

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 3, 2020 (January 31, 2020)**

**FEDERATED HERMES, INC.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction  
of incorporation)

**001-14818**  
(Commission File Number)

**25-1111467**  
(I.R.S. Employer  
Identification No.)

**1001 Liberty Avenue**  
**Pittsburgh, Pennsylvania 15222-3779**  
(Address of principal executive offices, including zip code)

**(412) 288-1900**  
(Registrant's telephone number, including area code)

**Federated Investors, Inc.**  
**Federated Investors Tower**  
**Pittsburgh, Pennsylvania 15222-3779**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class B common stock, no par value	FHI	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

#### ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On January 28, 2020, Federated Hermes, Inc. (formerly Federated Investors, Inc.) ("Federated") filed with the Pennsylvania Department of State Articles of Amendment to its Restated Articles of Incorporation to change its corporate name from "Federated Investors, Inc." to "Federated Hermes, Inc." effective as of January 31, 2020. Federated also amended its Restated Bylaws to reflect such name change, effective as of January 31, 2020. Copies of the Articles of Amendment to Restated Articles of Incorporation and the Restated Bylaws are attached hereto as Exhibits 3.1 and 3.2, respectively.

Effective at the open of business on February 3, 2020, Federated's shares of Class B common stock, no par value, are trading on the New York Stock Exchange under the new ticker symbol "FHI."

#### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits:

<a href="#">Exhibit 3.1</a>	Restated Articles of Incorporation of Federated Hermes, Inc.
<a href="#">Exhibit 3.2</a>	Restated Bylaws of Federated Hermes, Inc.
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FEDERATED HERMES, INC.  
(REGISTRANT)

Date February 3, 2020

By: /s/ Thomas R. Donahue  
Thomas R. Donahue  
Chief Financial Officer

RESTATED  
ARTICLES OF  
INCORPORATION  
OF  
FEDERATED HERMES, INC.

FIRST: Name. The name of the Corporation is FEDERATED HERMES, INC.

SECOND: Registered Office. The location and post office address of the registered office of the Corporation in the Commonwealth of Pennsylvania is 1001 Liberty Avenue, Pittsburgh, Pennsylvania 15222, in the County of Allegheny.

THIRD: Incorporation. The Corporation was incorporated on October 18, 1957 under the Business Corporation Law of 1933 of the Commonwealth of Pennsylvania for the purpose or purposes to advise, counsel, and make recommendations on investment, economic, business and allied matters to individuals, partnerships, corporations and other entities; to buy, sell and otherwise deal in stocks, bonds, mutual funds, investment plans and investment securities of all kinds; and generally to engage in the business of investment adviser and investment broker-dealer for itself and as agent for others, as well as to have unlimited power to engage in and to do any lawful act concerning any and all lawful business for which corporations may be incorporated under such Business Corporation Law.

FOURTH: Term. The term for which the Corporation is to exist is perpetual.

FIFTH: Capital Stock.

A. Classes and Number of Shares. The aggregate number of shares which the Corporation shall have authority to issue is One Billion, Twenty Thousand (1,000,020,000) shares, consisting of (1) Twenty Thousand (20,000) shares of Class A Common Stock, of no par value, (2) Nine Hundred Million (900,000,000) shares of Class B Common Stock, of no par value, and (3) One Hundred Million (100,000,000) shares of Preferred Stock, of no par value. The Board of Directors of the Corporation shall have the full authority permitted by law to divide the shares of Preferred Stock into one or more series, to determine the designation and the number of shares of any series (within the total number of shares of the class authorized by these Restated Articles of Incorporation), and to determine the voting rights (whether full, limited, multiple, fractional or no voting rights), preferences, limitations and special rights, if any, or any series. Any such division and any such determination may be made by action of the Board of Directors from time to time and shall constitute an amendment of this Article FIFTH.

B. Issuance of the Common Stock and the Preferred Stock. Subject to the preemptive rights of the holders of the Class A Common Stock as hereinafter provided, the Board of Directors of the Corporation may from time to time authorize by resolution the issuance of any and all shares of Class A Common Stock, Class B Common Stock and Preferred Stock herein authorized for such

purposes, in such amounts, to such persons (including any corporation or other business entity), for such consideration, and in the case of the Preferred Stock, in one more series, all as the Board of Directors in its discretion may determine and without any vote or other action by the shareholders, except as otherwise required by applicable law.

C. Powers and Rights of the Common Stock.

1. Voting Rights and Powers. Prior to the agreement date hereinafter defined in this Article FIFTH (hereinafter sometimes called the "Agreement Date"), except as otherwise provided in this Article FIFTH or by applicable law, the holders of the outstanding shares of Class B Common Stock shall have no voting rights; the entire voting power of the Corporation shall be vested in the holders of the outstanding shares of Class A Common Stock and, with respect to all matters upon which shareholders are entitled to vote or to which shareholders are entitled to give consent, each of such holders shall be entitled to cast thereon one vote in person or by proxy for each share of Class A Common Stock standing in his or her name. From and after the Agreement Date, with respect to all matters upon which shareholders are entitled to vote or to which shareholders are entitled to give consent, the holders of the outstanding shares of Class A Common Stock and the holders of outstanding shares of Class B Common Stock, except as otherwise provided herein, shall vote together without regard to class, and every holder of the outstanding shares of the Class A Common Stock shall be entitled to cast thereon one thousand (1,000) votes in person or by proxy for each share of the Class A Common Stock standing in his or her name and every holder of the outstanding shares of the Class B Common Stock shall be entitled to cast thereon one vote in person or by proxy for each share of Class B Common Stock standing in his or her name; except, however, that holders of the Class A Common Stock, voting separately as a class with each holder of the outstanding shares of Class A Common Stock being entitled to one vote in person or by proxy for each share of the Class A Common Stock standing in his or her name, shall have the right to elect that number of directors so that four-tenths ( $4/10$ ) (calculated to the next highest whole number) of the total number of directors of the Corporation fixed from time to time by, or in the manner provided for in, the Bylaws of the Corporation, shall have been elected by the holders of the Class A Common Stock separately. With respect to any proposed amendment to these Restated Articles of Incorporation which would increase or decrease the number of authorized shares of either Class A Common Stock or Class B Common Stock, or alter or change the powers, preferences, relative voting power or special rights of the shares of Class A Common Stock or Class B Common Stock so as to affect them adversely, the approval of a majority of the votes entitled to be cast by the holders of the class affected by the proposed amendment, voting separately as a class, shall be obtained in addition to the approval of a majority of the votes entitled to be cast by the holders of the Class A Common Stock and the Class B Common Stock voting together without regard to class as hereinbefore provided.

