

## **EXHIBIT A**

### **PLAN FOR THE ARAMINGO AVENUE SHOPPING DISTRICT (“DISTRICT”) AND REPORT OF THE CITY OF PHILADELPHIA CONCERNING THE DISTRICT**

1. The name of the proposed neighborhood improvement district shall be the Aramingo Avenue Shopping District (“District”). A map of the District is attached as Exhibit A-1 and an enlarged copy of the map shall be kept on file with the Chief Clerk to be made available for inspection by the public during regular office hours.

2 The service area of the proposed district shall include all taxable (for real estate purposes) commercial properties on the east and west sides of Aramingo Avenue from 2700 Aramingo Avenue to 3995 Aramingo Avenue and the following blocks of streets: 2345 to 2363 E. Allegheny Avenue; 3300 to 3700 Gaul Street; 3300 to 3700 East Side Tulip Street; 3300 to 3400 Memphis Street; 2201 to 2270 E. Butler Street; 2230 to 2701 Castor Avenue; 2500 E. Ontario Street; 3701 to 3801 Sepviva Street; 3740 E. Thompson Street; 2400 to 2627 E. Tioga Street; 2335 to 2501 E. Westmoreland Street; 2415 to 2651 Wheatsheaf Lane; to be known as the Aramingo Avenue Shopping District (“District”). While the service area does contain residential properties, residential properties shall not be assessed. The Aramingo Avenue Shopping District’s assessed properties include: those properties that are commercial, as defined by the Community and Economic Improvement Act, 53 P.S. § 1801 *et seq.* Furthermore, tax-exempt properties located within the district will be encouraged to contribute cash or in-kind services through voluntary multi-year agreements.

3. A list of all properties to be assessed is attached as Exhibit A-2.

4. A list of proposed improvements and services within the District and their estimated cost for the first year of operation are as follows:

Cleaning, Maintenance and Staff: \$95,000; Security Ambassadors: \$80,000; Marketing, Signage and Advertising: \$65,000; Personnel, Administration, and Collections: \$42,303.  
Total: \$282,303.

5. The proposed budget for the first fiscal year is \$282,303. and is attached as Exhibit A-3.

6. The proposed revenue source for financing all proposed improvements, programs and services will be assessments on real property within the service area as provided in paragraph 2 above.

7. The estimated time for implementation and completion of all proposed improvements, programs and services is five years, which corresponds to the initial term of the District.

8. The administrative body that will govern and administer the District is the non-profit corporation Impact Community Development Corporation.

9. The by-laws of Impact Community Development Corporation are attached as Exhibit A-4.

10. The method of determining the amount of the assessment fee to be levied on property owners within the District is as follows: The cost of services for the District will be equitably apportioned among all benefiting properties within the whole district service area., the District's assessment fee will be calculated as 15% of the real estate taxes due on any commercial property within the service area. Further, in order to assure a constant level of services, a surcharge of 4% per annum compounded annually will be applied to all assessed properties to compensate for the effect of inflation on the District's revenues

11. The specific duties and responsibilities of City of Philadelphia and Impact Community Development Corporation with respect to the District are as follows:

- a. The City will be responsible for maintaining the same level of municipal programs and services within the District after its designation as a neighborhood improvement district as before such designation. The City will also be responsible for applying liens on properties for non-payment of property assessment fees as set forth in the Act at 53 P.S. § 18107(A)(10).
- b. Impact Community Development Corporation shall fulfill all the duties and responsibilities of a Neighborhood Improvement District Management Association (NIDMA) as set forth in the Community and Economic Improvement Act (53 P.S. § 18101 *et. seq.*). In its capacity as the NIDMA, Impact Community Development Corporation also shall annually submit an audit of all income and expenditures to the Department of Community and Economic Development and to City Council within 120 days after the end of each fiscal year, and submit a report, including financial and programmatic information and a summary of audit findings, to City Council and to all assessed property owners located in the District, as required by 53 P.S. § 18109. In addition, Impact Community Development Corporation shall be responsible for collecting all assessment fees levied within the District.

