

JOSEPH P. SOLOSKI
Certified Public Accountant

Suite 510 Integra Bank Building • 106 South Main Street • Butler, PA 16001 • (412) 287-7788 • FAX (412) 287-7721

November 20, 1992

Mr. Bruce A. Bigelow
Pa. Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17120



Dear Mr. Bigelow:

As a follow-up to our telephone conversation on Thursday, November 19, I am forwarding the following information requested with your October 15 letter:

Docket Number - A-00105786. This is the reference number on your October 15 letter and I assume that this is also the Docket Number.

Shareholders - Mr. Randall L. Smith is the 100% Sole shareholder of Smith Bus Company, Inc.

Officers - President - Randall L. Smith
Vice President - Jamie B. Keeler
Secretary - Tammy L. Smith
Treasurer - Randall L. Smith

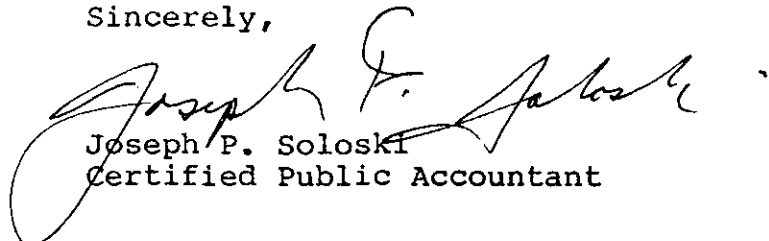
Director - Randall L. Smith, Sandy Lee Smith, Jamie B. Keeler.

Statement of Ownership Status - There has been no change in ownership nor any change in control of the business. Mr. Smith is sole owner and continues to be the sole controlling interest in the corporation.

The approved certificate of incorporation and the articles of incorporation will be obtained from my client on November 25, 1992. These items will be forwarded to you under separate cover.

If I can be of further assistance, please call me.

Sincerely,


Joseph P. Soloski
Certified Public Accountant

cc: Smith Bus Company, Inc.

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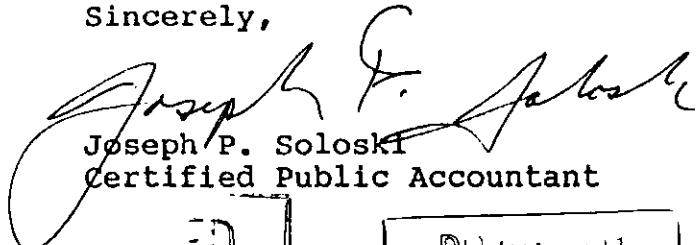
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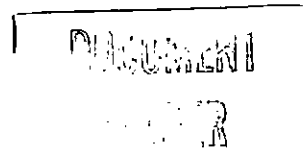
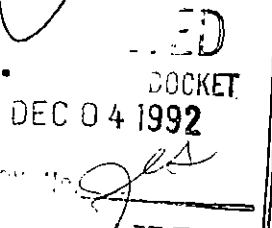
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Joseph P. Soloski
Certified Public Accountant

cc: ✓ Smith Bus Company, Inc.



Commonwealth of Pennsylvania
Department of State

8636 595



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.

Whereas, The stipulations and conditions of the Law have been fully complied with by

SMITH BUS COMPANY, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.

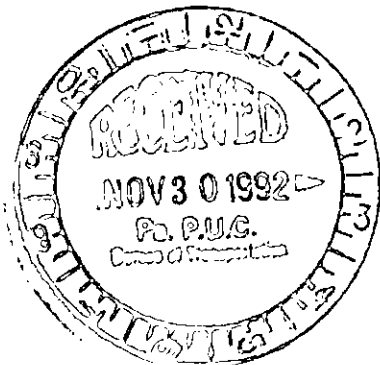
Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.



Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 11th day of June in the year of our Lord one thousand nine hundred and eighty-six and of the Commonwealth the two hundred tenth

Robert A. Cindinski

Secretary of the Commonwealth



0926096

8636 593

PLANKENHORN STATIONERY CO., WILLIAMSPORT, PA.
DSCB:BCL—204 (Rev. 8-72)

Filing Fee: \$75

Articles of
Incorporation—
Domestic Business Corporation


(Line for numbering)

926096

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this _____ day of _____
JUN 11 1986, 19_____

Commonwealth of Pennsylvania
Department of State



Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 204 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1204) the undersigned, desiring to be incorporated as a business corporation, hereby certifies (certify) that:

1. The name of the corporation is:

Smith Bus Company, Inc.

2. The location and post office address of the initial registered office of the corporation in this Commonwealth is:

R. D. #1
(NUMBER)

(STREET)

Shelocta
(CITY)

Pennsylvania

15774
(ZIP CODE)

(32)

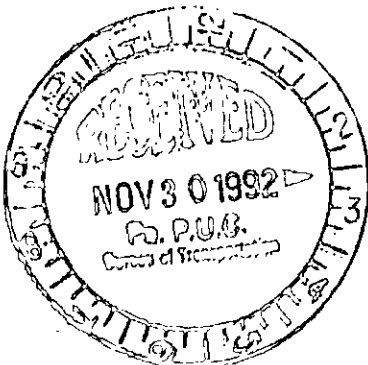
3. The corporation is incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:

To have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania, including but not limited to engage in the ownership and operation of bus and other transportation lines, and to engage in all other business of any lawful kind and character and for these purposes to have, possess and enjoy all of the rights, benefits and privileges of said Act of Assembly.

4. The term for which the corporation is to exist is: Perpetual

5. The aggregate number of shares which the corporation shall have authority to issue is:

100,000 shares - no par value



SMITH BUS COMPANY, INC.

BY-LAWS

ARTICLE I

MEETINGS OF SHAREHOLDERS



Section 1.01. ANNUAL MEETINGS; NOTICE. An annual meeting of the shareholders shall be held each year within five (5) months after the end of the corporation's tax year on such day and at such time and place as may be designated by the Board of Directors, or, if not so designated, as shall be agreed to by the shareholders. Written notice of the annual meeting shall be given at least five days prior to the meeting to each shareholder of record entitled to vote thereat. Any business may be transacted at the annual meeting, irrespective of whether the notice of such meeting contains a reference thereto, except as otherwise expressly required herein or by law.

Section 1.02. SPECIAL MEETINGS; NOTICE Special meetings of the shareholders may be called at any time, for the purpose or purposes set forth in the call, by the President or by the Board of Directors or by the holders of not less than one fifth (1/5) of all the shares outstanding and entitled to vote by delivering a written request to the Secretary. Special meetings of the shareholders shall be held at such place as may be designated by the Board of Directors or, if not so designated, at the principal office of the corporation. Written notice of special meetings shall be given at least five days prior to the meeting to each shareholder entitled to vote thereat. No business may be transacted at any special meeting other than that the general nature of which has been stated in the notice of meeting and business which is germane thereto.

Section 1.03. ORGANIZATION AND MANNER OF ACTING.

a. QUORUM: A shareholders' meeting duly called shall not be organized for the transaction of business unless a quorum is present. At any meeting and except as otherwise provided by law, the presence in person or by proxy of shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast on the particular matter shall be necessary and sufficient to constitute a quorum for the purpose of considering such matter. 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. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from day to day to such time and place as they may determine by giving immediate notice of such time and place to the absent shareholders, until a quorum as aforesaid shall be present; but in the case of any meeting called for the election of Directors, if a quorum is still not present, those shareholders who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Directors.

b. VOTING: In all elections of Directors voting shall be conducted according to the principles of cumulative voting. In all other cases, resolutions of the shareholders shall be adopted and any action of the shareholders at a meeting upon any matter shall be taken and be valid, only with the affirmative vote of shareholders entitled to cast at least a majority of the votes which all shareholders present at the meeting are entitled to cast, except as otherwise provided by law.

c. PRESIDING OFFICER, SECRETARY: The Chairman of the Board, or in his absence or if such office is vacant the President, shall preside and the Secretary shall take the minutes at all meetings of the shareholders. In the absence of the presiding officer hereinabove designated the presiding officer shall be designated by the Board of Directors, or if not so designated selected by

the shareholders present, and in the absence of the Secretary the presiding officer shall designate any person to take the minutes of the meeting.

