

AMENDED AND RESTATED BY-LAWS
OF
FIND THE CAUSE, INC.

ARTICLE I

Name, Purposes and Fiscal Year

Section 1. Name and Purposes. The name and purposes of the corporation shall be as set forth in the Articles of Organization. All references in these by-laws to the Articles of Organization shall be construed to mean the Articles of Organization of the corporation as from time to time amended.

Section 2. Fiscal Year. The fiscal year of the corporation shall end on the 31st day of December of each year, unless otherwise determined by the Board of Directors.

ARTICLE II

Members

Section I. Membership. The corporation shall have no members. The powers, duties and privileges customarily exercised by members of a corporation shall be exercised by the Board of Directors.

ARTICLE III

Directors

Section 1. Powers. The Board of Directors shall have the general management and oversight of all the property, affairs, and funds of the corporation and shall, by themselves, or through their designated representatives, exercise all the powers of the corporation, including those powers exercisable by members in a corporation which has members.

Section 2. Number, Election and Tenure; Chairman. The number of Directors shall be fixed from time to time by the Board of Directors at a number that is not less than two. The Directors shall be elected by a majority vote of the Directors of the corporation then in office. Directors shall be elected at the annual meeting of the Board of Directors and shall hold office at least until the next annual meeting or until his/her successor is elected and qualified, unless he/she shall sooner die, resign, be removed or become disqualified. Any person may be re-elected to unlimited consecutive or non-consecutive terms as a Director.

The Board of Directors may appoint one of its Directors to the office of Chairman of the Board who shall then preside over all meetings of the Board of Directors and who shall have such

other powers and duties of that office as shall be specified by the Board of Directors. The Chairman shall serve for a one-year term and until his/her successor shall have been elected and shall have accepted election, or until his/her earlier resignation or removal.

Section 3. Annual Meeting. The annual meeting of the Board of Directors shall be held in February each year when called by the President or by any two or more Directors, reasonable notice thereof being given in the same manner as set forth in Section 6. The annual meeting may be held at the principal office of the corporation or at such other place within or outside the Commonwealth of Massachusetts as the Directors shall determine. If such annual meeting has not been held within the period referred to above, a special meeting in lieu of the annual meeting may be held, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at the annual meeting.

Section 4. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall from time to time be fixed by resolution of the Board and no notice need be given of regular meetings held at times and places so fixed, provided, however, that any resolution relating to the holding of regular meetings shall remain in force only until the next annual meeting of Board of Directors, or the special meeting held in lieu thereof, and that if at any meeting of Board of Directors, at which a resolution is adopted fixing the times or place or places for any regular meetings, any Director is absent, no meeting shall be held pursuant to such resolution until either each such absent Director has in writing or by electronic mail approved the resolution or seven (7) days have elapsed after a copy of the resolution certified by the Clerk has been mailed, postage prepaid, addressed to each such absent Director at his last known home or business address.

Section 5. Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place within or outside the Commonwealth of Massachusetts when called by the President or, in the absence or incapacity of the President, by the Clerk, upon the written request of two or more Directors (or one Director in the event that there is only one Director).

Section 6. Notices. Notice of any special or annual meeting of the Board of Directors shall be given to each Director by an officer of the corporation in person, by mail or by telephone, telecopier, telegram or other electronic means at least seven (7) days before the meeting, directed to such Director at his address as registered on the books of the corporation or, if not so registered, at his last known home or business address. Notice of a special meeting shall state the business to be transacted at such meeting. Notice need not be given to any Director if a written waiver of notice, executed before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice in writing prior to the meeting or at its commencement.

Section 7. Quorum. A quorum for any election or for the consideration of any question shall consist of a majority of the Directors then in office, but less than a quorum may adjourn a meeting from time to time to a future date or dissolve such meeting. If a meeting is adjourned to a future date, it may be held as so adjourned without further notice. When a quorum is present at any meeting, the votes of a majority of the Directors present at the meeting shall decide any question

brought before such meeting, except in any case or election where a larger vote is required by law, by the Articles of Organization, or by these By-Laws. If a person who has an interest in a matter described in Article VI withdraws from a meeting of the Board of Directors while such matter is being considered, such withdrawal shall not affect the presence or absence of a quorum with respect to such matter, and the number of votes required to decide such matter shall be determined as if such person were still present at such meeting.

Section 8. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if all Directors consent to the action in writing and the written consents are filed with the records of the Directors meetings. Such consents shall be treated for all purposes as a vote at a meeting. Written consents may be given in any appropriate medium, including by fax, letter or email.

Section 9. Telephone Conference. The Directors or the members of any committee may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which persons participating in the meeting can hear each other at the same time, and participating by such means shall constitute presence in person at a meeting.

Section 10. Proxies. No Director may vote by proxy upon any matter which is to be considered at any meeting, whether or not such matter would be one for consideration by the members of a charitable corporation which had members.

