

**BY-LAWS
OF
ALLIED FORCES FOUNDATION, INC.**

ARTICLE I: IDENTIFICATION

Section 1. Name. The name of the corporation is Allied Forces Foundation, Inc. (the “Corporation”).

Section 2. Applicable Laws. The Corporation is a nonstock corporation organized and incorporated under the Connecticut Revised Nonstock Corporation Act, Section 33-1000 et. seq. (the “Act”) and shall have the powers of a Connecticut nonstock corporation, provided that the activities of the Corporation are not inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of such other revenue laws of the United States as shall be enforced from time to time (the “Code”).

Section 3. Purposes. The purposes to be carried out or furthered by the Corporation are as stated in its Certificate of Incorporation, as the same may be amended from time to time (the “Corporation’s Exempt Purposes”), and shall be only such purposes as may be carried out or furthered by an organization that is exempt from federal income tax under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, and that qualifies as an organization to which donations made are deductible for federal income, gift and estate tax purposes by residents and citizens of the United States of America (a “Qualified Charitable Organization”).

Section 4. Registered Office. The registered office of the Corporation shall be located at 106 Limestone Road, Ridgefield, CT 06877.

Section 5. Other Offices. The Corporation may have offices at such other places, either within or without the State of Connecticut, as the board of directors of the Corporation (the “Board”) may designate or as the affairs of the Corporation may require from time to time.

Section 6. Books. There shall be kept correct and complete books and records of account and minutes of all proceedings of the Corporation’s incorporators and Board and any committees, which books and records may be kept within or without the State of Connecticut. All consents of the Directors to corporate action and waivers of notice given by a Director shall be kept with the minutes. All books and records shall be available to the Board at all times.

ARTICLE II: MEMBERS

Section 1. No Members. The Corporation shall not have members and shall operate entirely under the management of the Board.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Power of Board and Qualification of Directors. All corporate powers shall be exercised by or under the authority of, and the activities, properties, and affairs of the Corporation shall be managed by or under the direction of the Board. A Director need not be a resident of the State of Connecticut.

Section 2. Number of Directors. The number of Directors constituting the entire Board shall be not fewer than three (3). The number of Directors constituting the Board shall be the number prescribed by the Directors; or, if no such number has been prescribed, shall be the number of Directors then in office. The number of Directors may be increased or decreased by action of the Board.

Section 3. Election and Term of Directors. As provided in the Certificate of Incorporation, the initial Directors shall be appointed by the Incorporator. Thereafter, at each annual meeting of the Board, the Board of Directors shall elect or re-elect Directors, each Director to hold office for a term of one (1) year until the next annual meeting of the Board and until his or her successor has been elected and qualified.

Section 4. Removal of Directors. Except as may otherwise be provided in the Certificate of Incorporation, any one or more of the Directors may be removed with or without cause at any time by action of the Board. A Director may be removed only at a meeting called for that purpose, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director.

Section 5. Resignation. Any Director may resign at any time by delivering written notice to the Board, its Chairman, or the Secretary of the Corporation. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

Section 6. Newly-Created Directorships and Vacancies. Newly created directorships, resulting from an increase in the number of Directors, and vacancies occurring in the Board for any reason, shall be filled by the Board. Such vacancy shall be filled until the next annual meeting at which Directors are elected.

Section 7. Meetings of the Board. An annual meeting of the Board shall be held each year at such time and place as shall be fixed by the Board, for the election of Directors and officers and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be called at any time by the Chairman of the Board or by a majority of the Directors.

Regular and special meetings of the Board may be held at any place in or out of the State of Connecticut. Regular meetings of the Board may be held without notice of the date, time, place or purpose of the meeting, except that, unless stated in the written notice of the meeting, no vote on the adoption, amendment or repeal of these By-Laws or the Corporation's Certificate of Incorporation may occur. Notice of each special meeting of the Board shall include the date, time and place of the meeting and shall be given personally, by telephone, telegraph, teletype or other form of electronic communication, or by mail or private carrier not less than two (2) calendar days before the date of the meeting and shall state the purpose or purposes for which the meeting is called.

Special meetings of the Directors shall be held whenever called by the Chairman or the Secretary or upon the written request of at least one-third of the members of the Board .

A Director may waive any notice required by law, the Certificate of Incorporation or these By-Laws before, at, or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the Director, and shall be delivered to the Secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such Director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 8. Quorum of Directors and Voting. Unless a greater proportion is required by law or by the Certificate of Incorporation or these By-Laws, a majority of the number of Directors prescribed in accordance with Article III, Section 2, but in no event fewer than two, Directors shall constitute a quorum for the transaction of business or of any particular business. Except as otherwise provided by law or by the Certificate of Incorporation or these By-Laws, the vote of a majority of the Directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board. Voting by proxy is not permitted.