2. Exceptions. Notwithstanding anything contained herein to the contrary, prior to the Agreement Date, without the consent (given in writing or by vote at any regular or special meeting of the shareholders of the Corporation) of the holders of a majority of the then outstanding shares of Class B Common Stock, the Corporation shall not:

(a) merge, consolidate with or otherwise acquire any corporation or other business entity; provided, however, that, in a transaction (i) in which the Corporation is the surviving entity and (ii) pursuant to which these Restated Articles of Incorporation have not been amended, altered, repealed or superseded, the Corporation may, without such consent, merge, consolidate with or otherwise acquire any corporation or other business entity;

(b) sell, lease, exchange or otherwise dispose of all or substantially all of the assets of the Corporation or any subsidiary thereof to other than a wholly-owned subsidiary of the Corporation; provided, however, that, (i) in any transaction or series of related transactions not exceeding in value One Hundred Million Dollars (\$100,000,000.00) in the aggregate (taking into account all liabilities assumed by the Corporation or its subsidiaries in any such transaction or transactions) involving all or substantially all of the assets of any subsidiary, or (ii) in any transaction or series of related transactions involving a securitization or other receivables sale transaction, the Corporation may, without such consent, sell, lease, exchange or otherwise dispose of all or substantially all of the assets of such subsidiary;

(c) effect any amendment to these Restated Articles of Incorporation or the Bylaws of the Corporation that adversely affects the rights, powers or preferences of the shares of Class B Common Stock; or

(d) liquidate, dissolve or otherwise wind up the affairs of the Corporation.

### 3. Board of Directors.

a. Number. The Board of Directors of the Corporation shall consist of at least five members, all of whom prior to the Agreement Date shall be elected by the holders of the Class A Common Stock voting separately as a class as hereinbefore provided and at least two of whom from and after the Agreement Date shall be elected by the holders of the Class A Common Stock voting separately as a class as hereinbefore provided.

b. Standing and Term. All directors, whether elected by the holders of the Class A Common Stock voting separately as a class or elected by the holders of both the Class A Common Stock and the Class B Common Stock voting together, shall have equal standing, serve terms of equal duration and have equal voting powers.

c. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority vote of the remaining directors then in office, even though less than a quorum; provided however, that any vacancies and newly created directorships involving directors who have been or shall be elected by the holders of the Class A Common Stock voting separately as a class as hereinbefore provided shall be filled by a majority vote of the remaining directors then in office elected by the holders of the Class A Common Stock voting separately as a class and that any vacancies and newly created directorships involving directors who have been or shall be elected by the holders of the Class A Common

Stock and the Class B Common Stock voting together as hereinbefore provided shall be filled by a majority of the remaining directors then in office elected by the holders of the Class A Common Stock and the Class B Common Stock voting together.

d. Removal. Directors elected by the holders of the Class A Common Stock voting separately as a class, and directors filling vacancies and newly created directorships involving directors who have been or shall be elected by the holders of the Class A Common Stock voting separately as a class as hereinbefore provided, may be removed, with or without cause, only by the vote or consent of a majority of the votes then entitled to be cast by the holders of the Class A Common Stock, voting separately as a class. Directors elected by the holders of the Class A Common Stock and the Class B Common Stock voting together without regard to class, and directors filling vacancies and newly created directorships, other than those involving directors who have been or shall be elected by the holders of the Class A Common Stock voting separately as a class as hereinbefore provided, may be removed, with or without cause, only by the vote or consent of a majority of the votes then entitled to be cast by the holders of the Class A Common Stock and the Class B Common Stock, voting together without regard to class.

4. Dividends and Distributions. Each share of Class A Common Stock and each share of Class B Common Stock shall be equal in respect of rights to dividends and distributions, when and as declared, whether in cash or in the form of stock or other property of the Corporation; except, however, that, in the case of dividends or other distributions payable in stock of the Corporation, other than Preferred Stock, including distributions pursuant to stock split-ups or divisions, only shares of Class A Common Stock shall be distributed with respect to the Class A Common Stock and only shares of Class B Common Stock shall be distributed with respect to the Class B Common Stock.

5. Preemptive Rights. Each holder of any shares of Class A Common Stock then outstanding shall be entitled to a preemptive right to purchase or subscribe for any unissued shares of Class A Common Stock to be issued by the Corporation for any reason, including any increase of the authorized number of shares of Class A Common Stock, or for any additional shares of any class of the capital stock of the Corporation or any bonds, certificates of indebtedness, debentures or other securities convertible into shares of Class A Common Stock, or carrying any rights to purchase shares of Class A Common Stock, whether such shares or bonds, certificates of indebtedness, debentures or other securities shall be issued for cash, property or other lawful consideration. The holders of the Class B Common Stock shall have no preemptive rights to subscribe for any shares of any class of stock of the Corporation, whether now or hereafter authorized.

6. Other Rights. Except as otherwise required by applicable law or as otherwise provided in these Restated Articles of Incorporation, each share of Class A Common Stock and each share of Class B Common Stock shall have identical powers, preferences and rights, including rights in liquidation. Upon liquidation of the Corporation, holders of Class A Common Stock and holders of Class B Common Stock are entitled to share ratably in the assets thereof that may be available for distribution after satisfaction of creditors. In addition, in connection with a Company Sale (as hereinafter defined), the holders of the Class A Common Stock and the Class B Common Stock

shall receive the same amount of consideration per share, notwithstanding any differences in voting rights. The term "Company Sale" shall be deemed to include the following: (A) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger, consolidation or stock purchase) and (B) a sale of all or substantially all of the assets of the Corporation. In any Company Sale, if the consideration received by the Corporation or its stockholders, as the case may be, is other than cash, its value, as determined in good faith by the Board of Directors, will be deemed its fair market value.

7. Duration of Class Rights and Powers. At any time when there shall be no shares of Class A Common Stock outstanding but there shall be shares of Class B Common Stock outstanding, except as otherwise provided in this Article FIFTH or by applicable law, without any action by the Board of Directors or the holders of the shares of Class B Common Stock outstanding, the entire voting power of the Corporation shall then be vested in the holders of the outstanding shares of Class B Common Stock and, with respect to all matters upon which shareholders are entitled to vote or to which shareholders are entitled to give consent, each of such holders shall be entitled to cast thereon one vote in person or by proxy for each share of Class B Common Stock standing in his or her name; and the provisions of these Restated Articles of Incorporation which provide for different voting rights for the Class A Common Stock shall not be of any effect.

D. Powers and Rights of the Preferred Stock. The voting rights, preferences, limitations and special rights, if any, pertaining to the Preferred Stock, or any series thereof, shall be such as may be fixed by the Board of Directors of the Corporation in its sole discretion, authority so to do being hereby expressly vested in the Board of Directors.

