**Type of Insurance**

<table>
<thead>
<tr>
<th>Property</th>
<th>Causes of Loss</th>
<th>Coverage Forms</th>
<th>Amount</th>
<th>Deductible</th>
<th>Coinsurance</th>
</tr>
</thead>
<tbody>
<tr>
<td>-</td>
<td>Basic</td>
<td>-</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Broad</td>
<td>-</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Spec</td>
<td>-</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**General Liability**

- Commercial General Liability
  - Claims Made: [ ] Occur
  - Owner's & Contractor's Property

**Retro Date for Claims Made:**

**Automobile Liability**

- Any Auto
- All Owned Autos
- Scheduled Autos
- Hired Autos
- Non-Owned Autos

**Auto Physical Damage**

- Deductible: [ ] All Vehicles [ ] Scheduled Vehicles

**Collision:**

- Other Than Collision:

**Garage Liability**

- Any Auto

**Excess Liability**

- Umbrella Form
- Other Than Umbrella Form

**Worker's Compensation and Employer's Liability**

**Special Conditions/Provisions**

- Non-Profit Directors and Officers Liability $1,000,000.
- Terms and Conditions as per Company Quote.

**Premium:** $1,144.00

**Stamping Fee:** FEE

**Authorized Representative:**

[Signature]

[Stamp]
ARTICLE VI

Executive Council
The Executive Council shall be authorized to transact routine business between meetings of the Board and to act in any emergencies. All business transactions by the Executive Council shall be reported to the full Board at its next meeting. The Executive Council shall be required to establish all committee deadlines no later than August 1 and to notify all committees of those dates. All members of the Executive Council, except the Immediate Past President, shall be required to attend two-thirds of all regularly scheduled Executive Council meetings. Officers who are absent from more than one-third of the meetings shall be considered immediately to have resigned from the Executive Council. The vacated office shall be filled through an election at the next regularly scheduled Board meeting with nominees coming from Directors at large.

ARTICLE VII

Meetings
Section 1. The Annual Meeting of the Association shall be held in May on a date and at a location to be determined by the Board. Twenty-five members of the Association shall constitute a quorum.

Section 2. The Board shall hold six regular meetings. The Executive Council, no later than August 1, shall determine the meeting calendar for the year and shall notify all Board members of the dates. Special meetings of the Board may be called by the President of the Association and must be held upon a call signed by four Board members. Ten members of the Board constitute a quorum.

Section 3. Within the operating year, July 1 through June 30, Directors shall not be absent for more than three of the six scheduled Board meetings. Any Director absent from more than three of these meetings shall be deemed to have resigned immediately, and that seat shall be filled in accordance with ARTICLE VIII, Section 4.

ARTICLE VIII

Committees
Section 1. A Bylaws Committee shall be appointed annually by the President of the Association. A duty of this committee shall be to submit its report of any suggested changes of the Bylaws to the Board.
ARTICLE IX

Executive Director
The West Chester University Director of Alumni Relations shall serve as the Executive Director of the Association, without compensation from the Association. The Executive Director shall be a consulting (non-voting) member of the Board and the Executive Council.

ARTICLE X

Chapters
Section 1. A Chapter may be authorized whenever at least ten members of the Association are interested in forming one. The bylaws of a proposed chapter must be approved by the Board prior to chapter recognition. The Chapter Standards Committee shall conduct an annual review of each chapter, and those failing to have held a business meeting and a special event during the year shall be accorded inactive status.

Section 2. The president of an active Chapter shall serve as a member of the Board, with all the privileges and responsibilities of same. Inactive Chapters shall not be represented on the Board.

Section 3. An inactive Chapter shall be restored to active status when it can show the necessary conditions have been met.

ARTICLE XI

Quorum
Section 1. Twenty-five members of the Association shall constitute a quorum for the Annual Meeting.

Section 2. Ten members of the Board shall constitute a quorum for Board Meetings.

ARTICLE XII

Proxy
No proxy votes shall be recognized.
Section 2. A Finance Committee, chaired by the Treasurer, shall be appointed annually by the President of the Association. Duties of this committee shall be to review the budget for the fiscal year, to oversee the Investment Account, and to monitor all budgetary expenditures in accordance with the current Memorandum of Understanding.

Section 3. A House and Grounds Committee shall be appointed annually by the President of the Association. A duty of this committee shall be to propose a budget for the fiscal year and to submit it to the Board for approval.

