

VIRGINIA CIRCULATION RESEARCH CENTER, INC.

**UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS
IN LIEU OF A SPECIAL MEETING OF THE DIRECTORS**

The undersigned, who constitute all of the directors of Virginia Circulation Research Center, Inc., a Virginia nonstock corporation (the “Corporation”), and acting pursuant to Section 13.1-865 of the Virginia Nonstock Corporation Act, hereby consent to the adoption of the following resolutions:

WHEREAS, the undersigned have determined that it is in the best interests of the Corporation to change the name of the Corporation to “Virginia Circulation Research Center” (i.e., remove the “Inc.” at the end of the name) by way of an amendment to the Articles of Incorporation of the Corporation; and

WHEREAS, the undersigned have determined that it is in the best interests of the Corporation to cause the Corporation to adopt a Conflict of Interest Policy.

NOW THEREFORE, BE IT RESOLVED, that the Articles of Amendment of the Corporation substantially in the form attached as Exhibit A hereto (the “Articles of Amendment”) are hereby adopted and approved;

RESOLVED, that the Conflict of Interest Policy of the Corporation substantially in the form attached as Exhibit B hereto (the “Conflict Policy”) is hereby adopted and approved;

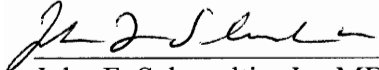
RESOLVED, that the Executive Director of the Corporation (the “Authorized Officer”) is hereby authorized and directed to take all such actions as he shall deem necessary or appropriate to cause the Articles of Amendment and the Conflict Policy to become effective, including, without limitation, executing and delivering and filing or causing to be filed with the State Corporation Commission of the Commonwealth of Virginia (the “Commission”) the Articles of Amendment, with such changes as may be required by the Commission or as the Authorized Officer deems appropriate in order to give effect to the intent of the amendment as described therein, and to execute and deliver any and all certificates, authorizations and other written instruments and in general to do all acts necessary or appropriate to carry out the purposes of the foregoing resolutions.

Effective Date: July 27, 2008

[SIGNATURE PAGE FOLLOWS]

[SIGNATURE PAGE TO UNANIMOUS WRITTEN CONSENT OF DIRECTORS OF
VIRGINIA CIRCULATION RESEARCH CENTER, INC.
APPROVING ARTICLES OF AMENDMENT AND CONFLICT POLICY]

DIRECTORS:



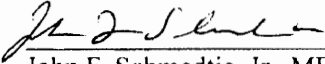
John F. Schmedtje, Jr., MD
Date: July 27 2008

Date: _____

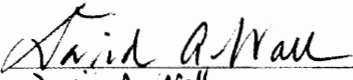
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VIRGINIA CIRCULATION RESEARCH CENTER, INC.
APPROVING ARTICLES OF AMENDMENT AND CONFLICT POLICY]

DIRECTORS:



John F. Schmedtje, Jr., MD
Date: July 27 2008



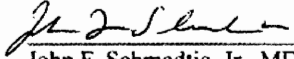
David A. Wall
Date: Oct. 14, 2008

I approve.


Date: _____

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APPROVING ARTICLES OF AMENDMENT AND CONFLICT POLICY]

DIRECTORS:



John F. Schmedtje, Jr., MD
Date: July 27 2008

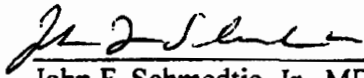


Gary R. Duenk
Date: 10-20-08

Date: _____

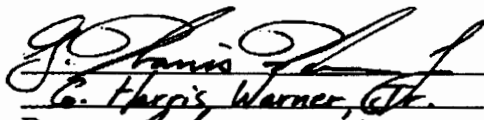
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DIRECTORS:



John F. Schmedtje, Jr., MD

Date: July 27 2008



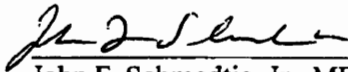
G. Theris Warner, Jr.

Date: July 27, 2008

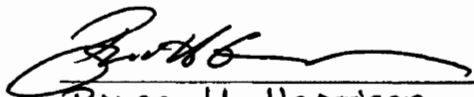
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[SIGNATURE PAGE TO UNANIMOUS WRITTEN CONSENT OF DIRECTORS OF
VIRGINIA CIRCULATION RESEARCH CENTER, INC.
APPROVING ARTICLES OF AMENDMENT AND CONFLICT POLICY]

DIRECTORS:



John F. Schmedtje, Jr., MD
Date: July 27 2008



Bruce H. Harrison
Date: 10-21-08

Date: _____

Exhibit A –Articles of Amendment

Attached

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
VIRGINIA CIRCULATION RESEARCH CENTER, INC.

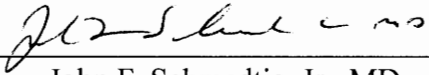
1. The name of the corporation is Virginia Circulation Research Center, Inc.
2. The name of the corporation is hereby changed to:

Virginia Circulation Research Center

3. The directors of the corporation approved and adopted these Articles of Amendment by unanimous written consent effective July 27, 2008.
4. The corporation has no members.
5. These Articles of Amendment will be effective upon filing.

IN WITNESS WHEREOF, the undersigned declares that the facts herein stated are true as of July 27, 2008.

VIRGINIA CIRCULATION RESEARCH CENTER, INC.

By: 
John F. Schmedtje, Jr., MD
Director, Executive Director and Secretary

CONFLICT OF INTEREST POLICY
OF
VIRGINIA CIRCULATION RESEARCH CENTER

Article I
Purpose

The purpose of the Conflict of Interest Policy is to protect the interest of Virginia Circulation Research Center (“the Organization”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

2. **Financial Interest.** A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family: (a) an ownership or investment interest in any entity with which the Organization has a transaction or arrangement; (b) a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Financial Interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures

1. **Duty to Disclose.**

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists.

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

An Interested Person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member the opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V **Compensation**

A voting member of the governing board who received compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI **Annual Representations**

Each director, principal officer and member of a committee with governing board delegated powers shall annually represent to the governing board, orally at a board meeting, that such person: (a) has received a copy of the Conflicts of Interest Policy; (b) has read and understands the Conflicts of Interest Policy; (c) has agreed to comply with the Conflicts of Interest Policy; and (d) understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempted purposes.

Article VII **Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic review shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.