

BY-LAWS OF
PENNSYLVANIA RAILROAD TECHNICAL & HISTORICAL SOCIETY

ARTICLE I

OFFICES

1.1 The registered office shall be located at 150 Helen Street, Lewistown, PA 17044.

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

PURPOSES

2.1 As stated more fully in its Articles of Incorporation the purposes of the Corporation are:

2.1.a To further scholarly learning and interest in the Pennsylvania Railroad (PRR) and its predecessor companies by stimulating and encouraging the collecting, researching, recording and preserving of all technical, historical and practical information concerning the PRR and to make this information available to interested persons in the manner and form prescribed by the Corporation.

2.1.b To further the accurate modeling of the PRR so that future generations may better appreciate and understand the company.

2.1.c To engage in and conduct any lawful act concerning any or all lawful business permitted Pennsylvania nonprofit corporations.

ARTICLE III

MEMBERS

3.1 There shall be five classes of members in the Society - Regular, Sustaining, Contributing, Keystone and Corporate Members.

3.1.a A Regular Member shall be any natural person who expresses interest in the PRR who subscribes to the purposes of the Corporation as stated in Article II, who has filed a membership application with the Secretary or Membership Coordinator and whose membership fee is paid in full.

3.1. b A Sustaining Member shall be a Regular Member who pays the Sustaining Membership fee. A Contributing Member shall be a Regular Member who pays the Contributing Membership fee. A Keystone member shall be a regular member who pays the Keystone Membership fee. A Corporate member shall be a member who pays the Corporate Membership Fee

3.2 Specific special benefits will be provided to Keystone and Corporate members each year as determined by the Board of Directors.

3.3 All members shall pay an annual membership fee in such amounts and payable at such times as the Board of Directors may by resolution direct. In the absence of a specific time set by the Board of Directors for the payment of the annual dues, they shall be due and payable on the first day of each year. A person becoming a member of the Society at any time during the year shall pay the full dues

and receive all the benefits, rights and privileges of a current member for that year.

3.4 All members in good standing shall have voting rights as herein set forth in the affairs of the Society and shall receive, as part of their membership in the Society, all regular publications of the Society published during any given year for which dues are paid.

3.5 Members in default in the payment of annual dues by March 31st shall be dropped, without further notice, and their membership terminated. A member may be reinstated by paying the current year's dues.

3.6 A member may be expelled and his membership terminated for acts including but not limited to: (1) acts contrary to the purposes of the Society as stated in Article II; (2) acts or conduct detrimental to the Society; (3) acts which cause damage to the Society's reputation; (4) publishing material that holds the Society in false light or is defamatory; (5) publishing material that includes any political commentary of any kind or nature in Society or Chapter publications; (6) disruptive conduct at any Society or Chapter sponsored meeting or function, and (7) any conduct involving fraud, dishonesty or moral turpitude.

3.7 The President may request that the Board investigate charges or complaints against any member. The Board may designate a Membership Committee to conduct an investigation and report to the Board. After consideration and due deliberation the Membership Committee by a majority vote may recommend expulsion of such member.

3.8 If the Membership Committee recommends expulsion, the President shall provide written notice to such member listing the charges and specifications of the complaint. The written notice shall inform such member that he has the right to a hearing before the Board to contest the expulsion recommendation. If such member fails or refuses to request a hearing before the Board within a time specified in the written notice, the President shall provide written notice of expulsion to such member.

3.9 If such member requests a hearing before the Board, the hearing may be conducted at the next regularly scheduled Board meeting or the Board may schedule a special meeting for such purpose. At the hearing, the Membership Committee shall present its evidence and may call witnesses, and such member shall have the right to present evidence and may call witnesses on his behalf. The Board after diligent examination may by majority vote to retain such member in good standing or expel such member.

ARTICLE IV

MEETINGS OF MEMBERS

4.1 All meetings of the members shall be held either within or outside the Commonwealth of Pennsylvania, as the Board of Directors may from time to time determine.

4.2 An annual business meeting of members shall be held each calendar year for the election of directors at such time and place as the Board of Directors shall determine. If the annual business meeting shall not be called and held within six (6) months after the designated time, any member may call such meeting at any time thereafter. Elections for directors may be written or oral ballot.

4.3 Written notice of the annual business meeting specifying the place, date and hour of the meeting shall be given at least five days prior to the meeting.