E. Agreement Date. For the purposes of this Article FIFTH, the term "Agreement Date" as used herein shall mean the first date on which the Company shall execute and deliver, and enter into, a legally binding and enforceable agreement providing for the issue by the Company of shares of Class B Common Stock in a transaction constituting a business combination which, for financial reporting purposes, shall be accounted for as a pooling of interests in accordance with generally accepted accounting principles.

F. Shares Represented by Certificates and Uncertificated Shares. The shares of the Corporation of any class or series shall be represented by certificates or shall be uncertificated shares.

SIXTH: No Cumulative Voting. The shareholders of the Corporation shall not have the right to cumulate their votes for election of directors of the Corporation.

SEVENTH: Amendment. Subject to the provisions of Article FIFTH hereof, these Restated Articles of Incorporation may be amended in the manner prescribed at the time by applicable law; and all rights conferred upon shareholders in these Restated Articles of Incorporation are granted subject to this reservation.



EIGHTH: Restatement. These Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

**FEDERATED HERMES, INC.**

**RESTATED BYLAWS**

**January 31, 2020**

**RESTATED BYLAWS  
OF FEDERATED HERMES, INC.**

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RESTATED BYLAWS  
OF  
FEDERATED HERMES, INC.

ARTICLE I

Offices and Fiscal Year

Section 1.01. Registered Office. The registered office of the Corporation in the Commonwealth of Pennsylvania shall be at 1001 Liberty Avenue, Pittsburgh, Pennsylvania 15222-3779 in the County of Allegheny, until otherwise established by an amendment of the articles of the Corporation or by the board of directors and a record of the change is filed with the Pennsylvania Department of State in the manner provided by law.

Section 1.02. Other Offices. The Corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the board of directors may from time to time appoint or the business of the Corporation may require.

Section 1.03. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December in each year.

ARTICLE II

Section 2.01. Manner of Giving Notice.

(a) General Rule. Whenever written notice is required to be given to any person under the provisions of the Business Corporation Law of 1988 or by the articles of the Corporation or these bylaws, 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 courier service, charges prepaid, or by facsimile transmission, to the address (or to the telex, TWX or facsimile number) of the person appearing on the books of the Corporation or, in the case of directors, supplied by the director 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 telex or TWX, when dispatched or, in the case of facsimile transmission, when received. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by any other provision of the Business Corporation Law of 1988, the articles of the Corporation, or these bylaws.

(b) **Adjourned Shareholder Meetings.** When a meeting of shareholders is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which the adjournment is taken, unless the board of directors fixes a new record date for the adjourned meeting or the Business Corporation Law of 1988 requires notice of the business to be transacted and that notice has not previously been given.

Section 2.02. Notice of Meetings of Board of Directors. Notice of a regular meeting of the board of directors need not be given. Notice of every special meeting of the board of directors shall be given to each director by telephone or in writing at least 72 hours (in the case of notice by telephone, telex, TWX or facsimile transmission, telegraph, courier service or express mail) or five days (in the case of notice by first class mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice of the meeting.

Section 2.03. Notice of Meetings of Shareholders.

(a) **General Rule.** Written notice of every meeting of the shareholders shall be given by, or at the direction of, the secretary to each shareholder of record entitled to vote at the meeting at least:

(1) ten days prior to the day named for a meeting called to consider a fundamental change under 15Pa.C.S. Chapter 19; or

(2) five days prior to the day named for the meeting in any other case.

If the secretary neglects or refuses to give notice of a meeting, the person or persons calling the meeting may do so.

(b) **Contents.** In the case of a special meeting of shareholders, the notice shall specify the general nature of the business to be transacted.

(c) **Notice of Action by Shareholders on By-laws.** In the case of a meeting of shareholders that has as one of its purposes, action on the bylaws, written notice shall be given to each shareholder entitled to vote at the meeting that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment or repeal of the bylaws. There shall be included in, or enclosed with, the notice a copy of the proposed amendment or a summary of the changes to be effected thereby.

Section 2.04. Waiver of Notice.

(a) **Written Waiver.** Whenever any written notice is required to be given under the provisions of the Business Corporation Law of 1988, the articles of the Corporation or these bylaws, 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. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

(b) **Waiver by Attendance.** 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 2.05. 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 provisions of the Business Corporation Law of 1988 or the articles of the Corporation or these bylaws, 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 2.06. Exception to Requirement of Notice.

(a) **General Rule.** Whenever any notice or communication is required to be given to any person under the provisions of the Business Corporation Law of 1988 or by the articles of the Corporation or these bylaws 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 that person shall not be required.

(b) **Shareholders Without Forwarding Addresses.** Notice or other communications shall not be sent to any shareholder with whom the Corporation has been unable to communicate for more than 24 consecutive months because communications to the shareholder are returned unclaimed or the shareholder has otherwise failed to provide the Corporation with a current address. Whenever the shareholder provides the Corporation with a current address, the Corporation shall commence sending notices and other communications to the shareholder in the same manner as to other shareholders.

Section 2.07. Use of Conference Telephone and Similar Equipment. One or more persons may participate in a meeting of the board of directors or the shareholders of the Corporation 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.

## ARTICLE III

### Shareholders

Section 3.01. Place of Meeting. All meetings of the shareholders of the Corporation shall be held at the registered office of the Corporation unless another place is designated by the board of directors in the notice of a meeting.

Section 3.02. Annual Meeting. The board of directors may fix the date and time of the annual meeting of the shareholders; but, if no such date and time is fixed by the board, the meeting for any calendar year shall be held on the first Tuesday in May in such year, if not a legal holiday under the laws of the Commonwealth of Pennsylvania, and, if a legal holiday, then on the next succeeding business day, not a Saturday, at ten o'clock a.m., local time. At the meeting the shareholders then entitled to vote shall elect directors and shall transact such other business as may properly be brought before the meeting. If the annual meeting shall not have been called and held within six months after the designated time, any shareholder then entitled to vote may call the meeting at any time thereafter.

### Section 3.03. Special Meetings.

(a) Call of Special Meetings. Special meetings of the shareholders may be called at any time (1) by the board of directors or (2) unless otherwise provided in the articles of the Corporation, by shareholders entitled to cast at least 20% of the votes that all shareholders are entitled to cast at the particular meeting.

(b) Fixing of Time for Meeting. At any time, upon written request of any person who has duly called a special meeting, it shall be the duty of the secretary to fix the time of meeting which shall be held not more than 60 days after the receipt of the request. If the secretary neglects or refuses to fix the time of the meeting, the person or persons calling the meeting may do so.

### Section 3.04. Quorum and Adjournment.

(a) General Rule. A meeting of shareholders of the Corporation duly called shall not be organized for the transaction of business unless a quorum is present. The presence of shareholders entitled to cast at least a majority of votes that all shareholders are entitled to cast on a particular matter to be acted upon at the meeting shall constitute a quorum for the purposes of consideration and action on the matter. Shares of the Corporation owned, directly or indirectly, by it and controlled, directly or indirectly, by the board of directors of the Corporation, as such, shall not be counted in determining the total number of outstanding shares for quorum purposes at any given time.

