



US CHINA STRONG FOUNDATION

Amended and Restated Bylaws

ARTICLE I. PURPOSES

The US China Strong Foundation (the “Corporation”) is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the “Code”), and shall engage exclusively in such activities as to enable it to qualify for exemption from federal income tax under Section 501(c)(3) of the Code. More specifically, such purposes include, but are not limited to, the following:

1.01. Expand Opportunities for Exchange: Promote opportunities for U.S. students, scholars, and educators to study abroad in China on an unprecedented scale for the purpose of increasing people-to-people and institutional ties and networks essential to fostering a positive U.S. – China relationship. Expand opportunities to study abroad for underrepresented and underserved communities. Enhance and expand existing cooperation in support of such efforts in the U.S. and China.

1.02. Build U.S. – China Exchange: Accomplish any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the Corporation, including but not limited to encouraging grant-making from private and public sources; educational institutions; national, state, regional, and municipal programs; scholars, activists, researchers, and related organizations.

1.03. Supporting Research: Promote appropriate research to further the understanding and results of specific exchange initiatives, study programs, and partnerships through follow-up studies, surveys, investigations, as well as hosting meetings, forums, symposia, and town meetings.

1.04. Clearinghouse Activities: Act as an information clearinghouse on information related to building U.S. – China educational and cultural exchange programs, related networking successes, research, organizations participating in such efforts, and individuals, including exchange alumni with special and knowledge and skills. In this context, to also foster the enhancement of existing networks of related activity or the creation of new networks at the regional, state and local levels, including but not limited to educational institutions, non-profit organizations, and local government.

1.05. Dissemination: Publish or otherwise make public the findings of activities consistent with the Corporation’s stated purposes, and whenever appropriate, to

share useful and pertinent information and analysis with other organizations engaged in activities similar to those of the Corporation. Promote related conferences, public service announcements, print and broadcast media initiatives, films, and related outreach efforts to inform the public and foster cooperation among partners in the U.S. and China.

1.06. Role of Chinese Americans: In order to utilize the language and cultural expertise inherent in the Chinese American community, explore opportunities to enhance the role of Chinese Americans in furthering the purposes of the Corporation at the local level, among educational institutions, and identify Chinese Americans uniquely qualified to act as a bridge across cultural and institutional gaps.

1.07. Finance: In furtherance of the above and other related purposes, the Corporation shall have the power to exercise all power and authority granted to it under the District of Columbia Nonprofit Corporation Act, or otherwise, including, but not limited to, the power to (a) accept donations of money or property, whether real or personal, or any interest therein, wherever situated, (b) maintain control and discretion over the use of funds received by the Corporation, (c) monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with the intended purposes, and (d) enter into contracts with public and private bodies.

ARTICLE II. LIMITATIONS

2.01. Limitations. At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by operation of law, and notwithstanding any other provision of these Articles:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, members or other private individuals, 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 Article I hereof. The property of the Corporation is irrevocably dedicated to the Code section 501(c)(3) exempt purposes set forth in Article I of these Bylaws, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual;

b. The Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Code section 501(c)(3);

c. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively for the promotion of its common business interests within the meaning of Code section 501(c)(3); and

d. No substantial part of the activities of the Corporation shall attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

2.02. Contributions. The Corporation can accept contributions for scholarships and operations, including from members of the Board of Directors (the "Directors"). Directors are expected to make a contribution commensurate with their capacity (100% participation). These funds can be used for grant-making or other purposes.

2.03. No Members. The Corporation will not establish or receive funds from individual members or operate as a membership organization within the meaning of Code section 501(c)(3), but nothing shall prohibit the Corporation from establishing a program for institutional members, including but not limited to educational institutions, nonprofit organizations, and local governments.

