in existence and so described for a continuous period of at least 60 calendar months.

In the event the Corporation is dissolved and liquidated the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, distribute the corporate property and assets to such organizations as in their judgment have purposes most closely allied to those of this Corporation; provided, however, that the transferee organization or organizations shall then be qualified tax-exempt charitable organization(s) within the meaning of Sections 501(c)(3) and 170(b)(1)(A) (other than in clauses (vii) and (viii)) of the Internal Revenue Code, or their successor provisions, and shall have been in existence and so described for a continuous period of at least 60 calendar months, and shall also be an organization, contributions to which are deductible under Sections 170, 2055 and 2522 of the Internal Revenue Code,

3-1-74.07


776

or their successor provisions. Any of the property or assets not so distributed shall be disposed of by the court having jurisdiction of the dissolution and liquidation of a Pennsylvania nonprofit corporation exclusively to such charitable organization or organizations as are then qualified tax-exempt organizations as defined above.

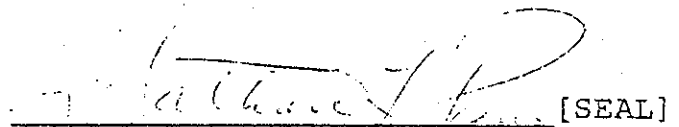
The Corporation shall not engage in any acts, or fail to act in any manner, that would subject the Corporation to tax under Section 4941 through 4945, inclusive, of the Internal Revenue Code, or their successor provisions.


IN TESTIMONY WHEREOF, the incorporators have signed these Articles of Incorporation this 3rd day of January, 1974.

 [SEAL]
Bernard M. Borish

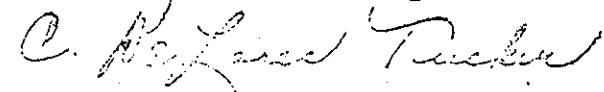
 [SEAL]
William R. Klaus

 [SEAL]
Thomas N. O'Neill, Jr.

 [SEAL]
Nathan L. Posner

 [SEAL]
Bernard G. Segal

Filed in the Department of State on February 11, 1974.


Secretary of the Commonwealth

san/as

PUBLIC LAW OFFICE OF PHILADELPHIA

B Y - L A W S

ARTICLE I

OFFICES

Section 1.1. The registered office shall be located at One North 13th Street, Philadelphia, Pennsylvania 19107.

Section 1.2. The corporation may also have offices at such other places as the board of directors may from time to time determine.

ARTICLE II

DIRECTORS

Section 2.1. The business and affairs of the corporation shall be managed by its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not proscribed by statute, by the articles of incorporation, by these by-laws or by the canons of profession ethics or code of professional responsibility from time to time regulating the corporate practice of law.

Section 2.2. The number of directors which shall constitute the whole board shall be eighteen, eleven of whom

shall be attorneys admitted to practice before the Supreme Court of Pennsylvania and seven of whom shall be non-lawyer representatives of the greater Philadelphia Community. Directors shall be natural persons of full age and residents of Pennsylvania. At each annual meeting of the board a class of directors shall be elected, each director to serve until the next annual meeting of the board and until his successor is elected by the board.

Section 2.3. Vacancies in the board of directors shall be filled by a majority of the remaining members of the board, though less than a quorum. Each person so elected shall be a director until his successor is elected at the next annual meeting of the board or at any special meeting of the board duly called for that purpose and held prior thereto.

MEETINGS OF THE BOARD

Section 2.4. The meetings of the board of directors may be held at such place within the Commonwealth of Pennsylvania or elsewhere as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Section 2.5. The first meeting of each newly elected board (the reorganization meeting) may be held at the same place

and immediately after the meeting at which such directors were elected and no notice need be given to the newly elected directors in order legally to constitute the meeting; or it may convene at such time and place as may be fixed by the consent or consents in writing of all the directors.

Section 2.6. Regular meetings of the board shall be held monthly, at such time and places as shall be determined from time to time, by resolution of the board. Notice of each regular meeting of the board shall specify the date, place and hour of the meeting and shall be given each director at least 24 hours before the meeting either personally or by mail or telegram.