(b) Withdrawal of a Quorum. The shareholders present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

(c) **Adjournment for Lack of Quorum.** If a meeting cannot be organized because a quorum has not attended, those present may, except as provided in the Business Corporation Law of 1988, adjourn the meeting to such time and place as they may determine.

(d) **Adjournments Generally.** Any meeting at which directors are to be elected shall be adjourned only from day to day, or for such longer periods not exceeding 15 days each as the shareholders present and entitled to vote shall direct, until the directors have been elected. Any other regular or special meeting may be adjourned for such period as the shareholders present and entitled to vote shall direct.

(e) **Electing Directors at Adjourned Meeting.** Those shareholders entitled to vote who attend a meeting called for the election of directors that has been previously adjourned for lack of a quorum, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of electing directors.

(f) **Other Action in Absence of Quorum.** Those shareholders entitled to vote who attend a meeting of shareholders that has been previously adjourned for one or more periods aggregating at least 15 days because of an absence of a quorum, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of acting upon any matter set forth in the notice of the meeting if the notice states that those shareholders who attend the adjourned meeting shall nevertheless constitute a quorum for the purpose of acting upon the matter.

Section 3.05. Action by Shareholders. Except as otherwise provided in the Business Corporation Law of 1988 or the articles of the Corporation or these bylaws, whenever any corporate action is to be taken by vote of the shareholders of the corporation, it shall be authorized upon receiving the affirmative vote of a majority of the votes cast by all shareholders entitled to vote thereon and, if any shareholders are entitled to vote thereon as a class, upon receiving the affirmative vote of a majority of the votes cast by the shareholders entitled to vote as a class.

Section 3.06. Organization of Meetings. At every meeting of the shareholders, the chairman of the board, if there be one, or, in the case of a vacancy in the office or absence of the chairman of the board, one of the following officers present in the order stated: the president, the vice presidents in their order of rank and seniority, or a person chosen by majority vote of the shareholders present and entitled to vote, shall act as chairman of the meeting. The secretary or, in the absence of the secretary, an assistant secretary, or, in the absence of the secretary and assistant secretaries, a person appointed by the chairman of the meeting, shall act as secretary.

Section 3.07. Voting Rights of Shareholders. Unless otherwise provided in the articles of the Corporation, every shareholder of the Corporation shall be entitled to one vote for every share standing in the name of the shareholder on the books of the Corporation.

Section 3.08. Voting and Other Action by Proxy.

(a) General Rule.

(1) Every shareholder entitled to vote at a meeting of shareholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person to act for the shareholder by proxy.

(2) The presence of, or vote or other action at a meeting of shareholders, or the expression of consent or dissent to corporate action in writing, by a proxy of a shareholder, shall constitute the presence of, or vote or action by, or written consent or dissent of the shareholder.

(3) Where two or more proxies of a shareholder entitled to vote are present, the Corporation shall, unless otherwise expressly provided in the proxy, accept as the vote of all shares represented thereby the vote cast by a majority of them and, if a majority of the proxies cannot agree whether the shares represented shall be voted or upon the manner of voting the shares, the voting of the shares shall be divided equally among those persons.

(b) Minimum Requirements. Every proxy shall be executed in writing by the shareholder or by the duly authorized attorney-in-fact of the shareholder and filed with the secretary of the Corporation. A telegram, telex, cablegram, datagram or similar transmission from a shareholder or attorney-in-fact, or a photographic, facsimile or similar reproduction of a writing executed by a shareholder or attorney-in-fact:

(1) may be treated as properly executed for purposes of this subsection; and

(2) shall be so treated if it sets forth a confidential and unique identification number or other mark furnished by the corporation to the shareholder for the purposes of a particular meeting or transaction.

(c) Revocation. A proxy, unless coupled with an interest, shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until written notice thereof has been given to the secretary of the Corporation. An unrevoked proxy shall not be valid after three years from the date of its execution unless a longer time is expressly provided therein. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of the death or incapacity is given to the secretary of the corporation.

(d) Expenses. Unless otherwise restricted in the articles of the Corporation, the Corporation shall pay the reasonable expenses of solicitation of votes, proxies or consent of shareholders entitled to vote by or on behalf of the board of directors or its nominees for election to the board, including solicitation by professional proxy solicitors and otherwise.

Section 3.09. Voting by Fiduciaries and Pledges. Shares of the Corporation standing in the name of a trustee or other fiduciary and shares held by an assignee for the benefit of creditors or by a receiver may be voted by the trustee, fiduciary, assignee or receiver. A shareholder whose shares are pledged shall be entitled to vote the shares until the shares have been transferred into the name of the pledgee, or a nominee of the pledgee, but nothing in this section shall affect the validity of a proxy given to a pledgee or nominee.

Section 3.10. Voting by Joint Holders of Shares.

(a) General Rule. Where shares of the Corporation are held jointly or as tenants in common by two or more persons, as fiduciaries or otherwise:

(1) if only one or more of such persons is present in person or by proxy, all of the shares standing in the names of such persons shall be deemed to be represented for the purpose of determining a quorum and the Corporation shall accept as the vote of all the shares the vote cast by a joint owner or a majority of them; and

(2) if the persons are equally divided upon whether the shares held by them shall be voted or upon the manner of voting the shares, the voting of the shares shall be divided equally among the persons without prejudice to the rights of the joint owners or the beneficial owners thereof among themselves.

(b) Exception. If there has been filed with the secretary of the corporation a copy, certified by an attorney at law to be correct, of the relevant portions of the agreement under which the shares are held or the instrument by which the trust or estate was created or the order of court appointing them or of an order of court directing the voting of the shares, the persons specified as having such voting power in the document latest in date of operative effect so filed, and only those persons, shall be entitled to vote the shares but only in accordance therewith.

Section 3.11. Voting by Corporations and Other Business Organizations.

(a) Voting by Corporate Shareholders. Any corporation or other business organization that is a shareholder of this corporation may vote by any of its officers or agents, or by proxy appointed by any officer or agent, unless some other person, (i) in the case of such corporation, by resolution of the board of directors or a provision of its articles or bylaws, or (ii) in the case of such business organization, by resolution of its governing body or a provision of its charter or bylaws or their equivalent, a copy of which resolution or provision certified to be correct by one of its officers,

has been filed with the secretary of this Corporation, is appointed its general or special proxy in which case that person shall be entitled to vote the shares.

(b) **Controlled Shares.** Shares of this Corporation owned, directly or indirectly, by it and controlled, directly or indirectly, by the board of directors of this Corporation, as such, shall not be voted at any meeting and shall not be counted in determining the total number of outstanding shares for voting purposes at any given time.

