

COPY

BY-LAWS
OF
BLUEFISH BOOSTERS, INC.
(A Massachusetts Non-Profit Corporation)

Dated as of June 29, 2007

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By-Laws
of
Bluefish Boosters, Inc.

ARTICLE I
GENERAL

Section 1.01. Scope. Subject to limitations provided by law or the Articles of Organization of the Bluefish Boosters, Inc. (the "Corporation"), these by-laws, as amended from time to time, shall contain the provisions for regulation and management of the affairs of the Corporation. All references herein to the Massachusetts General Laws, Chapter 180 (Corporations for Charitable and Certain Other Purposes) (the "Act") or to the Articles of Organization shall be construed to mean the Act or the Articles of Organization of the Corporation as they may be amended from time to time.

Section 1.02. Non-Profit Status. The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, officer, Member or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Organization and these by-laws. In the event of any liquidation or dissolution of the Corporation, no Director, officer or Member shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation, the Board of Directors of the Corporation, after the payment of all its debts and obligations, shall distribute all of the assets of the Corporation in such manner, and to such organization(s) organized and operated for exempt purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) and the regulations promulgated thereunder (the "Code"), or to the United States of America, any State thereof or any political subdivision of any State for exclusively public purposes, as the Board of Directors of the Corporation shall determine.

Section 1.03. Powers. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, or convenient to effect any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes. The powers of the Corporation shall include, but not be limited to, the acceptance of contributions from both the public and private sectors, whether financial or in-kind contributions. Notwithstanding anything herein to the contrary, the Corporation shall exercise its powers only in furtherance of exempt purposes as

such terms are defined in Section 501(c)(3) of the Code and the regulations promulgated thereunder.

Section 1.04. Purpose. The purpose of the Corporation shall be: (a) to foster national amateur swimming competition and to support and develop amateur swimmers for national competition; (b) to engage in activities which promote, foster, encourage and support the competitive swimming programs sponsored by the Corporation; (c) to engage in activities which promote, foster, encourage and support competitive swimming programs in the New England area; (d) to promote, foster, encourage and support the spirit of sportsmanship, fellowship, service and loyalty; and (e) to conduct such other activities and programs in furtherance of the foregoing purposes as may be carried out by a corporation organized under the Act and described in Section 501(c)(3) of the Internal Revenue Code. These objectives may be furthered by the raising of funds to promote and encourage existing programs, create new programs, and by aiding in the building of facilities to strengthen these programs. The Corporation is organized exclusively for charitable purposes as a non-profit corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its earnings shall ever inure to the benefit of any Director, officer, Member or employee of the Corporation.

ARTICLE II **MEMBERSHIP**

Section 2.01. Members; Qualification and Term.

(a) The membership year (the "Membership Year") of the Corporation shall commence on October 2nd of each calendar year (the "Membership Year Commencement Date") and shall expire on October 1st of the following calendar year (the "Membership Year Expiration Date") (e.g. the initial Membership Year shall commence on October 2, 2007 and, accordingly, the initial Membership Year Expiration Date shall be October 1, 2008).

(b) Any parent (each, a "Parent") with a child currently listed as being a member of C & C Swimming, Inc., a Massachusetts corporation (doing business as the Bluefish Swim Club) (the "Club"), during the then applicable Membership Year, may become a member (each, a "Member") of the Corporation by filing a membership notification (in such form and substance reasonably required by the Board of Directors) (a "Membership Notification") with the Clerk of the Corporation on or after the Membership Year Commencement Date; provided, however, that said Parent so filing such Membership Notification shall not be deemed a Member until such time as the Clerk has notified the applicable Parent that said Membership Notification has been approved and that said Parent shall be considered a Member during the then applicable Membership Year. With respect to each Membership Year, the Clerk shall maintain a current listing of all Members of the Corporation.

(c) As of each Membership Year Expiration Date, any Parent that was listed as a Member during the then expiring Membership Year shall no longer be considered a Member until such time as a new Membership Notification has been duly and validly filed and approved by the Clerk for the then current Membership Year (all in accordance with the provisions of subsections (a) and (b) hereof). Additionally, in the event that any Member ceases to have a child listed as a member of the Club, then such Member shall automatically cease to be a Member (without further act or action of the Corporation or notice to said Parent) effective as of the date that the child of such Parent ceases to be a member of the Club.

