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Form **1023**
(Rev. September 1998)
Department of the Treasury
Internal Revenue Service

Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

OMB No. 1545-0056

Note: *If exempt status is approved, this application will be open for public inspection.*

Read the instructions for each Part carefully.
A User Fee must be attached to this application.
If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.
Complete the Procedural Checklist on page 8 of the instructions.

Part I **Identification of Applicant**

1a Full name of organization (as shown in organizing document) No-Such Family Foundation, Inc.	2 Employer identification number (EIN) (If none, see page 3 of the Specific Instructions.) 06 : 1606588
1b c/o Name (if applicable) Nevas, Nevas, Capasse & Gerard	3 Name and telephone number of person to be contacted if additional information is needed Jamie K. Gerard (203) 226-1211
1c Address (number and street) / Room/Suite 246 Post Road East	
1d City, town, or post office, state, and ZIP + 4. If you have a foreign address, see **Specific Instructions** for Part I, page 3. Westport, CT 06880	4 Month the annual accounting period ends December 5 Date incorporated or formed October 9, 1998
1e Web site address	6 Check here if applying under section: a ☐ 501(e) b ☐ 501(f) c ☐ 501(k) d ☐ 501(n)

7 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? . . . . . ☐ Yes ☒ No
If "Yes," attach an explanation.

8 Is the organization required to file Form 990 (or Form 990-EZ)? . . . . . ☐ N/A ☒ Yes ☐ No
If "No," attach an explanation (see page 3 of the **Specific Instructions**).

9 Has the organization filed Federal income tax returns or exempt organization information returns? . . ☐ Yes ☒ No
If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.

POSTMARK JAN 23 '04

RECEIVED JAN 26 '04
CINCINNATI SERVICE CENTER

10 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING. (See **Specific Instructions** for Part I, Line 10, on page 3.) See also Pub. 557 for examples of organizational documents.)

a ☒ Corporation— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also include a copy of the bylaws.

b ☐ Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.

c ☐ Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of the bylaws.

If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here ▶ ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here ▶ _____ (Signature) Paul L. Newman, President (Type or print name and title or authority of signer) 1/21/04 (Date)

Form **1023** AMENDED (Rev. September 1998)
Department of the Treasury
Internal Revenue Service

Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

OMB No. 1545-0056

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Part I Identification of Applicant

1a Full name of organization (as shown in organizing document) **No-Such Family Foundation, Inc.**	2 Employer identification number (EIN) (If none, see page 3 of the **Specific Instructions.**) **06 : 1606588**
1b c/o Name (if applicable) **Nevas, Nevas, Capasse & Gerard**	3 Name and telephone number of person to be contacted if additional information is needed **(203) 226-1211**
1c Address (number and street) **246 Post Road East** — Room/Suite	
1d City, town, or post office, state, and ZIP + 4. If you have a foreign address, see **Specific Instructions** for Part I, page 3. **P.O. Box 791, Westport, CT 06881**	4 Month the annual accounting period ends **December** 5 Date incorporated or formed **October 9, 1998**
1e Web site address	6 Check here if applying under section: a ☐ 501(e) b ☐ 501(f) c ☐ 501(k) d ☐ 501(n)

7 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? . . . . . ☐ Yes ☑ No
If "Yes," attach an explanation.

8 Is the organization required to file Form 990 (or Form 990-EZ)? . . . . . ☐ N/A ☑ Yes ☐ No
If "No," attach an explanation (see page 3 of the **Specific Instructions**).

9 Has the organization filed Federal income tax returns or exempt organization information returns? . . ☐ Yes ☑ No
If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.

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If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here ▶ ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here ▶ [signature] (Signature) — **Paul L. Newman, President** (Type or print name and title or authority of signer) — 9/28/04 (Date)

For Paperwork Reduction Act Notice, see page 7 of the instructions. Cat. No. 17133K

Part II Activities and Operational Information

1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. **Do not merely refer to or repeat the language in the organizational document.** List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: **(a)** a detailed description of the activity including its purpose and how each acitivity furthers your exempt purpose; **(b)** when the activity was or will be initiated; and **(c)** where and by whom the activity will be conducted.

Paul L. Newman, is the owner of numerous trademarks, copyrights, formulas and recipes and has entered into various licensing agreements with Newman's Own, Inc. and other companies from which he obtains royalties. He has recently assigned these assets to a limited liability company called No Limit, LLC ("LLC") of which he owns 100% of the membership interests as between himself and a solely owned corporation, Salad King, Inc.