### Section 3.12. Determination of Shareholders of Record.

(a) **Fixing Record Date.** The board of directors may fix a time prior to the date of any meeting of shareholders as a record date for the determination of the shareholders entitled to notice of, or to vote at, the meeting, which time, except in the case of an adjourned meeting, shall not be more than 60 days prior to the date of the meeting of shareholders. Only shareholders of record on the date fixed shall be so entitled notwithstanding any transfer of shares on the books of the Corporation after any record date fixed as provided in this subsection. The board of directors may similarly fix a record date for the determination of shareholders of record for any other purpose. When a determination of shareholders of record has been made as provided in this section for purposes of a meeting, the determination shall apply to any adjournment thereof unless the board fixes a new record date for the adjourned meeting.

(b) **Determination When a Record Date is Not Fixed.** If a record date is not fixed:

(1) The record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held.

(2) The record date for determining shareholders entitled to:

(i) express consent or dissent to corporate action in writing without a meeting, when prior action by the board of directors is not necessary;

(ii) call a special meeting of the shareholders; or

(iii) propose an amendment of the articles of the Corporation,

shall be the close of business on the day on which the first written consent or dissent, request for a special meeting or petition proposing an amendment of the articles is filed with the secretary of the Corporation.

(3) The record date for determining shareholders for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.



### Section 3.13. Voting Lists.

(a) General Rule. The officer or agent having charge of the transfer books for shares of the Corporation shall make a complete list of the shareholders entitled to vote at any meeting of shareholders, arranged in alphabetical order, with the address of and the number of shares held by each. The list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting for the purposes thereof.

(b) Effect of List. Failure to comply with the requirements of this section shall not affect the validity of any action taken at a meeting prior to a demand at the meeting by any shareholder entitled to vote thereat to examine the list. The original share register or transfer book, or a duplicate thereof kept in the Commonwealth of Pennsylvania, shall be prima facie evidence as to who are the shareholders entitled to examine the list or share register or transfer book or to vote at any meeting of shareholders.

### Section 3.14. Judges of Election.

(a) Appointment. In advance of any meeting of shareholders of the Corporation, the board of directors may appoint judges of election, who need not be shareholders, to act at the meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of the meeting may, and on the request of any shareholder entitled to vote shall, appoint judges of election at the meeting. The number of judges shall be one or three. A person who is a candidate for office to be filled at the meeting shall not act as a judge.

(b) Vacancies. In case any person appointed as a judge fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by the board of directors in advance of the convening of the meeting or at the meeting by the presiding officer thereof.

(c) Duties. The judges of election shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum., the authenticity, validity and effect of proxies, receive votes or ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all shareholders. The judges of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three judges of election, the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all.

(d) Report. On request of the presiding officer of the meeting, or of any shareholder, the judges of election shall make a report in writing of any challenge or question or matter determined

by them, and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated therein.

Section 3.15. Consent of Shareholders in Lieu of Meeting.

(a) Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the shareholders who would be entitled to vote at a meeting for such purpose shall be filed with the secretary of the Corporation.

(b) Partial Written Consent. Any action required or permitted to be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting upon the written consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. The consents shall be filed with the secretary of the Corporation. The action shall not become effective until after at least ten days' written notice of the action has been given to each shareholder entitled to vote thereon who has not consented thereto.

Section 3.16. Minors as Security Holders. The Corporation may treat a minor who holds shares or obligations of the Corporation as having capacity to receive and to empower others to receive dividends, interest, principal and other payments or distributions, to vote or express consent or dissent and to make elections and exercise rights relating to such shares or obligations unless, in the case of payments or distributions on shares, the corporate officer responsible for maintaining the list of shareholders or the transfer agent of the Corporation or, in the case of payments or distributions on obligations, the treasurer or paying officer or agent has received written notice that the holder is a minor.

ARTICLE IV

Board of Directors

Section 4.01. Powers: Personal Liability.

(a) General Rule. Unless otherwise provided by statute, all powers vested by law in the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of directors.

(b) Personal Liability of Directors.

(1) A director shall not be personally liable, as such, for monetary damages for any action taken unless:

(i) the director has breached or failed to perform the duties of his or her office under 15 Pa.CS. Such. 17B; and

(ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(2) Paragraph (1) shall not apply to:

(i) the responsibility or liability of a director pursuant to any criminal statute, or

(ii) the liability of a director for the payment of taxes pursuant to Federal, State or local law.

Any repeal, amendment or modification of the bylaw set forth in this Section 4.01(b) shall not adversely affect any right or protection existing at the time of such repeal, amendment or modification to which a director or former director may be entitled hereunder. The rights conferred by this bylaw shall continue as to any person who has ceased to be a director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

(c) Notation of Dissent. A director who is present at a meeting of the board of directors, or of a committee of the board, at which action on any corporate matter is taken on which the director is generally competent to act, shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action. Nothing in this section shall bar a director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the director notifies the secretary, in writing, of the asserted omission or inaccuracy.

#### Section 4.02. Qualifications and Selection of Directors.

(a) Qualifications. Each director of the Corporation shall be a natural person of full age who need not be a resident of Pennsylvania or a shareholder of the Corporation.

(b) Nomination of Directors. Nominations for the election of directors by the shareholders entitled to vote therefor may be made by the board of directors or by any shareholder entitled to vote for the election thereof; provided, however, that in the case of any nomination by such shareholder, advance written notice of such nomination shall be received by the secretary of the Corporation by certified mail no later than (i) 90 days prior to the anniversary of the previous year's annual meeting of shareholders, or (ii) with respect to an election of directors to be held at a special meeting of shareholders or at an annual meeting, the tenth day following the date on which notice of such meeting is first given to the shareholder. Each such notice of such nomination

shall set forth (i) the name, age, business address and, if known, residence address of each nominee proposed in such notice, (ii) the principal occupation of employment of each such nominee, and (iii) the number and class of shares of stock of the Corporation which are beneficially owned by each such nominee. In addition, the shareholder making such nomination shall promptly provide any other information reasonably requested by the secretary of the Corporation.

(c) Election of Directors. Except as otherwise provided in these bylaws, directors of the Corporation shall be elected by the shareholders entitled to vote. In elections for directors, voting need not be by ballot unless required by vote of the shareholders before the voting for election of directors begins. The candidates receiving the highest number of votes from each class or group of classes, if any, entitled to elect directors separately up to the number of directors to be elected by the class or group of classes shall be elected. If at any meeting of shareholders, directors of more than one class are to be elected, each class of directors shall be elected in a separate election.

(d) Cumulative Voting. The shareholders of the Corporation shall not have the right to cumulate their votes for election of directors of the Corporation.