Section 2.7. Special meetings of the board may be called by the president on 24 hours notice to each director, either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors. Notice of each special meeting of the board shall specify the date, place and hour of the meeting. The notice need not state the general nature of the business to be conducted at such special meeting.

Section 2.8. At all meetings of the board a majority of directors 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 board of directors, except as may be otherwise specifically provided by statute or by the articles of incorporation or by these by-laws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken.

COMMITTEES OF DIRECTORS

Section 2.9. The board of directors may, by resolution adopted by a majority of the whole board, designate one or more committees, each committee to consist of two or more of the directors of the corporation. 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. Any such committee to the extent provided in such resolution or in the by-laws, shall have and exercise the authority of the board of directors in the management of the business and affairs of the corporation. In the absence or disqualification of any member of such committee or committees, the member or members thereof present

at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

Section 2.10. The board of directors shall not supervise, control, direct or participate in the corporation's practice of law except through its attorney employees or through a committee of the board composed solely of lawyer directors.

PARTICIPATION IN MEETING BY TELEPHONE

Section 2.11. One or more directors may participate in a meeting of the board or of a committee of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and all directors so participating shall be deemed present at the meeting.

INFORMAL ACTION BY DIRECTORS OR COMMITTEES

Section 2.12. Any action which may be taken at a meeting of the directors or of a committee of the board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors or the

members of the committee, as the case may be, and shall be filed with the secretary of the corporation.

ARTICLE III

OFFICERS

Section 3.1. The officers of the corporation shall be chosen by the directors and shall be a president, a vice-president, a secretary and a treasurer. The president, vice president, and secretary shall be natural persons of full age; the treasurer may be a corporation, but if a natural person, shall be of full age. Any number of offices may be held by the same person, except for the offices of president and secretary.

Section 3.2. The board of directors, at the reorganization meeting immediately after each annual election of directors, shall elect a president, a vice-president, a secretary, and a treasurer.

Section 3.3. The board of directors may also choose such other officers and assistant officers and agents as the needs of the corporation may require who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the board.

Section 3.4. The officers of the corporation shall hold office until their successors are chosen and have qualified. Any officer or agent elected or appointed by the board of directors, may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the board of directors.

THE PRESIDENT

Section 3.5. The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the board of directors, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect.

Section 3.6. He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

THE VICE-PRESIDENT

Section 3.7. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors may prescribe or the president may delegate to him.

THE SECRETARY

Section 3.8. The secretary shall attend all meetings of the board and record all the votes of the corporation and the minutes of all the transactions in a book to be kept for that purpose, and shall perform like duties for the committees of the board of directors when required. He shall give, or cause to be given, notice of all meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall keep in safe custody the corporate seal of the corporation, and, when authorized by the board, affix the same to any instrument requiring it, and, when so affixed, it shall be attested by his signature or by the signature of the treasurer or an assistant secretary.

THE TREASURER

Section 3.9. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as shall be designated by the board of directors.

Section 3.10. He shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the board of directors, whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 3.11. If required by the board of directors, he shall give the corporation a bond in such sum, and with such surety or sureties as may be satisfactory to the board of directors, for the faithful discharge of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

ARTICLE IV
GENERAL PROVISIONS
CHECKS AND NOTES

Section 4.1. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the board of directors may from time to time designate.

FISCAL YEAR

Section 4.2. The fiscal year of the corporation shall be the calendar year.

SEAL

Section 4.3. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

NOTICES

Section 4.4. Whenever, under the provisions of the statutes or of the articles of incorporation or of these by-laws,

notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof through the mail or by telegram, charges prepaid, to his address appearing on the books of the corporation or supplied by him to the corporation for the purpose of notice. If the notice is sent by mail or by telegram, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. Such notice shall specify the place, day and hour of the meeting.

Section 4.5. Whenever any written notice is required to be given by statute or by the articles of incorporation or by these by-laws, 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 the equivalent of the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of any person entitled to notice at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE V

AMENDMENTS

Section 5.1. The by-laws may be altered, amended or repealed by a majority vote of the board of directors at any regular or special meeting duly convened.