

AMENDED AND RESTATED
BY-LAWS

OF

DAUPHIN COUNTY ECONOMIC DEVELOPMENT CORPORATION
(FORMERLY PARTNERSHIP FOR REGIONAL INVESTMENT
AND DEVELOPMENT ENTERPRISE)

Effective: December 23, 1997

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ARTICLE I

General

Section 1. Name.

The name of the Corporation shall be as set forth in the Articles of Incorporation, as from time to time amended.

Section 2. Office.

The principal office of the Corporation shall be at such place or places as the Board of Directors may determine from time to time. The address of the principal office of the Corporation shall be 112 Market Street, Harrisburg, PA 17101.

Section 3. Seal.

The Corporation shall have a seal which shall be circular in form and which shall contain an outer circle in the upper part of which shall appear the words "DCEDC" and in the lower part of which shall appear the word "Pennsylvania," within which outer circle there shall be an inner circle in which there shall appear the words "Nonprofit Corporation" and below those words the date "1989."

Section 4. Fiscal Year.

The fiscal year of the Corporation shall, unless otherwise determined by resolution of the Board of Directors, end on December 31 of each year. The Board of Directors may by resolution from time to time change the fiscal year of the Corporation.

ARTICLE II

Members

Section 1. Members.

The Corporation shall have no members. Such persons who from time to time constitute the Board of Directors of the Corporation shall for all intents and purposes be taken to be the members of the Corporation. No other person shall at any time be admitted as or taken to be a member of the Corporation. Whenever any person shall, for any reason, cease to be a member of the Board of Directors of the Corporation, such person shall automatically and at the same time cease to be a member of the Corporation. No certificates of membership shall be issued at any time.

Section 2. Notice.

Any action which by law may be taken by the Board of Directors of the Corporation only in their capacity as the members of the Corporation may be taken by the Board of Directors at any regular or special meeting thereof, and no designation of any such meeting as a meeting of the members of the Corporation shall be necessary in any notice, waiver of notice, or minutes thereof or otherwise.

ARTICLE III

Directors

Section 1. Qualifications.

All powers vested in the Corporation by the NPCL shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be managed by, or under the direction of, a Board of Directors. The members of the Board of Directors shall be natural persons, twenty-one years of age or older.

Section 2. Number and Election.

The initial Directors designated in the Articles of Incorporation shall serve for an initial one year term and until their successors shall have been appointed and qualified. Five (5) Directors shall subsequently be appointed by the Dauphin County Commissioners of the Commonwealth of Pennsylvania ("Commissioners") on staggered terms of one year, two years, three years, four years and five years. Terms shall begin on October 1 of each year. Any Director appointed or reappointed after an expiration of a term on the initial Board shall be appointed for a term of five (5) years. There shall be no limitation to the number of terms served by any Director. The Board of Directors shall consist of five (5) Directors.

Directors shall serve until their successors shall have been duly elected and qualified, or until their earlier death, resignation or removal from office.

The Board of Directors of the Corporation shall have the power, as Directors of the Corporation, to remove any Director of the Corporation from office for cause, provided that notice of a special meeting is provided under Section 8 of this Article III.

Section 3. Failure to Object.

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a Director who has voted in favor of such action.

Section 4. Compensation of Directors.

Directors, as such, shall not receive any salary for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors; provided, that nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5. Vacancies.

Whenever any vacancy occurs during the term of any Director or Directors of the Corporation, whether caused by the resignation, removal by order of court, or the death of any such Director or Directors, or for any reason of any increase in the number of Directors, or for any other reason whatsoever, the Secretary of the Corporation shall forthwith give written notice of such vacancy or vacancies to the Board of Directors of the Corporation in order that such vacancy or vacancies may be filled as provided in the Articles of Incorporation of the Corporation.

Section 6. Regular Meetings.

The Board of Directors may hold its regular meetings at such places, and at such times, as the Board of Directors shall from time to time determine. However, all meetings of the Board of Directors shall be held at the principal office of the Corporation unless otherwise provided in notice of the meeting or in waivers of notice thereof duly executed by all of the Directors. No notice need be given of any annual or other regular meeting of the Board of Directors unless (a) such meeting is to be held at some place other than the principal office of the Corporation, in which case notice of such meeting shall be given in

the same manner as that set forth in Section 8 for special meetings, or (b) some action is to be taken at such meeting which by law may be taken by the Directors only in their capacity as the members of the Corporation, in which case notice of such meeting shall be given in the same manner as that set forth in Section 8 for special meetings, except that the notice shall be given at least ten (10) days before the day of the meeting.

Section 7. Special Meetings.

The Board of Directors shall hold such special meetings as shall be called by the Chairman or Vice Chairman of the Corporation, or any two Directors. Each such meeting shall be held at such time and place as shall be designated in the notice of the meeting.

Section 8. Notice of Meetings.

