

BYLAWS

OF

THE NOBODY'S CATS FOUNDATION

(a Pennsylvania Nonprofit Corporation)

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ARTICLE 1
OFFICES AND FISCAL YEAR

Section 1.1. Registered Office. The registered office of the corporation in the Commonwealth of Pennsylvania shall be at 8191 Antietam Drive, Lewisberry, PA 17339 until otherwise established by a vote of a majority of the board of directors in office, and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the articles of the corporation.

Section 1.2. Other Offices. The corporation may also have offices at such other places within or without the United States of America as the board of directors may from time to time appoint or the business of the corporation requires.

Section 1.3. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January in each year.

ARTICLE 2
BOARD OF DIRECTORS

Section 2.1. Powers; Personal Liability.

(a) The board of directors shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all powers of the corporation are hereby granted to and vested in the board of directors.

(b) A director of the corporation shall not be personally liable, as such, for monetary damages as such for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office under 15 Pa.C.S. Subch. 57B and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 2.2. Qualification and Selection.

(a) Each director of the corporation shall be a natural person of full age, but need not be a resident of Pennsylvania. Directors shall be selected by the board of directors.

(b) A person or group of persons entitled to appoint, designate or otherwise

select one or more directors may select one or more alternates for each such director. Such designation shall be filed in writing with the secretary of the corporation and may be changed at any time by such person or group of persons or their successors by the filing in writing with the secretary of a superseding designation or of a statement that the existing designation or designations are revoked. Such superseding designation or revocation shall take effect upon or after filing in accordance with its terms. In the absence of a director from a meeting of the board, one of the alternates of such directors may attend such meeting and exercise at the meeting all of the powers of the absent director, or such lesser powers as may be specified in the designation. When so exercising the powers of the absent director, such alternate shall be subject in all respects to the provisions of law relating to the fiduciary responsibilities of directors of this corporation.

Section 2.3. Number and Term of Office. The board of directors shall consist of at least three (3) members. Each director shall hold office for one year and until a successor shall have been elected and qualified, except in the event of death, resignation or removal.

Section 2.4. Organization. At every meeting of the board of directors, the chair of the board, if there be one, or, in the case of a vacancy in the office or absence of the chair of the board, one of the following officers present in the order stated: the vice chair of the board, if there be one, the president, the vice presidents in their order of rank and seniority, or a chair chosen by a majority of the directors present, shall preside, and the secretary, or, in the absence of the secretary, an assistant secretary, or, in the absence of the secretary and the assistant secretaries, any person appointed by the chair of the meeting, shall act as secretary.

Section 2.5. Resignation, Disqualification and Removal.

(a) Any director of the corporation may resign at any time by giving written notice to the chair or the secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(b) Any director of the corporation who fails to attend at least fifty percent (50%) of the regularly scheduled meetings during a one-year period or three (3) consecutive meetings without adequate cause shall be deemed to have furnished his or her resignation.

(c) Any director of the corporation who is not acting in a manner that promotes the purpose of the corporation may be removed by the board of directors.

Section 2.6. Vacancies.

(a) The board of directors may declare vacant the office of a director if such director is declared of unsound mind by an order of court, or convicted of felony, or for any other appropriate cause (as determined by a majority of the members of the board of directors), or if within sixty (60) days after notice of selection, the director does not accept such office either in writing or by attending a meeting of the board of directors.

(b) Any vacancy or vacancies in the board of directors because of death, resignation, removal in any manner, disqualification, an increase in the number of directors, or any other cause, shall be filled by a majority of the remaining members of the board of directors though less than a quorum, at any regular or special meeting; and each person so elected shall be a director to serve for the balance of the unexpired term.

Section 2.7. Place of Meeting. Meetings of the board of directors may be held at such place within or without Pennsylvania as the board of directors may from time to time appoint, or as may be designated in the notice of the meeting.

Section 2.8. Regular Meetings. Regular meetings of the board of directors shall be held at such time and place as shall be designated from time to time by resolution of the board of directors. If the date fixed for any such regular meeting be a legal holiday under the laws of the State where such meeting is to be held, then the same shall be held on the next succeeding business day, not a Saturday, or at such other time as may be determined by resolution of the board of directors. At such meetings, the directors shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these bylaws.

