



**AMENDED AND RESTATED BYLAWS
OF LUMINA FOUNDATION FOR EDUCATION, INC.**

(As approved by the Board of Directors (the "Board") on May 22, 2008 and revised March 21, 2009 and April 5, 2016)

ARTICLE I

Objectives and Purposes

Section 1.1 Purposes. The purposes of Lumina Foundation for Education, Inc. (the "Corporation") are as set forth in its Amended and Restated Certificate of Incorporation (the "Certificate").

ARTICLE II

Members and Conditions of Membership

Section 2.1 Membership. The Members of the Corporation shall be those persons who are elected and are serving from time to time as Directors of the Corporation.

Section 2.2 Term and Termination of Membership. The term of Membership for any Member shall commence on the date of his or her election as Director of the Corporation and shall continue for so long as such Member is a Director. Any Member may resign from Membership in the Corporation by delivering written notice of such resignation to the Corporation. Resignation of Membership shall also constitute resignation from the Board of Directors (the "Board"). Except as otherwise provided by the Delaware General Corporation Law (the "DGCL") or these Bylaws, no rights, powers, privileges, obligations or duties as a Member shall survive the death or other termination of Membership of a Member.

Section 2.3 Minimum Membership. There shall at all times be not less than three nor more than 16 Members.

Section 2.4 Annual Meeting of Members. An annual meeting of Members shall be held on such date within the second quarter of each calendar year at such date, time and place, if any, as may be designated from time to time by the Board. Business of the annual meeting shall include election of directors and any other proper business may be transacted at the annual meeting.

Section 2.5 Special Meetings. Special meetings of Members may be called at any time by the Chair of the Board (the "Chair"), the Chief Executive Officer, or by a majority vote of the Board, made in writing to the Chair or the Secretary, to be held at such date, time and place, if any, as may be stated in the notice of the meeting.

Section 2.6 Notice of Meetings. Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given by the Corporation which shall state the date, time and place, if any, of the meeting, the means of remote communication, if any, by which Members may be deemed to be present in person and

vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by the DGCL, the written notice of any meeting shall be given to each Member not less than 10 nor more than 60 days before the date of the meeting. Such notice shall be delivered personally to each Member, or deposited in U.S. mail, postage prepaid, to each Member at each such Member's address as shown by the books or records of the Corporation.

Section 2.7 Quorum. At any meeting of the Members a majority of all the Members of the Corporation shall constitute a quorum for the transaction of business.

Section 2.8 Presence. The Board may permit Members not physically present at a meeting to participate, be deemed present in person and vote, in any meeting by means of remote communication; provided that (a) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Member, (b) the Corporation shall implement reasonable measures to provide such Members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (c) if any Member votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation. With respect to any annual meeting of the Members or any special meeting of the Members called by the Board, the Board may determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication, so long as the requirements set forth in this Section 2.8(a), (b) and (c) are satisfied.

Section 2.9 Voting. Each Member shall be entitled to one vote (no cumulative voting). Voting at meetings of the Members need not be by written ballot and need not be conducted by inspectors unless a majority of the Members present at such meeting shall so determine. Unless otherwise provided by the DGCL, the Certificate or these Bylaws, the affirmative vote of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members. No Member entitled to vote at a meeting of the Members or to express consent or dissent to corporate action without a meeting, may authorize another person or persons to act for such Member by proxy.

Section 2.10 Organization. Meetings of Members shall be presided over by the Chair or in the absence of the Chair by the Vice Chair of the Board (the "Vice Chair"), or in their absence by a chair designated by the Chair, or in the absence of the foregoing persons by a chair designated by the Board, or in the absence of such designation, by a chair chosen by the Members at the meeting. The Secretary, or in the absence of the Secretary, an Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary, the chair of the meeting may appoint any person to act as secretary of the meeting.

Section 2.11 Adjournments. Any meeting of Members, annual or special, may adjourn from time to time to reconvene at the same or some other place, if any, and notice need

not be given of any such reconvened meeting if the time, place, if any, thereof and the means of remote communication, if any, by which Members may be deemed to be present in person and vote at such reconvened meeting are announced at the meeting at which the adjournment is taken; provided, however, that if the adjournment is for more than 30 days, or if after the adjournment a new date or new record date is fixed for the reconvened meeting, a notice of the reconvened meeting shall be given to each Member. At the reconvened meeting the Corporation may transact any business which might have been transacted at the original meeting.