A waiver of notice, in writing, signed by the person or persons entitled to such notice, whether before or after the date stated therein, shall be deemed equivalent to the giving of such notice, and except in the case of a special meeting, neither the business to be transacted nor the purpose of the meeting need be specified in the notice of such meeting. Written notice of all special meetings of the Board of Directors shall be given by, or at the direction of, the person or persons calling the meeting at least three (3) days prior to the day named for the meeting; provided, however, that in case some action is to be taken at a special meeting which by law may be taken by the Directors only in their capacity as the members of the Corporation, notice of such meeting shall be given at least ten (10) days before such special meeting. Attendance at any meeting of the Board of Directors, including any meeting at which the Directors are to act in their capacity as the members of the Corporation, shall be a waiver of notice thereof.

Section 9. Informal Action by the Directors.

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, is signed by all of the Directors who would be entitled to vote at a meeting for such purpose and such consent is filed with the Secretary of the Corporation.

Section 10. Telephonic Meetings.

One or more Directors may participate in a meeting of the Board of Directors 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 10 shall constitute presence in person at the meeting.

Section 11. Committees.

The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees of officers, Directors, and/or other interested persons to act in an advisory capacity to the whole Board. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board when required. Any committee shall have and may exercise all of the powers and authority delegated to it by the Board of Directors, except that a committee shall not have any power or authority as to the following:

- (i) The creation or filling of vacancies on the Board of Directors.
- (ii) The adoption, amendment or repeal of these By-laws.
- (iii) The amendment or repeal of any resolution of the Board of Directors.
- (iv) Action on matters committed by these By-laws or resolution of the Board of Directors to the Board of Directors or another committee appointed by the Board of Directors.

The Board of Directors may designate one or more persons as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for the purposes of any written action by the committee. In the absence or disqualification of a member and alternate member or members of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of the absent or disqualified member. Each committee shall serve at the pleasure of the Board of Directors.

The term "Board of Directors" or "Board," when used in any provision of these By-laws relating to the organization or procedures of or the manner of taking action by the Board of Directors, shall be construed to include and refer to any executive or other committee appointed by the Board of Directors. Any provision of these By-laws relating or referring to action to be taken by the Board of Directors or the procedure required therefor shall be satisfied by the taking of corresponding action by a committee appointed by the Board of Directors to the extent authority to take the action has been delegated to the committee pursuant to these By-laws.

Section 12. Quorum.

A majority of the whole number of those who are at the time the Directors of the Corporation shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present

shall, unless otherwise specifically provided by law or by the Articles of Incorporation, be the acts of the Board of Directors.

Section 13. Presiding Officer and Order of Business.

The Board of Directors shall elect a Chairman and Vice Chairman of the Board of Directors. All meetings of the Board of Directors shall be called to order and presided over by the Chairman of the Board of Directors, or in the Chairman's absence by the Vice Chairman, or in the absence of such Chairman or Vice Chairman by the President. The Chairman or other person presiding over a meeting of Directors may appoint a person to serve as parliamentarian at any meeting of the Directors. The then current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Directors when not in conflict with these By-laws, the Articles or the NPCL.

Section 14. Contracts.

In the absence of fraud, no contract or other transaction between the Corporation and any other corporation shall be affected by the fact that Directors of the Corporation are directors, employees or agents of such other corporations, if such contract or transaction shall be approved or ratified by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority in the premises, who are not so interested. Any Director individually, or any firm of which any Director is a partner or shareholder, may be a party to or may be interested in any contract or transaction of the Corporation; provided, that such contract or transaction shall be approved or ratified by the affirmative vote of at least a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority in the premises, who are not so interested. No Director shall be liable to account to the Corporation for any profit realized by such Director from or through any such transaction or contract of the Corporation, ratified or approved as aforesaid, by reason of such Director's interest in such transaction or contract. Directors so interested may be counted when present at meetings of the Board of Directors or of such committee for the purpose of determining the existence of the quorum.

Section 15. Investment Trusts.

The Board of Directors may from time to time transfer any property of the Corporation, whether real or personal, tangible or intangible, in trust, to a bank and trust company or a trust company incorporated under the laws of the Commonwealth of Pennsylvania, or to any national banking association having fiduciary powers, without regard to the location of the principal office of such national banking association. Any such transfer in trust shall give such trustee the power to invest and reinvest such property in such investments as such trustee, in the honest exercise of its judgment, may, after investigation, determine to be safe and proper investments, without regard to whether such investments are of like or unlike nature to those which may be designated by law as "legal" or "authorized"

investments. Any such transfer in trust shall impose upon such trustee the duty to pay (at such intervals or upon such demand by the Corporation as may be agreed upon between the Corporation and such trustee, but at least semiannually) the net income from such property to or at the direction of the Corporation for use and application to the purposes of the Corporation, and also the duty to transfer or pay (upon such demand by the Corporation as may be agreed upon between the Corporation and such trustee) any or all of the principal of such trust to or at the direction of the Corporation for use and application to the purposes of the Corporation. Any such trust shall be expressly revocable by the Corporation at any time upon the giving of written notice of such revocation by the Corporation to the trustee thereof, whereupon such trustee shall transfer or pay to the Corporation all of the principal and undistributed income of such trust and the Corporation shall be vested with the title thereto.