A percentage of Paul L. Newman's membership interest in the LLC will be transferred to No-Such Family Foundation, Inc. ("No-Such") which will then receive a portion of the royalty income. Distributions from No-Such will be made exclusively to other 501(c)(3) organizations for charitable and educational purposes. Upon the death of Paul L. Newman, the trademarks, copyrights and other assets owned by the LLC will pass to No-Such which will continue to carry out the purposes and principles of Paul L. Newman by donating all after tax profits to charities and organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

2 What are or will be the organization's sources of financial support? List in order of size.

Sources of support will be primarily from royalties and licensing agreements for the use of Paul L. Newman's name and likelness and the use of formulas and recipes created by Paul L Newman which areentered into or assigned to No Limit, LLC. Since the organization will own a portion of the membership interest of No Limit, LLC, the right to receive royalty income shall pass to the organization. These assets as well as Paul L. Newman's entire membership interest in No Limit, LLC shall pass to the organization upon the death of Paul L. Newman.

3 Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.

N/A

Part II Activities and Operational Information *(Continued)*

4 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
Paul L. Newman, 246 Post Road East, Westport, CT 06880, Director, President **Joanne Woodward Newman, 246 Post Road East, Westport, CT 06880, Director, Vice President** **Brian Murphy, c/o Murphy & Kress, 2401 Main Street, Santa Monica, CA 90405, Director, Treasurer** **Jamie K. Gerard, Nevas, Nevas, Capasse & Gerard, 246 Post Road E., Westport, CT Director, Secretary** **Robert Forrester, Payne, Forrester & Assoc., 790 Farmington Ave., Suite 4B, Farmington, CT 06032 , Director**	**0**

c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? . . . . . ☐ Yes ☑ No
If "Yes," name those persons and explain the basis of their selection or appointment.

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See **Specific Instructions** for Part II, Line 4d, on page 3.) . . . . . ☑ Yes ☐ No
If "Yes," explain.
Paul L. Newman

5 Does the organization control or is it controlled by any other organization? . . . . . ☑ Yes ☐ No
Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors? . . . . ☑ Yes ☐ No
If either of these questions is answered "Yes," explain.
The organization will own a percentage of Paul L. Newman's membership interest in No Limit, LLC. This is an LLC in which Paul L. Newman owns all of the voting membership interest and 99.9 % of the ownership and Salad King, Inc. owns .1% of the non-voting membership interest.

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than a 501(c)(3) organization): **(a)** grants; **(b)** purchases or sales of assets; **(c)** rental of facilities or equipment; **(d)** loans or loan guarantees; **(e)** reimbursement arrangements; **(f)** performance of services, membership, or fundraising solicitations; or **(g)** sharing of facilities, equipment, mailing lists or other assets, or paid employees? . . . . . ☐ Yes ☑ No
If "Yes," explain fully and identify the other organizations involved.

7 Is the organization financially accountable to any other organization? . . . . . ☐ Yes ☑ No
If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

Part II
4a (continued) Directors

Melissa Newman, 59 Coleytown Road, Westport, CT 06880 0

Clea Newman, 132 Old Road, Westport, CT 06880 0

Stephanie Lawrence, 60 Prospect Parkway, Burlington, VT 05401 0

Susan Newman, 218 6th Street, Pacific Grove, CA 93950 0

Officers

Paul L. Newman, President, 274 North Avenue, Westport, CT 06880 0

Joanne Woodward Newman, Vice President, 274 North Avenue, Westport, CT 0

Brian Murphy, Treasurer, c/o Murphy & Kress, 2401 Main Street
Santa Monica, CA 90405 0

Jamie K. Gerard, Esq., Secretary, c/o Nevas, Nevas, Capasse & Gerard 0
246 Post Road East, Westport, CT 06880

Part II Activities and Operational Information *(Continued)*

8 What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If none, indicate "N/A."

As of this date, the organization has no assets. Sometime in 2004, however, Paul L. Newman will transfer a portion of his membership interest in No Limit, LLC to the organization.

9 Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years? . . . ☐ Yes ☑ No

10a Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement? . . . ☐ Yes ☑ No

b Is the organization a party to any leases? . . . ☐ Yes ☑ No

If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

11 Is the organization a membership organization? . . . ☐ Yes ☑ No

If "Yes," complete the following:

a Describe the organization's membership requirements and attach a schedule of membership fees and dues.

b Describe the organization's present and proposed efforts to attract members and attach a copy of any descriptive literature or promotional material used for this purpose.

c What benefits do (or will) the members receive in exchange for their payment of dues?

12a If the organization provides benefits, services, or products, are the recipients required, or will they be required, to pay for them? . . . ☑ N/A ☐ Yes ☐ No

If "Yes," explain how the charges are determined and attach a copy of the current fee schedule.

b Does or will the organization limit its benefits, services, or products to specific individuals or classes of individuals? . . . ☐ N/A ☑ Yes ☐ No

If "Yes," explain how the recipients or beneficiaries are or will be selected.

The beneficiaries must be tax exempt 501(c)(3) organizations and will be selected by the Directors of the organization with recommendations made by the family members of Paul L. Newman.

