

BY-LAWS
OF
JILL JUST WANTS 2 HELP

Article I

Purposes

The purposes for which this organization is organized is to operate exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and regulations issued thereunder, and to carry out the programs and activities set forth in the Articles of Incorporation.

Article II

Offices

The principal business office of this organization shall be located in the Commonwealth of Pennsylvania. The organization may also maintain offices in any of the states of the United States as may, from time to time, be authorized by the Corporate Board of Directors.

Article III

Corporate Board of Directors;
Advisory Board of Directors

Section 1. The affairs of this organization shall be managed by the Corporate Board of Directors, and the policies of the organization shall be such as are determined and established, from time to time, by the Corporate Board of Directors within the scope of the objectives of this organization as set forth in its Articles of Incorporation and in these By-Laws. The initial Corporate Board of Directors shall consist of three (3) persons. Thereafter, the number of directors constituting the entire Board shall be no less than three. Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the Directors. The number of Directors may be increased or decreased by action of the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

Section 2. The term of office of each member of the Corporate Board of Directors shall continue until the death or resignation of the member or, in the event the member is convicted of a felony or commits an act which impairs the ability of the organization to continue its non-profit status, the member may be removed by the unanimous consent of the remaining members of the

Corporate Board. The Corporate Board of Directors may elect, by majority vote, a Chairman and Vice Chairman. The Vice Chairman shall act as Chairman of the Corporate Board in case of the Chairman's absence. The Chairman and/or Vice Chairman may be removed from his or her position before the expiration of his or her tenure by majority vote of all members of the Corporate Board of Directors. In the event there are only two members of the Corporate Board of Directors serving, a "majority" shall be achieved only by a unanimous vote of the current Corporate Directors.

Section 3. The Corporate Board of Directors shall elect an Advisory Board of Directors which shall consist of the Corporate Board of Directors plus not more than five (5) individuals. The duties of the Advisory Board of Directors shall be: (a) to participate in all fund raising activities; (b) to make recommendations to the Corporate Board of Directors concerning distribution of funds by the organization pursuant to its charitable purpose; (c) to review and recommend to the Corporate Board of Directors policies, guidelines and procedures for selection of recipients; and (d) to perform such other functions and duties as shall be assigned, from time to time, by the Corporate Board of Directors. The term of office of each member of the Advisory Board of Directors, other than the Corporate Board of Director members, shall begin at the first meeting of the Advisory Board of Directors after his or her appointment and continue until the close of the next Annual Meeting of the Corporate Board of Directors as provided for in Section 5 herein or until such time as his or her successor is appointed. Whenever a vacancy on the Advisory Board of Directors occurs for any reason, the vacancy may be filled by the unanimous consent of the members of the Corporate Board of Directors.

Section 4. The first Board of Directors shall consist of those persons elected by the Incorporator, namely, Andrew Siegel, Nancy Siegel and Robert Siegel. They shall hold office for a period of three (3) years. Each Director shall hold office until the expiration of the term for which he or she was elected, and until his or her successor has been duly elected and qualified or until his or her prior resignation or removal as provided herein.

Section 5. The regular Annual Meeting of the Corporate Board of Directors shall be held in December of each year at such time and place as shall be fixed by the Board of Directors from time to time.

Section 6. Special meetings of the Corporate Board of Directors may be called by the Chairman of the Board or by two members of the Corporate Board. Written, oral or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice shall state the time and place of the meeting and the business to be considered at such special meeting. Any Director may waive notice of a special meeting, and a special meeting may be held with less than ten days' notice if a majority of the members (or both members if only two Corporate Directors are serving) indicate in writing their willingness to waive such notice period.

Section 7. Except as provided herein, a majority of the Corporate Board of Directors shall constitute a quorum for the transaction of all business at any meetings of the Corporate Board. In the event there are only two members of the Corporate Board of Directors, both members must be present to constitute a quorum for the transaction of any business. Members

may participate by general written proxy in any meeting of the Corporate Board of Directors, but no such proxy shall be deemed to constitute attendance for the purpose of constituting a quorum at any such meeting.

Section 8: The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors. If there be no Chairman or in his absence, the President shall preside and, if there be no President or in his absence, any other Director chosen by the Board, shall preside.