(d) If during any Membership Year the Corporation does not have any Members, then the Board of Directors shall be authorized to manage and direct the property, business and affairs of the Corporation, including, without limitation, authorizing and undertaking any and all actions and activities that the Members would otherwise be entitled to authorize, direct and/or undertake (including, without limitation, any amendment to the Articles of Organization and/or these by-laws).

(e) Notwithstanding the foregoing or anything contained herein or in the Articles of Organization to the contrary, the Corporation shall have no Members and shall not accept any Membership Notifications until October 2, 2007.

Section 2.02. Powers. The Members shall have the exclusive right to enjoy and exercise all rights and powers conferred on members of non-profit corporations under the Act.

Section 2.03. Suspension or Removal. A Member may be suspended or removed with or without cause by vote of a majority of the Members after reasonable notice to such Member and opportunity to be heard before the body proposing to remove such Member.

ARTICLE III **MEETINGS OF THE MEMBERS**

Section 3.01. Place of Meetings. All meetings of the Members shall be held at the principal office of the Corporation or at such other place within or without the Commonwealth of Massachusetts as shall be fixed by the Board of Directors of the Corporation and specified in the respective notices or waivers of notice of said meetings.

Section 3.02. Annual Meetings. The annual meeting of the Members for the election of Directors of the Corporation and for the transaction of such other business relating to the Corporation as may come before the meeting shall be held on the 1st Saturday in October of each Membership Year. If such annual meeting of the Members is omitted by oversight or otherwise on the day herein provided therefor, any and all business which might have been transacted at that annual meeting may be transacted at the next succeeding meeting, whether special or annual.

Section 3.03. Special Meetings. A special meeting of the Members may be called by the President or by the Board of Directors. Upon written application of Members representing at

least ten percent (10%) of the membership interest in the Corporation, special meetings may be called by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer.

Section 3.04. Notice of Meetings. Except as otherwise expressly required by statute or by these by-laws, notice of each meeting of the Members, whether annual or special, shall be given by or at the direction of the Clerk of the Corporation by mailing or delivering notice to the Members at their residence, as shown on the rolls of the Corporation, not less than ten (10) nor more than sixty (60) days prior to said meeting. Notwithstanding the foregoing, notice of any meeting of the Members, whether annual or special, may be posted on the website of the Club and such posting shall constitute and be deemed to be effective as written notice delivered by mail in accordance with the provisions hereof. Except where expressly required by law, no publication of any notice of a meeting shall be required.

Section 3.05. Waiver of Notice. Notice of the time, place and purpose (unless otherwise specified) of any meeting of the Members may be waived in writing by any Member either before or after such meeting; and a Member's attendance in person at a meeting of the Members shall be equivalent to having waived notice thereof.

Section 3.06. Quorum. Unless the Articles of Organization otherwise provide, Members representing ten percent (10%) of the membership interest in the Corporation shall constitute a quorum with respect to that matter.

Section 3.07. Adjournments. Any meeting of the Members may be adjourned to any other time and to any other place at which a meeting of Members may be held under these by-laws by the Members present at the meeting, although less than a quorum, or by any officer entitled to preside or to act as clerk of such meeting, if no Member is present. It shall not be necessary to notify any Member of any adjournment. Any business which could have been transacted at any meeting of the Members as originally called may be transacted at any adjournment of the meeting.

Section 3.08. Voting and Proxies. Each Member shall have one vote regardless of the number of children currently listed as a member of the Club. Members may vote either in person or by written proxy dated not more than six months before the meeting named in the proxy. Proxies shall be filed with the Clerk of the meeting, or of any adjourned meeting, before being voted. Except as otherwise limited by their terms, a proxy shall entitle the persons named in the proxy to vote at any adjournment of such meeting, but shall not be valid after final adjournment of such meeting. A proxy purported to be executed by or on behalf of a Member shall be deemed valid unless challenged at or prior to its exercise.

Section 3.09. Action at Meeting. When a quorum is present at any meeting, the Members shall decide any matter to be voted on by the Members, except when a greater vote is required by law, the Articles of Organization or these by-laws. No ballot shall be required for any election unless requested by a Member present at the meeting and entitled to vote in the election.

Section 3.10. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of Members. Each such consent shall be treated for all purposes as a vote at a meeting.

