

EXHIBIT C

Registrant

Filangiere Society for Justice and Good Government

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "FILANGIERE SOCIETY FOR JUSTICE AND GOOD GOVERNMENT" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS AN EXEMPT CORPORATION.


THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2006, AT 6:22 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, FILED THE NINTH DAY OF MARCH, A.D. 2006, AT 12:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "FILANGIERE SOCIETY FOR JUSTICE AND GOOD GOVERNMENT".




Jeffrey W. Bullock, Secretary of State

4099918 8310

SR# 20180396438

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202013207

Date: 01-22-18

Delaware

The First State

**AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.**



[Handwritten Signature]
Jeffrey W. Bullock, Secretary of State

4099918 8310

SR# 20180396438

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202013207

Date: 01-22-18

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "FILANGIERE SOCIETY FOR JUSTICE AND GOOD GOVERNMENT" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2006, AT 6:22 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, FILED THE NINTH DAY OF MARCH, A.D. 2006, AT 12:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "FILANGIERE SOCIETY FOR JUSTICE AND GOOD GOVERNMENT".




Jeffrey W. Bullock, Secretary of State

4099918 8100H
SR# 20180396438

Authentication: 202013223
Date: 01-22-18

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:39 PM 01/25/2006
FILED 06:22 PM 01/25/2006
SRV 060075056 - 4099918 FILE

**CERTIFICATE OF INCORPORATION
OF**

FILANGIERE SOCIETY FOR JUSTICE AND GOOD GOVERNMENT

FIRST: The name of the corporation is **FILANGIERE SOCIETY FOR JUSTICE AND GOOD GOVERNMENT** (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

THIRD: The Corporation is a nonprofit organization organized exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law. In furtherance of the foregoing, the purpose of the Corporation is to do such acts and carry on such business and affairs as may be permitted by nonprofit corporations under the General Corporation Law of the State of Delaware (the "General Corporation Law") and such other laws of the State of Delaware and the laws of the United States of America in order to accomplish the purposes set forth in this Article Third.

Notwithstanding any provision of this Certificate of Incorporation or any provisions of applicable state law, the Corporation shall not have the power to carry on any activities the existence of which would cause it to fail to qualify as an organization exempt from tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.

FOURTH: No part of the net earnings of this Corporation shall ever inure to the benefit of or be distributable to any of its members, directors or officers or any other person having a personal or private interest in the activities of this Corporation, and no substantial part of the activities of this Corporation shall ever be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. The Corporation shall not be authorized to accept gifts or contributions or other funds for purposes other than the purposes of the Corporation hereinbefore stated.

FIFTH: The Corporation shall be a membership corporation and shall have no authority to issue capital stock. The conditions of membership in the Corporation and the voting powers of the members shall be as set forth in the Bylaws of the Corporation. Except as otherwise expressly set forth in the General Corporation Law, as the same exists or may hereafter be amended, the Certificate of Incorporation or the Bylaws of the Corporation, no member of the Corporation shall be entitled to vote.

SIXTH: No officer, member of the Board of Directors, or employee of the Corporation or other person shall receive or be lawfully entitled to receive any pecuniary profit or benefit from the operations of the Corporation, except reasonable compensation for services actually rendered to or on behalf of the Corporation. A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law, as the same exists or may hereafter be amended. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

SEVENTH: The election of the directors of the Corporation need not be by written ballot.

EIGHTH: In the event of the liquidation, dissolution, or winding up of this Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, the Board of Directors shall have the power to dispose of the assets of the Corporation in such manner as it, in its sole discretion, may determine; provided, however, that any such disposition shall be either (i) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law, or (ii) to the Federal government, or to a State or local government, for a public purpose. Notwithstanding the foregoing, in the event that any of the assets of the Corporation are not disposed of by the Board of Directors under this Article Eighth, any such assets of the Corporation shall be disposed of by a court of competent jurisdiction exclusively for the purposes set forth in (i) and (ii) above, or to such organization or organizations, which, in such court's sole determination, are organized and operated exclusively for such purposes.