12. A written agreement will be signed by the City and Impact Community Development Corporation containing the following provisions:

- a. The respective duties of the City and Impact Community Development Corporation with respect to the District as set forth in paragraph 11 above;
  - b. The City's agreement to maintain within the District the same level of municipal programs and services that were provided within the District before its establishment;
  - c. A "sunset provision" under which the agreement will expire five years from the date this ordinance becomes law and will not be renewed unless the District is continued beyond that date pursuant to reenactment of the ordinance establishing the District; and
  - d. Impact Community Development Corporation's agreement to be responsible for the collection of all property assessment fees levied within the District and the City's agreement to file any necessary liens for nonpayment of property assessment fees as set forth in the Act at 53 P.S. § 18107 (A)(10).
13. The District will allow for and encourage tax-exempt property owners, through voluntary multi-year agreements, to provide in-kind or financial contributions to the Aramingo Avenue Shopping District, in lieu of a property assessment fee.
14. The negative vote of at least fifty-one percent (51%) of the property owners within the District, or property owners within the District whose property valuation as assessed for taxable purposes amounts to fifty-one percent (51%) of the total property valuation located within the District proposed in the final plan, shall be required to defeat the establishment of the proposed District by filing objections to the clerk for the governing body of the municipality within forty-five (45) days of presentation of the final plan.



### EXHIBIT A-2 PROPERTY LIST

Street#	StreetName	Des	CertTaxLand	CertTaxBldg	Assess.Value	Total Taxes	15% Assessment
02345	ALLEGHENY	AVE	1,901	8,851	10,752	889	133
02363	ALLEGHENY	AVE	2,136	8,968	11,104	918	138
03301	ARAMINGO	AVE	391,700	1,295,500	1,687,200	139,430	20,915
03356	ARAMINGO	AVE	25,569	77,055	102,624	8,481	1,272
03398	ARAMINGO	AVE	26,047	20,417	46,464	3,840	576
03400	ARAMINGO	AVE	675,000	1,565,000	2,240,000	185,114	27,767
03401	ARAMINGO	AVE	350,001	449,999	800,000	66,112	9,917
03451	ARAMINGO	AVE	100,480	401,920	502,400	41,518	6,228
03500	ARAMINGO	AVE	200,145	502,319	702,464	58,052	8,708
03501	ARAMINGO	AVE	51,182	63,698	114,880	9,494	1,424
03550	ARAMINGO	AVE	11,456	-	11,456	947	142
03551	ARAMINGO	AVE	49,620	150,060	199,680	16,502	2,475
03583	ARAMINGO	AVE	11,698	25,102	36,800	3,041	456
03585	ARAMINGO	AVE	64,000	96,000	160,000	13,222	1,983
03595	ARAMINGO	AVE	41,280	59,840	101,120	8,357	1,253
03600	ARAMINGO	AVE	86,860	74,420	161,280	13,328	1,999
03601	ARAMINGO	AVE	197,068	228,852	425,920	35,198	5,280
03621	ARAMINGO	AVE	179,900	197,060	376,960	31,152	4,673
03634	ARAMINGO	AVE	48,100	45,980	94,080	7,775	1,166
03639	ARAMINGO	AVE	62,464	-	62,464	5,162	774
03652	ARAMINGO	AVE	45,863	50,457	96,320	7,960	1,194
03664	ARAMINGO	AVE	39,600	64,400	104,000	8,595	1,289
03680	ARAMINGO	AVE	57,200	88,400	145,600	12,032	1,805
03699	ARAMINGO	AVE	80,056	5,352	85,408	7,058	1,059
03725	ARAMINGO	AVE	129,400	-	129,400	10,694	1,604
03745	ARAMINGO	AVE			1,558,080		