Section 2.12 Consent of Members in Lieu of Meeting. Any action required by the DGCL to be taken at any annual or special meeting of the Members, or any action which may be taken at any annual or special meeting of the Members, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action taken, shall be signed by a majority of all Members (other than the amendment of these Bylaws, which shall require the consent of all Members) and the writing or writings shall be delivered to the Corporation and filed with the minutes of the Members. An electronic transmission consenting to an action to be taken and transmitted by a Member shall be deemed to be written and signed for purposes of this Section 2.12; provided that such electronic transmission sets forth or is delivered with information from which the Corporation can determine (a) that the electronic transmission was transmitted by the Member, and (b) the date on which the Member transmitted such electronic transmission. No consent given by electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and delivered to the Corporation. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting.

ARTICLE III

Board of Directors

Section 3.1 Powers; Number; Qualifications. The affairs of the Corporation shall be managed by or under the direction of the Board, except as may be otherwise provided by the DGCL or the Certificate. The Board shall consist of not less than three nor more than 16 Directors, the number thereof to be determined from time to time by the Board. Each Director shall be a person of legal age but need not be a resident of the State of Delaware.

Section 3.2 Election; Term of Office. At an annual meeting of the Members, the Members shall elect the Directors to serve for three-year terms and in each case thereafter until a successor is elected and qualified, the Director resigns or is removed, or the Board decreases the number of Directors constituting the Board.

Section 3.3 Vacancies. Any vacancy on the Board for any reason, and any directorship resulting from any increase in the number of Directors, may be filled by the Board (acting by a majority of the Directors then in office if less than a quorum), and any Director so

chosen shall hold office until the next annual meeting, and thereafter until a successor is elected and qualified, the Director resigns or is removed, or the Board decreases the number of Directors constituting the Board.

Section 3.4 Resignation; Removal. Any Director may resign at any time upon notice to the Corporation given in writing or by electronic transmission. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Any Director who is also an employee of the Corporation or any of its Affiliates shall be deemed to have resigned as a Director of the Corporation upon termination of the employee's employment with the Corporation or such Affiliate. The term "Affiliate" for purposes of these Bylaws means any entity of which the Corporation is a controlling member or shareholder. Any Director or the entire Board may be removed, with or without cause, by a majority of all of the Members.

Section 3.5 Annual Meetings An annual meeting of the Board shall be held for the purpose of electing officers where their three -year term has expired and new officers on such date within the second quarter of each calendar year at such date, time and place as may be designated from time to time by the Board. Any other proper business may be transacted at the annual meeting of the Board.

Section 3.6 Regular Meetings. Regular meetings of the Board shall be held not less than three times annually and at such dates, times and places as the Board may from time to time determine. Notice is not required for any regular meeting of the Board.

Section 3.7 Special Meetings. Special meetings of the Board may be held at any date, time or place whenever called by the Chair, by the Chief Executive Officer, or by any three Directors. Unless waived, notice of a special meeting of the Board shall be given by the person or persons calling the meeting not less than five days in advance of such meeting, if the notice is given by mail or courier, telegraph or cable, and not less than 24 hours in advance of such meeting if the notice is given in person, by telephone, or facsimile or other electronic communication receipt of which is confirmed.

Section 3.8 Quorum. At any meeting of the Board, a majority of the entire Board shall constitute a quorum for the transaction of business.

Section 3.9 Presence. Members of the Board may participate in a meeting of the Board through the use of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 3.9 shall constitute presence in person at such meeting.

Section 3.10 Voting. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless the Certificate or these Bylaws shall require a vote of a greater number. In the event the Directors shall take action to remove a trustee or director of an Affiliate of the Corporation, such action shall require the affirmative vote of a majority of the entire Board. In case at any meeting of

the Board a quorum shall not be present, the members of the Board present may adjourn the meeting from time to time until a quorum shall attend. No Director entitled to vote at a meeting of the Board or to express consent or dissent to corporate action without a meeting, may authorize another person or persons to act for such Director by proxy.

Section 3.11 Organization. Meetings of the Board shall be presided over by the Chair, or in the absence of the Chair by the Vice Chair, or in their absence by a chair designated by the Chair, or in the absence of the foregoing persons by a chair chosen by the Board at the meeting. The Secretary, or in the absence of the Secretary an Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary, the chair of the meeting may appoint any person to act as secretary of the meeting.

