

AMENDED AND RESTATED BY-LAWS
OF
MALTA HUMAN SERVICES FOUNDATION
(The “Foundation”)

ARTICLE I

GENERAL OBJECTIVES AND OPERATING PRINCIPLES

The Foundation shall exist and be administered exclusively for charitable, educational, religious, scientific, and literary purposes (including not-for-profit hospital and medical facilities), or for the prevention of cruelty to children, in accordance with the provisions of the Certificate of Incorporation. The organizational purpose of the Foundation is to operate exclusively for the benefit of the Sovereign Military Order of Saint John of Jerusalem, of Rhodes and of Malta, American Association, U.S.A. (the “Association” or “Order”). The Foundation is to take all reasonable necessary steps to further its organizational purpose. The Foundation shall exercise the powers conferred upon it by the statutes of the State of Delaware, including the power to acquire, own, lease, administer and dispose of real and personal property, in furtherance of its organizational purpose.

ARTICLE II

MEMBERS

The Foundation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers. The Foundation shall be managed by its Board of Directors (the “Board of Directors”), and all corporate powers shall be exercised by the

Board of Directors. The directors shall act only as a Board of Directors, and the individual directors shall have no power as such. The Board of Directors shall have authority to take all reasonable necessary actions to acquire, own, lease, administer and dispose of real and personal property in furthering the Foundation's organizational purpose, subject to the guidelines set forth in these By-Laws. The Board of Directors shall not, however, be empowered to undertake or authorize any action inconsistent with the purposes and methods of operation of the Foundation as expressed in the Certificate of Incorporation and the By-Laws.

Section 2. Qualifications. Each director shall be at least eighteen years of age, and no more than two members of the Board of Directors may be non-members of the Order. Of the directors, one directorship shall be possessed by the then-current President or Chancellor of the Association or by a designee of the President of the Association who is a member of the Association's Board of Councillors (the "Board of Councillors"), and one directorship shall be possessed by the then-current Hospitaller of the Association. No director may be a closer relation than second cousin to another director.

Section 3. Number. The Board of Directors shall initially consist of thirteen members. The Board of Directors may increase or decrease the number of directors constituting the entire Board of Directors by resolution adopted from time to time by a majority of the then entire Board, but the number of directors shall at no time be less than three nor more than seventeen. At all times, a majority of the Board of Directors must be composed of directors who have been appointed by the Board of Councillors and who are also members of the Board of Councillors. If the number of

directors not appointed by the Board of Councillors (each, a “Non-Board of Councillors Director,” and each directorship held or to be held by a Non-Board of Councillors Director, a “Non-Board of Councillors Directorship”) becomes equal to or more than the number of directors appointed by the Board of Councillors (each, a “Board of Councillors Director,” and each directorship held or to be held by a Board of Councillors Director, a “Board of Councillors Directorship”) for any reason, nomination of a new member or members of the Board of Councillors to the Board of Directors must take place within a reasonable period of time, pursuant to Article III, Section 12 hereof. As used in these By-Laws, “entire Board of Directors” or “the entire Board” means the total number of directors then in office at the time of any meeting or of any vote or action that is taken by the Board of Directors.

Section 4. Election. A majority of the entire Board of Directors shall be members of, and shall be appointed by, the Board of Councillors. The initial Non-Board of Councillors Directors shall be appointed by a majority of the initial Board of Councillors Directors. Thereafter, at any meeting of the Board of Directors called for the purpose of electing directors, the Nominating Committee (as defined in Article IV, Section 1 hereof) shall recommend the individuals to replace those Non-Board of Councillors Directors whose terms are currently expiring. Following such recommendations by the Nominating Committee, those newly recommended directors must be approved by the Board of Directors and the Board of Councillors before taking office.

Section 5. Term. Those members of the Board of Directors who also serve on the Board of Councillors will have terms coinciding with their terms on the

Board of Councillors. Non-Board of Councillors Directors shall serve terms from the annual meeting of the Board of Directors in which they qualify until the third annual meeting of the Board of Directors following such election and until their successors are duly elected and qualify. Each Non-Board of Councillors Director shall, subject to the recommendation of the Nominating Committee and approval by the Board of Directors and the Board of Councillors, be eligible for immediate reelection for an unlimited number of additional terms.

Section 6. Annual Meeting. The annual meeting of the Board of Directors shall be held each year at the principal office of the Foundation, wherever located, or at such other place and at such time as shall be determined by the Board of Directors or the President of the Foundation and designated in the call of notice or waivers of notice of such meeting. At each annual meeting, the Board of Directors shall elect, by a majority of votes cast, the officers of the Foundation for the ensuing year.

Section 7. Annual Report. At each annual meeting of the Board of Directors, the President or Treasurer shall present an annual report showing in appropriate detail the following:

- (a) the assets and liabilities of the Foundation as of the end of the fiscal year of the Foundation just terminated;
- (b) the principal changes in assets and liabilities during such fiscal year;
- (c) the revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, during such fiscal year; and
- (d) the expenses and other disbursements of the Foundation, for both general and restricted purposes, during such fiscal year.

This annual report shall be filed with the minutes of the annual meeting.