Section 11. Committees. The President may appoint committees and the Directors may delegate to any committees comprised solely of members of the Board of Directors any or all of their powers except those which may not be delegated by law, by the Articles of Organization or by these By-Laws. The members of any committee shall remain in office at the pleasure of the President. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-Laws for the Directors. A report of all material actions taken by each committee shall be made to all Directors no later than the meeting of the Board of Directors next following such actions. Minutes of each committee shall be available to any Director for inspection.

ARTICLE IV

Officers

Section 1. Enumeration. The officers of the corporation shall be a President, a Treasurer, a Clerk, and such Vice Presidents, Assistant Treasurers, Assistant Clerks, Secretary, Assistant Secretaries and other officers as may from time to time be determined by the Directors.

Section 2. Election and Tenure. The officers shall be elected annually by a majority vote of the Directors of the corporation then in office at the annual meeting or the special meeting held in lieu thereof. Except as otherwise provided by law, by the Articles of Organization or by

these By-Laws, the officers shall hold office until the next annual meeting, unless a shorter period shall have been specified by the terms of his/her election, and until his/her successors are elected and qualify, unless he/she shall sooner die, resign, be removed or become disqualified. Any person may be re-elected to successive terms as an officer, without limitation.

Section 3. Qualification. The President may, but need not be, a Director. Any two or more offices may be held by the same person. The Clerk shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Directors to give bond for the faithful performance of his/her duties to the corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the corporation.

Section 4. President. The President when present, if there be no Chairman of the Board of Directors, or at his/her absence, shall preside at all meetings of the Directors, or may designate another person to act as presiding officer. He/she shall be the chief executive officer of the corporation except as the Board of Directors may otherwise provide. It shall be his/her duty and he/she shall have the power to see that all orders and resolutions of the Directors are carried into effect. He/she shall from time to time report to the Directors all matters within his/her knowledge which the interests of the corporation may require to be brought to its notice. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 5. Vice President. In the absence or disability of the President, his/her powers and duties shall be performed by the Vice President, if only one, or, if more than one, by the one designated for the purpose by the Directors. Each Vice President shall have such other powers and perform such other duties as the Directors shall from time to time designate. The Directors may assign to any Vice President the title of Executive Vice President, Senior Vice President and any other title selected by the Directors.

Section 6. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of accounts. He/she shall have custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide. He/she shall promptly render to the President and to the Directors such statements of his/her transactions and accounts as the President and Directors respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 7. Assistant Treasurer. In the absence or disability of the Treasurer, his/her powers and duties shall be performed by the Assistant Treasurer, if only one, or, if more than one, by the one designated for the purpose by the Directors. Each Assistant Treasurer shall have such other powers and perform such other duties as the Directors shall from time to time designate.

Section 8. Clerk. The Clerk shall record in books kept for the purpose all votes and proceedings of the Directors at their meetings and the Board of Directors shall approve the minutes

of each meeting at its following meeting. Copies of approved minutes of the meetings of the Board of Directors shall be distributed to all Directors within a reasonable period of time. The Clerk shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 9. Assistant Clerk. In the absence of the Clerk from any meeting of the Directors or, the Assistant Clerk, if one be elected, or, if there be more than one designated for the purpose by the Directors, otherwise a Temporary Clerk designated by the person presiding at the meeting, shall perform the duties of the Clerk. Each Assistant Clerk shall have such other powers and perform such other duties as the Directors may from time to time designate.

ARTICLE V

Resignation; Removal; Vacancy

Section 4.1. Resignations. Any Director, Chairman or officer may resign at any time by delivering his or her resignation in writing to the President or to a meeting of the Board of Directors. Such resignation, if it does not specify a later effective date and time, shall take effect when accepted by the President or the Board of Directors, respectively.

Section 4.2. Removals. The Directors may terminate or modify the authority of any agent or employee. The Directors may remove any Director, Chairman or officer from office with or without assignment of cause by vote of a majority of the Directors then in office. No Director or officer who resigns or is removed shall have any right to any compensation as such for any period following his or her resignation or removal, or any right to damages on account of such removal, whether such compensation be by the month or by the year or otherwise; provided, however, that the foregoing provisions shall not prevent such person from obtaining damages for breach of any contract of employment legally binding upon the corporation.

Section 4.3. Vacancies. If any office or the position of any Director becomes vacant, the Directors may choose or appoint a successor by vote of a majority of the Directors then in office. Each such successor shall hold office for the unexpired term of his or her predecessor and until another shall be chosen or appointed and qualify for such office or until such successor sooner dies, resigns, is removed or becomes disqualified.

ARTICLE VI

Inspection of Records

Books, accounts, documents and records of the corporation shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the incorporators and Directors, and records which shall contain the names of all Directors and their record addresses, shall be kept in Massachusetts at the principal office of the corporation, or at an office of the Clerk or the resident agent, if any, of the corporation. Said copies and records need not all be kept in the same

office.

