

Down to Box Inc.
EIN: 82-4841428

Exhibit C
Bylaws

BYLAWS
OF
DOWN TO BOX INC.
(a Delaware nonstock nonprofit corporation)

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BYLAWS
OF
DOWN TO BOX INC.

(a Delaware nonstock nonprofit corporation)

**ARTICLE I
NAME**

Section 1. Name. The name of the corporation shall be Down to Box Inc. (the “Corporation”). It shall be a nonprofit organization incorporated under the laws of the State of Delaware.

Section 2. Purpose. The Corporation is organized exclusively for charitable, health, and educational purposes or for one or more of the purposes specified in Section 501 (c)(3) of the Internal Revenue Code. The mission of the Corporation is to (i) provide customized curriculum to individuals with Down Syndrome and other intellectual or developmental disabilities to help develop their motor skills, to advance their physical, mental, and emotional wellbeing; (ii) to teach participants techniques that increase their confidence and athletic ability; (iii) to support individuals with Down Syndrome and other disabilities advance their overall health and wellbeing through our physical activity programs.

**ARTICLE II
MEMBERS**

Section 1. Members. The members of the Corporation shall be those persons or entities satisfying the conditions of membership set forth in the certificate of incorporation of the Corporation (the “Certificate of Incorporation”) and these Bylaws (each a “Member” and, collectively, the “Members”). The classes of Members, conditions of membership, and the rights associates with each class of membership, shall be as follows:

(a) Voting Members. Subject to the Certificate of Incorporation and these Bylaws, founders Lauren Camp and Jonathan Gainey shall be the sole Voting Members of the Corporation. The Voting Members shall be entitled to vote at any meeting of Members in accordance with the Certificate of Incorporation and these Bylaws.

(b) Non-Voting Members. A person or entity that (i) has subscribed to the purposes and policies of the Corporation, (ii) has paid all applicable dues to the Corporation, if any, in amounts determined in accordance with these Bylaws or by resolution of the Board of Directors, and (iii) has been reflected as a Non-Voting Member on the books of the Corporation shall be a Non-Voting Member. The Non-Voting Members shall have no right to vote upon any matter submitted to a vote of Members and shall not be entitled to attend any meetings of Members.

Section 2. Applications for Membership. The process for application to membership shall be governed by procedures adopted by the Board of Directors and these Bylaws. The Board of Directors shall proscribe all necessary forms for application to the Corporation and shall establish a procedure to verify and admit all prospective Non-Voting Members.

Section 3. Non-Voting Membership Dues. Membership dues shall, from time to time, be established by the Board of Directors. Annual membership is valid for one (1) year.

Section 4. Termination. Members may terminate their status as such by written resignation at any time, but resignation shall not relieve any obligation to pay any unpaid membership dues. The Board of Directors shall have the power to suspend, expel or censure any Non-Voting Member that fails to pay his, her or its dues or who no longer possesses the qualifications necessary for membership. The Board of Directors may, by the affirmative vote of a majority of the Board of Directors, suspend or deny any or all membership benefits of any Non-Voting Member.

Section 5. Meetings of Voting Members.

(a) Annual Meetings. An annual meeting of Voting Members for the election of directors and for the transaction of other proper business shall be held each year, either within or without the State of Delaware, on such date and at such time and place, if any, determined by the Board of Directors.

(b) Special Meetings. A special meeting of Voting Members for any purpose or purposes may be called at any time by the Board of Directors, the Chairperson, the President or a majority of the Voting Members. Any such meeting may be held either within or without the State of Delaware on such date and at such time and place, if any, as are designated in the resolution calling the special meeting.

(c) Notice. The Secretary, the Chairperson or the President shall cause notice of each meeting of Voting Members, including the annual meeting, to be given to each Voting Member in writing (i) by electronic transmission or (ii) by first class mail postage prepaid to such Voting Member's postal address as shown on the records of the Corporation, in each case, not less than ten (10) nor more than sixty (60) days prior to the date of such meeting. Such notice shall state (i) the date, time and place, if any, of the meeting, (ii) the means of remote communications, if any, by which Voting Members may be deemed to be present in person and vote at such meeting, (iii) in case of a special meeting, the purpose or purposes for which such meeting is called, and (iv) such other information as may be required by applicable state law or as may be deemed appropriate by the Board of Directors.

(d) Quorum. The presence at any meeting of Voting Members entitled to cast at least a majority of the votes entitled to be cast by the Voting Members shall constitute a quorum for the transaction of business at any meeting of the Members.