Section 2.9. Special Meetings. Special meetings of the board of directors shall be held whenever called by the chair of the board, the president or by two (2) or more of the directors. Notice of each such meeting shall be given to each director by telephone or in writing at least twenty-four (24) hours (in the case of notice by telephone) or forty-eight (48) hours (in the case of notice by telegram, electronic mail or facsimile) or five (5) days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

Section 2.10 Quorum, Manner of Acting, and Adjournment. Thirty-five percent (35%) of the members of the board of directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every director shall be entitled to one (1) vote. Except as otherwise specified in the articles or these bylaws or provided by statute, 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. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present. The directors shall act only as a board and the individual directors shall have no power as such, except that any action which may be taken at a meeting of the directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the secretary of the corporation.

Section 2.11. Executive and Other Committees.

(a) The board of directors may, by resolution adopted by a majority of the directors in office, establish an Executive Committee and one (1) or more other committees, each committee to consist of two (2) or more directors of the corporation. The board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member, and the alternate or alternates, if any, designated for such member, of any committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not the member or members constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the board shall serve at the pleasure of the board.

(b) The Executive Committee shall have and exercise all of the powers and authority of the board of directors in the management of the business and affairs of the corporation, except that the Executive Committee shall not have any power or authority as to the following:

- (1) The filling of vacancies in the board of directors.
- (2) The adoption, amendment or repeal of the bylaws.
- (3) The amendment or repeal of any resolution of the board.

(c) No committee of the board of directors, other than the Executive Committee, shall, pursuant to resolution of the board of directors or otherwise, exercise any of the powers or authority vested by these bylaws or the Nonprofit Corporation Law of 1988 in the board of directors as such, but any other committee of the board of directors may make recommendations to the board of directors or Executive Committee concerning the exercise of such powers and authority.

(d) The establishment of any committee of the board of directors and the

delegation thereto of power and authority shall not alone relieve any director of the fiduciary duty of such director to the corporation.

(e) Each committee shall keep regular minutes of its proceedings and report such proceedings periodically to the board of directors.

(f) Sections 2.8, 2.9, and 2.10 hereof shall be applicable to committees of the board of directors.

Section 2.12. Interested Directors or Officers; Quorum. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the board of directors which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if:

(a) The material facts as to such relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors and the board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

(b) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the board of directors.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors which authorizes a contract or transaction specified in this section.

Section 2.13. Compensation of Directors. Directors shall not receive any compensation for their services as such; however, the board of directors may authorize reimbursement for all expenses incurred in connection with the performance of services for the corporation, including but not limited to attendance at annual, regular, or special meetings of the corporation. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such service.

ARTICLE 3
NOTICE; WAIVERS; MEETINGS

Section 3.1. Notice, What Constitutes. Whenever written notice is required to be given to any person under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law of 1988, it may be given to the person, either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by telegram (with messenger service specified), telex or TWX (with answer back received), or by electronic mail, or courier services, charges prepaid, or by facsimile transmission to his or her address (or to his or her telex, TWX or facsimile number) supplied by the person to the corporation for the purpose of notice. If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office or courier service for delivery to that person or, in the case of electronic mail, telex or TWX, when dispatched or transmitted. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these bylaws.

Section 3.2. Waivers of Notice.

(a) Whenever any written notice is required to be given under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law of 1988, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Except as otherwise required by Section 6.6 hereof, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

(b) Attendance of a person at any meeting shall constitute a waiver of notice of the 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.

Section 3.3 Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting required to be given under the articles or these bylaws or the Nonprofit Corporation Law of 1988, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 3.4. Exception to Requirement of Notice. Wherever any notice or communication is required to be given to any person under the provisions of the articles or these bylaws, or the Nonprofit Corporation Law of 1988, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with that person is then unlawful, the giving of the notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

Section 3.5. Conference Telephone Meetings. One (1) or more persons may participate in a meeting of the incorporators, the board or 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. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

Section 3.6. Electronic Meetings. Board members may participate in a meeting and vote in person by email if the matter to be voted on is presented to all members by email. Any action required or permitted to be taken by the board under any provision of law, or these bylaws, may be taken without a meeting if all members shall individually or collectively consent in writing to such action. Written consent given by email shall satisfy this requirement. Such written consent or consents shall be filed with the secretary and placed in the minutes of the proceedings of the board. Subsequent ratification shall not be necessary. Board members may participate in a meeting through the use of conference telephone or similar communication equipment, provided all board members participating in such a meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such a meeting.

ARTICLE 4 OFFICERS

Section 4.1. Number, Qualifications and Designation.