Section 1.04. CONSENT OF SHAREHOLDERS IN LIEU OF MEETING. Any action which may be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the shareholders who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the corporation.

ARTICLE II

DIRECTORS

Section 2.01. NUMBER, ELECTION AND TERM OF OFFICE. The number of Directors which shall constitute a full Board of Directors shall be not less than 3 nor more than 5. A full Board shall be elected at each annual meeting of shareholders. Each Director shall hold office from the time of his election but shall be responsible as a Director from such time only if he consents to his election, otherwise from the time he accepts office or attends his first meeting of the Board. Each Director shall serve until the next annual meeting of shareholders and thereafter until his successor is duly elected and qualifies or until his death, resignation or removal.

Section 2.02. ORGANIZATION MEETING: NOTICE. An organization meeting of the newly elected Board of Directors shall be held each year at the same place as and promptly after the annual meeting of shareholders. At such meeting the Board of Directors shall organize itself and elect the executive officers of the corporation for the ensuing year and may transact any other business. Notice of the organization meeting of the Board or of the business to be transacted thereat shall not be required to be given except as otherwise expressly required herein or by law.

Section 2.03. REGULAR MEETINGS: NOTICE. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated by the Board from time to time. Notice of such regular meetings of the Board shall not be required to be given except as otherwise expressly required herein or by law, except that wherever the time or place of regular meetings shall be initially fixed or changed notice of such action shall be given promptly by telephone or otherwise to each Director not participating in such action.

Section 2.04. SPECIAL MEETINGS: NOTICE. Special meetings of the Board of Directors may be called at any time by the Board itself by vote at a meeting or by any Director or by the Chairman or the President, to be held at such place and day and hour and for such purposes as shall be specified by the person or persons calling the meeting. Notice of every special meeting of the Board of Directors which states the place, day and hour thereof shall be given to each Director either by being mailed on at least the fifth (5th) day prior to the date of the meeting or by being sent by telegraph or given personally or by telephone on at least the third (3rd) day prior to the date of the meeting; any business may be transacted at a special meeting irrespective of whether the notice of such meeting contains a reference thereto, except as otherwise expressly required herein or by law.

Section 2.05. ORGANIZATION AND MANNER OF ACTING. At all meetings of the Board of Directors the presence of at least a majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present at any meeting the meeting may be adjourned from time to time by a majority of the Directors present until a quorum as aforesaid shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Director not present on at least the day prior to the date of reconvening. Resolutions of the Board shall be adopted and any action of the Board at a meeting upon any matter shall be taken and be valid, with the

affirmative vote of at least a majority of the Directors present at a meeting duly convened, except as otherwise expressly required herein or by law. The Chairman of the Board, or in his absence or if such office is vacant the President, shall preside at all meetings of the Board. The Secretary shall take the minutes at all meetings of the Board. In the absence of the presiding officer hereinabove designated the Directors present shall select a member of the Board to preside, and in the absence of the Secretary the presiding officer shall designate any person to take the minutes of the meeting.

Section 2.06. RESIGNATIONS. Any Director may resign by submitting to the Chairman of the Board or the President his resignation which (unless otherwise specified therein) need not be accepted to make it effective and shall be effective immediately upon its receipt by such officer.