Street#	StreetName	Des	CertTaxLand	CertTaxBldg	Assess.Value	Total Taxes	15% Assessment
			552,000	1,006,080		128,760	19,314
03901	ARAMINGO	AVE	56,000	-	56,000	4,628	694
03975	ARAMINGO	AVE	40,000	-	40,000	3,306	496
03995	ARAMINGO	AVE	24,000	-	24,000	1,983	298
02201	BUTLER	ST	224,000	416,000	640,000	52,890	7,933
02270	BUTLER	ST	40,000	88,000	128,000	10,578	1,587
02230	CASTOR	AVE	215,962	168,038	384,000	31,734	4,760
02235	CASTOR	AVE	160,000	448,000	608,000	50,245	7,537
02254	CASTOR	AVE	5,376	-	5,376	444	67
02300	CASTOR	AVE	275,760	337,040	612,800	50,642	7,596
02301	CASTOR	AVE	12,800	-	12,800	1,058	159
02345	CASTOR	AVE	191,177	436,023	627,200	51,832	7,775
02350	CASTOR	AVE	2,496	-	2,496	206	31
02401	CASTOR	AVE	96,000	-	96,000	7,933	1,190
02416	CASTOR	AVE	63,673	71,687	135,360	11,186	1,678
02417	CASTOR	AVE	25,857	44,543	70,400	5,818	873
02419	CASTOR	AVE	95,997	69,219	165,216	13,653	2,048
02431	CASTOR	AVE	19,766	73,642	93,408	7,719	1,158
02450	CASTOR	AVE	71,690	88,310	160,000	13,222	1,983
02520	CASTOR	AVE	48,000	64,000	112,000	9,256	1,388
02535	CASTOR	AVE	170,400	-	170,400	14,082	2,112
02536	CASTOR	AVE	40,510	68,290	108,800	8,991	1,349
02539	CASTOR	AVE	929,600	1,844,000	2,773,600	229,210	34,382
02620	CASTOR	AVE			20,800	1,719	258
02700	CASTOR	AVE			112,000	9,256	1,388
02701	CASTOR	AVE	2,103,808	-	2,103,808	173,859	26,079
02728	CASTOR	AVE			51,200	4,231	635
02731	CASTOR	AVE			36,800	3,041	456

Street#	StreetName	Des	CertTaxLand	CertTaxBldg	Assess.Value	Total Taxes	15% Assessment
03309	GAUL	ST			38,400	3,173	476
03313	GAUL	ST			9,152	756	113
03315	GAUL	ST			4,800	397	60
03343	GAUL	ST			8,608	711	107
03300	MEMPHIS	ST			6,400	529	79
03306	MEMPHIS	ST			8,640	714	107
03308	MEMPHIS	ST			544	45	7
03310	MEMPHIS	ST			86,400	7,140	1,071
03328	MEMPHIS	ST			25,280	2,089	313
03360	MEMPHIS	ST			6,400	529	79
03360	MEMPHIS	ST			2,400	198	30
03364	MEMPHIS	ST			2,400	198	30
03368	MEMPHIS	ST			152,000	12,561	1,884
03386	MEMPHIS	ST			30,400	2,512	377
03390	MEMPHIS	ST			672	56	8
03392	MEMPHIS	ST			14,400	1,190	179
02500	ONTARIO	ST	16,000	80,000	96,000	7,933	1,190
03701	SEPVIVA	ST	19,200	76,800	96,000	7,933	1,190
03711	SEPVIVA	ST			40,000	3,306	496
03712	SEPVIVA	ST			12,800	1,058	159
03763	SEPVIVA	ST			16,000	1,322	198
03795	SEPVIVA	ST			128,000	10,578	1,587
03740	THOMPSON	ST	80,000	112,000	192,000	15,867	2,380
02400	TIOGA	ST	39,536	104,464	144,000	11,900	1,785
02430	TIOGA	ST	46,314	40,086	86,400	7,140	1,071
02500	TIOGA	ST	64,000	-	64,000	5,289	793
02560	TIOGA	ST	21,943	54,857	76,800	6,347	952

Street#	StreetName	Des	CertTaxLand	CertTaxBldg	Assess.Value	Total Taxes	15% Assessment
02600	TIOGA	ST	25,600	153,600	179,200	14,809	2,221
02601	TIOGA	ST	2,086	5,274	7,360	608	91
02609	TIOGA	ST	1,998	6,002	8,000	661	99
02615	TIOGA	ST	1,149	8,803	9,952	822	123
02620	TIOGA	ST	48,000	120,000	168,000	13,884	2,083
02621	TIOGA	ST	3,200	28,800	32,000	2,644	397
02623	TIOGA	ST	2,680	21,320	24,000	1,983	298
02625	TIOGA	ST	2,352	20,048	22,400	1,851	278
02627	TIOGA	ST	2,400	-	2,400	198	30
02301	VENANGO	ST	12,800	67,200	80,000	6,611	992
02309	VENANGO	ST	710	5,178	5,888	487	73
02400	VENANGO	ST	32,000	80,000	112,000	9,256	1,388
02435	VENANGO	ST	19,200	44,800	64,000	5,289	793
02440	VENANGO	ST	48,000	43,200	91,200	7,537	1,131
02501	VENANGO	ST	6,886	5,914	12,800	1,058	159
02335	WESTMORELAND	ST	93,500	327,492	420,992	34,791	5,219
02501	WESTMORELAND	ST	1,667	12,733	14,400	1,190	179
02415	WHEATSHEAF	LA	58,624	29,376	88,000	7,272	1,091
02435	WHEATSHEAF	LA	280,000	40,000	320,000	26,445	3,967
02503	WHEATSHEAF	LA	57,342	6,658	64,000	5,289	793
02503	WHEATSHEAF	LA	25,440	-	25,440	2,102	315
02625	WHEATSHEAF	LA	107,115	156,885	264,000	21,817	3,273
02639	WHEATSHEAF	LA	3,840	-	3,840	317	48
02641	WHEATSHEAF	LA	2,240	5,760	8,000	661	99
02651	WHEATSHEAF	LA	80,000	-	80,000	6,611	992
<b>Totals</b>			<b>8,889,652</b>	<b>11,780,868</b>	<b>22,773,688</b>	<b>1,882,018</b>	<b>282,303</b>