4.4 Special meetings of the members, for any purpose or purposes, other than those regulated by statute or by the Articles of Incorporation, may be called at any time by the President, or the Board of Directors, or ten (10%) percent of the members upon written request delivered to the Secretary of the

Corporation. Upon receipt of any such request it shall be the duty of the Corporate Secretary to fix the time of the meeting, which shall be held not less than ten (10) nor more than sixty (60) days thereafter, as the Secretary may fix. If the Secretary shall neglect or refuse to fix the date of the meeting, the person or persons calling the meeting may do so.

4.5 Written notice of any special meeting of members, stating the place, the date and hour, and the general nature of the business to be transacted thereat, shall be given to each member entitled to vote thereat at such address as appears on the membership books of the Corporation at least ten days before such meeting, unless a greater period of notice is required by statute in a particular case. Business transacted at all special meetings shall be confined to the business stated in the call.

4.6 Twenty percent (20%) of the members entitled to vote, present in person or represented by proxy, shall be necessary to constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation or by these By-laws. If, however, any meeting of members cannot be organized because a quorum has not attended, the members entitled to vote there at, present in person or by proxy, shall have power, except as otherwise provided by statute, to adjourn the meeting to such time and place as they may determine. Notwithstanding the foregoing, in the case of any meeting called for the election of directors such meeting may be adjourned only from day to day or for such longer periods not exceeding fifteen days each as a majority of the members present in person or by proxy shall direct, until such directors have been elected. At any adjourned meeting at which a quorum shall be present or represented by proxy any business may be transacted which might have been transacted at the meeting as originally notified.

4.7 When a quorum is present or represented at any meeting, the vote of a majority of the members having voting powers, present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one which, by express provision of the statutes or of the Articles of Incorporation or of these By-laws, a different vote is required in which case such express provision shall govern and control the decision of such question.

4.8 Except as otherwise provided by statute or the Articles of Incorporation, at every members' meeting every member shall, regardless of class, have one vote.

4.9 Every member entitled to vote at a meeting of members may authorize another person or persons to act for him by proxy, either to vote at a meeting or to sign a written consent. Every proxy shall be executed in writing by the member, or by his duly authorized attorney in fact, and filed with the Secretary of the Corporation. Each and every proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the Corporation. No unrevoked proxy shall be valid after eleven months from the date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy be voted on after three years from the date of its execution. A proxy shall not be revoked by the death or incapacity of the maker unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the Corporation.

4.10 The Membership Coordinator of the Corporation shall make, at least five days before each meeting of members, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, with the address of each, which list shall be kept on file at the membership office of the Corporation. Such list of members and shall be subject to inspection by any member during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

4.11 In advance of any meeting of members, the Board of Directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election be

not so appointed, the presiding officer of any such meeting may, and on the request of any member or his proxy shall, make such appointment, at the meeting. The number of judges shall be one or three. If appointed at a meeting on the request of one or more members or proxies, a majority of the members present and entitled to vote shall determine whether one or three judges are to be appointed. No person who is a candidate for office shall act as a judge. The judges of election shall do all acts required by the Pennsylvania Nonprofit Corporation Law and such acts as may be proper to conduct the election or *vote* with fairness to all members, and shall make a written report of any challenge or question or matter determined by them and shall execute a certificate of any fact found by them, if requested by the presiding officer of the meeting or any member or his proxy. Any report or certificate made by them shall be prima facie evidence of the facts stated therein. If there be three judges of election, the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all.

4.12 The directors may provide a fair and reasonable procedure for the nomination of candidates for director. In such event, only candidates nominated in accordance therewith shall be eligible for election as a director.

ARTICLE V

DIRECTORS

5.1 The number of directors which shall constitute the whole Board of Directors shall be nine unless the Board of Directors may determine to increase or decrease the number of directors. The President of the Society shall be a director. Directors shall be natural persons of full age and need not be residents of Pennsylvania, but they must be members of the corporation. Except as hereinafter provided in the case of vacancies, directors, other than those constituting the first Board of Directors, shall be elected by the members, and each director shall be elected to serve until the next annual meeting of the members and until his successor is elected by the members. Each director shall serve staggered terms of three years respectively. A director shall serve for not more than 12 years not to exceed four consecutive terms of office. A former Director shall become eligible for election to the Board of Directors as a new director so long as not less than three years has elapsed since such director served as a director for a previous term. Notwithstanding the foregoing, this term limit provision may be waived on a year to year basis for a specific director by a majority vote of the directors then in office. Such waiver shall be only for the benefit of the Society and to address extenuating circumstances in the Board's sole discretion.

5.2 Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall 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 successor is elected by the members, who may make such election at the next annual meeting of the members or at any special meeting duly called for that purpose and held prior to the next annual meeting.