Section 8. Regular and Special Meetings. Regular or any special meetings of the Board of Directors may be held at any place within or without the State of Delaware. Regular meetings of the Board of Directors may be held at such times as may be fixed from time to time by resolution of the Board of Directors. Special meetings of the Board of Directors may be called at any time by the President or the Secretary or as determined by the Board of Directors.

Section 9. Quorum. A quorum for the transaction of business or of any specified item of business shall consist of a majority of the directors then in office. However, a majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board of Directors to another time or place shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 10. Notice or Waiver of Notice of Meetings. Annual, regular and special meetings of the Board of Directors shall be held on notice to the directors. Notice thereof shall state the time and place of the meeting and shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of each such meeting of the Board of Directors shall be given to each director not later than noon, Eastern time, on the fifth day prior to the meeting. Notice of any meeting of the Board of Directors need not be given to any director who submits a signed Waiver of Notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at the commencement thereof, the lack of notice to him.

Section 11. Action by the Board of Directors. Except as otherwise provided in Section 14 of this Article III, any reference in these By-Laws to action to be taken by the Board of Directors shall mean such action at the meeting of the Board of Directors. Except as otherwise expressly required by law or by these By-Laws, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors. Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

Section 12. Newly Created Directorships and Vacancies. Newly created Non-Board of Councillors Directorships resulting from either an increase in the number of directors constituting the entire Board of Directors or vacancies among the Board of Directors for any reason, shall be filled by such nominees as are recommended by the Nominating Committee and approved by the Board of Directors and the Board of Councillors. If the vacant directorship was a Board of Councillors Directorship, or if the newly created directorship must be filled by a Board of Councillors Director pursuant to Article III, Section 3, or if the Board of Directors resolves to increase the number of Board of Councillors Directors who are directors of the Foundation for any reason, then the Board of Councillors will appoint the new director.

Section 13. Removal of Director. Except as otherwise provided by law, any or all directors may be removed with or without cause by vote of the Board of Directors.

Section 14. Action by the Board of Directors without a Meeting. Any action required or permitted to be taken by the Board of Directors or any standing committee thereof may be taken without a meeting if all members of the Board of Directors or of the standing committee consent in writing or by electronic transmission to the adoption of a resolution authorizing the action. The resolutions and written consents or electronic transmission or transmissions thereto shall be filed with the minutes of the proceedings of the Board of Directors or the committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 15. Compensation. The directors shall not be entitled to compensation for their services rendered as directors, but shall be entitled to reimbursement of reasonable out-of-pocket expenses incurred by them in connection with such services.

ARTICLE IV

STANDING COMMITTEES

Section 1. The Board of Directors, by resolution adopted by a majority of the entire Board, shall designate from among its members a Nominating Committee (the “Nominating Committee”) and a Grants Committee (the “Grants Committee”). It also may designate other standing committees as it sees fit, each consisting of one or more directors, and each of which, to the extent provided in the resolution, shall have all the authority of the Board except as otherwise provided by law and these By-Laws. Vacancies in the membership of any such committee may be filled by the Board of Directors at a regular or special meeting of the Board of Directors. All

standing committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

Section 2. The Nominating Committee will be comprised solely of directors who are members of the Order. The Nominating Committee's members shall be selected by the Board of Directors. The Nominating Committee will make recommendations for the Non-Board of Councillors Directorships pursuant to Article III, Section 4 hereof. Prior to recommending its nominees, the Nominating Committee shall solicit input from the Association's Area Chairpersons and the Board of Councillors, although the Nominating Committee has the authority to recommend for appointment any such nominee as it decides upon. In recommending nominees to fill vacant positions on the Board of Directors, the Nominating Committee will recommend only the number of nominees as there are vacant Non-Board of Councillors Directorships on the Board of Directors at that time.

Section 3. The Grants Committee shall be comprised of all of the Non-Board of Councillors Directors and any other directors selected by the Board of Directors; provided, however, that each member of the Grants Committee shall, at the time of such member's appointment to the Grants Committee, be a member of the Grants Committee of the Association (the "Association Grants Committee").

ARTICLE V

OFFICERS

Section 1. The officers of the Foundation shall be chosen from among the directors of the Foundation by the Board of Directors and shall be the President, a Secretary and a Treasurer. The Board of Directors may also elect Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers. Any two or more offices

may be held by the same person simultaneously except the offices of President and Secretary.

Section 2. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 3. The officers shall not be entitled to compensation for their services rendered as officers, but shall be entitled to reimbursement of reasonable out-of-pocket expenses incurred by them in connection with such services.

Section 4. Each officer of the Foundation shall hold office from the annual meeting of the Board of Directors in which such officer qualifies until the next annual meeting of the Board of Directors following such election and until such officer's successor shall be elected and shall qualify. Officers may be reappointed at the annual meeting if eligible. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors. Any vacancy occurring in any office of the Foundation shall be filled by the Board of Directors at any regular meeting or at a special meeting called for the purpose of filling such vacancy.

Section 5. Any member of the Board of Councillors may serve as an officer of the Foundation in addition to his duties as a member of the Board of Councillors, except that none of the Association's President, Chancellor, and Hospitaller may serve as the Foundation's President.