13 Does or will the organization attempt to influence legislation? . . . ☐ Yes ☑ No

If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds that it devotes or plans to devote to this activity.

14 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? . . . ☐ Yes ☑ No

If "Yes," explain fully.

Part III Technical Requirements

1 Are you filing Form 1023 within 15 months from the end of the month in which your organization was created or formed? . . . . . ☐ Yes ☑ No

If you answer "Yes," do not answer questions on lines 2 through 6 below.

2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 7.

Exceptions—You are not required to file an exemption application within 15 months if the organization:

☐ **a** Is a church, interchurch organization of local units of a church, a convention or association of churches, or an integrated auxiliary of a church. See **Specific Instructions,** Line 2a, on page 4;

☐ **b** Is not a private foundation and normally has gross receipts of not more than $5,000 in each tax year; or

☐ **c** Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

3 If the organization does not meet any of the exceptions on line 2 above, are you filing Form 1023 within 27 months from the end of the month in which the organization was created or formed? . . . . . ☑ Yes ☐ No

If "Yes," your organization qualifies under Regulation section 301.9100-2, for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 4 through 6.

If "No," answer question 4.

4 If you answer "No" to question 3, does the organization wish to request an extension of time to apply under the "reasonable action and good faith" and the "no prejudice to the interest of the government" requirements of Regulations section 301.9100-3? . . . . . ☐ Yes ☐ No

If "Yes," give the reasons for not filing this application within the 27-month period described in question 3. See **Specific Instructions,** Part III, Line 4, before completing this item. Do not answer questions 5 and 6.

If "No," answer questions 5 and 6.

5 If you answer "No" to question 4, your organization's qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed. Therefore, do you want us to consider the application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date the organization was created or formed? . ☐ Yes ☐ No

6 If you answer "Yes" to question 5 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date the organization was formed and ending with the date the Form 1023 application was received (the effective date of the organization's section 501(c)(3) status), check here ▶ ☐ and attach a completed page 1 of Form 1024 to this application.

Part III **Technical Requirements** *(Continued)*

7 Is the organization a private foundation?
- ☑ **Yes** (Answer question 8.)
- ☐ **No** (Answer question 9 and proceed as instructed.)

8 If you answer "Yes" to question 7, does the organization claim to be a private operating foundation?
- ☐ **Yes** (Complete Schedule E.)
- ☑ **No**

After answering question 8 on this line, go to line 14 on page 7.

9 If you answer "No" to question 7, indicate the public charity classification the organization is requesting by checking the box below that most appropriately applies:

THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:

a ☐	As a church or a convention or association of churches (CHURCHES MUST COMPLETE SCHEDULE A.)	Sections 509(a)(1) and 170(b)(1)(A)(i)
b ☐	As a school (MUST COMPLETE SCHEDULE B.)	Sections 509(a)(1) and 170(b)(1)(A)(ii)
c ☐	As a hospital or a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital (These organizations, except for hospital service organizations, MUST COMPLETE SCHEDULE C.)	Sections 509(a)(1) and 170(b)(1)(A)(iii)
d ☐	As a governmental unit described in section 170(c)(1).	Sections 509(a)(1) and 170(b)(1)(A)(v)
e ☐	As being operated solely for the benefit of, or in connection with, one or more of the organizations described in **a** through **d, g, h,** or **i** (MUST COMPLETE SCHEDULE D.)	Section 509(a)(3)
f ☐	As being organized and operated exclusively for testing for public safety.	Section 509(a)(4)
g ☐	As being operated for the benefit of a college or university that is owned or operated by a governmental unit.	Sections 509(a)(1) and 170(b)(1)(A)(iv)
h ☐	As receiving a substantial part of its support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.	Sections 509(a)(1) and 170(b)(1)(A)(vi)
i ☐	As normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).	Section 509(a)(2)
j ☐	The organization is a publicly supported organization but is not sure whether it meets the public support test of **h** or **i**. The organization would like the IRS to decide the proper classification.	Sections 509(a)(1) and 170(b)(1)(A)(vi) or Section 509(a)(2)

If you checked one of the boxes a through f in question 9, go to question 14. If you checked box g in question 9, go to questions 11 and 12. If you checked box h, i, or j, in question 9, go to question 10.

Part III **Technical Requirements** *(Continued)*

10 If you checked box **h, i,** or **j** in question 9, has the organization completed a tax year of at least 8 months?

☐ **Yes**—Indicate whether you are requesting:

☐ A definitive ruling. (Answer questions 11 through 14.)

☐ An advance ruling. (Answer questions 11 and 14 and attach two Forms 872-C completed and signed.)

☐ **No—You must request an advance ruling by completing and signing two Forms 872-C and attaching them to the Form 1023.**

11 If the organization received any unusual grants during any of the tax years shown in Part IV-A, **Statement of Revenue and Expenses,** attach a list for each year showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of the grant.