Section 4. A Nominating Committee shall be appointed annually by the President of the Association and shall consist of nine members: three members of the Board and six members of the Association who are not members of the Board. The Nominating Committee shall exclude those members of the Association as candidates who have been convicted of an offense involving dishonesty and/or moral turpitude. The Nominating Committee shall present to the Board no more than twelve and no less than six names of members of the Association as candidates for the office of Director. The slate of nominees shall be published and the ballots distributed to the alumni body by the University. Only sealed ballots received in the Office of the Director of Alumni and Special Events ten days prior to the Board Reorganizational Meeting shall be counted. Ballots shall be counted by a committee of members of the Association appointed by the President of the Association. Six nominees shall be elected and the remaining names of nominees shall be placed in rank order, according to the vote, to fill any vacancies which may occur on the Board during the following year. If there are no remaining names of nominees from the most recent election, the Board of Directors shall fill the opening(s) by an election at the next regularly scheduled meeting following the resignation(s). The Directors shall only nominate and elect candidates from whom they have received prior consent to run for office. Seconding speeches for each candidate shall be made. The voting shall be conducted by ballot, and a majority vote shall be required for election to office.

Section 5. The additional standing committees, appointed annually by the President of the Association, shall be: Awards (Distinguished Alumni, Service, Emeritus/Emerita), Chapter Standards, Programs (Alumni Day, Homecoming, Senior Day), and Scholarship.

Section 6. Such other committees, standing or special, shall be appointed by the President as the Executive Council shall from time to time deem necessary to carry on the work of the Association.
ARTICLE XIII

Rules of Order
The Association shall be governed by the current edition of Sturgis' The Standard Code of Parliamentary Procedure in all points of order not provided for in these Bylaws.

ARTICLE XIV

Amendments to Bylaws
The Bylaws shall be reviewed and amended, as needed, biennially by the Board. Proposed changes in the Bylaws shall be published and distributed to the Alumni by the University. These Bylaws shall be amended by a two-thirds vote at the Annual Meeting of the even numbered years.

Most recent revision: May 2, 1998
WEST CHESTER UNIVERSITY ALUMNI ASSOCIATION
BOARD OF DIRECTORS
2003-2004

Executive Council

President
Joseph F. Kienle III ’72, M’74
828 Rosary Lane
West Chester, PA 19382-5318
610-608-4506 (cell)
302-778-8494 (W) or 800-745-5455
302-778-8497 (Fax) or 302-654-2178
joseph.kienle@morganstanley.com

Vice President
Anne Sourbeer Morris ’70
1522 Fox Run Drive
Coatesville, PA 19320-4724
610-384-3805 (H)
610-644-6440 (W)
annemorris@aol.com OR amorris@gvsd.org
(Joseph ’74)

Treasurer
C. Curtis Norcini ’87
1450 West Chester Pike
668 Summit Court
West Chester, PA 19382
610-431-0299 (H)
610-647-3909 (W) or 610-891-8806 (W)
curttnorcini@comcast.net OR cnorcini@delcopalaw.com
(Cindy)

Secretary
Tanya Hunter ’93
77 Talbot Court
Media, PA 19063
610-565-4533 (H)
610-891-4201 (W)
funnyhunter@hctmail.com OR hunterl@co.delaware.pa.us

Past President
Carmen Evans Culp ’52, M’64
7 Buck Run Lane
Malvern, PA 19355-1609
610-644-3284 (H)
Email: Lculp77101@aol.com
(Lew)

10/27/2003
WEST CHESTER UNIVERSITY ALUMNI ASSOCIATION
BOARD OF DIRECTORS
2003-2004

Term Expires 2003  (Held over one year)
Oreste Leto '43
720 Rosedale Road
POB 788
Kennett Square, PA 19348-0788
610-444-5734 (H)
(Betty)

Alexander Murphy '71
912 Adams Way
West Chester, PA 19382-8734
610-399-4406 (H)
610-399-9033 or 212-245-6221 (W)
amurphyj@comcast.net
(Jody)

Lynn McDowell '73
734 Shropshire Drive
West Chester, PA 19382-2241
610-436-7444 (H)
302-892-1547 (W)
lynn.a.mcdowell@usa.dupont.com

Joseph F. Kienle '72, M'74
828 Rosary Lane
West Chester, PA 19382-5318
610-696-5645 (H)
302-778-8494 (W)
302-778-8497 (Fax) or 302-654-2178
joseph.kienle@mcrganstanley.com

