

THE ROTARY DISTRICT 7450
GUNDAKER FOUNDATION
BY-LAWS

ARTICLE 1

NAME AND PURPOSE

Section 1.0.1. Name. The name of the Corporation is the Rotary District 7450 Gundaker Foundation Inc. (hereinafter referred to as the “*Corporation*”). The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 (“*NCL*”).

Section 1.02. Purposes. The Corporation’s purpose is to grant financial matching grants to Rotary Clubs of Rotary District 7450 upon request of the Rotary Clubs for local and international projects; to assist Rotary District 7450 in the youth exchange program including but not limited to providing funds to help offset the costs of the program; to provide scholarships to graduate and undergraduate students who reside within Rotary District 7450 and attend a full time program of studies at an accredited university or college or attend a full time program of studies at an accredited university or college within Rotary District 7450 and anything else as lawfully permitted by the NCL

Section 1.03. No Private Inurement. No part of the income or assets of the Corporation shall be paid, distributed, or otherwise inure to the benefit or use of its directors or officers or other private persons, except that the Corporation shall be authorized to pay compensation in a reasonable amount to its directors or officers for services rendered and to make payments and distributions in furtherance of its general corporate purposes, including contributions and donations for charitable purposes. No substantial part of the Corporation’s activities shall constitute the carrying on of propaganda or attempting to influence legislation.

ARTICLE II

DIRECTORS

Section 2.01. Powers. The Board of Directors (“*Board*”) shall have full power to conduct, manage, and direct the business and affairs of the Corporation. All powers of the Corporation are hereby granted to and vested in the Board.

Section 2.02. Number, Election and Term Of Office. The number of Directors which shall constitute the full Board shall be equal to the number of Rotary Clubs within Rotary District 7450. Each Rotary Club within District 7450 by a vote of their membership shall select one of their members to be that clubs representative on the Board. Each Director shall hold office from the time of his or her election by his or her Rotary Club for a period of three years. Each Director shall serve until the end of his 3 year

term, and thereafter until his or her successor is duly elected by his Rotary Club, or until his or her earlier death, resignation, or removal. In addition to the Directors selected by each of the Rotary Clubs the District Governor shall be on the Board of Directors and Chairman of the Board of Directors. In addition the Governor Elect shall be on the Board of Directors.

Section 2.03. Regular Meetings; Notice. Regular meetings of the Board shall be held at such time and place as shall be designated by the Board from time to time on the first Monday of every month unless changed due to a conflict to the second Monday of the month. Notice of such regular meetings shall be given to the Directors at the beginning of each Rotary year or at least 20 days before each such meeting except as otherwise expressly required herein or by law. Except that whenever the time or place of regular meetings shall be initially fixed and then changed, then notice of such action shall be given promptly by telephone or otherwise to each Director not participating in such action. Any business may be transacted at any regular meeting.

Section 2.04. Special Meetings; Notice. Special meetings of the Board may be called at any time by any ten (10) Directors or by the President, to be held at such place and at such day and hour as shall be specified by the person or persons calling the meeting. Notice of every special meeting of the Board shall be given by the Secretary to each Director at least forty-eight (48) hours before the meeting. Any business may be transacted at any special meeting regardless of whether the notice calling such meeting contains a reference thereto, except as otherwise required by law.

Section 2.05. Organization of Meetings. At all meetings of the Board, the presence of at least a majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. The Directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. If a quorum is not present at any meeting, the meeting may be adjourned from time to time by a majority of the Directors present until a quorum as aforesaid shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Directors not present either by being sent by email, facsimile, telephone, or other acceptable means of communication at least eight hours prior to the hour of reconvening. Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of a majority of the Directors present at a duly convened meeting at which a quorum is present. If the President is a director and is present (or if not, the Vice-President, if the Vice-President is a Director and is present; or if not, a Director designated by the Board) shall preside at each meeting of the Board. The Secretary (or in the Secretary's absence, any Assistant Secretary) shall take the minutes at all meetings of the Board. In the absence of the Secretary and an Assistant Secretary, the presiding officer shall designate any person to take the minutes of the meeting.

Section 2.06. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors in office is filed with the Secretary of the Corporation.

Section 2.07. Presumption of Assent. Minutes of each meeting of the Board shall be made available to each Director at or before the next succeeding meeting. Each Director shall be presumed to

have assented to such minutes unless his or her objection thereto shall be made to the Secretary at or within two days after such succeeding meeting.