(e) Voting. Unless otherwise required by applicable law, the Certificate of Incorporation, or these Bylaws, the affirmative vote of a majority of the votes entitled to be cast by Voting Members, present in person or represented by proxy, at any meeting of Members shall be the act of the Members.

Section 6. Waiver of Notice. A waiver of notice of meeting by a Voting Member provided to the Corporation in writing or by electronic transmission, whether given before or after the meeting time stated in such notice, is deemed equivalent to notice. Attendance of a Voting Member at a meeting is a waiver of notice of such meeting, except when the Voting Member attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business at the meeting on the ground that the meeting is not lawfully called or convened.

Section 7. Adjournment. In the absence of a quorum, the Voting Members present at any meeting of Members shall have the power to adjourn the meeting from time to time without notice to any Member, other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting any business may be transacted which might have been transacted at the meeting as originally noticed. The Voting Members shall remain the only Members entitled to vote at any adjournment of a meeting of Members.

Section 8. Associates. Nothing in this Article II shall be construed as limiting the right of the Corporation to refer to persons associated with it as “members” even though such persons are not Members, and no such reference shall constitute such person as a Member pursuant to the General Corporation Law of the State of Delaware (the “General Corporation Law”).

ARTICLE III DIRECTORS

Section 1. Powers. Except as otherwise provided in the Certificate of Incorporation or by applicable law, the activities and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised by, or under the direction of, the Board of Directors. Advisory Committee Members are not Directors as the term is used herein, but may attend meetings of the Board of Directors unless otherwise determined by the Board of Directors.

Section 2. Number of Directors. Unless otherwise provided in the Certificate of Incorporation, the number of directors which shall constitute the entire Board of Directors shall be fixed from time to time by resolution of the Board of Directors. The total number of Directors constituting the entire Board of Directors shall at all times be fixed at not less than one (1) nor more than eleven (11). No reduction of the authorized number of directors shall have the effect of removing any Director prior to the expiration of the Director’s term of office.

Section 3. Vacancies and Newly-Created Directorships. Any vacancies in any directorship resulting by reason of the death, resignation, retirement, removal or disqualification of any Director, or any newly-created directorships resulting from an increase in the authorized number of Directors, may be filled by the affirmative vote of a majority of the Directors remaining in office, although less than a quorum, or by the Voting Members. Any Director so chosen shall hold office until the next election of the class for which such Director shall be chosen and until his or her successor is elected and qualified.

Section 4. Resignation. Any Director may resign effective upon giving written notice to the Chairperson, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Section 5. Place of Meeting. Meetings of the Board of Directors shall be held at any place, within or without the State of Delaware, which has been designated from time to time by the Board of Directors.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held without call or notice on such dates as may be fixed by the Board of Directors.

Section 7. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairperson, the President, the Secretary, or any two Directors.

Section 8. Notice of Meetings of Directors. Notice of any meeting of the Board of Directors shall be given to each Director in person, by telephone upon 48 hours' notice or in writing (by first-class mail or by facsimile, electronic mail or other means of electronic communication) upon five (5) days' notice. Any such notice given in writing shall be addressed to each Director at such Director's address as it is shown upon the records of the Corporation or at the facsimile number, electronic mail address or other address as may have been given to the Corporation by the Director for purposes of such notice. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the U.S. mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means.

Section 9. Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting, who votes to approve the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 10. Quorum; Voting. At all meetings of the Board of Directors, the presence of a majority of the total number of Directors then in office (but not less than one-third of the total number of Directors) at the time of such vote shall constitute a quorum for the transaction of business. Except as otherwise required by law, the Certificate of Incorporation or these Bylaws, the affirmative vote of a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors.

Section 11. Participation in Meetings by Conference Telephone. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

Section 12. Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the

Board of Directors, or of any committee thereof, may be taken without a meeting, without prior notice, and without a vote, if all members of the Board of Directors or of such committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the Board of Directors or of the committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 13. Regulations. To the extent consistent with applicable law, the Certificate of Incorporation and these Bylaws, the Board of Directors may adopt such rules and regulations for the conduct of meetings of the Board of Directors and for the management of the affairs and business of the Corporation as the Board of Directors may deem appropriate.

Section 14. Minutes. The Secretary shall keep accurate minutes of all proceedings of the Board of Directors.

Section 15. Board Committees. Except as otherwise provided herein, the Board of Directors may appoint one or more committees, with each committee to consist of one (1) or more Directors. Except as otherwise provided herein, the Board of Directors may delegate to any committee any of the authority of the Board of Directors, except with respect to any matter that requires for its approval a vote of the Voting Members under the General Corporation Law or the amendment, alteration or repeal of these Bylaws or the adoption of new bylaws.