Upon the transfer of any such property to such a trustee and so long as any such property is held by such a trustee, as provided above in this Section 15, the Corporation and its Directors, officers, assistant officers, agents and employees, each and all of them, shall be relieved of all liability for the investment and reinvestment thereof.

Section 16. Limitation of Personal Liability of Directors.

To the fullest extent that the laws of the Commonwealth of Pennsylvania, as in effect on the date of the adoption of this Section 16 or as such laws are thereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable as such for monetary damages for any action taken, or any failure to take any action, as a Director. Any amendment or repeal of this Section 16 or adoption of any other provision of these By-laws or the Corporation's Articles of Incorporation which has the effect of increasing Director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

In performing his duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith, however, if such Director has knowledge concerning a matter which would cause his reliance on any of the foregoing to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon

suppliers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of such person's fiduciary standard of care. In addition, absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

This Section 16 shall not apply to a Director's responsibility or liability under any criminal statute or a Director's liability for payment of taxes under any local, state or federal law.

Section 17. Executive Committee.

The Board of Directors of the Corporation may establish an Executive Committee, pursuant to Article III, Section 11 of these By-laws, which may be granted the power to act for the Board of Directors between meetings of the Board, and shall include such Directors as appointed by the Board.

ARTICLE IV

Officers

Section 1. Number and Election.

The Board of Directors at its annual meeting shall elect a Chairman, a President, a Vice Chairman, a Vice President, a Secretary and a Treasurer and may elect such other officers and assistant officers, if any, as the Board may deem appropriate. A person may hold more than one office at the same time. The Board of Directors may also, from time to time, appoint such agents as it may deem appropriate. The Board of Directors shall have the power to remove an elected officer from office, either with or without cause, provided that notice of a special meeting identifying this issue is provided under Section 8 of Article III.

Section 2. Qualifications.

The officers need not be Directors.

Section 3. Term of Office.

Each officer and assistant officer shall hold office until the next annual meeting of the Board of Directors and until his successor shall have been appointed.

Section 4. President.

The President shall, in general, perform all duties incident to the office of President and shall be a member ex officio of all committees of management appointed by the President.

Section 5. Vice President.

The Vice President shall have such powers and perform such duties as the President may from time to time delegate to the Vice President. At the request of the President, the Vice President may, in the case of the absence or inability to act by the President, temporarily act in the President's place. In the case of the death or inability to act of the President, the Vice President shall perform the duties of the President except as shall be otherwise designated by the Board of Directors. A Vice President who is not a Director shall not preside at any meeting of the Board of Directors.

Section 6. Secretary.

The Secretary shall attend meetings of the Board of Directors, shall keep minutes thereof in suitable books, shall send out all notices of meetings as required by law or these By-laws and shall, in general, perform all duties incident to the office of Secretary.

Section 7. Treasurer.

The Treasurer shall receive all money paid to the Corporation and keep or cause to be kept accurate accounts of all money received or payments made in books kept for that purpose. The Treasurer shall deposit all money received by him in the name and to the credit of the Corporation in banks or other places of deposit. He shall disburse the money of the Corporation by checks or vouchers. He shall, in general, perform all duties incident to the office of Treasurer.

Section 8. Assistant Officers.

Any assistant officer authorized by the Board of Directors shall perform such duties as may be delegated to him by the officer to whom he is an assistant, and in the absence or disability of such officer may perform the duties of his office.

ARTICLE V

Execution of Documents

Section 1. Checks, Notes, etc.

The Board of Directors shall from time to time designate the officers or agents of the Corporation who shall have power, in its name, to sign and endorse checks and other negotiable instruments and to borrow money for the Corporation, and in its name, to make notes or other evidences of indebtedness.

Section 2. Other Documents.

Unless otherwise authorized by the Board of Directors, all contracts, leases, deeds, deeds of trust, mortgages, and all other documents requiring the seal of the Corporation shall be executed for and on behalf of the Corporation by the President, or a Vice President, and the corporate seal shall be affixed by such person or at his direction, all of which shall be attested by the Secretary.

ARTICLE VI

Indemnification of Directors, Officers and Employees

Section 1. Judgments, Fines, Settlements and Expenses.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted willful misconduct or recklessness.

Section 2. Expenses.

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 Section 1 of this Article VI or in defense of any claim, issue or matter therein, such person shall also be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 3. Advancement of Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation pursuant to this Article VI.

Section 4. Nonexclusivity of Article VI.

The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a Director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VII

Annual Report of Directors

Section 1. Annual Report of Directors

At each annual meeting of the Board of Directors, an Annual Report verified by the President and the Treasurer of the Corporation shall be submitted to the Board of Directors, and shall be filed with the minutes of such annual meeting of the Board of Directors. The Annual Report shall show 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 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 (if any) 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.

ARTICLE VIII

Amendments to By-laws

Section 1. Amendments to By-laws.

These By-laws may be altered or amended by a vote of a majority of the Board of Directors at any regular or special meeting duly convened after notice of that purpose.