ARTICLE III - OFFICES AND AGENT

3.01. Principal Office. The principal office of the Corporation will be located in the District of Columbia. The Corporation may have such other offices, either within or without the District of Columbia, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

3.02. Registered Office and Registered Agent. The Corporation shall have and shall continuously maintain in the District of Columbia a registered office and a registered agent located in such office, as required by the District of Columbia Nonprofit Corporation Act. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

4.01. General Powers. The Board of Directors shall manage the affairs of the Corporation.

4.02. Number. The number of Directors of the Corporation shall not be less than three (3) or more than fifteen (15) and shall be determined by resolution of the Board of Directors. The minimum and maximum number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to be less than three (3).

4.03. The Directors. The Board of Directors shall be the persons named as follows in this paragraph.

Kurt Campbell
The Asia Group, LLC
2101 L Street, NW Suite 300
Washington, DC 20037

Christopher Cooper
457 Fairfax Avenue
San Mateo, CA 94401

Florence Fang
608 N. El Camino Real
San Mateo, CA 94401

Elizabeth Haenle
Chaoayangmenwei Avenue #6
Chaoyang District Beijing 100021 China

Eugene Huang
535 West 23rd Street Number S4C
New York, NY 10011

Edward Lee
51 English Turn Drive
New Orleans, LA 70131

George Lee
5214 Weatherstone Circle
Sugarland, TX 77479

Carola McGiffert
4842 Albemarle St. NW
Washington, DC 20016

Cobb Mixer

19 East 72nd St, Apt 7b
New York, NY 10021

Ed Rogers
BGR Group, The Homer Building
601 13th St. NW 11th Floor South
Washington, DC 20005

Maggie Sans
702 SW 8th Street
Bentonville, AR 72712

Daniel Wright
2101 L Street NW, Suite 800
Washington, DC 20037

04.04. Election and Term. The Board of Directors shall be divided into three classes, as nearly equal in number as possible, designated: Class I, Class II and Class III. In case of any increase or decrease, from time to time, in the number of Directors, the number of Directors in each class shall be apportioned as nearly equal as possible. No decrease in the number of Directors shall shorten the term of any incumbent Director. As determined by the first Board of Directors implementing class elections, the Class I Directors shall be elected to serve for a one-year term, the Class II Directors for a two-year term, and the Class III Directors for a three-year term. Thereafter, each of the Class I, Class II and Class III Directors shall be elected for staggered terms (each for a three-year term) by the affirmative vote of a majority of the Board of Directors at the annual meeting of the Board. Each Director shall hold office until the annual meeting when his or her term expires and until his or her successor has been elected and qualified, or until resignation, removal, or death.

4.05. Qualifications. Directors need not reside in the District of Columbia, but shall willingly and openly support the goals, mission and plans stated in Article I hereof.

4.06. Resignation. Any director may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified in such written communication and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

4.07. Removal. The Board, by majority vote at any regularly scheduled or special meeting of the Board, may remove a Director with or without cause. Notice of the intent to remove a Director shall be given at least two (2) days before a meeting called for such purpose.

4.08. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by a majority vote of the Board of Directors. A Director elected to fill a vacancy

shall be elected for the unexpired term of his or her predecessor in office and shall serve until his or her successor is elected and qualified.

4.09. Compensation. Directors who are not employees of the Corporation shall not receive any compensation for their services, but by resolution the Board of Directors may authorize reimbursement for all expenses incurred in connection with the performance of services for the Corporation, including but not limited to attendance at annual, regular, or special meetings of the Corporation.

4.10. Chairman of the Board. The Board of Directors shall elect a Chairman of the Board. In addition to such other duties and authorities as may be prescribed by the Board, the Chairman shall preside at all meetings of the Board and shall represent and speak for the Board at such times and places as directed by the Board or on such matters voted on by the Board as appropriate for public discussion. In the absence of the Chairman, the Vice Chairman, if any, shall preside at meetings of the Board.

4.11. Vice Chairman of the Board. The Board of Directors may elect a Vice Chairman. In the absence of the Chairman or in the event of the Chairman's refusal or inability to act, the Vice Chairman shall preside at meetings of the Board of Directors and shall perform such other duties and shall have such other powers as may be vested in the Vice Chairman by the Board of Directors.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

5.01. Location of Meetings. Meetings of the Board of Directors may be held within or without the District of Columbia and upon such notice as may be prescribed by resolution of the Board of Directors. Meetings may be held by means of Skype, a telephone conference or similar means by which all persons participating in the meeting are able to communicate with one another.