Section 2.07. REMOVAL OF DIRECTORS. The entire Board of Directors or any individual Director may be removed from office at any time without assigning any cause by the vote of shareholders entitled to cast at least a majority of the votes which all shareholders would be entitled to cast at any annual election, given at a special meeting called for the purpose. In case the Board or any one or more Directors be so removed, new Directors may be elected at the same meeting. Unless the entire Board be removed not more than one Director at a time may be removed by any one vote of the shareholders.

Section 2.08. VACANCIES. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the remaining members of the Board though less than a quorum and each person so elected shall be a Director until his successor is elected by the shareholders and qualifies; such election may be made at the next annual meeting of the shareholders or at any special meeting duly called for the purpose and held prior thereto.

Section 2.09. COMPENSATION. Directors as such shall not receive any stated salary for their services but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each annual, regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any proper capacity and receiving compensation therefor.

Section 2.10. CONSENT OF DIRECTORS IN LIEU OF MEETING. Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors and shall be filed with the Secretary of the corporation.

ARTICLE III

OFFICERS AND EMPLOYEES

Section 3.01. EXECUTIVE OFFICERS. The executive officers of the corporation shall be the Chairman of the Board, the President, one or more Vice-Presidents (as may be determined by the Board of Directors), the Secretary and the Treasurer, all of whom shall be elected by the Board of Directors. Any two (2) or more offices may be held by the same person. Each executive officer shall hold office until the next succeeding annual meeting of the Board of Directors and thereafter until his successor is duly elected and qualifies or until his death, resignation or removal. At the discretion of the Board of Directors the office of Chairman of the Board and the office of Vice President may be left vacant.

Section 3.02. ADDITIONAL AND ASSISTANT OFFICERS. The Board of Directors from time to time may appoint one or more other officers, assistant officers, agents, employees and independent contractors as the Board deems advisable, and the Board of Directors or the President shall prescribe their duties,

conditions of employment and compensation. Subject to the power of the Board of Directors, the President or any other executive officer may employ from time to time such other agents, employees and independent contractors as he may deem advisable and prescribe their duties, conditions of employment and compensation. The President may dismiss any agent, employee or independent contractor not employed by authority of the Board, without prejudice to the contract rights, if any, of the person so dismissed.

Section 3.03. THE CHAIRMAN. The Chairman of the Board, if any, shall be elected from among the Directors, shall preside at the meetings of the shareholders and of the Board of Directors at which he shall be present and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 3.04. THE PRESIDENT. The President shall be the chief executive officer of the corporation and, subject to the control of the Board, shall have management and supervision over and exercise general executive powers concerning all the property, business and affairs of the corporation. The president shall be charged with carrying out the policies, programs, orders and resolutions adopted or approved by the Board and shall have all powers and perform all duties incident to the office of general manager and any further powers and duties as from time to time may be prescribed by the Board of Directors. He shall have the power to execute deeds, bonds, mortgages, other contracts, agreements and instruments of the corporation. The President shall be, ex officio, a member of all standing committees. Except as otherwise directed by the Board of Directors all other officers shall render reports to the President.

Section 3.05. THE VICE PRESIDENTS. Except as otherwise ordered by the Board of Directors, the Vice Presidents, if any, shall have and exercise such powers

and duties as from time to time may be conferred upon them by the Board of Directors or by the President. The seniority of Vice Presidents if seniority is to be assigned may be designated at the time of their election. At the request of the President or in his absence or disability, the senior Vice President shall have and exercise the powers and duties of the President.

Section 3.06. THE SECRETARY. The Secretary shall: a) Keep or cause to be kept at the principal office of the corporation an original or duplicate record of the proceedings of the shareholders and the Board of Directors and a copy of the Articles of Incorporation and of these By-Laws; b) Attend to the giving of notices as may be required by law or these By-Laws; c) Be custodian of the corporation's records and of the seal of the corporation and see that the seal is affixed to such documents as may be necessary or advisable; d) Have charge of and keep at the registered office of the corporation an original or duplicate share register giving the names of the shareholders in alphabetical order and showing their respective addresses, the number and classes of shares held by each, the number and date of certificates issued for the shares and the date of cancellation of every certificate surrendered for cancellation, and e) Have all powers and perform all duties incident to the office of Secretary and such other powers and duties as may from time to time be prescribed by the Board of Directors or the President.

