

THE MORNINGSTAR FOUNDATION, INC.

AMENDED AND RESTATED

BYLAWS

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Article I. Members

1. Designation

The Corporation shall have two classes of members. One class shall be called the "Adult Members" and the other class shall be called the "Junior Members."

2. Adult Members

a. Initial Adult Members. The Adult Members class shall initially consist of the following two (2) individuals: Michael C. Gelman and Susan R. Gelman.

b. Qualifications. In order to qualify as an Adult Member, an individual must be at least twenty-one (21) years of age and legally competent. Adult Members shall be unanimously elected by the existing Adult Members, except as provided in Section 3, paragraph (d) hereof. Upon reaching the age of 21, the Junior Members shall be eligible to become Adult Members. If at any time neither of Michael C. Gelman and Susan R. Gelman is able to act as an Adult Member, and if, at such time, none of their children has reached the age of 21 and consented to election as an Adult Member, the Children's Representative shall be and become an Adult Member until such time as one of the children reaches the age of 21 and consents to becoming an Adult Member. The Children's Representative shall be such person as the Adult Members shall unanimously appoint in writing.

c. Rights. Adult Members shall have the right to vote on all matters brought before the membership. Adult Members shall have the right to elect the Board of Directors, fill vacancies on the Board of Directors, and remove existing directors for cause. All action taken by the Adult Members with regard to the foregoing must be in accordance with the provisions of section 4 hereof. Adult Members shall also have the right to elect new Adult Members by unanimous vote.

d. Termination. Any Adult Member may be removed from membership upon a vote of a majority of the Adult Members if such member fails to act in the best interests of the Corporation, provided that such member shall have notice and an opportunity to be heard. Membership shall be terminated if any member ceases to fulfill the qualifications for membership. If an Adult Member becomes incompetent, he or she shall be removed from membership until such time, if ever, that he or she regains competency. An Adult Member shall be considered incompetent when at least two (2) physicians determine that such individual is incapable of making a decision. Any Adult Member may resign by giving written notice to the Secretary of the Corporation.

3. Junior Members

a. Initial Junior Members. Michael C. and Susan R. Gelman's three (3) children, Samuel Asher Gelman, Sarah Miriam Gelman and Rachel Elise Gelman, shall be the initial Junior Members.

b. Qualifications. The Junior Members shall consist of the children and other issue of Michael C. and Susan R. Gelman.

c. Rights. The Junior Members shall not have the right to vote or otherwise participate in the management of the Corporation. With the consent of the Adult Members, the Junior Members shall be entitled to attend membership meetings, participate in discussions involving grant making, and engage in other such activities of the Corporation.

d. Termination. Junior Members shall continue as such until they become Adult Members or until their resignation. Upon reaching the age of 21, a Junior Member, with such individual's consent, may become an Adult Member upon the unanimous vote of the Adult Members. If, however, neither Michael C. Gelman nor Susan R. Gelman is an Adult Member at the time a Junior Member becomes eligible to become an Adult Member and such Junior Member wishes to become an Adult Member, such Junior Member shall automatically become an Adult Member at the age of 21. Any Junior Member may resign by giving written notice to the Secretary of the Corporation.

4. Meeting of Adult Members

Meetings shall be held at such times and places as the Adult Members shall determine. Junior Members may attend meetings with the consent of a majority of the Adult Members, unless there are only two (2) Adult Members, then such consent must be unanimous. Meetings may be called by any two (2) Adult Members. Three days written notice, telephone notice or facsimile notice shall be provided to the Adult

Members for such meetings. When such meetings are called, Junior Members may be given notice of the meetings with the consent of a majority of the Adult Members, unless there are only two (2) Adult Members, then such consent must be unanimous. A quorum shall consist of a majority of the Adult Members, unless there are only two (2) Adult Members, then a quorum shall consist of the two (2) Adult Members. All decisions shall be by majority vote of those present when a quorum is present, unless there are only two (2) Adult Members present, then all decisions must be unanimous. Voting on all matters, including the election of directors, may also be conducted by mail ballot or by unanimous written consent.