(a) The officers of the corporation shall be a president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of Section 4.3 hereof. Any number of offices may be held by the same person. Officers may but need not be directors of the corporation. 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. The board of directors may elect from among the members of the board a chair of the board and a vice chair of the board.

(b) In lieu of the standards of conduct otherwise provided by law, officers of the corporation shall be subject to the same standards of conduct, including standards of care and loyalty and rights of justifiable reliance, as shall at the time be applicable to directors of the corporation. An officer of the corporation shall not be personally liable, as such, to the corporation for monetary damages for any action taken, or any failure to take any action, unless the officer has breached or failed to perform the duties of his or her office under the articles of incorporation, these bylaws, or the applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of an officer pursuant to any criminal

statute or for the payment of taxes pursuant to local, state or federal law.

Section 4.2. Election and Term of Office. The officers of the corporation, except those elected by delegated authority pursuant to Section 4.3 hereof, shall be elected to serve a term of two (2) years, with such election to occur at the last regularly scheduled meeting of the board of directors in every other year. Each such officer shall hold office until the next meeting of directors to elect new officers and until a successor shall have been elected and qualified, or until death, resignation, or removal.

Section 4.3. Subordinate Officers, Committees, Employees and Agents. The board of directors may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the corporation may require, including one (1) or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws, or as the board of directors may from time to time determine. The board of directors may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees, including, but not limited to, an executive director, or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

Section 4.4. Resignations. Any officer or agent may resign at any time by giving written notice to the board of directors, or to the president or the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.5. Removal. Any officer, committee, employee or other agent of the corporation may be removed, either for or without cause, by the board of directors or other authority which elected, retained or appointed such officer, committee, employee or other agent whenever in the judgment of such authority the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 4.6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the board of directors or by the officer or committee to which the power to fill such office has been delegated pursuant to Section 4.3 hereof, as the case may be, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 4.7. General Powers. All officers of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be determined by resolutions or orders of the board of directors, or, in the absence of controlling provisions in resolutions or orders of the board of directors, as may be provided in these bylaws.

Section 4.8. The Chair and Vice Chair of the Board. The chair of the board or his or her designee shall preside at all meetings of the members of the board of directors, and shall perform such other duties as may from time to time be requested by the board of directors.

Section 4.9. The President. The president shall be the chief executive officer of the corporation and shall have general supervision over the activities and operations of the corporation, subject, however, to the control of the board of directors and the chair. The president shall sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the board of directors, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, or by these bylaws, to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned by the board of directors or the chair.

Section 4.10. The Secretary. The secretary or an assistant secretary shall attend all meetings of the board of directors, record all the votes of the directors and the minutes of the meetings of the board of directors and distribute such recorded votes and minutes to the executive director for inclusion in a book or books that the executive director shall maintain on behalf of the corporation for that purpose; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the board of directors, the chair or the president.

Section 4.11. The Treasurer. The treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the board of directors may from time to time designate; shall, whenever so required by the board of directors, render an account showing all transactions as treasurer, and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the board of directors, the chair of the board, the executive director and/or the president.

ARTICLE 5
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED
REPRESENTATIVES

Section 5.1. Scope of Indemnification. To the extent provided under Sections 5741 through 5748 of the Nonprofit Corporation Law of 1988, the corporation may indemnify any director, officer, employee, or person acting on behalf of the corporation (each an “indemnified representative”) as provided in such sections of the Nonprofit Corporation Law and to purchase such insurance policies as the board of directors shall deem necessary to the extent of such indemnification.

Section 5.2. Arbitration. Any dispute related to the right to indemnification, contribution or advancement of expenses as provided under this Article shall be decided only by arbitration in Harrisburg, Dauphin County, Pennsylvania, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three (3) arbitrators, the first of whom shall be selected by the corporation, the second of whom shall be selected by the indemnified representative and the third of whom shall be selected by the other two (2) arbitrators. In the absence of the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, and if one of the parties fails or refuses to select an arbitrator, or the arbitrators selected by the corporation and the indemnified representative cannot agree on the selection of the third arbitrator within thirty (30) days after such time as the corporation and the indemnified representative have each been notified of the selection of the other’s arbitrator, the necessary arbitrator or arbitrators shall be selected by the presiding judge of the court of general jurisdiction in Harrisburg, Dauphin County, Pennsylvania. The party or parties challenging the right of an indemnified representative to the benefits of this Article shall have the burden of proof. The corporation may reimburse an indemnified representative for the expenses (including attorneys’ fees and disbursements) incurred in successfully prosecuting or defending such arbitration. Any award entered by the arbitrators shall be final, binding and nonappealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction.