Section 3.12 Consent of Directors in Lieu of Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, without prior notice and without a vote, if all of the members of the Board consent (which consent shall set forth the action taken) thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of the Board.

Section 3.13 Compensation of Directors. The Board shall have the authority to fix the compensation of Directors.

ARTICLE IV

Committees

Section 4.1 Committees. The Board may, by resolution, create and establish an Executive Committee, an Audit and Finance Committee, an Investment Committee, a Compensation Committee and any one or more additional committees, as the Board may deem desirable for the furtherance of the objectives and purposes of the Corporation, and shall delegate to each such committee such powers as, in the discretion of the Board, are appropriate and desirable. The members and the Chair of each such committee shall be designated by the Board. The Board Chair serves as an ex-officio member of each committee. The Chair shall present nominations therefor.

Section 4.2 Powers of the Committees. Any such committee shall have and may exercise all the powers and authority of the Board as determined by the Board's enabling resolution for such committee, as may be adopted from time to time, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Notwithstanding the foregoing, no such committee shall have power or authority in reference to (a) approving or adopting any action or matter expressly required by the DGCL to be submitted to the Members for approval or (b) adopting, amending or repealing any of these Bylaws.

ARTICLE V

Officers

Section 5.1 Election of Officers. The Board shall elect a Chair and a President, and may elect a Vice Chair, and shall designate one of such officers as a Chief Executive Officer. If a person elected as Chair, President, or Vice Chair is not already a member of the Board, the Board may also elect him or her as a Director, to hold office until the next annual meeting, and thereafter until a successor is elected and qualified, the Director resigns or is removed, or the Board decreases the number of Directors constituting the Board. The Board may also elect one or more Executive Vice Presidents, Senior Vice Presidents, Vice Presidents, a Treasurer and a Secretary, one or more Assistant Secretaries, one or more Assistant Treasurers and such other officers and assistant officers, none of whom need be a Director, as the Board from time to time may determine. The Board may define the duties of the officers and give any of them such further designations or alternative titles as the Board considers appropriate. Any two or more offices, except those of Chief Executive Officer and Secretary, may be held by the same person. Each such officer shall hold office, subject to the provisions of these Bylaws, until his or her successor is elected and qualified or until such officer's earlier resignation or removal. Vice Presidents (Executive, Senior or otherwise) referred to in this section shall include only those elected by the Board of Directors as provided in this section and shall not include those designated as non-officer Vice Presidents as provided in Section 5.8.

Section 5.2 Resignation; Removal; Vacancies. Any officer may resign at any time upon written notice to the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. The Board may remove or suspend (with or without pay at the Board's discretion) any officer with or without cause at any time. Any such removal or suspension shall be without prejudice to the contractual rights of such officer, if any, with the Corporation, but the election of an officer shall not of itself create contractual rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled by the Board at any regular or special meeting.

Section 5.3 Chair of the Board of Directors. The Chair shall preside at all meetings of the Board and of the Members at which he or she shall be present and shall have and may exercise such other powers and duties as may, from time to time, be assigned to him or her by the Board and as may be provided by the DGCL. The Chair shall present nominations to the Board of persons to be designated by the Board as committee members or chairs.

Section 5.4 Vice Chair of the Board of Directors. The Vice Chair, at the request or in the absence of the Chair or during the Chair's inability to act, shall perform the duties of the Chair, and when so acting shall have the powers of the Chair. The Vice Chair shall have such other powers and shall perform such other duties as may, from time to time, be assigned to him or her by the Board, the Chair, or as may be provided by the DGCL.

Section 5.5 Chief Executive Officer. The Chief Executive Officer (who shall also be either the Chair, the Vice Chair or the President) shall have general charge and supervision of the affairs of the Corporation and shall exercise the powers and perform the duties incident to the office of Chief Executive Officer, subject to the direction of the Board. He or she shall have such other powers and duties as the Bylaws or the Board may from time to time prescribe.

Section 5.6 President. The President shall perform all duties incident to the office of President of the Corporation and such other duties as the Bylaws or the Board or, if he or she is not also Chief Executive Officer, as the Chief Executive Officer, pursuant to the authority of the Board, may from time to time prescribe.