5.02. Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held once each year on such date and at such time and place as the Chairman of the Board of Directors shall designate; provided that at the beginning of each one-year period, the Corporation may provide a single notice of all regularly scheduled meetings for that year, or for a lesser period, without having to give notice of each meeting individually. The Board of Directors shall hold at least two regular meetings a year.

5.03. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Corporation's President, the Chairman, or a majority of the members of the Board of Directors.

5.04. Notice and Waiver. Notice of the date, time and place any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by postal or electronic mail to each

director at his address as shown by the records of the Corporation. Notwithstanding the foregoing, a Director may waive notice on or after the date and time stated in the notice in a writing filed in the corporate minute book. Further, a Director's attendance or participation in a meeting shall constitute waiver of any required notice to the Director of the meeting, unless the Director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by the Articles of Incorporation, or these Bylaws.

5.05. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, unless otherwise required by law, the Articles of Incorporation, or the Bylaws. In no event will a quorum exist unless at least one-third of the Directors in office or two Directors, whichever is greater, is present. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings.

5.06. Manner of Action. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise specified by the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation or the Bylaws. Any action required or permitted to be taken by the Board may be taken without a meeting if all the Directors consent in writing through fax, mail or by electronic mail to the adoption of a resolution authorizing the action.

5.07. Voting. Each Director shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

ARTICLE VI – COMMITTEES

6.01. Designation. The Board of Directors may from time to time designate and appoint one or more committees, each consisting of at least one (1) Director, which committees shall have and exercise the authority of the Board in the governance of the Corporation. However, no committee shall have the authority to authorize distributions; adopt, amend or repeal the Bylaws; fill vacancies on the Board or any of its committees; adopt a plan of merger; or authorize the voluntary dissolution of the Corporation. The Board of Directors shall have the authority to appoint non-Board members to serve on any committee so long as that committee is chaired by one of more Board members. The Board of Directors shall have the power at any time to designate a member of such committee as its chair, fill vacancies, change the membership, or discharge a committee. The Chairman of the Board of Directors may serve on any and all Committees established under this section that he or she deems

appropriate. The President shall serve as an ex officio, nonvoting member of each Board committee.

6.02. Powers. Each committee shall have and may exercise such powers, not inconsistent with the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or the Bylaws, as authorized by the Board of Directors.

6.03. Term. Each member of a committee shall serve for a term of one (1) year until the annual meeting of the Board when his or her term expires and until a successor is appointed, or until their earlier resignation, removal with or without cause, or death, or unless the committee shall sooner be terminated.

6.04. Meetings. Meetings of a committee may be held within or without the District of Columbia, and may be held by means of Skype, a telephone conference or similar means. The chair of any such committee may fix the time and place of its meetings. Each committee shall keep records of its actions, and report such actions to the Board of Directors and the President.

6.05. Quorum/Action. A majority of the members of any committee shall constitute a quorum. Any action of the majority of those present at a meeting at which a quorum is present shall be deemed the action of the committee.

6.06. Advisory Boards. The Board of Directors may create advisory bodies. The Board or the Chairman of the Board acting on behalf of the Board may from time to time appoint persons to act singly or as a committee or committees to provide expert advice to the President or the Board or to assist the Board in other ways. Groups of advisors may include an Honorary Board, an Advisory Board or other advisory groups. Each such advisor shall serve at the pleasure of the Board for a period designated by the Board, and shall have only such authority or obligations as the Board may from time to time determine. No advisor shall receive compensation for services rendered, except for payment of reasonable expenses approved by the Board, and shall not exercise any of the powers of the Board of Directors.

ARTICLE VII – OFFICERS

7.01. Officers. The Board of Directors shall elect and appoint a President, a Secretary and a Treasurer. The Board may appoint and establish the duties of one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers, as they may deem necessary or appropriate. The same person may hold any two or more offices, except that the President and the Treasurer may not be the same person.