Arthur DiGiuseppe '62
1745 Yardley Drive
West Chester, PA 19380
610-429-4212 (H)
610-619-7454 (W)
digiuseppe@navmar.com
(Antoinette)

Barry Markey '71
701 Willowdale Lane
Kennett Square, PA 19348
610-444-2835
bmarkey@juno.com
(Karen)

10/27/2003
WEST CHESTER UNIVERSITY ALUMNI ASSOCIATION
BOARD OF DIRECTORS
2003-2004

Term Expires 2004

Angela Howard '96
503 Mark Lane
Downingtown, PA 19335
610-873-6998 (H)
610-436-3411 (W)
ahoward@wcupa.edu

Tanya Hunter '93
77 Talbot Court
Media, PA 19063
610-565-4533 (H)
610-891-4161 (W)
funnythunter@hotmail.com OR huntert@co.delaware.pa.us

Judith A. Jarrett '67
615 West Gay Street
West Chester, PA 19380
610-696-6564 (H)

C. Curtis Norcini '87
1450 West Chester Pike
668 Summit Court
West Chester, PA 19382
610-431-0299 (H)
610-647-3909(W) or 610-891-8806 (W)
curtnorcini@comcast.net OR cnorcini@delcopalaw.com (Cindy)

John Stoddart '93, 99
2355 Patwynn Road
Wilmington, DE 19810
302-529-0144 (H)
484-881-4141 (W)
Jstodd7075@aol.com

Douglas Owens '79
214 Arlington Avenue
Milmont Park, PA 19033-3003
610-532-4410 (H)
dougkaren@rcn.com (Karen)

10/27/2003
WEST CHESTER UNIVERSITY ALUMNI ASSOCIATION
BOARD OF DIRECTORS
2003-2004

Term Expires 2005

Nancy Ambrosia MacMullan '51
719 Midway Lane
Blue Bell, PA 19422
215-646-7260 (H)
nanmac719@msn.com
(Robert)

Anne Sourbeer Morris '70, M'79
1522 Fox Run Drive
Coatesville, PA 19320
610-384-3805 (H)
610-644-6440 (W)
annemorris@aol.com OR amorris@gvsd.org
(Joseph)

Nick D. Polcini '00
27 E. Central Avenue
Apt. #E-5
Paoli, PA 19301
610-296-9048 (H)
610-932-6640 (W)
ndpolcini2000@aol.com OR npolcini@oxford.k12.pa.us

Ann G. Rilatt '61
811 South Church Avenue
West Chester, PA 19382
610-436-4684 (H)
arilattwcpa@aol.com

Christopher P. Schrode '62
38 Cleaver School Road
Boyertown, PA 19512
610-367-9052 (H)
cschrode@aol.com
(Amy)

Terry P. Weyant '54
758 Country Club Trail
Fairfield, PA 17320-8583
717-642-5582 (H)
jojoqu@earthlink.net

10/27/2003
WEST CHESTER UNIVERSITY ALUMNI ASSOCIATION  
BOARD OF DIRECTORS  
2003-2004

Board Emeriti

Herb Lee '59, M64
48 Dogwood Lane
Glen Mills, PA 19342-1328
610-459-5477 (H)
610-436-3508 (W)
hlee@wcupa.edu
(Elen)

John F. Murphy '43
P.O. Box 477
Longport, NJ 08403-0423
609-822-4581 (H)
nmurphy609@aol.com
(Norine)

President Emeriti

Janice Weir Etshied '50
54 Westerly Road
Camp Hill, PA 17011-2957
717-737-5980
marina31@webtv.net

Karl Helicher '72, M'82, M'87
959 Penn Circle, Apt. C-103
King of Prussia, PA 19406
610-783-0478
610-265-1196 (W)
610-265-3398 (FAX)
khelicher@mclinc.org

10/27/2003
President Emeriti (Cont'd.)