Section 9. Action without a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if the action is taken by all members of the Board. Such action shall be evidenced by one or more written consents describing the action taken, shall be signed by each Director and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is the act of the Board when one or more consents signed by all the Directors are delivered (by hand, courier, mail, electronically or otherwise) to the Corporation. The consent may specify the time at which the action taken thereunder is to be effective. A Director's consent may be withdrawn by a revocation signed by the Director and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the Directors. Voting by proxy is not permitted.

Section 10. Meetings by Conference Telephone. Any one or more members of the Board may participate in any meeting of the Board by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 11. Compensation of Directors. No Director shall receive compensation for services rendered to the Corporation in such capacity, but Directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine, consistent with Section 33-1092 of the Connecticut General Statutes. Notwithstanding the foregoing, the Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes. Directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the Board, subject, however, to Article VIII of these By-Laws and to sections 33-1127 through 33-1130 of the Connecticut General Statutes.

Section 12. Minutes. The Secretary shall record or arrange to be recorded the minutes of each meeting of the Board of Directors and upon adoption by the Board shall retain such minutes with the permanent records of the Corporation.

ARTICLE IV: COMMITTEES

Section 1. Committees. The Board may create one or more committees and appoint one or more members of the Board to serve on them. The creation of a committee and the appointment of Directors to a committee shall be approved by a majority of all the Directors in office when the action is taken. To the extent specified by the Board, each committee may exercise the power of the Board, except that a committee may not:

(a) fill vacancies on the Board or, except as provided in this section, on any of its Committees;

(b) adopt, amend or repeal these By-Laws or make changes to the Corporation's Certificate of Incorporation;

(c) approve a plan of merger;

(d) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation; or

(e) approve a proposal to dissolve the Corporation.

The Board may appoint one or more Directors as alternate Directors on any committee to replace any absent or disqualified Director during the Director's absence or disqualification.

Section 2. Committee Rules. Sections 7, 8, 9 and 10 of Article III these By-Laws, which govern meetings, action without meetings, participation in meetings by conference telephone, notice and waiver of notice, and quorum and voting requirements of the Board, apply to committees and their members as well, except that committees shall not be required to hold annual meetings.

Section 3. Compliance with Standards of Conduct. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 33-1104 of the Connecticut General Statutes.

Section 4. Advisory Committees. In addition to the committees described above, the Board or the Chairman may appoint one or more Directors and/or one or more other persons, not Directors, to serve as one or more advisory committees, which shall have no power to exercise any power of the Board.

Section 5. Minutes. Each committee, including any advisory committee, shall keep regular minutes of its proceedings and report the same to the Board, and such minutes shall be retained with the permanent records of the Corporation.

ARTICLE V: OFFICERS, AGENTS AND EMPLOYEES

Section 1. Number, Qualifications, Term and Election of Officers. The officers of the Corporation shall be a President, Secretary, and Treasurer. There may also be a Chairman, one or more Vice Chairmen, one or more Assistant Treasurers, one or more Assistant Secretaries, and such other officers or agents as the Board may deem necessary or advisable. Any two or more offices may be held by the same person. Officers shall be elected by the act of the Board at each regular annual meeting of the Board. Each officer shall hold office from the time of his or her election and qualification until the next succeeding annual meeting of the Board and until his or her successor has been duly elected and shall have qualified, or until his or her sooner death, resignation or removal as provided in these By-Laws.

Section 2. Removal; vacancies. Any officer of the Corporation may be removed with or without cause at any time by the act of the Board. In case the office of the Chairman, the Treasurer or the Secretary becomes vacant due to death, resignation or removal, the vacancy shall be filled promptly for the unexpired term by the act of the Board.

Section 3. Resignations. Any officer, agent or employee appointed by the Board, other than the Corporation's registered agent, may resign his or her office at any time by giving written notice of his or her resignation to the Corporation by delivery to the Board, the Chairman, the President or the Secretary. Such a resignation shall take effect at the time specified therein or, if no time is specified, at the time of its receipt, and the acceptance of the resignation shall not be necessary to make it effective.

Section 4. Chairman of the Board. The Chairman, if elected and if present, shall preside at each meeting of the Board. The Chairman shall be entitled to notice of and to attend meetings of all committees. The Chairman shall perform such other duties as may from time to time be assigned to him or her by these By-Laws or the Board. If the Chairman is not present, and there is no Vice Chairman elected and present, then the Board shall elect someone from their number to preside at the meeting.