Section 9: The Advisory Board of Directors shall meet, from time to time, as requested by the Corporate Board of Directors. Meetings shall be held at such place within the United States as shall be specified by the Chairman of the Corporate Board of Directors and stated in the notice thereof, which shall be sent by regular mail to each member of the Advisory Board not less than ten days prior to said meeting.

Section 10. The Corporate Board of Directors may act in all matters through the unanimous written consent of all Corporate Directors.

Article IV

Officers

Section 1. The organization shall have a President, a Treasurer, a Secretary and such other officers as the Corporate Board of Directors may, from time to time, elect. Members of the Corporate Board of Directors may serve as Officers. All officers shall report to the Corporate Board of Directors. Any two or more offices may be held by the same person except the office of President and Secretary.

Section 2. Officers of the organization shall hold office for such periods of time as the Corporate Board may designate. Any vacancy in any office shall be filled by the Corporate Board of Directors. Any officer may be removed from his or her position before the expiration of his or her tenure by majority vote of all members of the Corporate Board of Directors or, in the event there are only two members of the Corporate Board of Directors serving, then by unanimous vote.

Section 3. The President shall be the principal spokesperson for the organization with responsibility for seeing that the overall policies established by the Corporate Board of Directors are carried out; and shall perform all such additional duties as, from time to time, the Corporate Board of Directors may delegate to him or her. The President, as the Chief Executive Officer, subject to the authority of the Corporate Board of Directors, shall direct the operations of the organization and its personnel in carrying out the purposes and undertakings of the organization as established by the Articles of Incorporation, these By-Laws, and directives of the Corporate Board of Directors. The President and any other officer designated by him or her are authorized to enter into any contract or execute and deliver any instrument in the name and on behalf of the organization.

Section 4. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time.

Section 5. The Treasurer shall: (a) be the custodian of the organization's funds; (b) maintain a record of all financial transactions of the organization; and (c) in general perform all other duties as, from time to time, may be assigned to him or her by the Corporate Board of Directors.

Section 6. The Secretary shall: (a) be the custodian of the organization's records; (b) keep the minutes of all meetings of the Corporate Board of Directors and of the Advisory Board of Directors in one or more books provided for that purpose; and (c) in general perform all other duties as, from time to time, may be assigned to him or her by the Corporate Board of Directors.

Article V

Funds of the Organization

Section 1. The activities and programs of the organization shall be supported by voluntary contributions. Such contributions shall be solicited and received in the name of the organization.

Section 2. All funds of the organization shall be deposited, from time to time, to the credit of the organization in such bank or banks or other depositories as the Corporate Board of Directors may select.

Section 3. All checks, drafts, or other orders for the payment of money shall be signed by such officer or officers, agent or agents of the organization, and in such manner as shall, from time to time, be determined by resolution of the Corporate Board of Directors.

Section 4. The Corporate Board of Directors are authorized to purchase fidelity bonds or insurance for persons who handle funds of the organization. In the handling of the funds of the organization, generally recognized accounting practices shall be followed. The Corporate Board of Directors may request at any time a full report of receipts and expenditures; the Treasurer shall make such report available within ten business days of such request.

Section 5. The fiscal year of the organization shall coincide with the calendar year.

Article VI

Committees

The organization shall have such standing Committees as may, from time to time, be created by the Corporate Board of Directors. Members of such Committees shall be designated by the Corporate Board of Directors. The term of office of each member of a standing

Committee shall begin at the first meeting of the standing Committee after his or her appointment and continue until the close of the next Annual Meeting of the Corporate Board of Directors as provided for in Article III, Section 5 or until such time as his or her successor is appointed. Committee members may be removed at any time by majority vote of the Corporate Board of Directors, or in the event there are only two Corporate Directors serving, then by unanimous vote.

Article VII

Amendments

These By-Laws may be altered, amended or repealed and new By-Laws adopted at any time by the unanimous vote or consent of all the members of the Corporate Board of Directors.

Article VIII

Indemnification

The corporation shall indemnify any Director or Officer or former Director or Officer against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Director or Officer to the extent possible under law. Such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under any By-Laws, agreement, vote of the Corporate Board of Directors, or otherwise.