Richard D. Merion '59, M69
104 Cloverly Lane
West Chester, PA 19380
610-692-1760 (H)
610-692-4509 (W); FAX 610-692-9412
Rmerion@iwon.com
(Jeannette)

Dr. Luther B. Sowers '49
16 N. Royal Street
York, PA 17402-2337
717-755-4392
(Ruth)

Liaisons

Faculty Liaison
Emlyn H. Jones '63
905 West Chester Pike
West Chester PA 19382-4846
610-692-0593(H)
610-436-2260 (W)
ejones@wcupa.edu
(Linda)

Parliamentarian
Dr. Carolyn Keefe
5 Hershey Drive
West Chester, PA 19380
(610) 696-3603
(Frederick)
Pennsylvania Council of Alumni Associations (PCAA) Representatives
Janice Weir Etshied '50
54 Westerly Road
Camp Hill, PA 17011-2957
717-737-5980
marina31@webtv.net

Dr. Luther B. Sowers '49
16 N. Royal Street
York, PA 17402-2337
717-755-4392
(Ruth)

West Chester University
Council of Trustees Liaison
Hon. Elinor Zimmerman Taylor '43
859 Spruce Avenue
West Chester, PA 19382
610-696-8229
etaylor@pahousegop.com
(William)

Chapter Representatives
Black Caucus
Corinne Mike '01
Arcadia University
450 S. Easton Road
Glenside, PA 19038
267-620-4117 (W)
mikec@arcadia.edu

Chester County
Sara Eastwick '02
400 Beechwood Avenue
Haddonfield, NJ 08033
856-428-1680 (H)
eastwick4444@yahoo.com
West Chester University Alumni Association
Board of Directors
2003-2004

DelMarVa
Donald A. Lewis, Jr. '90
2506 Wilson Avenue
Claymont, DE 19703
302-791-9654 (H)
302-792-1300 (W)
DALEWISJR@aol.com

New Jersey
J. Glenn Crawford '88
8 Pine Fork Drive
Toms River, NJ 08755
609-514-6469 (W)
609-927-9657 (Cell)
jg_crawford@msn.com

York County
James Young '71
103 North Marshall Street
York, PA 17402
717-755-6300 (H)
717-843-3883 x246 (W)
jmyoung@suscom.net
jyoung@shs.k12.pa.us
(Jane Marie)
WEST CHESTER UNIVERSITY ALUMNI ASSOCIATION
BOARD OF DIRECTORS
2003-2004

Dr. Mark Pavlovich
WCU Vice President for Advancement
WCU - Filano Hall

Carole Murray
Director of Alumni Relations
Veterans Memorial Alumni House
Cmurray@wcupa.edu
(James)

10/27/2003
COMMERCIAL LIABILITY COVERAGE DECLARATION

Policy Effective Date: FEBRUARY 19, 2003
Coverage Effective Date: FEBRUARY 19, 2004

Business of Named Insured: ALUMNI ASSOCIATION

Coverage Limits

COMMERCIAL GENERAL LIABILITY

- General Aggregate Limit (Other Than Products-Completed Operations): $2,000,000
- Products-Completed Operations -- Aggregate Limit: $2,000,000
- Personal and Advertising -- Injury Limit: $1,000,000
- Each Occurrence Limit: $1,000,000
- Damage To Premises Rented To You Limit -- Any One Premises: $100,000
- Medical Expense Limit -- Any One Person: $5,000

Commercial Liability Premium(s)

<table>
<thead>
<tr>
<th>Classification</th>
<th>Class Code</th>
<th>Premium Base</th>
<th>Class Rate</th>
<th>Advanced Premium</th>
</tr>
</thead>
<tbody>
<tr>
<td>LOCATION #001  BUILDING #001</td>
<td>41667</td>
<td>1,840 (A)</td>
<td>308.430 INCL.</td>
<td>$568.00 INCL.</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>CLUB CIVIC, SERVICE OTHER THAN NOT FOR (I-13B)</td>
<td>60010</td>
<td>1,0000 (U)</td>
<td>104.598 INCL.</td>
<td>$105.00 INCL.</td>
</tr>
</tbody>
</table>

Total: $279,900

Premiums and Rate Legend

- Minimum Premium: $279,900
- Total Premium: $280,900
- Advanced Premium: $107,900

Location of all premises you own, rent, or control:
Refer to "Schedule of Locations"

Forms and Endorsements:
Refer to "Commercial Policy Forms and Endorsement Schedule"
COMMERCIAL POLICY COMMON DECLARATION

Named Insured and Address
WEST CHESTER UNIVERSITY ALUMNI ASSOCIATION
806 S CHURCH AVENUE
WEST CHESTER, PA 19381

Policy Period
From: FEBRUARY 19, 2003
To: FEBRUARY 19, 2004
12:01 A.M. Standard Time At
Location of Designated Premises.

