

Exhibit C

UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING
OF
MANAGING MEMBER
OF
DUTKO WORLDWIDE, LLC

The undersigned, being the managing member of DUTKO WORLDWIDE, LLC, a Delaware limited liability company (the "Company"), does hereby consent to the adoption of the following resolutions taking or authorizing the actions specified therein:

RESOLVED, that Sally Withey is hereby removed as Chairperson of the Company; and it is further

RESOLVED, that the following individuals be and hereby are elected to the offices set forth opposite their names to serve in accordance with the limited liability company agreement of the Company:

<u>Name</u>	<u>Office</u>
Martin Morrow	Chairperson
Peter L. Robinson	Secretary

and it is further

RESOLVED, that the officers of the Company be, and each of them acting alone hereby is, authorized to execute and deliver all such further agreements, documents, certificates and instruments, and to take all such other actions, as any such officer, in their sole discretion, may deem necessary or appropriate in order to carry out the transactions contemplated by the foregoing resolutions.

DATED as of January 1, 2015

DUTKO MIDCO LLC, as Managing
Member

By: 

Name: Peter L. Robinson

Title: Secretary

AMENDED AND RESTATED OPERATING AGREEMENT

OF

DUTKO WORLDWIDE, LLC

AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT (this "Agreement") dated as of January 14, 2013, is made and entered into by **DUTKO MIDCO, LLC**, a Delaware limited liability company (the "Sole Member" or "Member") for and as sole member of **DUTKO WORLDWIDE, LLC**, a Delaware limited liability company (the "Company").

WHEREAS, on June 20, 2005, the Member of the Company and the Company entered into a Limited Liability Company Agreement (the "Original Agreement");

WHEREAS, the Sole Member desires to amend and restate the Original Agreement by entering into this Agreement, and to replace all prior agreements relating to the organization and operations of the Company;

NOW, THEREFORE, the Sole Member hereby agrees as follows:

1. **Name.** The name of the limited liability company is **DUTKO WORLDWIDE, LLC**. The Company was formed as a limited liability company under the laws of the State of Delaware on December 30, 1991 by the filing with the Secretary of State of Delaware of the Certificate of Formation.

2. **Term.** The term of the Company shall be perpetual unless dissolved in accordance with the Act.

3. **Purpose.** The Company is formed for the purpose of engaging in any lawful act or activity for which a limited liability company may be formed under the Act and engaging in any and all activities necessary or incidental to the foregoing.

4. **Member.** The name, and the mailing address of the Member are as follows:

DUTKO MIDCO, LLC
c/o Huntsworth Group Inc.
One South Broad Street
Philadelphia, Pennsylvania 19107

5. **Offices.** The principal place of business of the Company shall be located in such location as the Member may from time to time determine. The Company may have, in addition to such office, such other offices and places of business at such locations, both within and without the State of Delaware, as the Member may from time to time determine or the business and affairs of the Company may require.

6. **Filings and Foreign Qualification.** The Member shall promptly execute and deliver all such certificates and other instruments conforming hereto as shall be necessary for the Member to accomplish all filing, recording, publishing and other acts appropriate to comply with all requirements for the formation and operation of a limited liability company under the laws of the State of Delaware and for the qualification and operation of a limited liability company in all other jurisdictions where the Company shall propose to conduct business.

7. **Management.** The business and affairs of the Company shall be managed by the Member.

8. **Officers.** The Member may designate one or more individuals to serve as officers of the Company. The Company shall have such officers as the Member may from time to time determine, which officers may (but need not) include a Chairperson, President, Chief Executive Officer, Chief Financial Officer, one or more Vice Presidents and Managing Directors (and in case of each such Vice President and Managing Director, with such descriptive title, if any, as the Member shall deem appropriate), Secretary and a Treasurer. Any two or more offices may be held by the same individual. An officer of the Company shall have the duties and responsibilities consistent with his position and shall perform such duties and responsibilities as shall from time to time be prescribed or delegated to him by the Member. The following individuals shall be designated officers of the Company:

<u>Name</u>	<u>Title</u>
Sally Withey	Chairperson
G. Stephen Perry	Vice Chairman
Ronald Kaufman	Senior Advisor
Arthur Silverman	Managing Principal
Peter L. Robinson	Secretary

9. **Units.** Equity ownership of the Company shall consist of common units (the "Units"), of which there are authorized 1,000 Units. The Member shall initially hold the number of Units set forth opposite its name on Schedule A attached hereto.

10. **Admission of the Member.** The Member is deemed admitted as the Member of the Company upon his execution and delivery of this Agreement.

11. **Capital Contributions.** The Member is not required to make any additional capital contributions to the Company.

12. **Allocation of Profits and Losses.** The Company's profits and losses shall be allocated to the Member in proportion to the number of Units owned by the Member.

13. **Distributions.** Distributions shall be made to the Member at the times and in the aggregate amounts determined by the Member. Such distributions shall be allocated to the Member in the same proportion as the number of Units owned by the Member.

14. Withdrawal of a Member. A Member may withdraw from the Company in accordance with the Act.

15. Admission of Additional Members. One or more additional members may be admitted to the Company with the consent of the Member.