		42,303	42,303	
<b><u>Total Uses</u></b>		<b>282,303</b>	<b>282,303</b>	<b>-</b>
<b><u>Excess / ( Deficit )</u></b>				
		-	-	-

**EXHIBIT A-4**  
**IMPACT COMMUNITY DEVELOPMENT CORPORATION**  
**A Pennsylvania Non-Profit Corporation**

**AMENDED AND RESTATED BY-LAWS**  
**(Adopted October 26, 2006)**

1. **Name and Incorporation.** The corporation (“Corporation”) shall be named, known and styled as Impact Community Development Corporation and is incorporated as a Pennsylvania non-profit corporation under Pennsylvania Non-Profit Corporation Law, 15 Pa C.S. §5101 et seq. (the “Act”).
2. **Offices.** The registered office of the corporation shall be located at 1952 E. Allegheny Ave., Philadelphia, PA 19134. The corporation may also have offices at such other places as the Board of Directors may from time to time determine.
3. **No Members.** There shall be no members of the corporation and its affairs shall be conducted by the Board of Directors.
4. **Purpose.** The purposes of the Corporation are charitable and educational under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, specifically providing community development services to combat community deterioration and to relieve poverty, including providing economic development and affordable housing opportunities, in the geographic area of the City of Philadelphia bounded on east by Delaware River, north by Rhawn Street, west by Roosevelt Boulevard to Whitaker Avenue to Front Street, and south by Norris Street (“Area”) exclusively as a supporting organization under Section 509(a)(3) for Impact Services Corporation (“Impact”), an existing Section 501(c)(3) and Section 509(a)(1) public charity providing a variety of social and human services to this Area.
5. **Directors.**
  - 5.1 The number of Directors which shall constitute the whole Board shall be such number as the Board of Directors may determine from time to time, but not less than one (1) nor more than fifteen (15).
  - 5.2 Directors shall be appointed by the Board of Directors of Impact and each person so elected shall be a Director until his or her successor is appointed.
  - 5.3 Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors shall be filled by a majority vote of the

Board of Directors of Impact at any meeting, through less than a quorum, and each person so elected shall be a Director until his or her successor is appointed.

- 5.4 The business and affairs of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by the Act or by the Articles of Incorporation or by these Amended By-Laws directed or required to be exercised.
  - 5.5 Policy for the Corporation shall be set by the Board of Directors.
  - 5.6 The Board of Directors may from time to time by resolution authorize the use of a proxy by a Director who is unable to attend a meeting either in person or by telephone as provided hereinafter. The proxy shall be used to authorize another Director to act for him or her on a matter about which the absent Director has received prior written notification and said proxy shall set forth the absent Director's vote on that matter. Proxies will not be used for the purpose of establishing a quorum. Every proxy shall be executed in writing by the Director and filed with the Secretary of the Corporation. Each and every proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy will not be effective until notice thereof in writing has been given to the Secretary of the Corporation. No unrevoked proxy shall be valid after thirty (30) days from the date of its execution.
  - 5.7 The Board of Directors of Impact may from time to time by resolution set a debt limit and an authorized loan limit for the Corporation.
  - 5.8 The Board of Directors will serve without compensation for their services as a director of the Corporation, however, a Director may be a salaried Officer of the Corporation.
  - 5.9 A director of the Corporation may be removed for any reason by a majority vote of the Board of Directors of Impact at a duly convened meeting at which a quorum is present.
6. **Meetings of the Board.**
- 6.1 Regular meetings of the Board of Directors shall be held such dates as shall be selected by the Board of Directors. In the absence of such resolution by the Board, the Chairperson shall set the dates and times for regular meetings of the Board. The meetings will be held at the registered office of the corporation or at such other place as the majority of the Board may from time to time appoint and designate in the notice calling the meeting.