7.02. Election. The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board. If the election of officers shall not be

held at such meeting, such election shall be held as soon thereafter as may be convenient.

7.03. Term. Each officer shall serve for a term of one (1) year, until the next annual meeting of the Board and until his or her successor is elected and qualified, or until earlier resignation, removal, or death. Notwithstanding the provisions of this section, the President upon his or her election under the Bylaws shall serve for a period of (4) four years.

7.04. Resignations. Any officer may resign at any time by notifying the Board in writing. Such resignation shall be effective upon receipt of such notice. Acceptance by the Board of such resignation shall not be necessary to make it effective.

7.05. Removal. Any officer may be removed by the Board of Directors whenever in the Board's judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

7.06. Vacancies. A vacancy in any office because of resignation, removal or death may be filled by the Board of Directors for the unexpired portion of the term.

7.07. President. The President shall serve as the chief executive officer of the Corporation. The President shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.

7.08. Vice-President. The Vice President, if any, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

7.09. Treasurer. The Treasurer shall act as the chief financial officer of the Corporation and shall collect and keep an account of all moneys received and expended for the use of the Corporation; deposit sums received by the Corporation in the name of the Corporation in such depositaries as shall be approved by the Board of Directors; present reports of the finances of the Corporation at each annual meeting and when called upon by the President; and perform such related duties as shall be directed by the Board of Directors or the President. The funds, books, and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision, and control of the Board of Directors and the President. At the expiration of his or her term of office, the Treasurer shall turn over to his or her successor in office all books, records, monies, and other properties of the Corporation.

7.10. Secretary. The Secretary shall act as secretary of all meetings of the Board of Directors and of such other committees as the Board of Directors shall specify; keep

the minutes thereof; see that the reports, statements, and other documents required by law are properly kept and filed; and in general, perform all the duties incident to the office of Secretary and any such related duties as may from time to time be assigned by the Board of Directors or the President. The books, records, and papers in the hands of the Secretary shall at all times be subject to the inspection, supervision, and control of the Board of Directors and the President. At the expiration of his or her term of office, the Secretary shall turn over to his or her successor in office all books, records, papers, and other properties of the Corporation.

7.11. Other Officers. Other officers, if any, elected or appointed by the Board of Directors shall, in general, perform such duties and have such powers as shall be assigned to them by the Board of Directors or the President.

7.12. Compensation. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered. The Board shall determine the level of compensation of the President, and shall approve the compensation of or compensation guidelines for other officers and employees.

ARTICLE VIII – CONFLICT OF INTEREST

8.01. In order to protect the Corporation's tax-exempt status and consistent with state and federal laws governing conflict of interest transactions applicable to nonprofit and charitable organizations, no Director, officer, or member of a Board committee of the Corporation shall maintain a substantial personal or business interest that conflicts with those of the Corporation. In addition, any Director, officer, employee or Board committee member having an interest in a contract or other transaction presented to the Board or a Board committee for authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract or transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, and the Director or committee member's abstention from voting and participation.

ARTICLE IX – INDEMNIFICATION AND INSURANCE

9.01. Indemnification. The Corporation shall indemnify any individual who is a party to any action, suit, or proceeding because he or she is or was a Director or officer against reasonable expenses and liability incurred in connection with such action, suit, or proceeding to the maximum extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which such Director or officer

may be entitled under the Bylaws, any agreement, vote of the Board of Directors, or otherwise.

9.02. Advancement of Expenses. The Board of Directors may authorize the advancement of funds to pay for or reimburse reasonable expenses incurred by any individual who is a party to any action, suit, or proceeding because he or she is or was a Director or officer against reasonable expenses and liability incurred in connection with such action, suit, or proceeding to the maximum extent permitted by law.

9.03. Insurance. The Board of Directors may authorize the purchase of insurance on behalf of an individual who is or was a Director or officer of the Corporation, or who, while a Director or officer of the Corporation, serves or served at the Corporation's request as a director, officer, partner, trustee, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by such person in that capacity or arising from such person's status as a Director or officer, whether or not the Corporation would have the power to indemnify or advance expenses to the individual against that liability under law.