Producer Number:
00-02750-00000

Service Establishment

Schedule of Coverage

COMMERCIAL PROPERTY COVERAGE
COMMERCIAL GENERAL LIABILITY COVERAGE
COMMERCIAL AUTOMOBILE COVERAGE
COMMERCIAL INLAND MARINE COVERAGE

REFER TO THE ATTACHED IMPORTANT NOTICE CA7048 FOR
INFORMATION REGARDING COLLISION COVERAGE ON RENTAL VEHICLES

In return for payment of the premium, and subject to all the terms of this policy, we agree with
you to provide the insurance indicated in the schedule above. Insurance is provided only for those
coverages for which a specific limit is shown on the attached coverage declaration(s).

PAYMENT METHOD
D/D - 1

Total Policy Premium 82,637.00
(This premium may be subject to adjustment.)

Date Issued: JANUARY 29, 2003
Issuing Office: PENNSYLVANIA REGION

Authorized Representative: [Signature]

INSURED'S COPY

L-7025 (11/89)
PROPOSED

RESOLUTION
COUNCIL OF TRUSTEES
WEST CHESTER UNIVERSITY OF PENNSYLVANIA
JANUARY 27, 2004

Certification of Compliance of the Sturzebecker Foundation with Board of Governor’s Policy on External Financial Support
(Policy 1985-04)


APPROVED PENDING ACTION BY THE COUNCIL OF TRUSTEES

Madeleine Wing Adler, President

APPROVED BY VOTE OF THE COUNCIL OF TRUSTEES

Carol Aichele, Chairperson
Council of Trustees

Date
MEMORANDUM OF CERTIFICATION

TO: The Council of Trustees

FROM: Mark G. Pavlovich, Vice President for Advancement

RE: Certification of The Sturzebecker Foundation

DATE: January 13, 2004

I am pleased to certify that The Sturzebecker Foundation is in compliance with the Board of Governor's Policy on External Financial Support (Policy 1985-04). The Foundation meets all of the following criteria:

1) An annual statement summarizing University support for and contributions from The Sturzebecker Foundation has been prepared for the year ending June 30, 2003 (copy attached).

2) A Memorandum of Understanding signed by The Sturzebecker Foundation, University, and legal counsel is in place (copy attached).

3) An annual audit has been performed and the results will be available for review by the Council of Trustees at the meeting.

4) Articles of Incorporation and Bylaws are presented to the Council of Trustees (copy attached).

5) A current list of Sturzebecker Foundation Trustees and Officers is available to the Council of Trustees (copy attached).

6) Proof of Insurance is presented to the Council of Trustees (copy attached).

mgp
Annual Summary Report of Direct University Support To and Contributions Made By The Sturzebecker Foundation
For the Year Ending June 30, 2003

Direct University support to The Sturzebecker Foundation

$ 0

Contributions made to or benefiting West Chester University of Pennsylvania

$ 300

In-Kind Gift

Prepared by the Vice President for Administrative and Fiscal Affairs
West Chester University of Pennsylvania

Mark P. Mixner

Date

West Chester University of Pennsylvania is a member of the State System of Higher Education
MEMORANDUM OF UNDERSTANDING
BETWEEN
WEST CHESTER UNIVERSITY OF PENNSYLVANIA
AND
THE STURZEBECKER FOUNDATION

By this Memorandum of Understanding (hereinafter "MOU"), West Chester University of Pennsylvania of the State System of Higher Education (hereinafter "University") will affiliate with The Sturzebecker Foundation (hereinafter "Foundation"), a private 501 (c)(3) nonprofit organization which exists to develop and manage independent sources of financial support solely for the benefit of the University.

Provision for the MOU is provided within Policy 1985-04 of the Board of Governors of the State System of Higher Education, Commonwealth of Pennsylvania.

The Foundation was founded in 1997 and has supported the University of its programs continuously since that time. The purposes of the Foundation are stated in the following paragraphs:

1. The corporation is formed exclusively for charitable, educational, and/or scientific purposes within the meaning of §7311 of the Pennsylvania Nonprofit Corporation Law and §501(c)(3) of the Internal Revenue Code of 1954, as amended (the "Code").