Section 5.7 Vice Presidents. The Vice President (or Vice Presidents in the order established by the Board (e.g., Executive, Senior) if more than one), at the request or in the absence of the President or during the President's inability to act, shall perform the duties of the President, and when so acting shall have the powers of the President. If there be more than one Vice President, the Board may determine which of the Vice Presidents shall perform any of such duties; or if such determination is not made by the Board, the Chief Executive Officer may make such determination. The Vice President or Vice Presidents shall have such other powers and shall perform such other duties as may, from time to time, be assigned to him or her or them by the Board, the Chief Executive Officer, or the President, or as may be provided by the DGCL. Vice Presidents (Executive, Senior or otherwise) referred to in this section shall include only those elected by the Board of Directors as provided in Section 5.1 and shall not include those designated as non-officer Vice Presidents as provided in Section 5.8.

Section 5.8 Non-Officer Vice Presidents. The Chief Executive Officer or the Board of Directors may designate an employee as a non-officer Vice President of a particular unit or function of the Corporation. A Vice President designated pursuant to this Section shall not have authority to make administrative or policy decisions on behalf of the Corporation, but may recommend them and may, subject to approval by an officer of the Corporation, implement them. Designations pursuant to this section may include, for example, Vice President for Programs, Vice President for Evaluation or Vice President for Investments. A Vice President designated pursuant to this section shall not be an officer of the Corporation, and shall not have the powers set forth in Section 5.7, unless specifically elected as such as provided in Section 5.1.

Section 5.9 Secretary. The Secretary shall have the duty to record the proceedings of the meetings of the Members, the Board and any committees in a book or books to be kept for these purposes, shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the DGCL, shall be custodian of the records of the Corporation, may affix the corporate seal to any document the execution of which, on behalf of the Corporation, is duly authorized, and when so affixed may attest the same, and, in general, shall perform all duties incident to the office of Secretary of the

Corporation and such other duties as may, from time to time, be assigned to him or her by the Board or the Chief Executive Officer or as may be provided by the DGCL.

Section 5.10 Treasurer. Except as may be otherwise provided by the Board, the Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation and shall deposit or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by or under authority of the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties, with such surety or sureties as the Board may determine. The Treasurer shall keep or cause to be kept full and accurate records of all receipts and disbursements in books of the Corporation, shall render to the Chief Executive Officer and to the Board, whenever requested, an account of the financial condition of the Corporation, and, in general, shall perform all the duties incident to the office of Treasurer of the Corporation and such other duties as may, from time to time, be assigned to him or her by the Board or the Chief Executive Officer or as may be provided by the DGCL.

Section 5.11 Other Officers. The other officers, if any, of the Corporation shall have such powers and duties in the management of the Corporation as may be stated in a resolution of the Board which is not inconsistent with these Bylaws and, to the extent not so stated, as generally pertain to their respective offices, subject to the control of the Board. The Board may require any officer, agent or employee to give security for the faithful performance of his or her duties.

ARTICLE VI

Miscellaneous Provisions

Section 6.1 Fiscal Year. The fiscal year of the Corporation shall end on the 31st day of December of each year.

Section 6.2 Seal. The Corporation may have a corporate seal which shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board. The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 6.3 Facsimile Signatures. In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these Bylaws, facsimile signatures may be used whenever and as authorized by the Board.

Section 6.4 Waiver of Notice of Meetings of Members and Directors. Whenever notice is required to be given by the DGCL or under any provision of the Certificate or these Bylaws, a written waiver thereof, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated in the notice, shall be deemed equivalent to notice. Attendance of a person

at a meeting shall constitute waiver of notice of such meeting, except when the 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 is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members or the Board need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the Certificate or these Bylaws.

Section 6.5 Reliance upon Books, Reports and Records. Each Director shall, in the performance of his or her duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board, or by any other person as to matters the Director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

Section 6.6 Indemnification.

(a) Actions, Suits or Proceedings. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, 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 (a "proceeding"), by reason of the fact that the person is or was a Director, officer, or employee of the Corporation or, while a Director, officer, or employee of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, limited liability company, enterprise or nonprofit entity (including any employee benefit plan), against all liabilities, judgments, fines and amounts paid in settlement, and all expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with such proceeding. Notwithstanding anything to the contrary in this Section 6.6, the Corporation shall not indemnify and hold harmless such a person seeking indemnification in connection with a proceeding initiated by the person unless the initiation thereof was approved by the Board.