Section 3.07. THE TREASURER. The Treasurer shall: a) Be custodian of the corporation's contracts, policies, leases, deeds and other indicia of title and all other business records, tax matters, financial documents and accounting records; b) See that the lists, books, reports, statements, tax returns, certificates and other documents and records required by law are properly prepared, kept and filed; c) Be the principal officer in charge of tax and financial matters and of the accounting of the corporation; d) Have charge and custody of and be responsible for the corporation's funds, securities and investments; e) Receive, endorse for

collection and give receipts for checks, notes, obligations, funds and securities of the corporation, and deposit monies and other valuable effects in the name and to the credit of the corporation in such depositories as shall be designated by the Board of Directors; f) Cause to be kept appropriate, complete and accurate books of records of account of all the corporation's business and transactions; g) Render to the President and the Board of Directors when and as required an account of all his transactions as Treasurer and a report as to the financial position and operations of the corporation, and h) Have all powers and perform all duties incident to the office of Treasurer and such other powers and duties as may from time to time be prescribed by the Board of Directors or the President.

3.08. VACANCIES. Vacancy in any office or position by reason of death, resignation, removal, disqualification or any other cause shall be filled in the manner provided in this ARTICLE III for regular election or appointment to such office.

Section 3.09. DELEGATION OF DUTIES. In case of the absence of any officer or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate for the time being the powers and duties or any of them of such officer to any other officer or Director or other person whom it may select.

ARTICLE IV

SHARES OF CAPITAL STOCK

Section 4.01. SHARE CERTIFICATES. Every holder of fully-paid stock in the corporation shall be entitled to a certificate or certificates, consecutively numbered, to be in such form as the Board of Directors may from time to time prescribe, and signed (in facsimile or otherwise, as permitted by law) by the Chairman of the Board or the President or a Vice President and the Secretary or the

Treasurer or an Assistant Secretary or an Assistant Treasurer, which shall represent and certify that number of shares of stock owned by such holder. The Board may authorize the issuance of certificates for fractional shares or, in lieu thereof, scrip or other evidence of ownership which may in the discretion of the Board entitle the holder thereof to voting, dividend or other rights of shareholders.

Section 4.02. TRANSFERS OF SHARES. Transfers of shares of stock of this corporation shall be made on the books of the corporation only upon surrender to the corporation for cancellation of the certificate or certificates for such shares properly endorsed by the registered shareholder or by his assignee or legal representative who shall furnish proper evidence of succession, assignment or authority to transfer, or by the agent of one of the foregoing thereunto duly authorized by an instrument duly executed and filed with the corporation.

Section 4.03. LOST, STOLEN, DESTROYED OR MUTILATED CERTIFICATES. New certificates for shares of stock may be issued to replace certificates lost, stolen, destroyed or mutilated upon such terms and conditions, including proof of loss or destruction and the giving of a satisfactory bond of indemnity, as the Board of Directors from time to time may determine.

Section 4.04. REGULATIONS RELATING TO SHARES. The Board of Directors shall have power and authority to make all such rules and regulations not inconsistent with these By-Laws as it may deem expedient concerning the issue, transfer and registration of certificates representing shares of the corporation.

Section 4.05. HOLDERS OF RECORD. The corporation shall be entitled to treat the holder of record of any share or shares of stock of the corporation as the holder and owner in fact thereof for all purposes and shall not be bound to recognize any equitable or other claim to or right, title or interest in such shares on the part of any other person, whether or not it shall have express or

other notice thereof, except as otherwise expressly provided by the laws of Pennsylvania.