12 If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here ▶ ☐ and:

a Enter 2% of line 8, column (e), Total, of Part IV-A . . . . . _____

b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount entered on line **12a** above.

13 If you are requesting a definitive ruling under section 509(a)(2), check here ▶ ☐ and:

a For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each "disqualified person." (For a definition of "disqualified person," see **Specific Instructions,** Part II, Line 4d, on page 3.)

b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than $5,000. For this purpose, "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

14 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. **Do not submit blank schedules.**)	**Yes**	**No**	**If "Yes," complete Schedule:**
Is the organization a church?		✔	A
Is the organization, or any part of it, a school?		✔	B
Is the organization, or any part of it, a hospital or medical research organization?		✔	C
Is the organization a section 509(a)(3) supporting organization?		✔	D
Is the organization a private operating foundation?		✔	E
Is the organization, or any part of it, a home for the aged or handicapped?		✔	F
Is the organization, or any part of it, a child care organization?		✔	G
Does the organization provide or administer any scholarship benefits, student aid, etc.?		✔	H
Has the organization taken over, or will it take over, the facilities of a "for profit" institution?		✔	I

Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. **If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.**

A. Statement of Revenue and Expenses

		Current tax year	3 prior tax years or proposed budget for 2 years			
		(a) From 1/04 to 12/04	(b) 1/05 12/05	(c) 1/06 12/06	(d)	(e) TOTAL
Revenue	1 Gifts, grants, and contributions received (not including unusual grants—see page 6 of the instructions)	3,000,000	3,000,000	3,000,000		9,000,000
	2 Membership fees received					
	3 Gross investment income (see instructions for definition)					
	4 Net income from organization's unrelated business activities not included on line 3					
	5 Tax revenues levied for and either paid to or spent on behalf of the organization					
	6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)					
	7 Other income (not including gain or loss from sale of capital assets) (attach schedule)					
	8 **Total** (add lines 1 through 7)	3,000,000	3,000,000	3,000,000		9,000,000
	9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513. Include related cost of sales on line 22					
	10 **Total** (add lines 8 and 9)	3,000,000	3,000,000	3,000,000		9,000,000
	11 Gain or loss from sale of capital assets (attach schedule)					
	12 Unusual grants					
	13 **Total** revenue (add lines 10 through 12)	3,000,000	3,000,000	3,000,000		9,000,000
Expenses	14 Fundraising expenses	0	0	0		
	15 Contributions, gifts, grants, and similar amounts paid (attach schedule)	2,968,700	2,944,157	2,944,592		
	16 Disbursements to or for benefit of members (attach schedule)					
	17 Compensation of officers, directors, and trustees (attach schedule)					
	18 Other salaries and wages	5,000	25,000	25,000		
	19 Interest	0	0	0		
	20 Occupancy (rent, utilities, etc.)	0	10,080	10,080		
	21 Depreciation and depletion	680	1,088	653		
	22 Other (attach schedule)	9,200	19,675	19,675		
	23 **Total** expenses (add lines 14 through 22)	2,983,580	3,000,000	3,000,000		
	24 Excess of revenue over expenses (line 13 minus line 23)	16,420	0	0		

NO SUCH FOUNDATION, INC.

FORM 1023 SUPPORTING INFORMATION

PART IV - FINANCIAL DATA

A. STATEMENT OF REVENUE AND EXPENSES

	2004	2005	2006
LINE 22 - OTHER EXPENSES			
TELEPHONE EXPENSE	$600	$2,400	$2,400
LEGAL	2,000	1,500	1,500
ACCOUNTING	1,000	1,000	1,000
LICENSES & FEES	25	25	25
PAYROLL TAXES	450	2,250	2,250
DIRECTORS TRAVEL	4,500	9,000	9,000
LOCAL TRAVEL	0	1,000	1,000
OFFICE SUPPLIES	500	2,000	2,000
POSTAGE	125	500	500
TOTAL LINE 22 - OTHER EXPENSES	$9,200	$19,675	$19,675

B. BALANCE SHEET

LINE 8 - DEPRECIABLE ASSETS

OFFICE EQUIPMENT AT COST:

FAX MACHINE	$400
COPIER MACHINE	1,500
COMPUTER & PRINTER	1,500
TOTAL	3,400
LESS ACCUM. DEPRECIATION	(680)
DEPRECIABLE ASSETS - NET	$2,720