NINTH: This Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, and to add other provisions to the Certificate of Incorporation authorized by the laws of the State of Delaware, at the time such laws are in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon members, directors or any other persons whomsoever by and pursuant to the Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article Ninth; provided, however, that no amendment, alteration, change or repeal of any provisions of the Certificate of Incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose which would cause the Corporation to lose its tax-exempt status under the provisions of the Code or any future United States Internal Revenue laws. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered to adopt, amend and repeal the Bylaws of the Corporation, subject to the power of the members of the Corporation to amend or repeal any by-law made by the Board of Directors.

TENTH: The name and mailing address of the incorporator are as follows:

Teresa M. Poulsen
Baker & Hostetler LLP
Washington Square, Suite 1100
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036

ELEVENTH: The names of the members of the Board of Directors of the Corporation, who shall serve until the first annual meeting of the members of the Corporation or until their successors are elected and qualify are as follows:

Lawrence Auriana

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this Certificate of Incorporation this 25th day of January, 2006.

/s/ Teresa M. Poulsen
Name: Teresa M. Poulsen

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:46 PM 03/09/2006
FILED 12:41 PM 03/09/2006
SRV 060231662 - 4099918 FILE

STATE OF DELAWARE CERTIFICATE OF CORRECTION

FILANGIERE SOCIETY FOR JUSTICE AND GOOD GOVERNMENT, a nonstock corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

1. The name of the corporation is: FILANGIERE SOCIETY FOR JUSTICE AND GOOD GOVERNMENT (the "Corporation").
2. That a Certificate of Incorporation (the "Certificate") was filed by the Secretary of State of the State of Delaware on January 25, 2006 and that the Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of the Certificate is that the Certificate: (i) incorrectly identified the activities of the Corporation, for purposes of determining the Corporation's status under the Internal Revenue Code of 1986, as amended; and (ii) incorrectly provided for members.
4. The Certificate is hereby corrected as follows:
 - a. By striking out Article THIRD thereof and substituting in lieu thereof the following:

"THIRD: The objects and purposes for which the Corporation is organized and operated are primarily for directly or indirectly accepting contributions or making expenditures, or both, for exempt function activities within the meaning of Section 527 of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law, and to engage in other activities as may be necessary and proper to accomplish the foregoing objects and purposes, including, as limited by the foregoing, to raise public consciousness about issues of importance to Americans, including promoting racial and ethnic diversity in politics.

The Corporation shall be a tax-exempt political organization within the meaning of Section 527 of the Code, may pay reasonable compensation for services rendered, and may make payments or distributions in furtherance of its objects and purposes. Notwithstanding the foregoing, the Corporation is prohibited from contributing or expending funds (i) expressly to advocate the election or defeat of any particular candidate for local, state or federal office; (ii) to or for any "political committee" as defined by the Federal Election Campaign Act of 1971 (the "Act"), or by any state finance law. No expenditures or activities prohibited by or reportable under the Act shall be paid from the Corporation."

b. By striking out Article FOURTH thereof and substituting in lieu thereof the following:

"FOURTH: To further the Corporation's objects and purposes, the Corporation shall have all the general powers enumerated in the Delaware General Corporation Law, as now in effect or as hereafter amended, that are consistent with Article THIRD of this Certificate. Without limiting the generality of the foregoing, the Corporation shall have the power to receive grants, gifts, contributions and other sums of a like nature, outright, in trust, or in any other form, and the power to maintain a fund or funds of real or personal property for any corporate purpose."

c. By striking out Article FIFTH thereof and substituting in lieu thereof the following:

"FIFTH: The Corporation is not organized for profit and shall not have authority to issue capital stock."

d. By striking out Article SIXTH thereof and substituting in lieu thereof the following:

"SIXTH: The Corporation shall have perpetual existence."

e. By striking out Article SEVENTH thereof and substituting in lieu thereof the following:

"SEVENTH: The Corporation shall have no members."