Section 2.08. Committees of the Board. There shall be five standing committees which shall be the District Grants Committee, the International Grants Committee, the Graduate Grants Committee, the Undergraduate Grants Committee, and the Student Exchange Committee. By resolution adopted by a majority of the whole Board, any other standing or temporary committee may be appointed by the Board from time to time. Each such committee and standing committee shall have and exercise such authority of the Board in the management of the business and affairs of the Corporation as the Board may specify from time to time, which may include any action which the NCL provides shall or may be taken by the Board. The Board may designate one or more Directors as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee and in the event of such absence or disqualification, the member or members of such committee present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another Director to act at the meeting in place of any such absent or disqualified member. Any action taken by any committee shall be subject to alteration or revocation by the Board; provided, however, that third parties shall not be prejudiced by such alteration or revocation.

Section 2.09. Executive Committee. There shall be an Executive Committee made up of the officers, standing committee chairs, District Governor and District Governor Elect. The Executive Committee which, between meetings of the Board of Directors, may exercise such powers as the Board of Directors has delegated to it and, under unforeseen exigencies, exercise other powers as required. The Executive Committee shall not, unless otherwise authorized by the Board of Directors, (a) amend the By-laws, and (b) make rules for the regulation governing nominations or elections. The Executive Committee shall prepare the budget of the Gundaker Foundation, handle matters of a sensitive nature involving the Foundation and issues between board members, make recommendations for the investment of the funds held by the Foundation and recommend to the Board of Directors the adoption of the recommendations of the Executive Committee. The Executive committee shall meet at least quarterly with the first quarterly meeting taking place in the month of September of every year or more frequently as determined by the Chairmen or the President of the Directors.

Section 2.10. Resignation; Removal. Any Director may resign by submitting his resignation to the Secretary. Such resignations shall become effective upon its receipt by the Secretary or as otherwise specified therein. The Board may declare vacant the office of a Director if such Director is declared of unsound mind by an order of court, convicted of felony, for any other proper cause, or if within sixty (60) days after notice of his or her election, he or she does not accept such office either in writing or by attending a meeting of the Board.

Section 2.11. Vacancies. Any vacancy that shall occur in the Board by reason of death, resignation, removal, increase in the number of Directors, or any other cause whatever shall be filled by

the Rotary Club for which a Director needs to be appointed and each person so elected shall be a Director until the term of the original Director ends or until his or her prior death, resignation or removal.

Section 2.12. Personal Liability of Directors. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Directors, no Director shall be personally liable for monetary damages as such for any action taken, or any failure to take any action as a Director. The provisions of this Section shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Section is in effect, and each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Articles of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

Section 2.13. Proxies. Every Director entitled to vote at a meeting of the Board or to express consent without a meeting may authorize another person or persons to act for him or her by proxy. Every proxy shall be executed in writing by the Director, except that a proxy may be given by a Director by email, facsimile, or other acceptable form of written communication. No proxy shall be valid for more than eleven (11) months unless a longer time is expressly provided therein, but in no event shall a proxy be valid after three (3) years from the date of execution. Unless it is coupled with an interest, a proxy shall be revocable at will. A proxy shall not be revoked by the death or incapacity of the Director but such proxy shall continue in force until revoked by the personal representative or guardian of the Director. The presence at any meeting of any member who has given a proxy shall not revoke such proxy unless the Director shall file written notice of such revocation with the Secretary of the Corporation prior to the voting of such proxy.

Section 2.14. Interested Directors or Officers: Quorum. No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because the vote(s) of such Director(s) are counted for such purpose, provided that (1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by a unanimous vote of the Board (2) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this Section.

Section 2.15. Directors Compensation. No Director shall be paid any fee for each meeting of the Board or committee of Directors which such Director shall attend nor for any services provided to the Corporation.

ARTICLE III

OFFICERS AND EMPLOYEES

Section 3.01. **Officers.** The Officers of the Corporation shall be the President, the Vice President, the Secretary, and the Treasurer, and may include one or more additional officers as the Board may from time to time determine all of whom shall be elected by the Board. Officers shall be elected annually by the Board of Directors. Each officer shall hold office for a period of one year or until his or her earlier resignation or removal. Any number of offices may be held by the same person. The Vice President will usually accede to the office of President.

Section 3.02. **Additional Officers: Other Agents and Employees.** The Board may from time to time appoint or employ such additional officers, assistant officers, agents, employees and independent contractors as the Board deems advisable, and the Board or the President shall prescribe their duties, conditions of employment, and compensation, and the Board shall have the right to dismiss them at any time, without prejudice to their contract rights (if any). The President may employ from time to time such other agents, employees and independent contractors as he or she may deem advisable for the prompt and orderly transaction of the business of the Corporation, and the President may prescribe their duties and the conditions of their employment, fix their compensation and dismiss them at any time, without prejudice to their contract rights (if any).

Section 3.03. **The Chairman of the Board.** The Chairman of the Board shall be the current District Governor of Rotary District 7450, and shall have such powers and duties as from time to time may be prescribed by the Board.