Part IV **Financial Data** *(Continued)*

B. Balance Sheet (at the end of the period shown)		Current tax year Date 12/31/04
Assets		
1 Cash	1	13,700
2 Accounts receivable, net	2	
3 Inventories	3	
4 Bonds and notes receivable (attach schedule)	4	
5 Corporate stocks (attach schedule)	5	
6 Mortgage loans (attach schedule)	6	
7 Other investments (attach schedule)	7	
8 Depreciable and depletable assets (attach schedule)	8	2,720
9 Land	9	
10 Other assets (attach schedule)	10	
11 **Total assets** (add lines 1 through 10)	11	16,420
Liabilities		
12 Accounts payable	12	
13 Contributions, gifts, grants, etc., payable	13	
14 Mortgages and notes payable (attach schedule)	14	
15 Other liabilities (attach schedule)	15	
16 **Total liabilities** (add lines 12 through 15)	16	0
Fund Balances or Net Assets		
17 Total fund balances or net assets	17	16,420
18 **Total liabilities and fund balances or net assets** (add line 16 and line 17)	18	16,420

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation ▶ ☐

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "P. L. NEWMAN FAMILY FOUNDATION, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF OCTOBER, A.D. 1998, AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Edward J. Freel, Secretary of State

2954119 8100

981392890

AUTHENTICATION: 9350416

DATE: 10-13-98

CERTIFICATE OF INCORPORATION

OF

P. L. NEWMAN FAMILY FOUNDATION, INC.

1. The name of the corporation is P. L. Newman Family Foundation, Inc.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered Agent at such address is THE CORPORATION TRUST COMPANY.

3. The nature of the business or purposes to be conducted or promoted is:

To receive and maintain a fund consisting of either real or personal property as well as licenses and royalty payments, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations duly authorized to carry on charitable, religious, scientific, literary or educational activities; to be classified as a section 501(c)(3) corporation under the Internal Revenue Code; to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware; PROVIDED, HOWEVER, that no part of such income or such principal shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in,

or intervening in any political campaign on behalf of any candidate for public office.

4. As a means of accomplishing the purposes of the corporation, as herein set forth, the corporation shall have, among other powers granted to it by law, the following powers:

(a) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(b) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

(c) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for moneys borrowed or in payment for property acquired, or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

(d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift.

(e) To enter into licensing, royalty, purchase, sale or other agreements or renewals thereof and to use the name or likeness of Paul L. Newman in connection with the manufacture, sale, marketing or distribution of any products.

(f) In general, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

5. The corporation shall not have any capital stock, and the conditions of membership shall be as stated in the by-laws.

6. The name and mailing address of each incorporator is as follows:

NAME	MAILING ADDRESS
Leo Nevas	246 Post Road East Westport, CT 06880

7. The corporation management and control shall be vested in the Board of Directors. The original Board of Directors shall be selected by the incorporator, and thereafter the Board of Directors shall elect its successors and be self-perpetuating.

8. The names and mailing addresses of each person who is to serve as a director until the first annual meeting of the members or until a successor is elected and qualified, are as follows:

NAME	MAILING ADDRESS
Paul L. Newman	274 North Avenue Westport, CT 06880
Joanne W. Newman	274 North Avenue Westport, CT 06880
Leo Nevas	246 Post Road E. Westport, CT 06880

9. There shall be not less than three (3) nor more than nine (9) members of the Board of Directors.

10. The corporation shall have perpetual existence.

11. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

12. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

13. Meetings of members may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision of law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the corporation.

14. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

15. This Certificate of Incorporation shall be effective on its filing.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hands this 8th day of October, 1998.

Leo Nevas
Incorporator

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
FOR CORPORATION WITHOUT CAPITAL STOCK

P.L. Newman Family Foundation, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. That the members of the governing body of said corporation at a meeting duly convened and held on the 22nd day of December, 1998 at 10:00 a.m., duly proposed an amendment to the Certificate of Incorporation and at said meeting duly passed a resolution setting forth the amendment proposed, declaring its advisability and calling a meeting of the governing body for the consideration thereof, said meeting being called on a date not earlier than fifteen (15) days and not later than sixty (60) days from the meeting at which the aforementioned resolution had been passed.

2. Thereafter on the 15th day of January, 1999 at 3:00 p.m., pursuant to such call and to due and written notice thereof given to each of the members of the governing body more than seven days prior to such date, a special meeting of the members of the governing body was held and present at such meeting were a majority of the members of the governing body of the corporation, to wit: two out of three.

3. That at said meeting a vote of the members of the governing body was taken for and against the Amendment to the Certificate of Incorporation, said Amendment being as follows:

The name of the corporation is No-Such Family Foundation, Inc.

4. That at said meeting of the governing body, two out of the three members of the corporation voted in favor of said Amendment.

5. That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Jamie K. Gerard, an authorized officer, this 18th day of February, 1999.