f. By striking out Article EIGHTH thereof and substituting in lieu thereof the following:

"EIGHTH: Except as otherwise provided by law, the Bylaws of the Corporation or this Certificate, the Corporation shall be governed by its Board of Directors, which shall have (subject to the limitations set forth in this Certificate) all powers conferred by law to manage the Corporation and its activities. The qualifications and rights, including voting rights, of the directors shall be as set forth in the Bylaws of the Corporation. On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all debts and liabilities of the Corporation, dispose of all assets of the Corporation for the authorized purposes of the Corporation or for such other lawful purpose as the Board of Directors shall determine."

g. By striking out Article NINTH thereof and substituting in lieu thereof the following:

"NINTH: The name of the sole initial member of the Board of Directors of is Lawrence Auriana."

h. By striking out Article ELEVENTH thereof and substituting in lieu thereof the following:

"ELEVENTH: The Corporation shall indemnify its directors and officers for the defense of civil or criminal actions or proceedings as set forth in the Bylaws of the Corporation. The personal liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by the Delaware General Corporation Law."

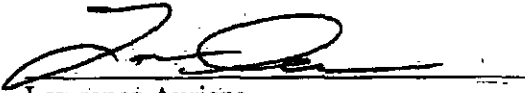
IN WITNESS WHEREOF, the Corporation has caused this Certificate of Correction this 9th day of March, 2006.

By: /s/ Lawrence Auriana

Name: Lawrence Auriana

Title: Sole Director

In accordance with 28 U.S.C. § 1746, I, Lawrence Auriana, President, Sole Director and Secretary, swear and affirm that the attached is a true copy of the Bylaws of the Filangiere Society for Justice and Good Government.



Lawrence Auriana
President
Sole Director
Secretary

1/23/2018
Date

**BYLAWS
OF THE
FILANGIERE SOCIETY FOR JUSTICE AND GOOD GOVERNMENT**

ARTICLE I

OFFICES AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the FILANGIERE SOCIETY FOR JUSTICE AND GOOD GOVERNMENT, a non-profit, non-stock corporation incorporated under the laws of the State of Delaware (hereinafter the "Corporation"), shall be in shall be at such suitable place within or without the State of Delaware as the Board of Directors may from time to time determine.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office in the State of Delaware (which may be identical with the principal office) and the Board of Directors of the Corporation shall appoint and continuously maintain in service a registered agent in the State of Delaware, who shall be an individual resident of the State of Delaware or an authorized corporate registered agent.

Section 2. Other Offices. The Corporation may have such other office or offices, at such suitable place or places within or without the State of Delaware, as the Board of Directors may from time to time determine as necessary or desirable for the conduct of the affairs of the Corporation.

ARTICLE II

MEMBERSHIP

The Corporation shall not have members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall manage, supervise and control the business, property and affairs of the Corporation except as otherwise expressly provided by law, the Certificate of Incorporation of the Corporation, or these

Bylaws. The Board of Directors shall be vested with the powers possessed by the Corporation itself, including the powers to determine the policies of the Corporation and prosecute its purposes, to appoint and remunerate agents and employees (including the power to delegate some or all of this authority), to establish the budget of the Corporation, to disburse the funds of the Corporation, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 2. Number and Qualifications. The sole member of the initial Board of Directors of the Corporation shall be the individual named in the Certificate of Incorporation of the Corporation, and he shall serve until his successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of such number of members as established from time to time by the Board of Directors by amendment to this section of the Bylaws.

Section 3. Election and Term of Office. The members of the Board of Directors shall be elected by the directors at the annual meeting of the Board of Directors. At such meeting the members of the Board of Directors shall be elected to one-year terms to succeed the members of the Board whose terms expire.