2. In furtherance of its exclusive charitable, educational, and/or scientific purposes, the Foundation shall promote the interests of the University and shall, without otherwise limiting its powers, perform the following:

   a. Solicit and receive funds and any other property or interests in property by gift, grant, bequest, devise, bargain, purchase, or similar transaction, and to hold, administer, invest, and disburse such funds and property, and such income as may be generated through the investment of such funds and property, exclusively for the benefit of the University.

   b. Accept donations to further, improve, and advance the interests of the University.

   c. Receive contributions from whatever sources, whether unrestricted or for designated purposes and hold the same for such designated purposes, or subject to any conditions specified in the terms of the gift or grant.

   d. Engage in and do any and all acts and engage in all lawful business which a nonprofit corporation may do consistent with or in furtherance of the purposes set forth above.
The University will recognize the Foundation as an affiliated organization and will permit the Foundation to use the name of the University in connection with the activities listed above. The name to be used by the Foundation in connection with these activities will be "The Sturzebecker Foundation of West Chester University."

Pursuant to Board of Governors Policy 1985-04, the Foundation will provide the University with an annual report summarizing contributions, as well as the following information:

1. Articles of incorporation and bylaws; following initial submission, it is only necessary to submit additional copies in the event that a revision, amendment, or other change is made to the original documents.

2. Annual external financial audit.

3. Certification of liability insurance.

4. A listing of the Board of Directors.

The Foundation shall carry directors and officers liability insurance at its expense in the amount of $1,000,000.

The Foundation agrees to indemnify and hold harmless the University from any and all damages, awards, judgments, liens or other remedies or encumbrances incurred as a result of negligent acts or omissions of the Foundation arising from and/or resulting from the execution and performance of this MOU. The University agrees to indemnify and hold harmless the Foundation from any and all damages, awards, judgments, liens or other remedies or encumbrances incurred as a result of negligent acts or omissions of the University arising from and/or resulting from the execution and performance of this MOU.

All fund raising activities conducted by the Sturzebecker Foundation must be endorsed by the Vice President for Advancement of West Chester University of Pennsylvania or his/her designee.

All contributions from the Foundation to the University or its students must be made through the Office of Development at West Chester University of Pennsylvania.

The fund raising goals and activities of the Foundation shall benefit the School of Health Sciences of West Chester University of Pennsylvania or its successor.

The Dean of the School of Health Sciences of the University shall serve as the University liaison to the Board of the Foundation. No voting members of the Foundation Board may be employees of the University.
The initial term of this MOU will be from September 25, 2002, to the ending date of June 30, 2003. The ending date will establish the annual "anniversary date" which is defined as that same month and day during succeeding years. If not otherwise modified in writing, the MOU will automatically renew and continue in effect for additional one year periods from anniversary date to anniversary date. Notwithstanding the forgoing, the University and the Foundation may terminate this MOU for any reason with sixty (60) days advance written notice.

West Chester University
of Pennsylvania
The State System of Higher Education

The Sturzebecker Foundation

President
10/30/02

Federal I.D. # 23-7911673

State System of Higher Education
Office of the Chancellor

APPROVED AS TO FORM AND LEGALITY

Office of Attorney General
Commonwealth of Pennsylvania

EFFECTIVE DATE
FEB 4 2003
OF CONTRACT
RESOLUTION
COUNCIL OF TRUSTEES
WEST CHESTER UNIVERSITY OF PENNSYLVANIA
SEPTEMBER 25, 2002
THE STURZEBECKER FOUNDATION
MEMORANDUM OF UNDERSTANDING

BE IT RESOLVED THAT THE COUNCIL OF TRUSTEES OF WEST CHESTER UNIVERSITY OF PENNSYLVANIA HEREBY APPROVES THE MEMORANDUM OF UNDERSTANDING BY AND BETWEEN THE STURZEBECKER FOUNDATION AND WEST CHESTER UNIVERSITY OF PENNSYLVANIA.

APPROVED PENDING ACTION BY THE COUNCIL OF TRUSTEES

[Signature]
Madeleine Wing Adler, President

[Date] 10-3-02

APPROVED PENDING VOTE OF THE COUNCIL OF TRUSTEES

[Signature]
Carol Alchele, Chairperson
Council of Trustees

[Date] 10-3-02
THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITIES THAT ARE CHARITIES AND SOLICIT FUNDS SHOULD CONTACT THE BUREAU OF CHARITABLE ORGANIZATIONS FOR REGISTRATION REQUIREMENTS AT DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS, SUITE 300 124 PINE STREET, HARRISBURG, PENNSYLVANIA 17101 (717) 783-1720 OR 1-800-732-0999 WITHIN PENNSYLVANIA.