Jamie K. Gerard
Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/23/1999
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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NO-SUCH FAMILY FOUNDATION, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MARCH, A.D. 2004, AT 11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2954119 8100

040206616

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3022186

DATE: 03-30-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:00 AM 03/19/2004
FILED 11:00 AM 03/19/2004
SRV 040206616 - 2954119 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
FOR CORPORATION WITHOUT CAPITAL STOCK

No-Such Family Foundation, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. That the members of the governing body of said corporation at a meeting duly convened and held on the 17th day of March, 2004 at 10:00 a.m., duly proposed an amendment to the Certificate of Incorporation and at said meeting duly passed a resolution setting forth the amendment proposed, declaring its advisability and calling a meeting of the governing body for the consideration thereof, said meeting being called on a date not earlier than fifteen (15) days and not later than sixty (60) days from the meeting at which the aforementioned resolution had been passed.

2. Thereafter on the 17th day of March, 2004 at 11:00 a.m., pursuant to such call and to due and written notice thereof given to each of the members of the governing body more than seven days prior to such date, a special meeting of the members of the governing body was held and present at such meeting were a majority of the members of the governing body of the corporation, to wit: five out of eight.

3. That at said meeting a vote of the members of the governing body was taken for and against the Amendment to the Certificate of Incorporation, said Amendment being as follows:

> "16. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3)of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes."

4. That at said meeting of the governing body, five out of the eight members of the corporation voted in favor of said Amendment.

5. That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Jamie K. Gerard, an authorized officer, this 18th day of March, 2004.

Jamie K. Gerard
Secretary

BY-LAWS

- of -

NO-SUCH FAMILY FOUNDATION, INC.

Article I.

OFFICES

SECTION 1. PRINCIPAL OFFICE. The principal office of the Corporation in the State of Connecticut shall be at 246 Post Road East, Westport, Connecticut and the name of the agent or person in charge thereof upon whom process against the Corporation may be served shall be designated by the Board of Directors.

SECTION 2. REGISTERED AGENT. The registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, DE. The registered agent in the State of Delaware is Corporation Trust Company.

Article II.

MEETINGS

SECTION 1. ANNUAL MEETING. The annual meeting of the Board of Directors shall be held at the principal office of the Corporation, in Westport or at such other place within the State of Connecticut as may be determined by the Board or President and shall be designated in the notice of said meeting, on the 1st Tuesday of December.

SECTION 2. QUORUM. The presence, in person or by proxy of a majority of the members of the Board of Directors shall be necessary to constitute a quorum for the

transaction of business, but a lesser number may adjourn to some future time.

SECTION 3. REGULAR AND SPECIAL MEETINGS. Regular meetings of the Board of Directors shall be held at such times as the Board of Directors shall from time to time, determine. Special Meetings may be called at any time on the written request of any three (3) directors. Meetings of the Board of Directors shall be held at such places as the Board shall determine, and the location and time of such meeting shall be stated in each notice of said meeting. Not less than ten (10) days notice by mail, telephone, fax or e-mail shall be given of each regular meeting of the Board of Directors and shall be accompanied by a proposed agenda for such meeting. Except as otherwise provided in these By-laws, not less than ten (10) days notice by mail, telephone, fax or e-mail shall be given of each special meeting of the Board of Directors. All notices shall state the purpose of such meeting, the business to be transacted and by whom called.

SECTION 4. VOTE REQUIRED FOR ACTION. The act of a majority of the Directors present at the meeting in which a quorum was present at the time of the action shall be the act of the Board of Directors.

SECTION 5. ACTION WITHOUT MEETING. If all the Directors severally or collectively consent in writing to any action to be taken by the Board, the action shall be as valid as though it had been authorized at a meeting of the Board of

Directors, and such written consent shall be filed in the corporate minute book.

SECTION 6. PARTICIPATION BY TELEPHONE CONFERENCE. A Director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and such participation in a meeting shall constitute presence in person at such meeting.

Article III.

SECTION 1. NUMBER. The affairs and business of this Corporation shall be managed by a Board of not less than three (3) nor more than nine (9) Directors who may vote to increase or decrease their own number by an amendment to these By-Laws. If the number of Directors be increased then additional directors may be elected by a majority of directors in office at the time of the increase.

SECTION 2. TERM OF OFFICE. The term of office of each of the Directors shall be two years, and thereafter until his successor had been elected.

SECTION 3. DUTIES OF DIRECTORS. The Board of Directors shall have the control and general management of the affairs and business of the Foundation. Such Directors shall in all cases act as a Board, regularly convened, by a majority and they may adopt such rules and regulations for the conduct of their meetings and the management of the Foundation, as they may deem proper, not inconsistent with

these By-Laws, the laws of the State of Delaware, the Certificate of Incorporation and Sec. (b)(1)(D)(ii) and the requirements of Sec. 4942 (g) and (h) of the Internal Revenue Code.

SECTION 4. QUORUM. At any meeting of the Board of Directors, a majority of the members of the Board shall constitute a quorum for the transaction of business.

SECTION 5. VACANCIES. Vacancies in the Board occurring between annual meetings may be filled for the unexpired portion of the term by a majority of the remaining Directors.