Section 5. President. Under the direction of the Board, the Corporation may appoint a President to hold office at its pleasure. If appointed, the President shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation. The President shall be entitled to notice of and to attend meetings of all committees. The President shall see that all orders and resolutions of the Board are carried into effect. Generally, the President shall perform all duties incident to the office of president and such other duties as may from time to time be assigned to him or her by these By-Laws, the Board or the Chairman. Unless otherwise appointed, the President shall also serve as the chief financial officer of the Corporation and shall perform such duties as from time to time may be assigned to him or her by the Board. In addition, unless otherwise appointed, the President shall serve as an *ex-officio* Director with voting privileges.

Section 6. Vice Chairman. The Vice Chairman, if elected, shall perform all such duties as from time to time may be assigned to him or her by the Board.. In case of the Chairman's absence or inability to act, the Vice Chairman shall perform the duties of the Chairman and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairman.

Section 7. Treasurer. The Treasurer shall be responsible for monitoring the overall financial position of the Corporation at all times, including awareness of all funds received by the Chamber and their proper disbursement. Such funds shall be kept on deposit in financial

institutions, or invested in a manner approved by the Board of Directors. The Treasurer shall cause a monthly financial report to be made to the Board of Directors, including the current fiscal condition and trends.

Section 8. Secretary. The Secretary shall act as secretary of and keep the minutes of all meetings of the Board and shall give, or cause to be given, notice of meetings of the Board as required by these By-Laws. The Secretary shall be custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all documents the execution of which on behalf of the Corporation under its seal shall have been specifically or generally authorized by the Board. The Secretary shall have charge of the books, records and papers of the Corporation relating to its organization as a corporation and shall see that the reports, statements and other documents required by law are properly kept or filed. Generally, the Secretary shall perform all duties incident to the office of secretary and such other duties as may from time to time be assigned to him or her by the Board, the Chairman or the President.

Section 9. Other Officers. The Board may establish the qualifications, duties, authority, titles and terms of additional officers not inconsistent with these By-Laws as the Board deems necessary in order to carry out the purposes of the Foundation.

ARTICLE VI: INSURANCE

Section 1. Insurance Coverage. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the Act.

ARTICLE VII: ADMINISTRATION

Section 1. Contributions. Subject to the conditions set forth in the Corporation's Certificate of Incorporation, the Board is authorized to: (a) accept restricted contributions, provided that any restrictions are consistent with the Corporation's Exempt Purposes and its qualification as a Qualified Charitable Organization and are imposed by the donor by a written instrument that is accepted by the Board by resolution ("Valid Restrictions"), and (b) cause the execution and delivery of any agreement which shall be necessary or desirable in connection with any such restricted contribution. Unless otherwise prohibited by a Valid Restriction, the Board may administer restricted contributions as it shall deem expedient, and utilize and expend both the principal and income thereof.

Section 2. Investments. The Corporation's Funds may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including, but not limited to, mutual funds, stocks, bonds, or other securities, within or without the United States, as the Board in its discretion may deem desirable; provided, however, that no such investment may violate the Code, cause the Corporation to violate the Corporation's Exempt Purposes, or no longer be considered a Qualified Charitable Organization.

Section 3. Checks, bank accounts and notes. The Board is authorized to select such banks, depositories or custodians as it shall deem proper for the Corporation's Funds. The signature of the President, Treasurer or such other person so designated by the Board alone shall be sufficient on all checks, drafts or other orders for the payment of money, acceptances, notes or other evidence of indebtedness issued in the name of the Corporation, and on all transfers, consents, processes, waivers and other instruments relating to the securities and other investments of the Corporation and on all financial reports, tax lists and other returns.

Section 4. Agreements. Unless the Board shall otherwise direct, the signature of the President alone shall be sufficient on all agreements, contracts and other arrangements executed for or on behalf of the Corporation.

Section 5. Construction. Whenever used in these By-Laws, the masculine pronoun shall include the feminine, and the singular shall include the plural, unless a different meaning is otherwise required by the context.

Section 6. Seal. The Corporation may have a seal, which shall be circular in form and shall contain the name of the Corporation, the state and year of incorporation, and the words "Corporate Seal."

Section 7. Fiscal year. The fiscal year of the Corporation shall begin on January 1 of each year and end on December 31st of such calendar year.

Section 8. Amendments. These By-Laws may be amended or repealed and new By-Laws adopted as provided by law, but only in a manner and for a purpose that is consistent with the Corporation's qualification as a Qualified Charitable Organization, the provisions of federal law applicable to private foundations, and any Valid Restrictions imposed on contributions to the Corporation's Funds, and no amendment hereto or new By-Laws may remove these restrictions. Any proposal to amend or to repeal and adopt new By-Laws shall be stated at least in general terms in the notice of the meeting at which such proposal is to be brought up for action.

Adopted as the By-Laws of the Corporation this 20th day of April 2011.