ARTICLE IV **BOARD OF DIRECTORS**

Section 4.01. General Powers. The property, affairs and business of the Corporation shall be managed by a Board of Directors (as used herein, the "Board of Directors" or the "Board"), and the Board shall have, and may exercise, all of the powers of the Corporation.

Section 4.02. Number; Election. The number of directors (as used herein, each a "Director") which shall constitute the whole Board of Directors shall be determined by vote of the Members or the Board of Directors, but shall consist of at least three (3) Directors. The number of Directors may be increased or decreased at any time and from time to time either by the Members or by a majority of the Directors then in office, but only to eliminate vacancies existing by reason of the death, resignation, removal or expiration of the term of one or more Directors. The Directors shall be elected at the annual meeting of the Members by such Members as have the right to vote in such election. No Director need be a Member of the Corporation.

Section 4.03. Initial Directors; Enlargement of the Board. The initial Board of Directors shall consist of the following (the "Initial Directors"):

Maria C. Sullivan,
Michelle Uzzo
Shobha Muthukrishnan
Joan Beisel

Notwithstanding anything to the contrary contained in these by-laws or the Articles of Organization, the Initial Directors have been elected by the Members to serve for a term commencing as of the date of the Articles of Organization and expiring as of the date of the annual meeting of the Members in October of 2009. At each annual meeting, beginning in October, 2009, the Members shall determine the number of Directors to constitute the Board of Directors (subject to the limitations of Section 4.02 hereof) and immediately thereafter the Members shall elect the number of Directors to fill any vacancy or addition in the number of Directors comprising the Board of Directors.

Section 4.04. Term of Office and Qualification. The Initial Directors shall serve for the term as set forth in Section 4.03 hereof. Thereafter each Director shall hold office until the next annual meeting of the Members and until such Director's successor is elected and qualified, or until such Director's earlier death, resignation or removal.

Section 4.05. Quorum and Manner of Acting. A majority of the Directors at the time in office shall constitute a quorum for the transaction of business and, except as otherwise provided by law or by these by-laws, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn any meeting from time to time until there is a quorum. Notice of any adjourned meeting need not be given. The Directors shall act only as a Board of Directors and the individual Directors shall have no power as such.

Section 4.06. Place of Meetings. The Board of Directors may hold its meetings at any place within or without the Commonwealth of Massachusetts as it may from time to time determine and shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 4.07. Annual Meetings. The annual meeting of the Board of Directors for the election of the officers of the Corporation and for the transaction of such other business relating to the Corporation as may come before the meeting shall be held on the first Saturday in October of each calendar year at such time of day as the Board of Directors shall establish. If for any reason such annual meeting is omitted, a special meeting may be held in place thereof, and any business transacted or elections held at such special meeting shall have the same effect as if transacted at the annual meeting.

Section 4.08. Regular Meetings. Regular meetings of the Board of Directors shall be held as often as the Board shall determine from time to time by vote. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day that is not a legal holiday. Notice of regular meetings need not be given.

Section 4.09. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the President. Notice of each such meeting shall be given by the Clerk or the person calling the meeting by mailing the same addressed to each Director at his or her residence or usual place of business, or orally, by telephoning or personally, at least seven (7) days before the day on which the meeting is to be held. Every such notice shall state the time and place of the meeting but need not state the purpose thereof except as otherwise expressly provided in these by-laws.

A statement contained in the minutes of any meeting of the Board of Directors over the signature of the Clerk to the effect that due notice of such meeting has been given shall be conclusive evidence that proper notice of such meeting has been given in one of the ways provided herein.

Section 4.10. Resignation of Directors. Any Director of the Corporation may resign at any time by giving written notice to the Board of Directors, the President or the Clerk of the Corporation. The resignation of any Director shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.11. Removal of Directors. A Director may be removed from office with or without cause by vote of a majority of the Members. In addition, a Director may be removed from office for cause by vote of a majority of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him.

Section 4.12. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, disqualification, or any other cause, may be filled by the remaining Directors then in office, though less than a quorum, at any regular meeting or special meeting of the Board of Directors, including the meeting at which any such vacancy may arise; and each Director so elected shall hold office for the term of the vacancy which such Director is filling, and until a successor shall have been duly elected and qualified, or until death or resignation.

Section 4.13. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the Directors' meetings. Each such consent shall be treated for all purposes as a vote at a meeting.