SECTION 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS. The Foundation shall authorize the Board of Directors to indemnify and reimburse each Director, officer or employee of the Corporation, and his heirs, executors or administrators, for expenses necessarily incurred by him in connection with the defense or reasonable settlement of any action, suit or proceeding in which he is made a party by reason of his being a Director, officer or employee of the Foundation, except in relation to matters as to which such Director, officer or employee is finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of his duties as such Director, officer or employee. The foregoing right of indemnification shall not affect any right to which such Director, officer or employee is entitled under any statute, agreement, vote of stockholders or otherwise.

Article IV.

OFFICERS

SECTION 1. NUMBER. The Board of Directors, as soon as may be practicable, after the election thereof held in each year, shall elect a President, a Secretary and Treasurer, and from time to time may appoint one or more Vice-Presidents and such assistant Secretaries, assistant Treasurers and such other officers, agents and employees as it may deem proper. The same person may fill the offices of President and Treasurer, or of Secretary and Treasurer but the same person may not fill the offices of President and Secretary.

SECTION 2. TERM AND REMOVAL. The term of office of all officers shall be two years and until their respective successors are elected and qualify, but any officer may be removed from office, either with or without cause, at any time by the affirmative vote of seventy-five (75%) percent of the members of the Board of Directors then in office. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors.

SECTION 3. POWERS AND DUTIES. The officers of the Corporation shall each have, in addition to the power hereinafter assigned, such other powers and duties which generally pertain to their respective offices, as well as such powers and duties that from time to time may be

conferred by the Board of Directors. The Vice-President or Vice-Presidents, the assistant Secretary or assistant Secretaries and the assistant Treasurer or assistant Treasurers shall in the order of their respective seniorities, in the absence or disability of the President, Secretary or Treasurer, respectively, perform the duties of such officer and shall generally assist the President, Secretary or Treasurer respectively. The specific duties and powers granted to each officer shall be as follows:

P R E S I D E N T

The President shall preside at all meetings of the Board of Directors. He shall appoint and remove, employ and discharge, and fix the compensation of all servants, agents, and employees and clerks of the Foundation other than the duly appointed officers, subject to the approval of the Board of Directors.

The President shall sign and make all contracts and agreements in the name of the Foundation and shall manage all the affairs of the Foundation.

T R E A S U R E R

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Foundation, and deposit all such funds in the name of the foundation in such bank or banks, trust company or trust companies or otherwise as the Board of Directors may designate.

The Treasurer shall keep at the office of the Foundation correct books of account of all its business and transactions and such other books of account as the Board of Directors may require.

S E C R E T A R Y

The Secretary shall keep minutes of the proceedings of the Board of Directors; shall give, or cause to be given, all notices in accordance with the provisions of these By-laws as required by law; and shall be the custodian of corporate records and of the seal of the Corporation.

SECTION 4. SIGNATURES. Checks, notes, stock certificates, deeds, leases, mortgages and Foundation documents of all kinds shall be signed, unless otherwise provided for by these By-Laws, by such officer or officers as the Directors shall designate.

SECTION 5. VACANCIES, HOW FILLED. All vacancies in any office shall be filled by the Board of Directors.

SECTION 6. COMPENSATION OF OFFICERS. The Officers shall receive no compensation, but may be reimbursed for all reasonable expenses incurred in attending to the affairs of the corporation and attending meetings of the Board.

Article V.

ACTIVITIES

SECTION 1. PURPOSES OF CORPORATION. To receive and maintain a fund or funds of real or personal property, or both, as well as licenses and royalty payments and subject

to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations duly authorized to carry on charitable, religious, scientific, literary, or educational activities; to be classified as a Section 501(c)(3) corporation under the Internal Revenue Code; to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware; PROVIDED HOWEVER, that no part of such income or such principal shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, or participate in any political campaign on behalf of any candidate for public office.

SECTION 2. AS A MEANS OF ACCOMPLISHING the purposes of the Corporation, as herein set forth, the Corporation shall have, among other powers granted to it by law, the following powers:

To carry on, conduct and exercise all rights and powers authorized for non-stock, non-profit corporations under the laws of the State of Delaware and other provisions of the Internal Revenue Code referred to above.

To solicit, and receive contributions, grants, donations, gifts, bequests, devises and other sources of funding to promote the purposes of this corporation.

To accept, hold, invest, reinvest, administer any contributions, grants, donations, gifts, bequests and devises received for said purposes.

To make distributions to organizations that carry out the purposes above stated.

To engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participation in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Article VI.

TERMINATION

In the event of termination, winding up, or dissolution of this Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) one or more organizations described in Section 501 (c)(3) of the Code.

Article VII.