#### Section 4.03. Number and Term of Office.

(a) Number. The board of directors shall consist of such number of directors, not less than five nor more than fifteen, as may be determined from time to time by resolution of the board of directors.

(b) Term of Office. Each director shall hold office until the expiration of the term of one year for which he or she was selected and until a successor has been selected and qualified or until his or her earlier death, resignation or removal. A decrease in the number of directors shall not have the effect of shortening the term of any incumbent director.

(c) Resignation. Any director may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

#### Section 4.04. Vacancies.

(a) General Rule. Unless otherwise provided in the articles of incorporation, vacancies in the board of directors, including vacancies resulting from an increase in the number of directors, may be filled by a majority vote of the remaining members of the board though less than a quorum, or by a sole remaining director, and each person so selected shall be a director to serve for the balance of the unexpired term, and until a successor has been selected and qualified or until his or her earlier death, resignation or removal.

(b) Action by Resigned Directors. Unless otherwise provided in the articles of incorporation, when one or more directors resign from the board effective at a future date, the directors then in office, including those who have so resigned, shall have power by the applicable vote to fill the vacancies, the vote thereon to take effect when the resignations become effective.

Section 4.05. Removal of Directors.

(a) Removal by the Shareholders. The entire board of directors, or any class of the board, or any individual director may be removed from office without assigning any cause by the vote of shareholders, or of the holders of a class or series of shares, entitled to elect directors, or the class of directors. In case the board or a class of the board or any one or more directors are so removed, new directors may be elected at the same meeting.

(b) Removal by the Board. The board of directors may declare vacant the office of a director who has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment for a term of more than one year or if, within 50 days after notice of his or her selection, the director does not accept the office either in writing or by attending a meeting of the board of directors.

Section 4.06. Place of Meetings. Meetings of the board of directors may be held at such place within or without the Commonwealth of Pennsylvania as the board of directors may from time to time appoint or as may be designated in the notice of the meeting.

Section 4.07. Organization of Meetings. At every meeting of the board of directors, the chairman of the board, if there be one, or, in the case of a vacancy in the office or absence of the chairman of the board, one of the following officers present in the order stated: the president, the vice presidents in their order of rank and seniority, or a person chosen by majority vote of the directors present, shall act as chairman of the meeting. The secretary or, in the absence of the secretary, an assistant secretary, or, in the absence of the secretary and assistant secretaries, a person appointed by the chairman of the meeting, shall act as secretary.

Section 4.08. 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.

Section 4.09. Special Meetings. Special meetings of the board of directors shall be held whenever called by the chairman or by two or more of the directors.

Section 4.10. Quorum of and Action by Directors.

(a) General Rule. A majority of the directors in office 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 and voting at a meeting at which a quorum is present shall be the acts of the board of directors.

(b) Action by Written Consent. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the directors in office is filed with the secretary of the Corporation.

Section 4.11. Executive and Other Committees.

(a) Establishment and Powers. The board of directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the Corporation. Any committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all of the powers and authority of the board of directors except that a committee shall not have any power or authority as to the following:

(1) The submission to shareholders of any action requiring approval of shareholders under the Business Corporation Law of 1988.

(2) The creation or filling of vacancies in the board of directors.

(3) The adoption, amendment or repeal of these bylaws.

(4) The amendment or repeal of any resolution of the board that by its terms is amendable or repealable only by the board of directors.

(5) Action on matters committed by a resolution of the board of directors to another committee of the board.

(b) Alternate Committee Members. The board of directors may designate one or more directors 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 constituting a quorum, may unanimously appoint another director to act at the meeting in the place of the absent or disqualified member.

(c) Term. Each committee of the board of directors shall serve at the pleasure of the board.

(d) **Committee Procedures.** The term "board of directors" or "board," when used in any provision of these bylaws 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 of the board.

Section 4.12. Compensation. The board of directors shall have the authority to fix the compensation of directors for their services as directors and a director may be a salaried officer of the corporation.

## ARTICLE V

### Officers

#### Section 5.01. Officers Generally.

(a) **Number, Qualifications and Designation.** The officers of the Corporation shall be a chairman of the board of directors, a vice chairman, a president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of Section 5.03. Except for the chairman of the board who shall be a member of the board of directors, officers may but need not be directors or shareholders of the Corporation. The chairman, vice chairman, 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. Any number of offices may be held by the same person.

(b) **Resignations.** Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation.

(c) **Bonding.** The Corporation may secure the fidelity of any or all of its officers by bond or otherwise.

Section 5.02. Election and Term of Office. The officers of the Corporation, except those elected by delegated authority pursuant to Section 5.03, shall be elected annually by the board of directors, and each such officer shall hold office for a term of one year and until a successor has been selected and qualified or until his or her earlier death, resignation or removal.

Section 5.03. Subordinate Officers, Committees 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 or more vice presidents, one 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 or other

agents, or committees thereof and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

Section 5.04. Removal of Officers and Agents. Any officer or agent of the Corporation may be removed by the board of directors with or without cause. The removal shall be without prejudice to the contract rights, if any, of any person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5.05. 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 5.03, 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 5.06. Authority. 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 provided by or pursuant to resolutions or orders of the board of directors or, in the absence of controlling provisions in the resolutions or orders of the board of directors, as may be determined by or pursuant to these bylaws.

Section 5.07. The Chairman of the Board. The chairman of the board, or, in the absence of the chairman, the president, shall preside at all meetings of the shareholders and of the board of directors.

Section 5.08. The Vice Chairman. The vice chairman shall perform such duties as may from time to time be assigned to him by the board of directors, the chairman of the board or the president.

Section 5.09. The President. The president shall be the chief executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject, however, to the control of the board of directors. 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.

Section 5.10. The Vice Presidents. The vice presidents shall perform the duties of the president in the absence of the president and such other duties as may from time to time be assigned to them by the board of directors or the president.



Section 5.11. The Secretary. The secretary or an assistant secretary shall attend all meetings of the shareholders and of the board of directors and shall record all the votes of the shareholders and of the directors and the minutes of the meetings of the shareholders and of the board of directors and of committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Corporation as required by law; shall be the custodian of the seal of the Corporation and see that it is affixed to documents executed on behalf of the Corporation under its seal; and, in general, shall perform all duties incident to the office of the secretary, and such other duties as may from time to time be assigned by the board of directors or the president.

Section 5.12. 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 or the president.

Section 5.13. Salaries. The salaries of the officers elected by the board of directors shall be fixed from time to time by the board of directors or by such officer as may be designated by resolution of the board. The salaries or other compensation of any other officers, employees and other agents shall be fixed from time to time by the officer or committee to which the power to elect such officers or to retain or appoint such employees or other agents has been delegated pursuant to Section 5.03. No officer shall be prevented from receiving such salary or other compensation by reason of the fact that the officer is also a director of the Corporation.