Section 3.04. **The President.** The President shall be the Chief Executive Officer of the Corporation. Subject to the control and discretion of the Board, the President shall have general supervision of and general management and executive powers over all the property, operations, business affairs and employees of the Corporation, and shall see that the policies and programs adopted or approved by the Board are carried out. The President shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board.

Section 3.05. **The Vice President.** The Vice President may be given general executive powers by resolution of the Board, subject to the control of the President, concerning one or more or all segments of the operations of the Corporation. The Vice President shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board or the President. At the request of the President, or in the President's absence or disability, the Vice President shall exercise the powers and duties of the President.

Section 3.06. The Secretary and Assistant Secretaries: It shall be the duty of the Secretary (a) to keep an original or duplicate record of the proceedings of the Board and a copy of the Articles and the Bylaws; (b) to give such notices as may be required by law or these bylaws; (c) to be custodian of the corporate records and of the seal of the Corporation and see that the seal is affixed to such documents as may be necessary or advisable; and (d) to exercise all powers and duties incident to the office of Secretary; and such further powers and duties as from time to time may be prescribed in these bylaws or by the Board or the President. The Secretary by virtue of his or her office shall be an Assistant Treasurer. Each officer of the Corporation by virtue of his or her office shall be an Assistant Secretary. Additional Assistant Secretaries may be appointed by the President. The Assistant Secretaries shall assist the Secretary in the performance of his or her duties, and shall also exercise such further powers and duties as from time to time may be prescribed by the Board, the President, or the Secretary. At the direction of the Secretary or in his or her absence or disability, an Assistant Secretary shall exercise the powers and duties of the Secretary.

Section 3.07. The Treasurer and Assistant Treasurers. It shall be the duty of the Treasurer (a) to keep the Corporation's contracts, insurance policies, leases, deeds and other business records; (b) to see that the Corporation's lists, books, reports, statements, tax returns, certificates and other documents and records required by law are properly prepared, kept and filed; (c) to be the principal officer in charge of tax and financial matters, budgeting and accounting of the Corporation; (d) to have charge and custody of and be responsible for the Corporation's funds, securities and investments; (e) to receive and give receipts for checks, notes, obligations, funds and securities of the Corporation and deposit monies and other valuable effects in the name and to the credit of the Corporation, in such depositories as shall be designated by the Board; (f) to cause the funds of the Corporation to be disbursed by payment in cash or by checks or drafts upon the authorized depositories of the Corporation, and to cause to be taken and preserved proper vouchers for such disbursements; (g) to render to the President and the Board whenever they may require an account of all his or her transactions as Treasurer, and reports as to the financial position and operations of the Corporation; (h) to keep appropriate, complete and accurate books and records of all the Corporation's business and transactions; and (i) to exercise all powers and duties incident to the office of Treasurer; and such further duties from time to time as may be prescribed in these bylaws or by the Board or the President. The Assistant Treasurers shall assist the Treasurer in the performance of his or her duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board, the President or the Treasurer. At the direction of the Treasurer or in his or her absence or disability, an Assistant Treasurer shall exercise the powers and duties of the Treasurer.

Section 3.08. Vacancies. Any vacancy in any office or position by reason of death, resignation, removal, disqualification, disability or other cause shall be filled in the manner provided in this Article for regular election or appointment to such office.

Section 3.09 Delegation of Duties. The Board may in its discretion delegate for the time being the powers and duties, or any of them, of any officer to any other person whom it may select.

Section 3.10. Resignations. Any officer or agent may resign at any time by giving written notice to the Board or to the Chairman of the Board or the Secretary of the Corporation. Any such resignation

shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.11. Officers Bonds. Any officer shall give a bond for the faithful discharge of his or her duties in such sum (if any) and with such surety or sureties as the Board shall require. (This section is applicable only should some third-party vendor or contractor require the same.)

Section 3.12. Officer Compensation. The salaries or other compensation of the officers, employees, and other agents of the Corporation may be fixed from time to time by the Board. No officer, employee, or agent shall be prevented from receiving such salary or other compensation by reason of the fact that he or she is also a Director of the Corporation.

ARTICLE IV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 4.01. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she is or was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an “indemnitee”), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Act (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith; *provided, however*, that selection of counsel shall be subject to advance approval of the Board (or a duly authorized committee thereof) to the extent permitted under the NCL; and *provided further, however*, that, except as provided in Section 4.03 with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board.

Section 4.02. Right to Advancement of Expenses. In addition to the right to indemnification conferred in Section 4.01 an indemnitee shall also have the right to be paid by the Corporation the expenses (including attorneys’ fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an “advancement of expenses”); *provided, however*, that any such attorneys’ fees

and expenses shall be advanced pursuant to this Section 4.02 solely with respect to counsel which has been approved by the Board (or a duly authorized committee thereof) in its sole discretion; and *provided further, however*, that, if the Act or the Board so requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an “undertaking”), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a “final adjudication”) that such indemnitee is not entitled to be indemnified for such expenses under this Section 4.02 or otherwise. The rights to indemnification and to the advancement of expenses conferred in Sections 4.01 and 4.02 of shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee’s heirs, executors and administrators.