Section 4. Resignation. Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 5. Removal. Any director may be removed from such office by a two-thirds vote of the then serving directors at any regular or special meeting of the Board of Directors at which a quorum is present, for (1) violation of these Bylaws or (2) engaging in any other conduct prejudicial to the best interests of the Corporation. Such removal may occur only if the director involved is first provided (1) with adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the Board of Directors scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such director, (2) an opportunity to appear before the Board of Directors or forward a written statement thereto in presentation of any defense of such charges, no sooner than thirty days after the sending of such notice, and (3) a written explanation as to (if such is the case) why such director is being removed from such office. In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the Corporation.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day and place as shall be designated by the Board of Directors, for the purpose of transacting such business as may come before the meeting. The Board of Directors may, by resolution, provide for the holding of additional regular meetings.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President of the Corporation or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least ten days previous thereto in the manner set forth in Section 2 of Article VIII hereof. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

Section 10. Quorum. Two-thirds of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except, if less than a quorum of directors is present at such meeting, one-third of the directors present may adjourn the meeting from time to time without further notice.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Certificate of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Written Consent. Action taken by the Board of Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device

which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer. The Corporation shall have such other officers, including a Vice President, and assistant officers as the Board of Directors may from time to time deem necessary, such officers to have the authority, and to perform the duties prescribed from time to time by the Board of Directors. Any number of offices may be held by the same person.

Section 2. Election of Officers. The officers of the Corporation shall be elected by the members of the Board of Directors of the Corporation at the annual meeting of the Board of Directors.

Section 3. Term of Office. The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next appropriate annual meeting or until their respective successors shall have been duly elected and qualified.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

Section 5. Removal. Any officer may be removed by the Board of Directors at any regular or special meeting of the Board at which a quorum is present, whenever in its judgment the best interests of the Corporation would be served thereby, but, such removal will be without prejudice to the contract rights, if any, of the officer so removed.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired term.

Section 7. President. The President shall be the chief executive officer of the Corporation and, subject to the overall guidance and supervision of the Board of Directors, give active direction and control of the business and affairs of the Corporation. He or she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be

expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President, if elected, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President, if elected, shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal, if any, of the Corporation; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 10. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 11. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors in such sum as the Board shall prescribe.

ARTICLE V
COMMITTEES

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

Section 2. Other Committees. The Board of Directors may create and appoint members to such committees as they shall from time to time deem appropriate, such committees to have the power and duties designated by the Board of Directors; provided that no such committee which has members who are not directors shall have and exercise the authority of the Board of Directors in the management of the Corporation.

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

Section 4. Vacancies. Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum

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

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 7. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 9. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 10. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall terminate on December 31 of each year or such other date as determined by the Board of Directors from time to time.

Section 2. Notice. Whenever under the provisions of these Bylaws, the Certificate of Incorporation of the Corporation or statute, notice is required to be given to a director, committee member, or officer, such notice shall be given in writing, by first-class, certified, or registered mail or by express delivery service, with postage or express delivery charges thereon prepaid, to such

person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the United States mail or delivered to the express delivery service. Notice may also be given by telegram, telecopy, telex, or telephone, and will be deemed given when received, if followed by a writing mailed on the same day or the next day.

Section 3. Seal. The Corporation need not adopt an official seal, but may, upon appropriate action by the Board of Directors, do so. If one is adopted, the official seal of the Corporation shall have inscribed thereon the name of the Corporation and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing, or affixing or causing to be printed, engraved, lithographed, stamped, or otherwise made, placed, or affixed upon any paper or document, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

Section 4. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board of Directors.

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify each member of the Board of Directors and each of its officers for the defense of civil or criminal actions or proceedings as hereinafter provided in a manner and to the extent permitted by applicable law.

The Corporation shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Corporation and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be

made only if the Corporation shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent legal counsel.

Every reference herein to a member of the Board of Directors or officer of the Corporation shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE IX

AMENDMENTS TO BYLAWS

These Bylaws may be amended, revised, repealed or modified upon the affirmative vote of two-thirds of the Board of Directors at any regular or special meeting of the Board. An amendment shall be effective immediately after adoption unless a later effective date is specifically adopted at the time the amendment is enacted.

SOLICITORS, 79666, 00001, 101286055.1, FILANGIERE SOCIETY bylaws