- 6.2 It shall not be necessary to send notices of regular meetings of the Board of Directors.
- 6.3 Special meetings of the Board of Directors may be called by the Chairperson on five (5) days notice to each Director by mail; special meetings shall be called by the Secretary in like manner and on like notice on written request of two (2) Directors.
- 6.4 Notices of each special meeting of the Board of Directors shall specify the date, place and hour of the meeting and general nature of the business to be conducted at the special meeting.
- 6.5 At all meetings of the Board a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise specifically provided by the Act or by the Articles of Incorporation or by these By-Laws.
- 6.6 If a quorum shall not be present at any meeting of Directors the Directors present thereat may adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken.
- 6.7 One or more Directors may participate in a meeting of the Board by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and all Directors so participating shall be deemed present at the meeting.
- 6.8 Any action which may be taken at a meeting of the Directors or a committee of the Board may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of the Directors or members of the committee, as the case may be, and shall be filed with the Secretary of the corporation.

## **7. Committees of the Board.**

- 7.1 The following shall constitute the standing committees of the Corporation: Executive, Program, and Finance.
- 7.2 The Board of Directors may, by resolution adopted by a majority of the whole Board, designate any other committee or committees in addition to the above enumerated.
- 7.3 Except for the Executive Committee, a committee of the Board shall be composed of one or more members of the Board any other person or persons designated by the Chairperson.

- 7.4 The Chairperson of each committee shall be appointed by the Chairperson of the Board and shall be a member of the Board of Directors.
- 7.5 There shall be an Executive Committee of the Board of Directors, which shall consist of the President of the corporation and two (2) members of the Board of Directors, one of which shall be the Chairperson of the Board. Between meetings of the Board of Directors, the Executive Committee shall be empowered to do all acts and perform all functions which the Board of Directors may itself perform which acts or functions are necessary for the operation and management of the Corporation; except that, under Section 5731 of the Act, neither Executive Committee nor any other committee of the Corporation may: (a) fill vacancies on the Board of Directors; (b) adopt, amend or repeal the Bylaws; (c) amend or repeal any resolution of the Board of Directors; or (d) act in matters committed by these Bylaws or by resolutions of the Board of Directors to any other committee of the Board. Two members of the Executive Committee shall constitute a quorum, after notice to all members of the Executive Committee, and action shall be decided by majority vote. The Executive Committee shall not countermand actions taken by the Board of Directors and will be bound by specific instructions given to it by the Board of Directors. The Executive Committee shall keep minutes of its meetings and shall distribute them to the members of the Board of Directors.

## **8. Officers of the Corporation.**

- 8.1 The Officers of the corporation shall be elected by the Board of Directors and shall be the Chairperson, the President, the Secretary and the Treasurer. The Officers shall be natural persons of full age but need not be members of the Board of Directors. Should any office become vacant at any time during the term, the Board of directors by majority vote shall fill that office for the balance of the term within thirty (30) days of the date of the occurrence of the vacancy.
- 8.2 The President shall be the chief executive officer of the Corporation; he/she shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. He/she shall execute bonds, mortgages and contracts of the corporation. He/she shall have general superintendence and direction of all other Officers of this corporation and see that their duties are properly performed. He/she shall submit a report of the operations of the Corporation to the Board of Directors at each of their meetings. He/she shall submit reports on the projects and programs of the corporation and from time to time shall report to the Board of Directors all matters within his/her knowledge that may effect the Corporation.