ARTICLE VII

Interested Directors and Officers

Directors and officers may receive reasonable compensation for their services and may be reimbursed, subject to approval and ratification by the Board of Directors, for reasonable expenses incurred in connection with the affairs of the corporation, including attendance at meetings. The Board of Directors may determine the salaries or other compensation of Directors and officers and of each employee or agent of the corporation, whether or not such employee or agent is also a Director or officer of the corporation. 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 or other interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, nor shall any Director or officer be under any liability to the corporation on account of any such contract or transaction and no employee or agent of the corporation shall be prevented from receiving compensation for serving as such by reason of the fact that he/she is also a Director or officer, if:

- (a) The material facts as to his/her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the Directors; or
- (b) 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 a committee thereof. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction, and their votes may be counted for the purpose of a vote by the Directors approving such contract or transaction.

ARTICLE VIII

Indemnification

The corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director, officer, employee or other agent of the corporation, or at its request as a Director, officer, employee or other agent of any organization, or at its request in any capacity with respect to any employee benefit plan, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be involved or with which he/she may

be threatened, while in office or thereafter, by reason of his/her being or having been such a Director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he/she shall have been not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan); provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefore shall be approved:

- (a) by a majority vote of a quorum consisting of disinterested Directors;
- (b) if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors;
- (c) if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his/her action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or
- (d) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of his/her good faith belief that he/she has met the standard of conduct necessary for indemnification under this Article VU, and (b) an undertaking by such individual to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Article VIII, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

If both the corporation and any person to be indemnified are parties to an action, suit or proceeding (other than an action or suit by or in the right of the corporation to procure a judgment in its favor), counsel representing the corporation therein may also represent such indemnified person (unless such dual representation would involve such counsel in a conflict of interest in violation of applicable principles of professional ethics), and the corporation shall pay all fees and expenses of such counsel incurred during the period of dual representation other than those, if any, as would not have been incurred if counsel were representing only the corporation; and any allocation made in good faith by such counsel of fees and disbursements payable under this paragraph by the corporation versus fees and disbursements payable by any such indemnified

person shall be final and binding upon the corporation and such indemnified person.

The right of indemnification hereby provided shall not be exclusive of or effect any other rights to which any such indemnified person may be entitled. Nothing contained in this Article VIII shall affect any rights to indemnification to which corporate personnel other than the persons designated in this Article VIII may be entitled by contract, by vote of the Board of Directors, or otherwise under law.

By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the corporation may purchase and maintain insurance, in such amounts as the Board of Directors may from time to time deem appropriate, on behalf of any person who is or was an officer, Director, employee or other agent of the corporation or who is or was, serving at the request of the corporation as an officer, Director, employee or other agent or another organization, or with respect to any employee benefit plan, against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability.

As used in this Article VIII, the terms "person," "Director," "officer," "employee," and "agent" include their respective heirs, executors and administrators, and an "interested" Director or officer is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision of this Article VIII, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article VIII, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article VIII shall be held valid and be enforced to the fullest extent permitted by law.

ARTICLE IX

General

Section 1. Voting of Securities. Except as the Board of Directors may otherwise designate or require, whenever the corporation shall own stock of another corporation, the Treasurer or the President may, on behalf of the corporation (i) waive notice of any meeting of stockholders or shareholders of any other corporation, or of any association, trust or firm, of which any securities are held by this corporation; (ii) appoint any person or persons to act as proxy or attorney-in-fact for the corporation, with or without substitution, at any such meeting; and (iii) execute instruments of consent to stockholder or shareholder action taken without a meeting.

Section 2. Execution of Instruments. Receipt and Disbursement of Funds. Except as otherwise provided in these By-Laws or as the Board of Directors may generally or in particular cases authorize, all instruments, documents, deeds, leases, transfers, contracts, bonds, bills, notes, checks, drafts, negotiable instruments and other obligations made, accepted or endorsed by the corporation shall be signed by the President, any Vice President, or the Treasurer. Facsimile

signatures may be used in the manner and to the extent authorized generally or in particular cases by the Board of Directors. The Board of Directors may designate such other officer or officers who, in addition to or instead of the Treasurer, shall be authorized to receive and receipt for all monies due and payable to the corporation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharge and receipt therefore. Funds of the corporation may be deposited in such banks or with such other corporations, firms, or individuals as the Board of Directors may from time to time designate.

Section 3. Execution of Certifications. Any action taken by the Directors of the corporation or any committee may be certified by the officer whose duty it is to keep the minutes of the meeting at which such action was taken or by the officer or Director keeping the records of, or presiding at, such meeting; and any such certificate shall be conclusive evidence for all purposes that the action so certified was taken.

Section 4. Corporate Seal. The corporate seal shall be in a form determined from time to time by the Board of Directors.

ARTICLE X

Amendments

These by-laws may at any time be amended or repealed by vote of two-thirds of the Directors then in office, provided that notice of the substance of any proposed amendment or repeal shall be stated in the notice of any meeting called for the purpose of proposing such amendment or repeal.