

BYLAWS OF UNITED CHARITABLE

Incorporated under the laws of the Commonwealth of Virginia

ARTICLE ONE

Name, Location and Offices

1.1. Name. The name of this Corporation shall be "UNITED CHARITABLE."

1.2. Registered Office and Agent. The Corporation shall maintain a registered office in the Commonwealth of Virginia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Virginia Nonstock Corporation Act.

1.3. Other Offices. The principal office and any other offices of the Corporation shall be located in such place or places, within or without the Commonwealth of Virginia, as the Board of Directors may determine from time to time or as the affairs of the Corporation may require or make desirable.

ARTICLE TWO

Purposes of Governing Instruments

2.1. Non-profit Corporation. The Corporation shall be organized and operated as a non-stock, nonprofit Corporation under the provisions of the Virginia Nonstock Corporation Act.

2.2. Section 501(c)(3) Only. As provided more fully in the Corporation's articles of incorporation, the Corporation shall be operated exclusively as a charitable organization authorized to engage in such activities as permitted by Section 501(c)(3) of the Internal Revenue Code.

2.3. Governing Instruments. The Corporation shall be governed by its articles of incorporation and its bylaws.

ARTICLE THREE

Board of Directors

3.1. Authority and Responsibility of the Board of Directors.

(a) The supreme authority of the Corporation and the government and management of the affairs of the Corporation shall be vested in the Board of Directors. All of the powers, duties and functions of the Corporation as conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed or controlled by the Board of Directors.

(b) The Board of Directors shall supervise, control, direct, and manage the affairs and property of the Corporation; shall determine its policies or changes therein; shall actively pursue its purposes and objectives, and shall supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws. The fundamental purposes of the Corporation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

(c) The Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any, director, officer, or other private person or individual. The Corporation, however, shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

(d) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.

(e) The Board of Directors is authorized to employ such person or persons, including an executive director, attorneys, directors, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

3.2. Number of Directors. The Board of Directors shall consist of no less than three (3) nor more than eleven (11) directors

3.3. Manner of Election and Term of Office. Directors shall be elected at the annual meeting of the Board of Directors by majority vote. Each director shall take office as of the close of such annual meeting and shall continue in office for a term of one (1) year and thereafter until his or her successor has been elected and qualified or until his earlier death, resignation, retirement, disqualification or removal. There shall be no limitation on the number of successive terms of office for which a director may serve.

3.4. Nominations. Any director or officer may present to the Board of Directors one or more nominations for each seat on the Board of Directors.

3.5. Removal. Any director may be removed with or without cause at any time during his or her term at any regular, special or annual meeting of the Board of Directors. A removed director's successor may be elected at the same meeting to serve the unexpired term.

3.6. Resignation. Any director may resign by providing written notice to the Board of Directors, the President or the Secretary of the Corporation. Such written notice shall contain the effective date of the director's resignation or shall be deemed effective upon actual receipt.

3.7. Vacancies. Any vacancy on the Board of Directors arising at any time and from any cause, including the authorization of any increase in the number of Director, may be filled for the unexpired term at any meeting of the Board of Directors. Each director so elected shall hold

office until the election of directors is scheduled to occur at the next annual meeting of the Board of Directors.

3.8. Committees of the Board of Directors. By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members one or more committees, including an executive committee. The executive committee, if any, may exercise all of the powers of the Board of Directors, between meetings of the Board, as permitted by the Virginia Nonstock Corporation Act.

3.9. Compensation. No director of the Corporation shall receive, directly or indirectly, any salary, compensation, or emolument, unless authorized by the affirmative vote of all directors.

ARTICLE FOUR

Meetings of the Board of Directors

4.1. Place of Meeting. Meetings may be held at any place within or without the Commonwealth of Virginia, as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Corporation.

4.2. Annual Meeting; Notice. The annual meeting shall be held at the principal office of the Corporation or at such other place as shall be designated in the notice of meeting. Unless waived as contemplated in Sections 4.5 or 5.2 of these bylaws, notice of the time and place of such annual meeting shall be given by the Secretary of the Corporation either personally, by telephone, by mail, by facsimile transmission, or by electronic mail no less than ten (10) nor more than sixty (60) days before such meeting.

4.3. Regular Meeting; Notice. Regular meetings may be held from time to time between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the Secretary of the Corporation

either personally, by telephone, by mail, by facsimile transmission, or by electronic mail not less than seven (7) nor more than thirty (30) days before such regular meeting.

4.4. Special Meetings; Notices. Special meetings of the Board of Directors may be called by or at the request of the President or by any two of the Directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the Secretary either personally, by telephone, by mail, by facsimile transmission, or by electronic mail at least twenty-four (24) hours before such meeting.

4.5. Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

4.6. Quorum. At meetings, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business; provided, however, that provision in Article XII of the articles of incorporation shall apply to the matters stated in this article.

4.7. Vote Required for Action. Except as otherwise provided in these bylaws or by the articles of incorporation, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be effective for all purposes.

4.8. Action Without a Meeting. Any action required or permitted to be taken at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all directors. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

4.9. Telephone and Similar Meetings. Directors may participate in and hold a meeting 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 such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the

express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

4.10. Adjournments. A meeting, whether or not a quorum is present, may be adjourned by a majority of the persons attending to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE FIVE

Notice and Waiver

5.1. Procedure. Whenever these bylaws require notice to be given to any Directors, the notice shall be given as prescribed in Article Four. Whenever notice is given to a director by mail, the notice shall be sent first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the director at his or her address as it appears on the books of the Corporation; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail.

5.2. Waiver. Whenever any notice is required to be given to any director by law, the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE SIX

Officers

6.1. Number and Qualifications. The officers of the Corporation shall consist of a president, a secretary and a treasurer. Officers need not be (but may also be) directors. The

Board of Directors shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a president, a secretary and a treasurer.