ARTICLE V

MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

Section 5.01. SIGNATURES ON NOTES, CHECKS, ETC. All properly authorized notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees and all evidences of indebtedness of the corporation whatsoever shall require such number of signatures and shall be signed by such officers or agents of the corporation, subject to such requirements as to counter-signature or other conditions as the Board of Directors from time to time may determine. Facsimile signatures on checks may be used if authorized by the Board of Directors.

Section 5.02. EXECUTION OF INSTRUMENTS GENERALLY. Except as provided in Section 5.01 all properly authorized deeds, mortgages, contracts and other instruments requiring execution by the corporation may be executed and delivered by any executive officer of the corporation and authority to sign any such contracts or instruments which may be general or confined to specific instances may be conferred by the Board of Directors upon any other person or persons. Any person having authority to sign on behalf of the corporation may delegate, from time to time, by instrument in writing, all or any part of such authority to any person or persons if authorized so to do by the Board of Directors.

Section 5.03. VOTING SECURITIES OWNED BY CORPORATION. Voting securities in any other corporation held by this corporation shall be voted by the President, unless the Board of Directors confers authority to vote with respect thereto, which may be general or confined to specific investments, upon some other

person. Any person authorized to vote securities shall have the power to appoint proxies, with general power of substitution.

ARTICLE VI

INDEMNIFICATION

Section 6.01. GRANT OF INDEMNIFICATION. Any person who is or was a Director, officer, employee or agent of the corporation or of any other corporation, partnership, joint venture, trust or other business enterprise which he serves or served as such at the request of the corporation, shall, in accordance with Section 6.02 of this Article, be indemnified by the corporation against any and all liability and reasonable expense (including but not limited to counsel fees and disbursements and amounts paid in settlement or in satisfaction of judgments or as fines or penalties) paid or incurred by him in connection with or resulting from any action, suit or proceeding (whether brought by or in the right of the corporation or such other corporation, partnership, joint venture, trust or other enterprise or otherwise, and whether civil, criminal, administrative or investigative), including any appeal related thereto, in which he may be involved or threatened to be involved as a party or otherwise, by reason of his being or having been a Director, officer, employee or agent of the corporation or of such other corporation, partnership, joint venture, trust or other enterprise or by reason of any action taken or not taken in the course of his employment as such Director, officer, employee or agent, provided that there shall be no such indemnification unless such Director, officer, employee or agent acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation or such other corporation, joint venture, partnership, trust or other enterprise and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, and provided further that in the case of an action suit or proceeding

brought by or in the right of the corporation or of such other corporation, joint venture, partnership, trust or other enterprise to procure a judgment in its favor, if such officer, Director, employee or agent has been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation or to such other corporation, partnership, joint venture, trust or other enterprise, then such person shall not be indemnified unless (and only to the extent that) the court of common pleas of the county in which the registered office of the corporation is located or such other court in which such action at suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case such person is fairly and reasonably entitled to indemnity for such expenses as the said court of common pleas or such other court shall deem proper. The termination of any action, suit or proceeding, whether civil, criminal, administrative or investigative, by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Director, officer, employee or agent did not meet the standards of conduct as set forth in this Section.

Section 6.02. DISCRETION OF BOARD. The grant of indemnification under this Article, unless 1) awarded by a court, 2) the Director, officer, employee or agent concerned has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 6.01 of this Article, or 3) granted by the shareholders of the corporation, shall be at the discretion of the Board of Directors, but may be granted only if the Board of Directors, by a majority vote of a quorum consisting of Directors not parties to such action, suit or proceeding, shall find that the Director, officer, employee or agent has met the applicable standards of conduct set forth in Section 6.01 of this Article or, if no such quorum is obtainable (or even if obtainable, if such quorum so directs), upon

the written determination of independent legal counsel that in its opinion the applicable standards of conduct have been met.