Section 4.03. Right of Indemnitee to Bring Suit. If a claim under Section 4.01 or 4.02 is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (I) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard for indemnification set forth in under the Act. Neither the failure of the Corporation (including its directors who are not parties to such action, a committee of such directors, or independent legal counsel) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in under the Act, nor an actual determination by the Corporation (including its directors who are not parties to such action, a committee of such directors, or independent legal counsel) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article 8 or otherwise shall be on the Corporation.

Section 4.04. Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have

or hereafter acquire under any statute, the Corporation's Articles of Incorporation, Bylaws, agreement, vote of disinterested directors or otherwise.

Section 4.05. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Act.

Section 4.06. Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

ARTICLE V

MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

Section 5.01. Execution of Notes, Checks, Contracts and Other Instruments. All notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees and all evidences of indebtedness of the Corporation whatsoever, and all deeds, mortgages, contracts and other instruments requiring execution by the Corporation, shall be signed by any two of the following; the President, any Vice President or the Treasurer, and authority to sign any of the foregoing, which may be general or confined to specific instances, may be conferred by the Board upon any other person or persons. Any person having authority to sign on behalf of the Corporation may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Board, which authority may be general or confined to specific instances. Facsimile signatures on checks may be used if authorized by the Board.

Section 5.02. Voting Securities Owned by Corporation. Securities owned by the Corporation and having voting power in any other corporation shall be voted by the President or any Vice President, unless the Board confers authority to vote with respect thereto, which may be general or confined to specific investments, upon some other person. Any person authorized to vote such securities shall have the power to appoint proxies, with general power of substitution.

Section 5.03. Distribution of Funds. The Executive Committee shall recommend to the Board at the beginning of each fiscal year as to the amount of funds each committee shall be able to disburse for the up

coming year. The Board shall approve or modify the amount of funds to be disbursed by each committee and suggest guidelines for the distribution of the funds.

ARTICLE VI

GENERAL PROVISIONS

Section 6.01. Corporate Offices. The principal business office of the Corporation shall be located at the address of the then current Treasurer. The Corporation may also have offices at such other places within or outside the Commonwealth of Pennsylvania as the Board may determine.

Section 6.02. Corporate Seal. The Board shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation.

Section 6.03. Fiscal Year. The fiscal year of the Corporation shall end on June 30th, or on such day as shall be fixed by the Board.

Section 6.04. Annual Report. The President and Treasurer shall present an annual report to the Board in accordance with Section 5553 of the NCL.

Section 6.05. Advisory Committees. The President may recommend to the Board, subject to the Board's approval, or the Board may recommend upon motion of any member of the Board, subject to the Board's approval, one or more advisory committees consisting of one (1) or more Directors and/or one (1) or more other individuals selected by the Board. Each member of each advisory committee shall serve at the pleasure of the Board. Each advisory committee shall carry out such functions as may be designated by resolution of the Board, which may include the making of recommendations to the Board concerning the exercise by the board of its power and authority (including recommendations as to grants and contributions which the Corporation should make in support of its charitable purposes). A majority of the persons designated to an advisory committee must be present at each meeting to constitute a quorum for the transaction of business, and the acts of a majority of the persons designated to an advisory committee shall be the acts of such committee. Each advisory committee shall keep regular minutes of its proceedings, and shall report such proceedings periodically to the Board. Each advisory committee shall adopt its own rules as to conduct and scheduling of meetings and the like, subject to the approval of the Board.

ARTICLE VII

AMENDMENTS

Section 7.01. Amendments to the Articles. The Corporation's Articles of Incorporation may be amended or altered by no less than 80% consent of the Board at any regular or special meeting.

Section 7.02. Amendments to the By-Laws. These Bylaws may be amended, altered or repealed, and new Bylaws may be adopted by the Board at any regular or special meeting by written consent of no less than a majority of the whole Board. No provision of the Bylaws shall vest any property or contract right in any person.

ARTICLE VIII

DISSOLUTION

Section 8.01 Dissolution of the Corporation. Upon dissolution of the corporation, any remaining assets shall be disposed of to any other non-profit corporation or corporations serving charitable or education ends substantially similar to any of the purposes of this foundation in accordance with the restrictions upon which the same may have been received or in the absence of such restrictions. The directors may apply to any Orphan's Court in the Commonwealth of Pennsylvania having jurisdiction for the instructions as to the disposition of the assets of the corporation at the time of its dissolution.