5.3 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 by statute or by the Articles of Incorporation or by these By-laws directed or required to be exercised and done by the members.

MEETINGS OF THE BOARD

5.4 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, with a minimum of two meetings each year.

5.5 Except as otherwise provided by statute for the organizational meeting of initial directors named in

the Articles of Incorporation the first meeting of each newly elected Board 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.

5.6 Regular meetings of the Board may be held at such time and places as shall be determined from time to time, by resolution of at least a majority of the Board at a duly convened meeting, or by unanimous written consent. Written 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. Such notices may be delivered personally, by US mail, by overnight delivery, or electronically.

5.7 Special meetings of the Board may be called by the President on 24 hours notice to each director, either personally or by US mail, overnight delivery or electronically. 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.

5.8 At all meetings of the Board a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors in office 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 notice of the adjourned meeting or the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken.

PARTICIPATION IN MEETINGS BY TELEPHONE

5.9 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.

COMMITTEES OF DIRECTORS

5.10 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 one 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 may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following: (1) the submission to the members of any action requiring approval of members under this article; (2) the filling of vacancies in the Board of Directors; (3) the adoption, amendment or repeal of the By-laws; (4) the amendment or repeal of any resolution of the Board; (5) action on matters committed by the By-laws or resolution of the Board of Directors to another committee of the Board. 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 they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

5.11 Committees of the Corporation may be established from time to time to accomplish specific goals and objectives of the Corporation. All mission statements, objectives and policies established by any committee shall be subject to approval of the Board of Directors

INFORMAL ACTION BY DIRECTORS OR COMMITTEES

5.12 Any action which may be taken at a meeting of the directors or of the members 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. Any action recommended by a committee shall first have the approval of the Board prior to implementation.

COMPENSATION OF DIRECTORS

5.13 The Directors of the Corporation may receive such compensation for their services as the Board of Directors may authorize. The Corporation may also reimburse such Directors for expenses actually incurred in furtherance of the Society's business.

ARTICLE VI

OFFICERS

6.1 The officers of the Corporation shall be chosen by the directors and shall be a President, a Vice-President, a Corporate Secretary, a Corresponding Secretary and a Treasurer. The 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 that the President shall not serve concurrently as Treasurer.

6.2 The Board of Directors, immediately after each annual business meeting of members, shall elect all officers for the following year. None of whom need be members of the Board other than the President.

6.3 The Board of Directors may also appoint such other officers, 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. Other officers appointed by the board shall include but not be limited to the Director of Station and Archives, Publisher, Manager of Marketing and Sales, Manager of Public Relations, Membership Coordinator and General Counsel. These other officers shall be deemed to be covered by Article 9.7 (Indemnification) but are not eligible to vote on resolutions before the Board.

6.4 The Officers and Agents of the Corporation may receive such compensation for their services as the Board of Directors may authorize. The Corporation may also reimburse such Officers and Agents for expenses actually incurred in furtherance of the Society's business.

6.5 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

6.6 The President who shall be chosen from among the Directors shall be Chief Executive Officer of the Corporation. He shall preside at all meetings of the members and 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. In the absence of action by the Board of Directors or with their approval he may appoint members to service on any standing or special committee, including

Chairman thereof, and to appoint members to special positions in the service of the Society. He shall serve as a member ex-officio of every committee of the Corporation.

6.7 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

6.8 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 or executive committee may prescribe or the President may delegate to him.

THE CORPORATE SECRETARY

6.9 The Corporate Secretary shall attend all sessions of the Board and all meetings of the members 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 other committees of the Board of Directors when required. Any record created or retained may be maintained in an electronic format. 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 of an assistant secretary. He shall keep a complete and accurate record of the membership.

THE CORRESPONDING SECRETARY

6.10 The Corresponding Secretary shall be the focal point for all correspondence sent to the Society and shall direct inquires about the Society or the PRR to the appropriate officers or directors for their handling.

THE TREASURER

6.11 The treasurer shall have the custody of the corporate funds 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. He shall prepare the annual budget for presentation at the annual meeting of the Corporation. He shall also collect membership dues of the Corporation.

6.11.a 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 president and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the Corporation.