9.04. Prohibition Against Self-Dealing. Anything contained in this Article to the contrary notwithstanding, the Corporation shall not indemnify any person if such indemnification is impermissible by law, including if such indemnification would constitute "self-dealing" as defined in Section 4941 of the Code.

ARTICLE X – GENERAL PROVISIONS

10.01. Grants. The Board of Directors may prospectively or retroactively authorize any officer or officers, agent or agents, in the name, and on behalf of the Corporation, and in the administration of an approved program, to make any grants or contributions or provide financial assistance to any qualified organizations.

10.02. Contracts. The Board of Directors, except as otherwise provided in the Bylaws, may prospectively or retroactively authorize any officer, officers, agent or agents, in the name, and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument as may be necessary to carry out the purposes of the Corporation. Such authority may be either general or confined to specific instances.

10.03. Loans. The Board of Directors may authorize the President or any other officer or agent of the Corporation to obtain loans and advances at any time for the Corporation from any bank, trust company, firm, corporation, individual, or other institution; make, execute, and deliver promissory notes, bonds, or other certificates or evidences of indebtedness of the Corporation; and pledge and hypothecate, or transfer any securities

or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances. Except to the extent provided by law, the Corporation shall make no loans or guarantees to any Director or officer thereof.

10.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, devise, or grant, including any U.S. or District of Columbia government grant or contract, for the general purposes or for any special purpose of the Corporation.

10.05. Investments. The Corporation shall have the right to invest and reinvest any funds held by it according to the judgment of the Board of Directors.

10.06. Voting of Securities Held by the Corporation. Stocks and other securities owned by the Corporation shall be voted, in person or by proxy, as the Board of Directors may specify. In the absence of any direction by the Board of Directors, such stocks and securities shall be voted as the President may determine.

10.07. Books and Records. There shall be kept at the principal office of the Corporation, correct books of accounts of all the business and transactions of the Corporation.

10.08. Depositories. The funds of the Corporation not otherwise employed shall from time to time be deposited to the order of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by any one or more officers or agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

10.09. Use of Funds. All funds and assets of the Corporation shall be used solely and exclusively for educational, scientific, literary or charitable purposes within the meaning of Section 501 (c)(3) of the Code, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its officers, Directors or other private persons, except to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which this Corporation exists within the meaning of Section 501 (c)(3) of the Code.

10.10. Signatories. All checks, drafts, and other orders for payment of money out of the funds of the Corporation, and all notes and other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

10.11. Annual Audit. The Board of Directors may require that an annual audit be made of the books and accounting records of the Corporation.

10.12. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

10.13. Corporate Seal. The Corporation shall have a corporate seal with its name, year of incorporation, and the words "Corporate Seal, District of Columbia" inscribed thereon. The presence or absence of the seal on any instrument shall not affect the character, validity, or legal effect of the instrument in any respect.

ARTICLE XI – DISSOLUTION, DISTRIBUTION OF ASSETS

11.01. The Board may dissolve the Corporation by a majority vote of the Directors then in office. Notice of intent to dissolve the Corporation shall be give at least 30 days before any meeting called for this purpose. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes in compliance with and within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XII – AMENDMENTS

12.01. The Articles of Incorporation may be amended by a majority vote of the Directors then in office. The Bylaws may be amended or repealed by the Board of Directors. Notice of the intent to amend the Articles of Incorporation or to alter, amend, or repeal the Bylaws shall be given at least two (2) days before the occurrence of any meeting called for this purpose.

OFFICER'S CERTIFICATE

I, Carola McGiffert, President and Chief Executive Officer of the US China Strong Foundation, formed and existing under the laws of the District of Columbia, do hereby certify that the foregoing is a true and complete copy of the Bylaws of this nonprofit corporation as submitted and read to, and adopted by, the Board of Directors
on May 1, 2015.

IN WITNESS WHEREOF, I have hereunder subscribed my name on this 1st day of May, 2015.



CAROLA McGIFFERT
President