- 8.3 The Secretary shall attend all sessions of the Board and record all the votes of the corporation and the Minutes of the transactions in a book to be kept for that purpose, and shall perform like duties for the Executive and other committees of the Board of Directors when required. He/she shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/she shall keep in safe custody the corporate seal of the corporation and, when authorized by the Board, affix the same to any instrument requiring it, and, when so affixed, it shall be attested by his/her signature.
- 8.4 The Treasurer shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation as shall be designated by the Board of Directors. He/she shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, and account of all his/her transactions as Treasurer and of the financial condition of the corporation. If required by the Board of Directors he/she shall give the Corporation a bond in such sum, and with such surety or sureties as may be satisfactory to the Board of Directors for the faithful discharge of the duties of his/her office and for the restoration to the Corporation, in case of his/her death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the corporation.
- 8.5 The Chairperson shall be selected by a majority vote of the Directors and the person so selected shall serve until his/her successor is so elected. In the event that the position of Chairperson becomes vacant during the year the Directors shall select another member of the Board to serve for the balance of the unexpired term. Selection shall be by majority vote and shall take place within thirty (30) days from the occurrence of the vacancy. The Chairperson of the Board will preside at all meetings of the Board of Directors and of the Executive Committee. He/she shall have the authority to appoint members to the standing committees and to other special committees as the Board may direct. He/she shall have authority to appoint an Assistant Secretary and an Assistant Treasurer.

## 9. **Indemnification.**

- 9.1 In performing his or her duties, a Director or Officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by one or more Officers or employees of the

corporation whom the Director or Officer reasonably believes to be reliable and competent with respect to the matters presented, counsel, public accountant6s or other persons as to matters that the Director or Officer reasonably believes to be within the professional or expert competence of such person, or a committee of the Board of Directors upon which the Director or Officer does not serve, duly designated in accordance with law, as to matters within its designated authority. Which committee the Director or Officer reasonably believes to merit confidence. A Director or Officer shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. Actions taken as a Director or Officer of the corporation or any failure to take any action shall be presumed to be in the best interests of the Corporation. The corporation shall indemnify to the fullest extent now or hereafter permitted by law, each director, officer, employee or agent of the corporation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he is or was an authorized representative of the corporation against all expenses, (including attorneys' fees and disbursements) judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding except where such indemnification is expressly prohibited by applicable law. A Director of the Corporation shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Director derived an improper personal benefit. The rights conferred by this Article shall continue as to any person who has ceased to be a Director or Officer of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. For the purposes of this Article, the term "Authorized Representative" shall mean a director, officer, employee or agent of the Corporation or any subsidiary of the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any subsidiary of the Corporation, or a person who is or was serving another Corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation.

## 10. **General Provisions.**

- 10.1 The Directors of the Corporation shall annually prepare such report and make such filings as shall be required under the Act and the Internal Revenue Code.



- 10.2 All checks or demands for money and notes of the Corporation shall be signed by such Officer or Officers as the Board of Directors may from time to time designate.
- 10.3 The fiscal year of the Corporation shall end on December 31.
- 10.4 The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.
- 10.5 Whenever, under the provisions of applicable law, the Articles of Incorporation, or these By-Laws, notice is required to be given, such notice shall be made to such person in writing personally or by sending a copy thereof by first class mail, postage prepaid, to his or her address supplied by him or her to the corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information that may be required by these By-Laws or by the Act and any amendments thereto.
- 10.6 Whenever any written notice is required to be given by applicable law or by the Articles of Incorporation or by these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice.
- 10.7 Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.
- 10.8 The By-Laws may be altered, amended or repealed by an affirmative vote of the majority of the Directors of the Corporation at any duly convened meeting at which a quorum is present; provided that such alteration, amendment or repeal is first approved by an affirmative vote of the majority of the Directors of Impact at any duly convened meeting at which a quorum is present.

## **Officer's Certificate**

### **IMPACT SERVICES CORPORATION**

The undersigned, being the General Manager of Impact Services Corporation, hereby certifies that the Board of Directors of Impact Services Corporation, pursuant to the Bylaws of Impact Community Development Corporation, has elected the following individuals to serve as Directors of Impact Community Development Corporation until their successors are elected:

John MacDonald  
President  
1952 E. Allegheny Avenue  
Philadelphia, PA 19134  
215-423-2955

Edward Blaney  
Secretary  
2624 E. Ontario Street  
Philadelphia, PA 19134  
215-423-1203

Marybell Velasquez  
5374 Charles Street  
Philadelphia, PA 19124  
215-288-6136

Vilma Pastrana  
4317 Malta Street  
Philadelphia, PA 19124  
215-200-8588

David White  
Sovereign Bank  
Branch Manager  
2401 E Venango St.  
Philadelphia, PA 19134  
215-537-6492

Joseph Lyons  
Home Depot  
Human Resources Manager  
2539 Castor Avenue  
Philadelphia, PA 19134  
215-744-1128

*John MacDonald*  
John MacDonald

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March 3, 2008