16. Assignments. A Member may assign in whole or part his membership interest in the Company.

17. Liability of Member. Except as otherwise provided by the Act, the debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company, and no Member or officer nor any member of the Company's Operating Board (each, a "Covered Person") shall be obligated personally for any such debt, obligation or liability of the Company solely by reason of being a Member or officer of the Company or member of the Company's Operating Board.

18. Exculpation. A Covered Person exercising management powers or responsibilities for or on behalf of the Company shall not have personal liability to the Company or its members for damages for any breach of duty in such capacity, provided that nothing in this Section 18 shall eliminate or limit (a) the liability of any such Covered Person if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or that he or she has knowingly received a distribution in violation of subsection 18-607(b) of the Act or (b) the liability of any such Covered Person for any acts or omissions prior to the date of first inclusion of this Section 18 in this Agreement.

19. Governing Law. This Agreement shall be governed by, and construed under, the laws of the State of Delaware.

20. Amendment. This Agreement may not be modified, altered, supplemented or amended except in a writing signed by the Member.

21. Separability of Provisions. Each provision of this Agreement shall be considered separable and if for any reason any provision or provisions herein are determined to be invalid, unenforceable or illegal under any existing or future law, such invalidity, unenforceability or illegality shall not impair the operation of or affect those portions of this Agreement which are valid, enforceable and legal.

22. Tax Elections. The parties intend that the Company be treated as a disregarded entity for all income tax purposes.

23. Indemnification. To the fullest extent permitted by law, the Company shall indemnify and hold harmless, and may advance expenses to, any Covered Person, or any testator or intestate of such Covered Person (collectively, the "Indemnitees"), from and against any and all claims and demands whatsoever; provided, however, that no indemnification may be made to or on behalf of any Indemnatee if a judgment or other final adjudication adverse to such Indemnatee establishes (a) that his or her acts or omissions were committed or omitted in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or (b) that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. The provisions of this section shall continue to afford protection to each Indemnatee regardless of whether such Indemnatee remains a Member, officer, employee or agent of the Company or a member of its Operating Board.

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, have duly executed this Agreement as of the 14th day of January, 2013.

DUTKO MIDCO, LLC

By: 
Name: Peter L. Robinson
Title: Secretary

Delaware

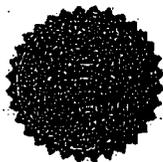
PAGE 2

The First State

I, **HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "DUTRO WORLDWIDE, LLC" FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2005, AT 12:27 O'CLOCK P.M.**

2283379 8100V

050537489



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3989382

DATE: 06-29-05

Received by NSD/FARA Registration Unit 05/19/2011 2:55:15 PM

06/28/2005

12:26

SKFDLS INC. + 15965848913827393873

NO. 816 683

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:27 PM 06/28/2005
FILED 12:27 PM 06/28/2005
SRV 05037489 - 2223379 FILE

CERTIFICATE OF FORMATION

OF

DUTKO WORLDWIDE, LLC

1. The name of the limited liability company is **Dutko Worldwide, LLC.**
2. The address of its registered office in the State of Delaware is **Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle.** The name of its registered agent at such address is **The Corporation Trust Company.**

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 28th day of June, 2005.

DUTKO WORLDWIDE, LLC

By /s/ M. Marsha Sherry
Name: **M. Marsha Sherry**
Title: **Authorized Person**

110272.01 - Change Service 2A - MSW

Received by NSD/FARA Registration Unit 05/19/2011 2:55:15 PM

Initial File #: L24211

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable Trade Name requirements of the Omnibus Regulatory Reform Act of 1998 have been complied with and accordingly, this **CERTIFICATE OF TRADE NAME REGISTRATION** is hereby issued to:

DUTKO WORLDWIDE LLC

Trade Name: GRAYLING

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 9/19/2013 10:16 AM

Business and Professional Licensing Administration



Handwritten signature of Patricia E. Grays.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Vincent C. Gray
Mayor

Tracking #: OrpfvnlT



DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS
District of Columbia Government
Corporations Division

Trade Name Registration Form

Pursuant to the provisions of the Code of Laws for the District of Columbia and the OMNIBUS REGULATORY REFORM ACT OF 1998, the undersigned company, partnership or individual hereby applies for a Certificate of Trade Name and for that purpose submits the following statement:

First: Name of individual or entity using the trade name:

DUTKO WORLDWIDE LLC

Second: Business phone number:

Third: Trade Name:

GRAYLING

Fourth: Entity Type:

Limited Liability Company

Fifth: FEIN/SSN number:

Sixth: Name of person submitting form:

Information not available.

Seventh: Business Address:

412 First Street SE
Suite 100
Washington, District of Columbia 20003

Eighth: Authorized Official name and address:

Name	Address
PETER ROBINSON	ONE SOUTH BROAD STREET, 12TH FLOOR, PHILADELPHIA, Pennsylvania 19107

Ninth: Registered Agent name and address:

C T CORPORATION SYSTEM
1015 15th St NW
Suite 1000
Washington, District of Columbia 20005

Tenth: Name of person executing this form:

Janet Hanlon

If you sign this application, you agree that you understand that anyone who makes a false statement anywhere on it can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405.

Eleventh: Trade Name registration number/ Corporate File Number: L24211

Received by NSD/FARA Registration Unit 01/15/2015 2:55:47 PM

Amount Paid: \$155.00

Date: 9/19/2013 10:16 AM

E-Signed