6.12.b 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 VII

7.1 The Board of Directors may fix a time, not more than seventy days prior to the date of any meeting of members or any adjournment thereof as a record date for the determination of the members entitled to notice of, and to vote at, any such meeting. In such case only members of record on the date fixed shall be entitled to notice of, and to vote at, such meeting, notwithstanding any increase or other change in membership on the books of the Corporation after any record date fixed as aforesaid. If no such record date is fixed, the record date for determining members entitled to notice of or Vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. The record date for determining members entitled to express consent or dissent to corporate action in writing without a meeting, where no prior action by the Board of Directors is necessary, shall be the day on which the first written consent or dissent is expressed. The record date for determining members for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

ARTICLE VIII

SUBVENTIONS

8.1 The Corporation shall be authorized by resolution of the Board of Directors to accept subventions from members or nonmembers on terms and conditions not inconsistent with statute, and to issue certificates therefore.

ARTICLE IX

GENERAL PROVISIONS

FINANCIAL REPORT TO MEMBERS

9.1 The Directors of the Corporation shall present a report annually to the members on the affairs of the Corporation, a copy of which will be filed with the minutes of the annual meeting of the members.

CHECKS AND NOTES

9.2 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

9.3 The fiscal year of the Corporation shall be the calendar year.

SEAL

9.4 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

9.5 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 by first class mail, postage prepaid, electronically, or by telegram, charges prepaid, to his address appearing on the books of the Corporation or, in the case of directors, supplied

by him to the Corporation for the purpose of notice. If the notice is sent by mail or by telegraph, 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. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Pennsylvania Nonprofit Corporation Law.

9.6 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. Except in the case of a special meeting of members, 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 a person *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, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

INDEMNIFICATION

9.7 The Corporation may indemnify in its discretion any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, (including actions by or in right of the Corporation to procure a judgment in its favor) by reason of the fact that he is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred, if such person has been successful on the merits or otherwise in any such action or, upon a determination in the specific case that such indemnification is proper in accordance with Sections 5741 through 5740 of the Pennsylvania Nonprofit Corporation Law. The Corporation may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under the aforementioned sections of the Pennsylvania Nonprofit Corporation Law.

ASSOCIATE AND INDEPENDENT SUBORDINATE UNITS

9.12 The Board of Directors may, upon the approval of a majority of members at a duly called meeting, shall cause to be established or terminated Associate Units which may be local branches, chapters or other associate units regardless of their designation, form of government, incorporated or unincorporated status. Such Associate Units shall be established or terminated pursuant to the laws of the Commonwealth of Pennsylvania or the law of the states or jurisdictions in which the subordinate units are domiciled or located. Such Associate Units shall adhere to the principles, purposes and objectives of the parent corporation, Pennsylvania Railroad Technical & Historical Society, and its Articles and By-laws. The Board of Directors may, upon approval of a majority of members at a duly caused meeting, approve or disapprove the establishment of Independent units that will comply with the requirements of Section II herein. Such Independent Units shall be completely independent from the Corporation and shall establish themselves as a legal entity in accordance with the laws of their respective domicile state. Such Independent Unit shall obtain an IRS 501(c) designation applicable to their respective operations.

ARTICLE X

AMENDMENTS

10.1 The By-laws may be altered, amended or repealed by a two-thirds majority vote of the Board members entitled to vote thereon at any regular or special Board meeting duly convened after notice to the members in office. However, the right of the Board to alter, amend or repeal the by-laws shall always be subject to the power of the members to change such action by the directors. The Board shall

have no authority to act on certain subjects committed exclusively to the members as described in Section 5504 of the Pennsylvania Nonprofit Corporation Law.

ARTICLE XI

DISSOLUTION OF ARCHIVE

11.1 In the event that the Corporation is not able or desirous of continuing or maintaining all or part of its archive repository and collection as the Board of Directors may so determine, the Corporation may make appropriate arrangements to transfer all or part thereof with or without consideration monetary or otherwise and upon such terms and conditions as the Board deems appropriate, to one or more institutions, corporations or associations having similar or near similar purposes as the Pennsylvania Railroad Technical & Historical Society and which are 501(c)(3) tax exempt entities.

DISSOLUTION OF CORPORATION

11.2 In the event of dissolution of the Corporation, any properties accumulated by the Corporation may at the election of the Board of Directors be donated to one or more institutions, corporations or associations having similar or near similar purposes as the Pennsylvania Railroad Technical & Historical Society and which are 501(c)(3) tax exempt entities.

Adopted this 9th day of May 2018, by the Board of Directors of the Pennsylvania Railroad Technical & Historical Society pursuant to a Special Meeting of the Members held on December 16, 2017 amending the quorum requirements for the Annual Meetings at Section 4.6.

/s/ Steven D. Staffieri

Steven D Staffieri - President

/s/ Ralph M. Weischedel

Ralph M. Weischedel – Corporate Secretary