Section 16. Advisory Committees. The Board of Directors may designate one or more Advisory Committees which shall be authorized to act in an advisory capacity to the Board of Directors. Each Advisory Committee shall consist of such number of persons (each, an "Advisory Committee Member") as the Board of Directors may deem necessary to advise on matters affecting the affairs of the Corporation and assist in such general and specific duties and management and furtherance of the Corporation as requested to the extent permitted by law. Advisory Committee Members may, but need not be Directors.

(a) Removal. Any Advisory Committee Member may be removed from such committee by the affirmative vote of a majority of the Directors then in office at any time, with or without cause.

(b) Resignation. Any Advisory Committee Member may resign from such position at any time by delivering a written notice of resignation, either in writing signed by such member or by electronic transmission to the Board of Directors, the Chairperson or the President. Unless otherwise specified therein, such resignation shall take effect upon delivery.

ARTICLE IV OFFICERS

Section 1. Officers; Election; Qualifications; Term of Office; Vacancies. The Board of Directors shall elect such officers as it shall determine to be necessary or appropriate, which may include, without limitation, a President, one or more Vice Presidents, a Chairperson of the Board, one or more Vice Chairpersons of the Board, a Secretary, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers and such other officers as it shall from time to time deem necessary or desirable. Each such officer shall hold office until the first

meeting of the Board of Directors after the annual meeting of stockholders next succeeding his or her election, and until his or her successor is elected and qualified or until his or her earlier resignation or removal.

Section 2. Resignation. Any officer may resign at any time upon written notice to the Corporation, which shall become effective upon receipt or upon such other time or event as is specified in the written notice.

Section 3. Removal. The Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation. Any number of offices may be held by the same person.

Section 4. Vacancies. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 5. Powers and Duties of Officers. The officers of the Corporation shall have such powers and duties in the management of the Corporation as may be prescribed in a resolution by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Board of Directors may require any officer, agent or employee to give security for the faithful performance of his or her duties.

Section 6. Appointing Attorneys and Agents; Voting Securities of Other Entities. Unless otherwise provided by resolution adopted by the Board of Directors, the Chairperson of the Board, the President or any Vice President may from time to time appoint an attorney or attorneys or agent or agents of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other Corporation or other entity, any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other Corporation or other entity, or to consent in writing, in the name of the Corporation as such holder, to any action by such other Corporation or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consents, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal or otherwise, all such written proxies or other instruments as he or she may deem necessary or proper. Any of the rights set forth in this Section 3 which may be delegated to an attorney or agent may also be exercised directly by the Chairperson of the Board, the President or the Vice President

ARTICLE V. OTHER PROVISIONS

Section 1. Corporate Seal. The Board of Directors shall provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary or Treasurer.

Section 2. Books and Records, Fiscal Year. The Corporation's books and records, together with all of the documents and papers pertaining to the business of the Corporation, shall be kept and maintained at the principal office of the Corporation. The fiscal year of the Corporation shall be the calendar year, unless otherwise provided for by the Board of Directors, and the books and records of the Corporation shall be kept on a fiscal year basis and shall reflect all the transactions of the Corporation and be appropriate and adequate for the Corporation's business.

ARTICLE VI INDEMNIFICATION

Section 1. Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a Director or an officer of the Corporation or, while a Director or an officer of the Corporation, 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, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article VI, the Corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors.

Section 2. Prepayment of Expenses. The Corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article VI or otherwise.

Section 3. Claims. If a claim for indemnification (following the final disposition of such proceeding) is not paid in full within sixty (60) days after the Corporation has received a claim therefor by the Covered Person, or if a claim for any advancement of expenses under this Article VI is not paid in full within thirty (30) days after the Corporation has received a statement or statements requesting such amounts to be advanced, the Covered Person shall thereupon (but not before) be entitled to file suit to recover the unpaid amount of such claim. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 4. Nonexclusivity of Rights. The rights conferred on any Covered Person by this Article VI shall not be exclusive of any other rights which such Covered Person may have or

hereafter acquire under any statute, provision of the Certificate of Incorporation, these Bylaws, agreement, vote of the Voting Members or disinterested directors or otherwise.

Section 5. Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or nonprofit entity, and the availability of such indemnity and advancement of expenses hereunder shall be of last resort.

Section 6. Amendment or Repeal. Any repeal or modification of the provisions of this Article VI shall not adversely affect any right or protection hereunder of any Covered Person in respect of any proceeding (regardless of when such proceeding is first threatened, commenced or completed) arising out of, or related to, any act or omission occurring prior to the time of such repeal or modification.

Section 7. Other Indemnification and Advancement of Expenses. This Article VI shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.