Section 4.14. Committees. The Board of Directors of the Corporation may from time to time by vote create such committees of Directors, officers, employees or other persons designated by it for the purpose of advising with the Board, the officers and employees of the Corporation in all such matters as the Board shall deem advisable and with such functions and duties as the Board shall prescribe by vote. Each such committee shall consist of two (2) or more Directors.

A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have power to change the members of any committee at any time, to fill vacancies, and to discharge any such committee, either with or without cause, at any time.

Section 4.15. Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation. The Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the Corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum; and shall have no other rights or responsibilities.

Section 4.16. Meetings by Telephone Conference Calls. Directors or members of any committee designated by the Directors may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 4.17. Waiver of Notice. Notice of the time, place and purpose (unless otherwise specified) of any meeting of the Board of Directors or any committee may be waived in writing by any Director or any committee member, as the case may be, either before or after such meeting; and a Director's or committee member's attendance in person at a meeting of the Board of Directors or any committee shall be equivalent to having waived notice thereof.

ARTICLE V **OFFICERS**

Section 5.01. Number. The officers of the Corporation shall be a President, Vice President, Clerk and Treasurer and such other officers as the Board of Directors may appoint from time to time, including but not limited to one or more Vice Presidents, one or more Assistant Clerk's and one or more Assistant Treasurers.

Section 5.02. Election, Qualifications and Term of Office. The Initial Directors hereby elect the following individuals to the following offices (hereinafter, the "Initial Officers"):

Maria C. Sullivan – President
Michelle Uzzo – Vice President
Shobha Muthukrishnan - Treasurer
Joan Beisel - Clerk

Notwithstanding anything to the contrary contained in these by-laws, the Initial Officers are hereby elected for a term commencing as of the date of these by-laws and expiring as of the date of the annual meeting of the Members in October, 2009. Thereafter the officers shall be elected annually by the Board of Directors of the Corporation at their annual meeting. Each officer shall hold office for a one year term and until a successor shall have been duly elected and qualified, or until death, resignation, disqualification or removal in the manner hereinafter provided. Any individual may serve an unlimited number of consecutive one-year terms in the same office. Any two (2) or more offices may be held by the same person; provided, however, that the same individual shall not be permitted to simultaneously hold the offices of President and Clerk. No Officer need be a Director or a Member.

*Term
limits?*

Section 5.03. Removal. Any officer may be removed either with or without cause, by the vote of a majority of the whole Board of Directors at a special meeting called for said purpose.

Section 5.04. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or to the Clerk. Any such resignation shall take effect at the date of 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 5.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 5.06. The President. The President shall be the chief executive officer of the Corporation and shall have such powers and perform such duties as are designated from time to time by the Board of Directors. The President shall make a full annual report to the Board of Directors, if called upon to do so.

Section 5.07. The Vice President. The Vice President shall, in the absence or disability of the President perform the duties and exercise the powers of the President and shall have other powers and perform such other duties as are designated from time to time by the Board of Directors.

Section 5.08. The Clerk. The Clerk shall record or cause to be recorded all the proceedings of the meetings of the Board of Directors of the Corporation and meetings of all committees to which a clerk shall not have been appointed; shall see that all notices are duly given in accordance with the provisions of these by-laws and as required by law; shall be custodian of the records and of the seal of the Corporation; and have such other powers and perform such other duties as the Board of Directors of the Corporation may from time to time prescribe.

Section 5.09. The Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and credits and property of the Corporation, render a statement of the condition of the finances of the Corporation at all regular meetings and upon request of the Board of Directors of the Corporation, and a full financial report to the Board of Directors if called upon to do so. The Treasurer shall also have charge of the books and records of account of the Corporation, which shall be kept at such offices of the Corporation as the Board of Directors shall from time to time designate; be responsible for the keeping of correct and adequate records of the assets, liabilities, business and transactions of the Corporation and at all reasonable times exhibit the books and records of account to any of the Directors of the Corporation; review the Corporation's budget annually; be responsible for monitoring the budget; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors of the Corporation or the President.

Section 5.10. General Powers. Each officer shall, subject to these by-laws, have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to this office, and such duties and powers as the Board of Directors shall from time to time designate.

Section 5.11. Bonding. Any officer, employee, agent or factor shall give such bond with such surety or sureties for the faithful performance of his or her duties as the Board of Directors may from time to time require.

ARTICLE VI
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, pay expenses to, and purchase and maintain insurance for, its Directors, officers, and other persons to the fullest extent permitted by the Act or any successor indemnification provision.