Section 6. The President. The President shall be the chief executive officer of the Foundation, shall preside as Chairman at all meetings of the Board of

Directors, shall have and may delegate to another officer general and active management of all or part of the activities and the business of the Foundation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute under the seal of the Foundation, bonds, mortgages and other contracts requiring a seal, except where such action shall be expressly delegated by the Board of Directors to some other officer or agent of the Foundation.

Section 7. The Vice Presidents. In the absence or disability of the President, the Executive Vice President, if any, or in the Executive Vice President's absence other officers in the order determined by the Board of Directors, shall perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8. The Secretary and Assistant Secretaries. The Secretary shall attend and record all the proceedings of the Board of Directors in a book to be kept for that purpose and shall perform like duties for any standing committee when requested. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall have custody of the seal of the Foundation and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by the Secretary's signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Foundation and to attest the affixing by that officer's signature. The Assistant Secretary or, if there be more than one, the Assistant Secretaries

in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 9. The Treasurer. The Treasurer shall have the custody of the Foundation's funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Foundation and shall deposit all monies and other valuable effects in the name and to the credit at the Foundation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Foundation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Foundation.

Section 10. The Assistant Treasurer. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors, shall in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE VI

GENERAL PROVISIONS

Section 1. Checks, Notes, Contracts. The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the Foundation and shall determine who, if anyone, in addition to the President and the Treasurer, shall be authorized from time to time on the Foundation's behalf to sign

checks, drafts, or other orders for the payment of money, acceptances, notes or other evidences of indebtedness. The Board of Directors may authorize any director, officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to a specified instance; and unless so authorized by the Board of Directors, or by these By-Laws, no director, officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

Section 2. Investments. The Foundation shall have the power to invest and reinvest from time to time all or any part of its assets, acquired by it in whatever manner, in such common stocks, preferred stocks, bonds, debentures, mortgages, and such other securities and property as the Board of Directors shall deem advisable, without being subject to restrictions upon classes of investments which a trustee of a trust is or may hereafter be permitted by law to make, or to any similar restriction.

Section 3. Grants. The Board of Directors is empowered to make grants solely and exclusively to the Association.

Section 4. Reimbursements. The Foundation may, at the request of the Association, reimburse the Association for any general administrative or operational services rendered or expenditures incurred on behalf of the Foundation.

Section 5. Authorization of Grants. The Board of Directors is charged with performing such actions as fundraising, overseeing management of the Foundation's funds, transferring grants to the Association, and any other actions that are solely for the

purpose of raising funds for and supporting the Association, as stipulated in these By-Laws. The Foundation will be responsible for making grants to the Association as are requested by the Association Grants Committee, and the Foundation will have no power to make grants independently of the Association. Grants will be made directly to the Association, which will then distribute the funds as decided upon by the Association Grants Committee. Grants will be made at least once per year at the annual meeting of the Foundation's Board of Directors, at any regular meeting, or at any special meeting called for such purpose. No more than five percent (5%) of the average of the market value balances of the Foundation's invested funds at the end of each year for the three preceding years may be used to fund grants in any year, unless both the Board of Directors and the Board of Councillors, by votes for an identical dollar amount over such five percent (5%) threshold, direct the Foundation to grant funds representing a higher percentage of the average of the market value balances of the Foundation's invested funds at the end of each year for the three preceding years.

Section 6. Exercising Rights of Ownership in Stock of Other Corporations. Unless otherwise ordered by the Board of Directors, the President and the Treasurer shall have full power and authority on behalf of the Foundation to vote either in person or by proxy at any meeting of stockholders of any corporation in which the Foundation may hold stock and to exercise all of the rights and powers incident to the ownership of such stock which are possessed by the Foundation as the owner thereof. The Board of Directors may confer like powers upon any other person as it deems advisable and may revoke any such powers as granted at its pleasure.

Section 7. Office. The Foundation shall maintain an office at such place as the Board of Directors may from time to time determine. There shall be kept at such office the minute book of the Foundation, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board of Directors.

Section 8. Fiscal Year. The fiscal year of the Foundation shall end on December 31.

Section 9. Seal. The corporate seal shall have inscribed thereon the name of the Foundation, the year of its organization and the words “Corporate Seal, Delaware”. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 10. Notice. Notices, wherever required in these By-Laws, shall be deemed to have been given:

- by messenger, at the time of delivery,
- by telefax, at the time of filing, or
- by mail, when deposited in the United States mail with the first class postage thereon prepaid.

Notice shall be sent to the addressee at his current address in the Foundation’s records unless he shall have filed with the Secretary of the Foundation a written request that notices to him be mailed to some other address.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Foundation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by the General Corporation Law of Delaware.

ARTICLE VIII

AMENDMENTS

These By-Laws may be altered, amended or repealed, or new By-Laws may be adopted, at any regular or special meeting of the Board of Directors, by the affirmative vote of a majority of the entire Board of Directors, which majority of the entire board of directors shall include all of the current Board of Councillors Directors then serving as directors of the Corporation in accordance with these By-Laws.