

BY-LAWS
OF
WEST CORNWALL TOWNSHIP AUTHORITY

ARTICLE I
THE BOARD

SECTION 1. Number and Term of Office

The business and property of the Authority shall be managed and controlled by the Board. The Board shall be composed of members who shall be appointed for such terms, and the vacancies therein shall be filled, as shall be provided by law and the Articles of Incorporation of the Authority.

SECTION 2. Place of Meeting.

The Board may hold its meetings, have an office and keep the records, books and accounts of the Authority (except as otherwise may be provided by law) at such place or places in Lebanon County, Pennsylvania, as the Board, by resolution, from time to time, may determine.

SECTION 3. Regular Meetings.

Regular meetings of the Board shall be held on the first and third Tuesday of each month at 7:00 o'clock p.m., prevailing time, if not a legal holiday. If such meeting date, at any time, shall fall on a legal holiday, then the meeting shall be held on the next succeeding business day which is not a legal holiday. No notice shall be required for any such regular meeting of the Board.

SECTION 4. Special Meetings.

Special meetings of the Board shall be held whenever called by the Chairman or by not less than three members of the Board for the time being in office. Calls for special meetings shall be in writing, shall be served upon the Secretary and shall specify the purpose or purposes of the special meeting.

EXHIBIT

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ALL-STATE LEGAL SUPPLY CO.

The Secretary shall give notice of the time, place and purpose of each special meeting, by mailing the same at least three days before the meeting, to each member of the Board; but such notice may be waived by any member. At any meeting at which every member of the Board shall be present, even though without notice, any business of the Authority may be transacted.

SECTION 5. Quorum and Transactions of Business.

A majority of the Board for the time being in office shall constitute a quorum for the transaction of business, but if at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting, from time to time, until a quorum shall be present. All action of the Board may be taken by vote of the majority of the members present at any meeting, except that the election of officers, agents and employes of the Authority and the fixing of their compensation, and the acquisition, purchase, leasing, sale, transfer or disposition of any projects, franchises, property, real, personal or mixed, tangible or intangible, or any interest therein, shall be by a majority of the entire Board for the time being in office, and except, further, that the alteration, amendment or repeal of these By-Laws shall be as provided in Article IV hereof. In the case of any equality of votes, the Chairman, Vice President or Chairman pro tem, whichever then may be presiding, shall have a second or deciding vote.

Any member of the Board not present at a meeting, at which action is taken by a majority of the members of the quorum, may register his affirmation of the action so taken or his disaffirmance thereof by filing a writing to that effect with the Secretary within ten (10) days of the date on which such action was taken.

The Chairman shall preside at all meetings. In his absence, the Vice Chairman shall preside. In the absence of the Chairman and the Vice Chairman, the Board shall elect a Chairman pro tem.

SECTION 6. Order of Business.

The order of business at any regular meeting of the Board shall be as follows:

1. Approval of the minutes of the previous meeting
2. Treasurer's Report
3. Correspondence to the Authority
4. Old business
5. New business
6. Questions or comments from the public
7. Payment of bills
8. Adjournment

SECTION 7. Powers and Duties of the Board.

The members of the Board shall have the general management and control of the business and affairs of the Authority and shall exercise all powers that may be exercised or performed by the Authority under existing laws, the Articles of Incorporation and the By-Laws. Without prejudice to the general powers conferred by the preceding sentence and any other powers conferred by or duties imposed by these By-Laws, the Board shall have the following powers and duties, namely:

- A. Appointment of Agents. To appoint and, in its discretion, to remove or to retain such officers, agents or servants not otherwise elected or appointed permanently or temporarily, as it shall deem fit and proper, and to prescribe their duties and to determine their compensations, and to require security in such instances and in such amounts as it shall deem fit, and to confer, by resolution, upon any appointed officer of the Authority the power to choose, remove or suspend any officers, agents or servants so appointed who may be under his or her supervision;
- B. Execution of Instruments. To determine by resolution, except as otherwise provided by existing laws or these By-Laws, who shall be authorized, in behalf of the Authority, to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and other documents;
- C. Delegation of Powers. To delegate any of the powers of the Board in the current business of the Authority to any officer or agent, or to appoint any person or persons to be the agent or agents of the Authority, with such powers (including the power to sub-delegate) and upon such terms as the Board shall see fit;
- D. Committees. To delegate, from time to time, to suitable committees, any duties that are required to be executed during the intervals between the meetings of the Board; and such committees shall report to the Board when and as required;
- E. Election of Officers. To elect a Chairman, a Vice Chairman, a Secretary, a Treasurer and an Assistant Secretary and Assistant Treasurer, and to define their duties and to limit the authority of all officers and agent so this Authority in any way they deem advisable; provided, however, that such shall not be contrary to the laws of the Commonwealth of Pennsylvania or the express provisions of the Article of Incorporation of the Authority or these By-Laws;
- F. Designation of Depositories. The Board shall designate the trust company or trust companies, bank or banks, in

of a majority of the whole Board or otherwise, as may be provided or permitted by law.

SECTION 2. Powers and Duties of Chairman.

The Chairman shall be the chief executive officer of the Authority. He shall preside at all meetings of the Board. He shall have general charge and supervision of the business of the Authority. He shall sign and execute all authorized bonds, contracts, notes, evidences of indebtedness or other obligations in the name of the Authority. He shall sign all warrants or orders, in the name of the Authority, for the payment of money as shall be directed by the Board. He shall make such reports, from time to time, of the affairs of the Authority as the Board may require and shall present a report of the preceding year's business to the Board at their annual meeting in each year. He shall do and perform such other duties, as from time to time, may be assigned to him by the Board.

SECTION 3. Powers and Duties of Vice Chairman.

The Vice Chairman shall possess the power and shall perform the duties of the Chairman in his absence or disability. He shall do and perform such other duties as, from time to time, may be assigned to him by the Board.

SECTION 4. Powers and Duties of Secretary.

The Secretary shall keep the minutes of all meetings of the Board. He shall attend to the giving and serving of all notices of the Authority. He shall sign, with the Chairman, in the name of the Authority, all contracts, bonds, notes, evidences of indebtedness or other obligations authorized by the Board and, when so ordered by the Board, he shall affix the seal of the Authority thereto. He shall have charge of such books, records and accounts as the Board may direct, all of which, at all reasonable application to the Secretary. In general, he shall perform all of the duties incident to the office of the Secretary, subject only to the control of the Board, and shall do and perform such other duties as, from time to time, may be assigned to him by the Board. The Secretary for the time being in office shall deliver all books, records and accounts of the Authority in his possession to his successor immediately upon the qualification of such successor, or to the Board when so required by the Board.

SECTION 5. Powers and Duties of the Treasurer.

The Treasurer shall receive and shall have charge of all money, bills, notes, bonds and similar property belonging to the Authority, except as otherwise shall be directed by the Board, and shall have the power to issue receipts and acknowledgments

for the payment of money and the delivery of checks, drafts, notes, acceptances or other evidences of indebtedness to the Authority, except as otherwise shall be directed by the Board. He shall have the duty and the power of opening and keeping special accounts with such bank or banks, trust company or trust companies as, from time to time, by resolution, may be designated by the Board, and, to the extent that such accounts are not insured, to require such security from any such bank or trust company as may be directed by the Board or may be required by law. When necessary or proper, he shall endorse, in behalf of the Authority, for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Authority in the bank or banks or trust company or trust companies which shall have been designated by the Board, as aforesaid. Jointly, with such other officer as may be designated by by-law or by resolution of the Board, he shall sign all checks made by the Authority and shall pay out and dispose of the same under the direction of the Board. He shall sign all interest bearing coupons attached to authorized bonds of the Authority, by facsimile signature. Whenever required by the Board, he shall render to it a statement of his accounts. He shall enter, regularly, in books of the Authority, to be kept by him for the purpose, full and accurate account of all money received and disbursed by him on account of the Authority. He shall exhibit, at all reasonable times, his books, records and accounts to any member of the Board upon application; and he shall perform all acts incident to the position of Treasurer; subject, however, to the control of the Board. He shall give a bond with sufficient corporate surety in such amount as may be determined by resolution of the Authority the costs of which shall be paid by the Authority, conditioned for the faithful performance of his duties as Treasurer. The Treasurer for the time being in office shall transfer and deliver all money, securities, books, records and papers of the Authority, which shall be in his custody or possession, to his successor immediately upon the qualification of such successor. He shall permit all books, records and accounts of the Authority kept by him and in his custody or possession to be examined, from time to time, by such auditor or auditors as the Board shall direct.