In furtherance of the foregoing:

- (a) To the fullest extent permitted by law and except for fraud and willful misconduct, no Director or officer, shall have any personal liability whatsoever to the Corporation or any other Director, officer or Member on account of such person's status as a Director or Officer or by reason of such person's acts or omissions in connection with the conduct of the business and affairs of the Corporation.
- (b) To the fullest extent permitted by law and except for fraud and willful misconduct, the Corporation shall indemnify and hold harmless each Director, officer, employee and agent of the Corporation (each an "Indemnified Person") against any and all losses, claims, damages, expenses and liabilities (including, but not limited to, any investigation, legal and other reasonable expenses incurred in connection with, and any amounts paid in settlement of, any action, suit, proceeding or claim) of any kind or nature whatsoever that such Indemnified Person may at any time become subject to or liable for by reason of the formation, operation or termination of the Corporation, or the Indemnified Person's acting as a Director, officer, employee or agent of the Corporation under these by-laws, or the authorized actions of such Indemnified Person in connection with the conduct of the business and affairs of the Corporation, except if such losses, claims, damages, expenses and liabilities are caused by such Indemnified Person's fraud or willful misconduct.
- (c) The contract rights to indemnification and to the advancement of expenses conferred in this Article VI shall not be exclusive of any other right that any Person may have or hereafter acquire under any statute, agreement, vote of the Directors, officers, Members or otherwise.
- (d) As used in this Article, all references to persons who are to be indemnified shall include their respective heirs, executors and administrators.
- (e) In no event, however, shall the status of the Corporation as a corporation exempt under Section 501(c)(3) of the Code be affected by the foregoing.

ARTICLE VII
EXECUTION OF DOCUMENTS

Section 7.01. Contracts. Unless otherwise determined by the Board of Directors of the Corporation, the President, Vice President, Clerk or the Treasurer may enter into any contract or execute and deliver any contract or other instrument, the execution of which is not otherwise

specifically provided for, in the name and on behalf of the Corporation. The Board of Directors, except as otherwise provided in these by-laws, may authorize any other or additional officer or officers, agent or agents, of the Corporation to enter into any contract or execute and deliver any contract or other instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized to do so by these by-laws or by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

Section 7.02. Checks, Drafts, etc. All checks, drafts, bills of exchange or other orders for the payment of money, obligations, notes, or other evidences of indebtedness, bills of lading, warehouse receipts and insurance certificates of the Corporation, shall be signed or endorsed by the President, Vice President, Clerk or Treasurer of the Corporation or such other additional officer or officers, agent or agents of the Corporation as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE VIII **SEAL**

The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation and the state and year of incorporation.

ARTICLE IX **FISCAL YEAR**

Except as from time to time otherwise provided by the Board of Directors, the fiscal year of the Corporation shall end on the last day of December of each year.

ARTICLE X **AMENDMENTS**

These by-laws of the Corporation shall be subject to amendment or repeal. New or amended by-laws not inconsistent with the Act, the laws of the Commonwealth of Massachusetts or any provision of the Articles of Organization may be adopted by an affirmative vote of a majority of the Members present at any meeting at which a quorum shall be present, provided that notice of the proposed action is included in the notice of such meeting. The Articles of Organization may be amended by an affirmative vote of two-thirds of the Members entitled to vote, and present at any meeting at which a quorum shall be present, provided that notice of the proposed action is included in the notice of such meeting.

ARTICLE XI **DISSOLUTION**

The Corporation may be dissolved by a vote of the Directors as members of the Corporation in the manner provided by the Articles of Organization and the Act. Upon the

dissolution of the Corporation, the Board of Directors, after making provision for the payment of all liabilities of the Corporation, shall arrange for the distribution of all of the assets of the Corporation exclusively for the tax-exempt purposes of the Corporation either by direct distribution or by distribution to one or more organizations which are exempt under Code Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future Federal internal revenue law), to the Federal Government or to a state or local government, for a public purpose, as the Board of Directors may determine, and, if required by state law, subject to an order of a justice of the Supreme Judicial Court of the Commonwealth of Massachusetts. Any of such assets not so distributed within a reasonable period of time after the dissolution of the Corporation shall be disposed of in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation last was located, exclusively in such manner as in the judgment of such court will best accomplish the purposes for which the Corporation was organized.