ENTITY NUMBER: 2781788
MICROFILM NUMBER: 09654
1713-1715

JAMIE W GONCHAROFF ESQ
14 N CHURCH ST
WEST CHESTER PA 19380
ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION
DSCB:15-5915CRev90

In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is:

   The Sturzebecker Foundation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

   (a) 9 North High Street, P.O. Box 3015, West Chester, PA 19381

   (b) c/o: Name of Commercial Registered Office Provider

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is:

   Nonprofit Corporation Law of 1988

4. The date of its incorporation is:

   October 27, 1997

5. (Check, and if appropriate complete, one of the following):

   X The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

   The amendment shall be effective on: ___________________________

   Date

   Hour
6. (Check one of the following):
   
   _____ The amendment was adopted by the members (or shareholders) pursuant to 15 
   Pa.C.S. § 5914(a).

   X   The amendment was adopted by the incorporator.

7. (Check, and if appropriate complete, one of the following):
   
   _____ The amendment adopted by the corporation, set forth in full, is as follows:

   _____ The amendment adopted by the corporation is set forth in full in Exhibit A attached 
   hereto and made a part hereof.

8. (Check, if the amendment restates the Articles):

   _____ The restated Articles of Incorporation supersede the original Articles and all 
   amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment 

to be signed by a duly authorized incorporator thereof this 16th day of July, 1998.

Sturzebecker Foundation

BY: ________________________________

Stephen J. McGann
Incorporator
ARTICLES OF AMENDMENT FOR THE STURZEBECKER FOUNDATION

Paragraph 3 of the original Articles of Incorporation is hereby superceded and replaced by the following:

The corporation is incorporated under the Nonprofit Corporation of Law of 1988. Said corporation is organized exclusively for charitable and educational purposes as authorized under section 501(c)(3) of the Internal Revenue Code, which purposes include the awarding of scholarships to students attending West Chester University, a Pennsylvania State University, and the recognition of individuals for distinguished achievement who are associated with West Chester University.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
ARTICLES OF INCORPORATION-DOMESTIC NONPROFIT CORPORATION

In compliance with the requirements of 15 Pa.C.S. § 5306 (relating to articles of incorporation), the undersigned, desiring to incorporate a nonprofit corporation, hereby state(s) that:

1. The name of the corporation is: The Sturzebecker Foundation

2. The (a) address of this corporation's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
   - (a) 9 North High Street, PO Box 3015, West Chester, PA 19381
   - Chester
   - (b) c/o: Name of Commercial Registered Office Provider County

   For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes:
   - award scholarships to students attending West Chester University (WCU), to recognize individuals associated with WCU for distinguished achievement, and all lawful purposes for which corporations may be incorporated under the Non-profit Corporation Law of 1988.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. The corporation is organized upon a nonstock basis.

6. (Strike out if inapplicable): The corporation shall have no members.

7. (Strike out if inapplicable): The incorporators constitute a majority of the members of the committee authorized to

   [Signatures required by the organic law of the association for the amendment of such organic law]

8. The name and address, including street and number, if any, of each incorporator is:
   - Stephen J. McGann 9 North High Street, PO Box 3015, West Chester, PA 19381

9. The specified effective date, if any, is: month day year hour, if any

10. Additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet.

   PA DEPT. OF STATE

   OCT 27 1997
The Sturzebecker Foundation

Bylaws

ARTICLE 1 — OFFICES

1. The registered office of the Corporation shall be at The First National Bank of West Chester, 9 North High Street, P.O. Box 3105, West Chester, PA 19381.

2. The Corporation may also have offices at such other locations as the Board of Trustees may from time to time appoint or the activities of the Corporation may require.

ARTICLE II — SEAL

1. The Corporate seal shall have inscribed thereon "The Sturzebecker Foundation, 1997, Not for Profit, Commonwealth of Pennsylvania".

ARTICLE III — TRUSTEES

1. The business of this Corporation shall be managed by its Board of Trustees, not more than twenty-four in number, who shall be natural persons of full age and who need not be residents of this Commonwealth. Three of the Trustees shall be those individuals who hold the West Chester University positions of the Dean of School of Health Sciences, the Director of Alumni Relations, and the Chair of the Scholarship Committee, and these three trustees will be non-voting trustees. Each Trustee shall serve until his or her successor has been elected and duly qualified in accordance with these Bylaws. Vacancies shall be filled as set forth in ARTICLE V.