Section 5.3. Contribution. If the indemnification provided for in this Article or otherwise is unavailable for any reason in respect of any liability or portion thereof, the corporation may contribute to the liabilities to which the indemnified representative may be subject in such proportion as is appropriate to reflect the intent of this Article or otherwise.

Section 5.4. Discharge of Duty. An indemnified representative shall be deemed to

have discharged such person's duty to the corporation if he or she has relied in good faith on information, advice or an opinion, report or statement prepared by:

(a) one (1) or more officers or employees of the corporation whom the indemnified representative reasonably believes to be reliable and competent with respect to the matter presented;

(b) legal counsel, public accountants or other persons as to matters that the indemnified representative reasonably believes are within the person's professional or expert competence; or

(c) a committee of the board of directors on which he or she does not serve as to matters within its area of designated authority, which committee he or she reasonably believes to merit confidence.

Section 5.5. Mandatory Indemnification. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in 15 Pa.C.S. § 5741 or § 5742 or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

Section 5.6. Contract Rights; Amendment or Repeal. All rights under this Article shall be deemed a contract between the corporation and the indemnified representative pursuant to which the corporation and each indemnified representative intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

Section 5.7. Scope of Article. The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of disinterested directors or otherwise, both as to action in an official capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 5.8. Reliance on Provisions. Each person who shall act as an indemnified representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification, contribution and advancement of expenses provided by this Article.

Section 5.9. Interpretation. The provisions of this Article are intended to constitute bylaws authorized by 15 Pa.C.S. § 5746(a).

ARTICLE 6
MISCELLANEOUS

Section 6.1. Corporate Seal. The corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation and such other details as may be approved by the board of directors.

Section 6.2. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by such one or more officers or employees of the corporation as the board of directors may from time to time designate.

Section 6.3. Contracts. Except as otherwise provided, the board of directors may, by separate written approval, authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.4. 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 approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees of the corporation as the board of directors shall from time to time designate.

Section 6.5. Annual Report of Directors. The board of directors shall direct the president and treasurer to present at the last regularly scheduled meeting of the board each year a report showing in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

The annual report of the board of directors shall be filed with the minutes of the annual meeting of the board.

Section 6.6. Amendment of Bylaws. These bylaws may be amended or repealed, or new bylaws may be adopted, by vote of a majority of the board of directors of the corporation in office at any regular or special meeting of directors. Such proposed amendment, repeal or new bylaws, or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special.

Section 6.7. Propaganda, Etc. The organization shall not carry on propaganda or otherwise attempt to influence legislation and shall not participate in, or intervene in, (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 6.8. Earnings. No part of the net earnings of the organization shall inure to the benefit of any officer, director or member of the organization, or any private individual, (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no officer, director or member of the organization, or any private individual, shall be entitled to share in the distribution of any of the organization's assets on dissolution of the corporation.

Section 6.9. Dissolution. In the event of a dissolution of the organization, its assets, after payment of all its debts and charges and expenses of dissolution, shall be distributed to such organization (s) operating in the Commonwealth of Pennsylvania which is/are organized and operated exclusively for charitable, scientific, literary or educational purposes as provided in Section 501(c)(3) of Internal Revenue Code of 1986, or comparable provisions of any subsequent federal tax laws, no part of the net earnings of which shall inure to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statement), any political campaign on behalf of any candidate for public office. The Board of Directors of the organization shall select the recipient organizations which qualify under this provision and shall determine the proportion of assets which shall be distributed to each of said organizations. The decision of said Board of Directors

shall be final.

Section 6.10. Charitable Activity. The organization shall limit its activities to those of a charitable nature including the prevention of cruelty to animals thru Trap-Neuter-Return program education and funding.

Section 6.11. The organization shall not carry on propaganda or otherwise attempt to influence legislation and shall not participate in, or intervene in, (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

OFFICER'S CERTIFICATE

I, _____, Secretary of THE NOBODY'S CATS FOUNDATION, a nonprofit corporation formed and existing under the laws of the Commonwealth of Pennsylvania (the "Corporation"), do hereby certify that the foregoing is a true and complete copy of the Bylaws of the Corporation as submitted and read to, and adopted by, the directors of the Corporation on the ____ day of _____, 2012.

IN WITNESS WHEREOF, I have hereunder subscribed my name and affixed the Seal of the Corporation on this _____ day of _____, 2012.

Secretary

[Corporate Seal]