SECTION 6. Power and Duties of the Assistant Secretary and of the Assistant Treasurer.

The Assistant Secretary and the Assistant Treasurer shall possess the power and may perform the duties of the Secretary and of the Treasurer, as appropriate, in case of their absence or disability, and shall do and perform such other duties as, from time to time, may be assignee to him by the Board.

SECTION 7. Solicitor.

The Authority's Solicitor shall be the chief consulting officer of the Authority in all legal matters and, subject to the control of the Board, shall have general control of matters of legal import concerning the Authority.

ARTICLE III

CHECKS, NOTES, ETC.

SECTION 1. Methods of Paying, Endorsing, Authorizing, etc.

Payment shall be made by drafts, checks or other orders, all of which shall be signed by such officers of the Board as the Board, by resolution, shall provide. Payments shall be made only pursuant to warrants or orders signed by the Chairman or Vice Chairman in the name of the Authority, as directed by the Board, or pursuant to resolution of the Board. Bills receivable, drafts and other evidences of indebtedness to the Authority shall be endorsed for the purpose of discount or collection by the Treasurer or such other officer or officers of the Authority as the Board, from time to time, by resolution, shall designate. No bonds, bills or notes shall be executed by or on behalf of the Authority unless the Board, by resolution, shall authorized the same.

ARTICLE IV

AMENDMENT OF BY-LAWS

SECTION 1. Method of Alteration, Amendment or Repeal of By-Laws.

The By-Laws of the Authority shall be subject to alteration, amendment or repeal by a majority vote of the whole Board then serving at any regular or special meeting of the Board; provided, however, that notice of such proposed alteration, amendment or repeal shall have been given, in writing, to each member at least ten (10) days prior to the regular or special meeting at which action thereon is to be taken, or without any such notice by unanimous vote at any meeting of the Board when all of the members are present.

ARTICLE V

MISCELLANEOUS

SECTION 1. Corporate Seal.

The corporate seal of the Authority shall consist of two concentric circles between which the name of the Authority and the word "Pennsylvania" shall be inscribed, and within the smaller circle the words "Incorporated 1990" shall be inscribed.

SECTION 2. Rates and Charges.

The Board may fix, alter, charge and collect reasonable rentals, rates and other charges for the use of the facilities of, or for the services rendered by, the Authority or projects thereof, for the purpose of providing money for the payment of the expenses of the Authority and for the construction, improvement, repair, maintenance and operation of its facilities and properties, the payment of the principal of and interest on its obligations and the fulfillment of terms and provisions of any agreements made with the purchasers or holders of any such obligations, as the Board, from time to time, by resolution, shall determine.

SECTION 3. Annual Examination of Records.

The financial records, books and accounts of the Authority shall be kept on a calendar year basis. The financial records, books and accounts of the Authority shall be examined, annually, during the month of April, by a certified public accountant who shall be designated by resolution of the Board. The annual examination shall cover the immediately preceding calendar year.

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

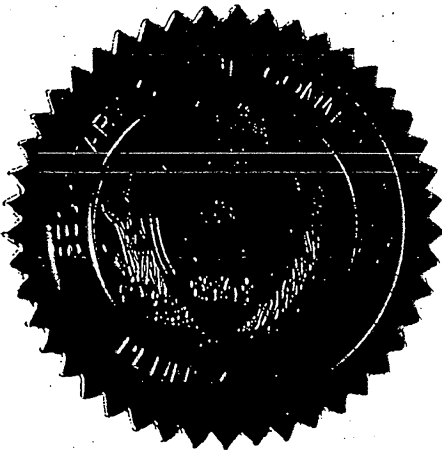
JUNE 24, 2002

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

WEST CORNWALL TOWNSHIP MUNICIPAL AUTHORITY

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

C. Michael Stewart

ACTING Secretary of the Commonwealth

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