Section 6.03. EXPENSES. Expenses incurred with respect to any action, suit or proceeding of the character described in Section 6.01 of this Article may be advanced by the corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount of expense unless it shall ultimately be determined that he is entitled to and is granted indemnification under this Article.

Section 6.04. INDEMNIFICATION RIGHTS, SUPPLEMENTAL AND CONTINUING. The rights of indemnification provided by this Article shall be in addition to any rights to which any such Director, officer, employee or agent may be entitled under any contract, vote of shareholders or of disinterested Directors or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent of the corporation or of such other corporation, partnership, trust or other enterprise, and in the event of such person's death the rights provided under the terms of this Article shall inure to his heirs and legal representatives.

ARTICLE VII
AMENDMENT OF BY-LAWS

Section 7.01. AMENDMENT. These By-Laws may be altered, amended and repealed and new By-Laws may be adopted by the vote of shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast or by the vote of a majority of the full Board of Directors of the corporation at any regular or special meeting. In each case notice of the specific Section proposed to be changed must be given to the shareholders or to the Directors, as the case may be. No provision of these By-Laws shall vest any property right in any shareholder.

ARTICLE VIII

GENERAL PROVISIONS

Section 8.01. OFFICES. The principal office of the corporation shall be at R. D. 1, Shelocta, PA 15774. The corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the business of the corporation may require.

Section 8.02. CORPORATE SEAL. The Board of Directors shall prescribe the form of a suitable corporate seal, which shall contain the full name of the corporation and the year and state of incorporation.

Section 8.03. FISCAL YEAR. The fiscal year of the corporation shall end on such day as shall be fixed by resolution of the Board of Directors.

Section 8.04. FINANCIAL REPORTS TO SHAREHOLDERS. The Board of Directors shall have discretion to determine whether financial reports shall be sent to shareholders, what such reports shall contain and whether they shall be audited or accompanied by the report of an independent or certified public accountant.

Section 8.05. INTERESTED DIRECTORS: QUORUM. No contract or transaction between the corporation and one or more of its Directors or officers or between the corporation and any other corporation, partnership, association or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for such reason or solely because the Director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the

contract or transaction by a vote sufficient for such purpose without counting the vote of the interested Director or Directors; or

2. The material facts as to his 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 the 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.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction specified in this Section.

Section 8.06. DISALLOWED EXPENSES: REIMBURSEMENT. Any payments made to an officer or employee of the corporation such as salary, commission, bonus, interest or rent or entertainment or travel expense which shall be disallowed to the corporation in whole or in part as a deductible expense by the Internal Revenue Service shall be reimbursed by such officer or employee to the corporation to the full extent of such disallowance. It shall be the duty of the Board of Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or employee, subject to the determination of the Board of Directors, proportionate amounts may be withheld from such officer's or employee's future compensation until the amount owed to the corporation has been received.

Section 8.07. NOTICES; WAIVER OF NOTICE. a) NOTICE: Whenever under these By-Laws or by law notice is required to be given to any person, including written notice, (and unless otherwise provided by these By-Laws or by law), it may be given to such person either personally or by sending a copy thereof through the mail or by telegram, charges prepaid, to his address appearing on the books of the corporation or supplied by him to the corporation for the purpose of notice. If the notice is sent by mail or by telegraph 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 for transmission to such person. Such notice shall specify the place, day and hour of the meeting except in the case of a special meeting of shareholders or as otherwise expressly required herein or by law, neither the business to be transacted at nor the purpose of the meeting need be specified in the notice.

b) WAIVER: Whenever under these By-Laws or by law written notice is required to be given to any person, 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 equivalent to the giving of such notice. Except in the case of a special meeting of shareholders or as otherwise expressly required herein or by law, neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting. c) ATTENDANCE CONSTITUTES

WAIVER: Attendance of a person in person or by proxy in the case of a shareholder at any meeting shall constitute a waiver of notice of such meeting except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.