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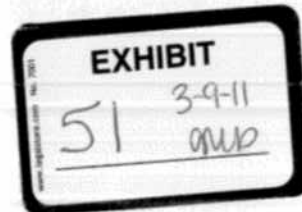
OF

MOST HOLY FAMILY MONASTERY

A corporation governed by the
Not-for-Profit Corporation Law of New York

Adopted: March 21, 2001

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Not-for-Profit Corporation Law of New York

ARTICLE I: MEMBERS

Section 1. Sole Member. The sole member of Most Holy Family Monastery (the "corporation") shall at all times be the Superior of Most Holy Family Monastery (the "Sole Member").

ARTICLE II: MEETINGS OF THE SOLE MEMBER

Section 1. Annual Meeting. The annual meeting of the Sole Member for the transaction of such business as may be set forth in the notice of meeting, shall be held each year at such time and at such place within or without the State of New York as the President shall determine and the notice of the meeting shall specify.

Section 2. Procedure. The order of business and all other matters of procedure at every meeting of the Sole Member may be

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determined by the presiding officer.

Section 3. Reports. The President shall present at each annual meeting a report showing in appropriate detail the following:

- (a) The assets and liabilities, including the funds, of the corporation as of the end of twelve month fiscal period of the corporation terminating not more than six months prior to said meeting.
- (b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, during said fiscal period.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes, during said fiscal period.

Such report shall be filed with the records of the corporation and a copy or an abstract thereof shall be entered in the minutes of the proceedings of the annual meeting at which the report is presented.

Section 4. Written Consent of the Sole Member Without a Meeting. Whenever by law the Sole Member is required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the Sole Member. Written consent thus given by the Sole Member shall have the same effect as a vote of the Sole

Member.

ARTICLE III: Governance

Section 1. Management of Corporate Affairs. The activities, property and affairs of the corporation shall be managed by the Sole Member and there shall be no board of directors.

Section 2. The President. At all times the President of the corporation shall be the Superior of Most Holy Family Monastery. The President shall be the chief executive and administrative officer of the corporation and shall have the general powers and duties of supervision and management of the corporation and shall perform all such other duties as usually pertain to the office.

ARTICLE IV: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right of Indemnification. Each officer of the corporation, whether or not then in office, and any person whose testator or intestate was such an officer, shall be indemnified by the corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent

permitted by the Not-for-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the corporation shall provide indemnification in connection with an action or proceeding (or part thereof) that was authorized by the Sole Member.

Section 2. Advancement of Expenses: Expenses incurred by an officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article IV may be paid by the corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such officer to repay such advancement in case such officer is ultimately found not to be entitled to indemnification as authorized by this Article IV and (b) approval by the Sole Member. To the extent permitted by law, the Sole Member, shall not be required to find that the officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the corporation makes any advance payment of expense hereunder.

Section 3. Availability and Interpretation: To the extent permitted under applicable law the rights of indemnification and to the advancement of expenses provided in this Article IV (a)

shall be available with respect to events occurring prior to the adoption of this Article IV, (b) shall continue to exist after any rescission or restrictive amendment of this Article IV with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the officer, (or if applicable, at the sole discretion of the testator or intestate of such officer seeking such rights), on the basis of applicable law in effect at the time of such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the corporation and the officer from whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article IV shall not be deemed exclusive of any other rights to which any officer of the corporation or other person may now or hereafter be otherwise entitled, whether contained in the certificate of incorporation, these By-Laws, a resolution of the Sole Member, or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in

this Article IV shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any officer of the corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability. If this Article IV or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article IV shall remain fully enforceable. Any payments made pursuant to this Article IV shall be made only out of funds legally available therefor.

ARTICLE V: CORPORATE FINANCE

Section 1. Corporate Funds. The funds of the corporation shall be deposited in its name with such banks, trust companies or other depositories as the Sole Member may from time to time designate. All checks, notes, drafts and other negotiable instruments of the corporation shall be signed by such officer or agent or agents, employee or employees as the Sole Member from time to time may designate. No officers, agents or employees of the corporation, alone or with others, shall have the power to

make any checks, notes, drafts or other negotiable instruments in the name of the corporation or to bind the corporation thereby, except as provided in this section.

Section 2. Fiscal Year. The fiscal year of the corporation shall be the calendar year unless otherwise provided by the Sole Member.

Section 3. Loans to Directors and Officers. No loans shall be made by the corporation to its officers.

Section 4. Gifts. The President may accept on behalf of the corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the corporation.

Section 5. Voting of Securities Held by the Corporation. Stocks or other securities owned by the corporation may be voted in person or by proxy as the President shall specify.

Section 6. Income from Corporation Activities. All income from activities of the corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the corporation.

ARTICLE VI: CORPORATE SEAL

Section 1. Form of Seal. The seal of the corporation shall

be in such form as may be determined from time to time by the

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mean that.

ARTICLE VII: AMENDMENTS

Section 1. Procedure for Amending By-Laws. By-Laws of the
Corporation may be adopted, amended or repealed at any meeting of
the Board, notice of which shall have included specification of
the proposed action, by the vote of the Sole Member of the
Board.