Article II. Board of Directors

1. Powers and Duties

The Board of Directors is the governing body of the Corporation including having all the powers and duties required to be exercised by the Board of Directors by any federal, state or district law governing the Corporation.

2. Number, Selection and Tenure

The Board shall consist of three (3) Directors. The Board may be expanded to consist of up to nine (9) Directors. Directors shall be elected by the Adult Members and shall serve for two-year terms.

3. Resignation

Resignations are effective upon receipt by the Secretary of the Corporation of a written notification.

4. Meetings, Notice and Voting

Meetings shall be at such times and places as the Board shall determine. Meetings may be called by the President or by a majority of the directors. Three days written or telephone notice shall be provided for meetings. A quorum shall consist of a majority of the Board. All decisions shall be by majority vote of those present at a meeting at which a quorum is present, or without a meeting if every member of the Board gives written consent to the action.

5. Committees

The Board may appoint an Executive Committee which in the period between meetings of the Board of Directors shall have and exercise all the powers and duties of the Board. The Executive Committee shall consist of no more than three (3) members,

all of whom shall be directors. The Board may appoint such other Committees from time to time as it deems advisable.

Article III. Officers

1. Powers and Duties

Each officer shall have the authority and responsibility normally attaching to the office except as limited by resolution of the Board of Directors.

2. Number, Selection and Tenure

The Corporation shall have a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors shall determine. The person acting as President may not also act as Secretary. Officers shall be elected from time to time by the Board of Directors. An officer shall serve until his/her resignation or until a successor has been selected or until the office is abolished.

3. Resignation

Resignations are effective upon receipt by the Secretary of the Corporation of a written notification.

Article IV. Administration

1. Activities

All activities, undertakings, contracts and obligations shall be entered into, and all documents of any nature shall be signed, executed, verified, acknowledged and delivered by such officers, agents or employees of the Corporation and in such manner as from time to time may be determined and authorized by resolution of the Board of Directors.

2. Gifts, Grants and Contributions

The authority to make gifts, grants and contributions shall be vested in the Board of Directors or the principal officer designated by the Board of Directors. However, annual distributions shall not exceed seven and one half percent (7½%) of the Corporation's assets unless such distributions are required by the provisions of any applicable federal tax law, or are recommended by the Board of Directors and unanimously approved by the Adult Members or a designee or designees of the Adult Members named unanimously by the Adult Members for such purpose.

Article V. Indemnification

The Corporation may indemnify any director or officer, or former director or officer, to the extent permitted under the District of Columbia Nonprofit Corporation Act. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-law, agreement, vote of the Board of Directors, or otherwise.

Article VI. Amendment of Bylaws

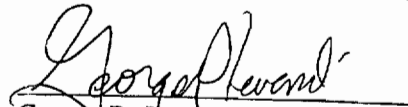
These Bylaws may be amended by a majority vote of the Board of Directors, provided seven (7) days prior written notice is given of the proposed amendment or provided all directors waive such notice. However, the provisions of paragraphs 2 and 3 of Article I and the second sentence of paragraph 2 of Article IV shall not be amended except on the recommendation of the Board of Directors unanimously approved by the Adult Members or a designee or designees of the Adult Members named unanimously by the Adult Members for such purpose.

Article VII. Dissolution

Upon the dissolution of the Corporation, the Board, after paying or making provision for payment of all its liabilities, shall dispose of all the Corporation's assets in such manner, or to such organizations, described in section 501(c)(3) of the Internal Revenue Code of 1986 as amended or as it may be amended, as the Board of Directors determines to be consistent with the Corporation's purposes and with applicable provisions of the District of Columbia Nonprofit Corporation Law.

As Secretary of The Morningstar Foundation, Inc. a District of Columbia Nonprofit Corporation, I hereby certify that the foregoing constitutes a complete and accurate copy of its Bylaws, adopted by its Board of Directors on July 16, 1997, and now in effect.

Date: September 17, 1997


George P. Levendis, Secretary

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