2. Upon the expiration of the initial term of each Trustee as set forth in the Statement of Incorporator, Trustees will be elected to serve three year terms, it being the intent of the Bylaws to have approximately one-third of the Board of Trustees elected each year. Notwithstanding the foregoing, the two individuals who are Trustees by virtue of their position as Dean of School of Health Sciences and Director of Alumni and Special Events, may serve as Trustee so long as they hold those positions.

3. In addition to the powers and authorities by these Bylaws expressly conferred upon the Trustees, the Board of Trustees may exercise all such powers of the Corporation and do all such lawful acts and things as are authorized by statute, the Articles of Incorporation, and these Bylaws.
4. Meetings of the Board of Trustees shall be held at The First National Bank of West Chester, 9 North High Street, West Chester, Chester County, PA, or at such other place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be selected by the President.

5. The Annual meeting of the Board of Trustees shall be held in January of each year when Trustees and Officers shall be elected and such other business transacted. Unless the President selects another date for the annual meeting and causes at least ten days notice thereof to be given to each Trustee, the meeting shall be held at 10:00 a.m. on the third Thursday of January in each year if not a legal holiday, and if a legal holiday, then on the next full business day following at 10:00 a.m.

6. Special meetings of the Board of Trustees may be called at any time by the President, or by any three Trustees of the Corporation. At any time, upon written request of any person(s) entitled to call a special meeting, it shall be the duty of the Secretary to call a special meeting of the Board of Trustees to be held at such time at the Secretary may fix, not less than ten nor more than sixty days after the receipt of the request. If the Secretary shall neglect or refuse to issue such call, the person or persons making the request may do so. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.

7. Written notice of every meeting of the Board of Trustees, stating the time, place, and object thereof, shall be given by or at the direction of the person authorized to call the meeting, to each Trustee entitled to vote at the meeting, at least ten (10) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. When a meeting 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 such adjournment is taken.

8. A Board of Trustees meeting duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of a majority of Trustees shall constitute a quorum at all meetings for the transaction of business except as may be otherwise provided by law or by the Articles of Incorporation. The Trustees present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Trustees to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of Trustees, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Trustees.
9. Except as otherwise provided in the Articles of Incorporation, any action which may be taken at a meeting of Trustees may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by a majority of all Trustees who would be entitled to vote at a meeting for such purpose. The consents shall be filed with the Secretary of the Corporation and the action taken by consent shall be deemed a valid Corporate action.

10. Every Trustee of the Corporation shall be entitled to one vote. In all elections for Trustees, each Trustee shall have the right to multiply the number of votes to which he may be entitled by the total number of Trustees to be elected, and he may cast the whole number of his votes for one candidate or distribute them upon two or more candidates, as he may prefer. The candidates receiving the highest number of votes up to the number of Trustees to be elected shall be elected. No Trustee shall sell his vote for money or anything of value. Upon request of a Trustee, the books or records of the Corporation shall be produced at any general or special meeting of the Corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be Trustees may vote. The right of a Trustee to vote, and his right and interest in the Corporation shall cease upon the termination of his service as a Trustee.

11. While all members of the Board of Trustees are encouraged to attend all meetings of Trustees, each Trustee shall not be absent from more than one-half of the meetings in a calendar year. In the event a Trustee shall be absent from more than one-half of the meetings in a calendar year, the Board of Trustees shall have the authority, but not the obligation, to terminate that Trustee from the Board of Trustees, in which case the Board of Trustees may choose a successor who shall hold office for the remaining period of the unexpired term of the terminated Trustee.

ARTICLE IV – OFFICERS

1. The executive officers of the Corporation shall be elected by the Board of Trustees and shall be a President, Vice-President, Secretary and Treasurer, and such other officers and assistant officers as the needs of the Corporation may require. The President and Secretary shall be natural persons of full age; the Treasurer, however, may be a Corporation, but if a natural person, shall be of full age. They shall hold their offices for such duties as shall from time to time be prescribed by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers shall be Trustees. The Board of Trustees may secure the fidelity of any or all such officers by bond or otherwise. The Officers shall hold their office for one year terms, and each officer may be reelected for additional terms.

Revised: 6/18/02