## ARTICLE VI

Share Certificates. Transfer, Etc.

Section 6.01. Share Certificates. Certificates for shares of the Corporation shall be in such form as approved by the board of directors, and shall state that the Corporation is incorporated under the laws of the Commonwealth of Pennsylvania, the name of the person to whom issued, and the number and class of shares and the designation of the series (if any) that the certificate represents. The share register or transfer books and blank share certificates shall be kept by the secretary or by any transfer agent or registrar designated by the board of directors for that purpose.

Section 6.02. Issuance. The share certificates of the Corporation shall be numbered and registered in the share register or transfer books of the Corporation as they are issued. They shall be signed by the president or a vice president and by the secretary or an assistant secretary or the treasurer or an assistant treasurer; but where a certificate is signed by a transfer agent or a registrar, the signature of any corporate officer upon the certificate may be a facsimile, engraved or printed. In case any officer who has signed, or whose facsimile signature has been placed upon, any share certificate shall have ceased to be such officer because of death, resignation or otherwise, before the certificate is issued, it may be issued with the same effect as if the officer had not ceased to be such at the date of its issue. The provisions of this Section 6.02 shall be subject to any inconsistent or contrary agreement at the time between the Corporation and any transfer agent or registrar.

Section 6.03. Transfer. Transfers of shares shall be made on the share register or transfer books of the Corporation upon surrender of the certificate therefor, endorsed by the person named in the certificate or by an attorney lawfully constituted in writing. No transfer shall be made inconsistent with the provisions of the Uniform Commercial Code, 13 Pa.CS. Div. 8, or other provisions of law.

Section 6.04. Record Holder of Shares. The Corporation shall be entitled to treat the person in whose name any share or shares of the Corporation stand on the books of the Corporation as the absolute owner thereof, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or shares on the part of any other person.

Section 6.05. Lost, Destroyed or Mutilated Certificates. The holder of any shares of the Corporation shall immediately notify the Corporation of any loss, destruction or mutilation of the certificate therefor, and the board of directors may, in its discretion, cause a new certificate or certificates to be issued to the holder, in case of mutilation of the certificate, upon the surrender of the mutilated certificate or, in case of loss or destruction of the certificate, upon satisfactory proof of the loss or destruction and, if the board of directors shall so determine, the deposit of a bond in such form and in such sum, and with such surety or sureties, as the board may direct.

Section 6.06. Restriction on Transfer of Shares.

(a) Initial Underwritten Registration. In the event that the Corporation at any time prepares and files a registration statement registering shares of capital stock of the Corporation to be sold to, or otherwise distributed by, underwriters under the Securities Act of 1933, as the initial public offering by the Corporation of such shares, a shareholder shall not sell, transfer or otherwise dispose of the shares of capital stock of the Corporation held, directly or indirectly, prior to such initial public offering, in any public sale or distribution, including a sale pursuant to Rule 144 (or any successor provision) under the Securities Act of 1933, during the period of seven days prior to, and 180 days after, the day when the registration statement has become effective, except as part of the sale to, or distribution by, the underwriters.

(b) Waiver by Board of Directors. Notwithstanding anything contained in these bylaws to the contrary, the Board of Directors of the Corporation may waive any restrictions set forth in this Section 6.06 as it applies to any shareholder or shareholders at any time or from time to time.

(c) Certificate Legend. All certificates for shares of the Corporation shall have the following legend printed or stamped thereon:

"The shares represented by this certificate may not be sold, assigned, transferred, pledged or otherwise disposed of, except in accordance with the terms and conditions of the bylaws of the corporation."

(d) Status of Bylaws. Notwithstanding any other provision of these bylaws or of the Business Corporation Law of 1988, the bylaw in this Section 6.06 shall constitute a contract among the shareholders of the Corporation, and shall not be amended without their unanimous consent.

## ARTICLE VII

### Indemnification of Directors, Officers and Other Authorized Representatives

#### Section 7.01. Scope of Indemnification.

(a) General Rule. The Corporation shall indemnify an indemnified representative against (i) any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, and (ii) any liability, including, without limitation, the cost of credit monitoring, incurred by the indemnified representative as a result of the indemnified representative, while acting in an indemnified capacity, having provided personally identifiable information, including, without limitation, birthdates, social security numbers, driver's license numbers or passport numbers, to a regulator or counterparty by or with whom the Corporation, or a subsidiary, sponsored fund or managed account, is regulated or engages in business to satisfy a legal or procedural requirement of such regulator or counterparty, including, without limitation, know-your-customer or anti-money laundering requirements, if the security of such personally identifiable information is compromised and used to the detriment of the indemnified representative, except, in cases (i) or (ii):

(1) where the indemnification is expressly prohibited by applicable law;

(2) where the conduct of the indemnified representative has been finally determined pursuant to Section 7.06 or otherwise:

(i) to constitute willful misconduct or recklessness within the meaning of 15 Pa.C.S. § 1746(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or

(ii) to be based upon or attributable to the receipt by the indemnified representative from the Corporation of a personal benefit to which the indemnified representative is not legally entitled; or

(3) to the extent the indemnification has been finally determined in a final adjudication pursuant to Section 7.06 to be otherwise unlawful.

(b) Partial Payment. If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the Corporation shall indemnify the indemnified representative to the maximum extent for such portion of the liabilities.

(c) Presumption. The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the indemnified representative is not entitled to indemnification.

(d) Definitions. For the purposes of this Article VII:

(1) "indemnified capacity" means any and all past, present and future service by an indemnified representative in one or more capacities as a director, officer, employee or agent of the Corporation, or, at the request of the Corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

(2) "indemnified representative" means any and all directors and officers of the Corporation and any other person designated as an indemnified representative by the board of directors of the Corporation (which may, but need not, include any person serving at the request of the corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other entity of enterprise);

(3) "liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense, of any nature (including, without limitation, attorneys' fees and disbursements); and

(4) "proceeding" means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the corporation, a class of its security holders or otherwise.

Section 7.02. Proceedings Initiated by Indemnified Representatives. Notwithstanding any other provision of this Article VII, the Corporation shall not indemnify under this Article an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counterclaims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless the initiation of or participation in the proceedings is authorized, either before or after its commencement, by the affirmative vote of a majority of the directors in office. This section shall not apply to reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 7.06 or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.

Section 7.03. Advancing Expenses. The Corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 7.01 or the initiation of or participation in a proceeding which is authorized pursuant to Section 7.02 upon receipt of an undertaking by or on behalf of the indemnified representative to repay the amount if it is ultimately determined pursuant to Section 7.06 that such person is not entitled to be indemnified by the Corporation pursuant to this Article. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of the advance.