(b) Advance of Expenses. Any expenses (including attorneys' fees) incurred by a person in defending a proceeding may be paid by the Corporation in advance of the final disposition of such matter; provided, however, that the payment of such expenses incurred by a person in advance of the final disposition of such matter shall be made only upon receipt of an undertaking by or on behalf of the person to repay all amounts so advanced in the event that it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation as authorized in this Section 6.6. Such undertaking may be accepted without reference to the financial ability of such person to make repayment.

(c) Claims. If a claim for indemnification or payment of expenses under this Section 6.6 is not paid in full within 60 days after a written claim therefor has been received by the Corporation, the person seeking indemnification may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the person seeking indemnification is not entitled to the requested indemnification or payment of expenses under applicable law.

(d) Non-Exclusivity of Rights. The indemnification and advancement of expenses provided by this Section 6.6 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any statute, provision of the Certificate, these Bylaws, agreement, vote of Members or disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in any other capacity while holding office for the Corporation.

(e) Other Sources. The Corporation's obligations, if any, to indemnify or to advance expenses to any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, limited liability company, enterprise or nonprofit entity (including an employee benefit plan) shall be reduced by any amount such person may collect as indemnification or advancement of expenses from such other entity.

(f) Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan) against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the DGCL.

(g) Merger or Consolidation. If the Corporation is merged into or consolidated with another corporation and the Corporation is not the surviving corporation, the surviving corporation shall assume the obligations of the Corporation under this Section 6.6 with respect to any proceeding arising out of or relating to any actions, transactions or facts occurring prior to the date of such merger or consolidation.

(h) Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Section 6.6 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

(i) Other Indemnification and Prepayment of Expenses. This Section 6.6 shall not limit the right of the Corporation, to the extent and in the manner permitted by

law, to indemnify and to advance expenses to other persons when and as authorized by appropriate corporate action.

Section 6.7 Conflicts of Interest; Quorum. No contract or transaction between the Corporation and one or more of its officers or Directors, or between the Corporation and any other corporation, partnership, association or other organization, in which one or more of the Corporation's officers or Directors are officers or directors, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Corporation's officer or Director is present at or participates in the meeting of the Board or committee which authorizes the contract or transaction, or solely because any such officer's or Director's votes are counted for such purpose, if (a) the material facts as to the officer's or Director's relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or the committee in good faith authorizes the contract or transaction by a majority of the disinterested Directors, even though the disinterested Directors be 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 or a committee thereof. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee which authorizes the contract or transaction.

Section 6.8 Form of Records. Any records maintained by the Corporation in the regular course of its business, including its books of account and minute books, may be kept on, or by means of, or be in the form of, any information storage device or method, provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

ARTICLE VII

Commercial Paper

Section 7.1 Checks; Drafts; Orders. All checks, drafts or orders for the payment of money shall be signed by such officer or officers (or agent or agents) as the Board from time to time may designate.

ARTICLE VIII

Amendments

Section 8.1 Amendments. Upon not less than three days notice (which notice may be waived by unanimous consent), these Bylaws may be amended, altered or repealed at any meeting of Members by the affirmative vote of a majority of all the Members, or they may be amended, altered, or repealed by the written consent of all the Members without a meeting. Upon not less than three days notice (which notice may be waived by unanimous consent), these Bylaws also may be amended, altered or repealed at any

regular or special meeting of the Board by the affirmative vote of a majority of the entire Board, or they may be amended, altered, or repealed by the written consent of all of the Directors without a meeting. In either case, such notice shall be accompanied by a draft of the proposed change to the Bylaws; provided, however, that the Board, or Members, shall have the full power and authority to adopt different language from that contained in such draft, in amending, altering or repealing these Bylaws.

ARTICLE IX

Limited Purpose Funds

Section 9.1 General. The Corporation may receive, hold, administer and expend funds contributed or bequeathed to it for limited purposes which are within the scope of the objectives and purposes set forth in its Certificate, and shall use such funds exclusively for such purposes. The Corporation may enter into agreements setting forth the provisions applicable to such limited purpose funds, including provisions limiting the use of contributions (which term, for the purposes of this Article IX, shall include gifts, grants, devises and bequests), in whole or in part, absolutely or conditionally, to specified states or other areas, exclusively, or for specified purposes, or otherwise limiting such use.

Section 9.2 Effect of Amendments. The obligations of the Corporation in connection with any contributions made in reliance on the provisions of this Article IX or any agreement shall not be released or altered by any amendment, alteration or repeal of this Article IX.