COMPLIANCE WITH INTERNAL REVENUE CODE

This private foundation shall in all respects comply with the provisions of Section 170 (b)(1)(D)(ii) of the Internal Revenue Code and shall not later than the 15th day of the third month after the close of the Foundation's taxable year in which contributions are received, make qualifying distributions (as defined in Section 4942 (g), without regard to paragraph (3) thereof), which are treated; after the application of Section 4942 (g)(3), as distributions out of corpus (in accordance with Section 4942 (h) in an amount equal to 100 percent of such contributions, and with respect to which the taxpayer obtains adequate records or other sufficient evidence from the foundation showing that the foundation made such qualifying distributions.

This private foundation will not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal

Revenue Code, or corresponding section of any future tax code.

This private foundation will not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code.

This private foundation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code.

This private foundation will not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Distributions to foreign organizations will be made in accordance with the regulations under IRC Sec. 4945(d)(4) in respect to a "good faith determination" that the grantee organization is an organization described in IRC Sec. 509 and that grants to organizations will not be used for any other purpose than those specified in IRC Sec. 170(c)(2)(b).

Anything to the contrary contained in the corporate documents shall be superceded by this provision.

Article VIII.

AMENDMENTS

The By-Laws of the Foundation shall be subject to alteration, amendment or repeal and new By-Laws not inconsistent with any provision of the Certificate of

Incorporation or above statutes, and IRS Code may be made by the affirmative vote of two thirds (2/3) of the Directors.

Article IX.

APPROVAL OF REQUESTS FOR FUNDS

The Board of Directors shall review all requests for funds from other organizations. Notwithstanding the above, during their lifetimes, the following individuals shall make recommendations to the Board of Directors, of the organizations to which such distributions of funds shall be made in any year: Joanne Woodward Newman, Clea Newman, Melissa Newman, Nell Newman, Stephanie Lawrence and Susan Newman. Each individual Board Member referred to above shall make recommendations as to recipients and amounts of one-sixth (1/6) of the total distributions to be made.

In the event of the death of any of the above individuals or if any of them shall decline to make recommendations, those surviving or remaining individuals shall make recommendations in equal percentages of the funds to be distributed to organizations as provided herein. All distributions shall be made to those organizations described in IRS Section 509 to be used for only those purposes specified in IRS Section 170(c)(2)(b). The Board shall require that such requests or recommendations be in writing and specify the use to which the funds will be put, and if the Board approves the request, it shall authorize payment of such funds to the approved grantee. The Board of

Directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board. The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested. After the Board of Directors has approved a grant to another organization for a specific project or purpose, the corporation may solicit funds for the grant to the specifically approved project or purpose of the other organization. However, the Board of Directors shall, at all times have the right to withdraw approval of the grant and use the funds for other charitable, scientific or educational purposes.

I hereby certify that the foregoing is a full, true and correct copy of the By-Laws of No-Such Foundation, Inc., a Delaware corporation, as in effect on the date hereof.

WITNESS My hand and the seal of the Corporation.

Dated: January 21, 2004

Jamie K. Gerard, Secretary

FIRST AMENDMENT TO BY-LAWS OF

NO-SUCH FAMILY FOUNDATION, INC.

By vote of the Directors of No-Such Family Foundation, Inc. at which all Directors were present, the By-laws, Article IX, Approval of Request for Funds has been amended to read as follows:

ARTICLE IX

APPROVAL OF REQUEST FOR FUNDS

The Board of Directors shall review all requests for funds from other tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code, giving priority to the needs of the Association of the Hole in the Wall Camps or any other such related organizations.

Notwithstanding the above, during their lifetimes, the following individuals shall make recommendations to the Board of Directors, of the organizations to which such distributions of funds shall be made at least annually: Joanne Woodward Newman, Clea Newman, Melissa Newman Elkind, Nell Newman and Susan Newman. Each individual referred to above, as long as they are living, shall make recommendations as to recipients and amounts of proposed grants to the extent of one-tenth (1/10) of the total distributions to be made from the funds available for grants.

All distributions shall be made to those organizations described in IRS Section 509 to be used for only those purposes specified in IRS Section 170(c)(2)(b). The Board shall require that such requests or recommendations be in writing and specify the use to which the funds will be put. If the Board approves the request, it shall authorize payment of such funds to the approved grantee for the stated purposes. The Board of Directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board. The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested. After the Board of Directors has approved a grant for a specific project or purpose, the corporation may solicit funds for the grant to the specifically approved project or purpose of the proposed beneficiary organization. However, the Board of Directors shall, at all times have the right to withdraw approval of the grant and use the funds for other charitable, scientific or educational purposes if the grantee does not comply with the law, regulations or purposes of the grant.

Dated: September 1, 2004

I, hereby certify that the foregoing is a true, and correct copy of the First Amendment to By-Laws of No-Such Family Foundation, Inc., a Delaware Corportation, as in effect on the date hereof.

Dated: September 27, 2004

Jamie K. Gerard
Secretary