Section 7.04. Securing of Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as selfinsurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the board of directors shall deem appropriate. Absent fraud, the determination of the board of directors with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, officers and directors and shall not be subject to voidability.

Section 7.05. Payment of Indemnification. An indemnified representative shall be entitled to indemnification within 30 days after a written request for indemnification has been delivered to the secretary of the Corporation.

Section 7.06. Arbitration.

(a) General Rule. Any dispute related to the right to indemnification, contribution or advancement of expenses as provided under this Article, except with respect to indemnification for liabilities arising under the Securities Act of 1933 that the Corporation has undertaken to submit to a court for adjudication, shall be decided only by arbitration in the metropolitan area in which the principal executive offices of the Corporation are located at the time, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, or any successor to the functions thereof, before a panel of three arbitrators, one of whom shall be selected by the Corporation, the second of whom shall be selected by the indemnified representative and third of whom shall be selected by the other two arbitrators. In the absence of the American Arbitration Association or such successor, or if for any reason arbitration under the arbitration rules of the American Arbitration Association or such successor cannot be initiated, or if one of the parties fails or refuses to select an arbitrator or if the arbitrators selected by the corporation and the indemnified representative cannot agree on the selection of the third arbitrator within 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 such metropolitan area.

(b) Burden of Proof. The party or parties challenging the right of an indemnified representative to the benefits of this Article VII shall have the burden of proof.

(c) Expenses. The Corporation shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration.

(d) Effect. 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, except that the Corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 7.01(a)(2) in a proceeding not directly involving indemnification under this Article VII. This arbitration provision shall be specifically enforceable.

Section 7.07. Contribution. If the indemnification provided for in this Article VII or otherwise is unavailable for any reason in respect of any liability or portion thereof, the Corporation shall contribute to the liabilities to which the indemnified representative may be subject in such proportion as is appropriate to effect the intent of this Article or otherwise.

Section 7.08. Mandatory Indemnification of Indemnified Representatives. To the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in 15 Pa.CS. §§ 1741 or 1742 or in defense of any claim, issue or

matter therein, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

Section 7.09. Contract Rights: Amendment or Repeal. All rights under this Article VII 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 7.10. Scope of Article. The rights granted by this Article VII 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 shareholders or disinterested directors or otherwise both as to action in an indemnified 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 and personal representatives of such a person.

Section 7.11. 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 provided by this Article VII.

Section 7.12. Interpretation. The provisions of this Article VII are intended to constitute bylaws authorized by 15 Pa.C.S. § 1746.

## ARTICLE VIII

### Miscellaneous

Section 8.01. 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 8.02. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the board of directors or any person authorized by resolution of the board of directors may from time to time designate.

### Section 8.03. Contracts.

(a) General Rule. Except as otherwise provided in the Business Corporation Law of 1988 in the case of transactions that require action by the shareholders, the board of directors may

authorize any officer or agent 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.

(b) **Statutory Form of Execution of Instruments.** Any note, mortgage, evidence of indebtedness, contract or other document, or any assignment or endorsement thereof, executed or entered into between the corporation and any other person, when signed by one or more officers or agents having actual or apparent authority to sign it, or by the president or vice president and secretary or assistant secretary or treasurer or assistant treasurer of the Corporation, shall be held to have been properly executed for and in behalf of the Corporation, without prejudice to the rights of the Corporation against any person who shall have executed the instrument in excess of his or her actual authority.

Section 8.04. Interested Directors or Officers: Quorum.

(a) **General Rule.** A contract or transaction between the corporation and one or more of its directors or officers or between the Corporation and another corporation, limited liability company, partnership, joint venture, trust or other enterprise in which one or more of its directors or officers are directors or officers or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the board of directors that authorizes the contract or transaction, or solely because his, her or their votes are counted for that purpose, if:

(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors and the board 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;

(2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved in good faith by vote of those shareholders; or

(3) 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 or the shareholders.

(b) **Quorum.** Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board that authorizes a contract or transaction specified in subsection (a).

Section 8.05. 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 as the board of directors shall from time to time determine.



#### Section 8.06. Corporate Records.

(a) Required Records. The Corporation shall keep complete and accurate books and records of account, minutes of the proceedings of the incorporators, shareholders and directors and a share register giving the names and addresses of all shareholders and the number and class of shares held by each. The share register shall be kept at either the registered office of the Corporation in the Commonwealth of Pennsylvania or at its principal place of business wherever situated or at the office of its registrar or transfer agent. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time.

(b) Right of Inspection. Every shareholder shall, upon written verified demand stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the share register, books and records of account, and records of the proceedings of the incorporators, shareholders and directors and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of the person as a shareholder. In every instance where an attorney or other agent is the person who seeks the right of inspection, the demand shall be accompanied by a verified power of attorney or other writing that authorizes the attorney or other agent to so act on behalf of the shareholder. The demand shall be directed to the corporation at its registered office in the Commonwealth of Pennsylvania or at its principal place of business wherever situated.

Section 8.07. Financial Reports. Unless otherwise agreed between the Corporation and a shareholder, the Corporation shall furnish to its shareholders annual financial statements, including at least a balance sheet as of the end of each fiscal year and a statement of income and expenses for the fiscal year. The financial statement shall be prepared on the basis of generally accepted accounting principles, if the Corporation prepares financial statements for the fiscal year on that basis for any purpose, and may be consolidated statements of the Corporation and one or more of its subsidiaries. The financial statements shall be mailed by the Corporation to each of its shareholders entitled thereto within 120 days after the close of each fiscal year and, after the mailing and upon written request, shall be mailed by the Corporation to any shareholder or beneficial owner entitled thereto to whom a copy of the most recent annual financial statements has not previously been mailed. Statements that are audited or reviewed by a public accountant shall be accompanied by the report of the accountant; in other cases, each copy shall be accompanied by a statement of the person in charge of the financial records of the corporation:

(1) Stating his or her reasonable belief as to whether or not the financial statements were prepared in accordance with generally accepted accounting principles and, if not, describing the basis of presentation.

(2) Describing any material respects in which the financial statements were not prepared on a basis consistent with those prepared for the previous year.

This Section 8.07 shall not apply to the Corporation if it shall be required by the Securities Exchange Act of 1934 or any other law to file financial statements at least once a year in a public office.

Section 8.08. Amendment of Bylaws. These bylaws may be amended or repealed, or new bylaws may be adopted, either (i) subject to the provisions of the articles of the Corporation, by vote of the shareholders entitled to vote at any duly organized annual or special meeting of shareholders, or (ii) with respect to those matters that are not by statute committed expressly to the shareholders, and regardless of whether the shareholders have previously adopted or approved the bylaw being amended or repealed, by vote of a majority of the board of directors of the Corporation in office at any regular or special meeting of directors. Any change in these bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.