6.2. Election and Term of Office. The initial officers of the Corporation shall be elected by the initial directors of the Corporation, and shall serve until the first annual meeting of the Board of Directors and until their successors have been elected and qualified in accordance with these bylaws. Thereafter, such officers shall be elected annually by the Board of Directors of the Corporation. Such officers shall serve for a term of one (1) year and, thereafter, until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. Officers appointed by the Board of Directors under these bylaws shall serve at the will of the Board of Directors and may be removed with or without cause

6.3. Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office at the pleasure of the Board of Directors, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

6.4. Removal. Any officer or agent elected or appointed by the Board of Directors or any agent employed by the President, may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

6.5. Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

6.6. President. The President shall be the principal executive officer of the Corporation and shall preside at all meetings of the Board of Directors. The President shall be authorized to sign checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation and statements and reports required to be filed with state or federal officials or agencies. The President shall be authorized to enter into any

contract or agreement and to execute in the corporate name, along with the Secretary, any instrument or other writing. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have the right to supervise and direct the management and operation of the Corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors. The other officers and employees of the Corporation shall be under the President's supervision and control during such interim period. The President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

6.7. Secretary.

(a) The Secretary shall attend all meetings of the Board of Directors and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when required.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.

(c) The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors or the President, affix it to any instrument requiring it. When so affixed, it shall be attested by the Secretary's signature.

(d) The Secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

6.8. Treasurer.

(a) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuables in the name and to the credit of the Corporation into depositories designated by the Board of Directors.

(b) The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors or the President, and prepare financial statements each month or at such other intervals as the Board of Directors or the President shall direct.

(c) If required by the Board of Directors, the Treasurer shall give the Corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of that office and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the treasurer's possession or under the Treasurer's control belonging to the Corporation.

(d) The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

ARTICLE SEVEN

Contracts, Checks, Deposits and Funds

7.1. 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 and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

7.2. Checks, Drafts, Notes, etc. All checks, drafts or other 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 other manner as may 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 and countersigned by the President of the Corporation.

7.3. 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.

7.4. Gifts. The Board of Directors, the President or their designees, 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 EIGHT

Indemnification and Insurance

8.1. Indemnification. If any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, then the Corporation shall determine in the manner provided under Virginia law whether or not indemnification is proper under the circumstances. If it is determined that such indemnification shall be provided, such person may be indemnified to the fullest extent now or hereafter permitted by Virginia law.

8.2. Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 8.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of disinterested directors, or otherwise as to action taken in an official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

8.3. Insurance. To the extent permitted by Virginia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation.

ARTICLE NINE

Conflict of Interest and Compensation Policy

9.1. Prevention of Conflicts of Interest. Any officer, director, or employee of the Corporation who has a direct or indirect financial interest in a transaction or arrangement which might benefit the private interest of such officer, director or employee of the Corporation ("Interested Person") shall disclose the existence of such financial interest and all material facts related thereto to the Board of Directors considering the proposed transaction or arrangement. A person has a financial interest if the person has, directly or indirectly, through business, investment or family, any of the following: a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Following disclosure of the financial interest and all material facts related thereto to the Board of Directors, and any discussion with the Interested Person, the Interested Person shall leave the board meeting while the Board of Directors discuss and vote on whether a conflict of interest exists. If the Directors determine that a conflict of interest exists, they shall follow procedures addressing such conflict of interest pursuant to written Conflicts of Interest and Compensation Guidelines adopted to avoid "excess benefit transactions" subject to intermediate sanctions and excise taxes under Section 4958 of the Internal Revenue Code of 1986, as amended and the regulations there under.

9.2. Compensation Policy. No Interested Person shall vote on any matter relating to his or her compensation, irrespective of whether said compensation is received directly or indirectly, from the Corporation. The Corporation shall endeavor to ensure that all compensation arrangements affecting Interested Persons are objectively fair, ordinary and reasonable.

ARTICLE TEN

No Voting Members

10.1. Non-voting members. The Corporation shall have no voting members. However, the Board of Directors shall have power, from time to time, to create one or more classes of non-voting members for such purposes as the Board may determine, such as creating annual memberships for fund raising purposes, etc. The Board also shall have power to dissolve such classes and revoke or alter all designations of non-voting members.

ARTICLE ELEVEN

Miscellaneous

11.1. Books and Records. The Corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

11.2. Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in a standard, circular form for Virginia nonstock corporations or in such other form as the Board of Directors may from time to time determine.

11.3. Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate. Initially, the fiscal year shall be the same as the calendar year.

11.4. Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

11.5. Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

(a) The remainder of these bylaws shall be considered valid and operative.

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

11.6. Headings. The headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written materials.

11.7. Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

ARTICLE TWELVE

Amendments

12.1. The Board of Directors, in accord with Article XII of the articles of incorporation shall have power to amend the articles of incorporation and bylaws.

ARTICLE THIRTEEN

Tax-Exempt and Public Support Status

13.1. Tax-Exempt Status. The affairs of the Corporation at all times shall be conducted in such a manner as to assure its status as an organization described in Internal Revenue Code Section 501(c)(3) which is qualified for exemption from tax pursuant to Section 501(a) of the Internal Revenue Code.

13.2. Public Support Status. The Corporation at all times shall be conducted in such manner as to assure its status as a publicly supported organization described in Internal Revenue Code Sections 509 (a)(1) or 509(a)(2).

ARTICLE FOURTEEN

Dissolution

14.1. Dissolution. Upon dissolution of the Corporation, any assets remaining after paying or making provision for the payment of all the liabilities of the Corporation shall be disposed of in accordance with the laws of the Commonwealth of Virginia and Section 501(c)(3) of the Internal Revenue Code.

