

CORPORATE BYLAWS OF BOISE MEN'S GYMNASTICS FOUNDATION CO.

ARTICLE 1. OFFICES OF THE CORPORATION.

Section 1. Principal Office. The principal office of the Boise Men's Gymnastics Foundation Co. (the "Corporation") and other offices of the Corporation shall be at the locations, within or outside of the Corporation's state of incorporation (the "State"), as the Voting Directors may specify from time to time. The Secretary of the Corporation's Board of Directors (the "BOD Secretary") will keep a copy of the most recent certified version of the Corporation's Articles of Incorporation (the "Articles") and the most recent certified version of these Corporate Bylaws of Boise Men's Gymnastics Foundation Co. (the "Bylaws"), minutes of meetings of the Board of Directors for the Boise Men's Gymnastics Foundation Co. (the "BOD" or "Board") and the Corporation's membership, membership certificates and stubs, a register of the names and interests of the Corporation's Corporate Members, Honorary Members, and Team Members, and other corporate records and documents at the principal office.

Section 2. Registered Agent. For receipt of official legal and tax correspondence from the State of Incorporation, the registered agent of the Corporation (sometimes known as a resident agent, statutory agent, agent for service of process, or delivery of service address) shall be maintained in accordance with the requirements of the State of Incorporation.

ARTICLE 2. PURPOSE.

Section 1. Purpose. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including without limitation, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

Section 2. No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any of its members (of any category), trustees, officers, or other private persons, 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 Section 1 of this Article.

Section 3. No Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting 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, this 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.

Section 4. Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue 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. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are operated exclusively for such purposes.

Section 5. Private Foundation. In the event that the Corporation fails to qualify as a public charity under federal tax law and is considered a private foundation, the Corporation shall comply with the following: a) It will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed taxable income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; b) It will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; c) It will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; d) It will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; and e) It will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

ARTICLE 3. MEMBERS AND CATEGORIES OF MEMBERSHIPS.

Section 1. Members. The Corporation SHALL have members.

Section 2. Membership Provisions. At any point during which the Corporation has members, the terms and conditions of membership shall be set out in, or in an Addendum to, these Bylaws.

Section 3. Initial Membership Roll. The initial members of the corporation (the initial "Corporate Members") shall consist of only the following individuals: Chris Nagy, Kymberleigh Korpus, and Todd Korpus.

Section 4. Corporate Membership. Except as set forth below in Section 5 and its subsections of this Article, anyone who actively shows an interest in the purpose and spirit of the Corporation or its work may become a full corporate member of the Corporation (a "Corporate Member"), effective immediately upon the passage of a motion (during an Annual Meeting for which determination of such motion was agendized and noticed at least 30 days prior to such meeting) to approve such individual's membership application by the affirmative vote of at least 2/3 of the Corporate Members present during said Annual Meeting.

4.1 The passage of such motion shall immediately endow such individuals with all the rights and privileges of all other Corporate Members.

4.2 Such rights and privileges and obligations shall include (i) the right to participate fully as a Corporate Member in all aspects of the Annual Meetings of (which consists of casting votes for the election of Voting Directors and Advisory Directors to the BOD, and to discuss and cast votes upon any other issues as may be scheduled to be determined by the Corporate Membership during an Annual Meeting), (ii) the right to participate in fundraising activities for the Boise Men's Gymnastics Foundation in a manner consistent with guidelines set forth, if any, by the BOD, (iii) the obligation to pay any annual membership dues assessed by the BOD, if any, (iv) the privilege of identifying themselves as being Corporate Members of the Corporation, and (v) any other Corporate Membership rights, privileges, and obligations as may be identified from time to time by law or by the BOD in consultation with the Corporate President.

4.3 A Corporate Member's membership in the Corporation may also be immediately revoked by the passage of a motion (during an Annual Meeting for which determination of such motion was agendized and noticed at least 30 days prior to such meeting) to approve the revocation of such individual's Corporate Membership by the affirmative vote of at least 2/3 of the Corporate Members present during said Annual Meeting.

4.4 Any person interested in becoming a Corporate Member may, pending the next Annual Meeting, become an "Honorary" Member for up to a single one-year period at a time, effectively immediately upon the passage of a motion (during any meeting of the BOD for which determination of such motion was agendized and noticed at least 3 days prior to such meeting) to appoint such individual as an "Honorary Member" of the Corporation by the affirmative vote of at least 2/3 of the Voting Directors present at the meeting of the BOD.

Section 5. Honorary Membership. Honorary Members (including "Team Members," which are a subcategory of Honorary Members) are not full Corporate Members of the Corporation. Instead, Honorary Members have the following limited and enumerated rights:

- A. To elect from amongst their ranks at each Annual Meeting up to two Advisory Directors to the BOD (one to be elected solely through the affirmative votes of a majority of all "Team Members" (as that term is used below in Section 6 of this Article) attending an Annual Meeting, and the other to be elected solely through the affirmative votes of a majority of the Honorary Members attending the Annual Meeting that do not also qualify as "Team Members"); and
- B. To attend, observe, and participate fully in all discussions held during the Annual Meetings and the BOD Annual Meetings in the same manner as they would have been allowed if they were

Corporate Members, if any, **except** that Honorary Members shall not have the right to vote on:

- (a) The election of any Directors to the BOD other than as set forth in this Section 6 and its subsections, or
- (b) Any motion, except for those motions which were authorized (by an affirmative vote of the majority of the BOD) to be agendized (and noticed in writing at least 30 days prior to an Annual Meeting) for determination by both the Corporate *and Honorary* Members, provided that such written notice specifically calls for the Honorary Members to participate in the vote on the motion along with the Corporate Members at the Annual Meeting consistent with the authorization for same given by the BOD.

5.1 Any person interested in becoming an Honorary Member may become an Honorary Member for up to a single one-year period at a time, effectively immediately upon the passage of a motion (during any meeting of the BOD for which determination of such motion was agendized and noticed at least 3 days prior to such meeting) to appoint such individual as an “Honorary Member” of the Corporation by the affirmative vote of at least 2/3 of the Voting Directors present at the meeting of the BOD.

5.2 The approval by the BOD of a motion nominating an individual to an Honorary Membership as described above shall immediately endow such individual with all the rights and privileges of all other Honorary Members as set forth here in this Section 5 and its subsections.

5.3 An Honorary Membership in the Corporation may also be immediately revoked by the passage of a motion to revoke that Honorary Membership by the affirmative vote of at least 2/3 of the Voting Directors present during a BOD meeting at which a quorum is present.

Section 6. Team Membership. As Honorary Members, Team Members (a subcategory of Honorary Members) are not full Corporate Members of the Corporation. Instead, Team Members have the following limited and enumerated rights:

- A. To compete for a competitive gymnastics team organized or supported in any way by the Corporation under the name “Boise Men’s Gymnastics Foundation” (the “Team”) for so long as the Head Coach of the Boise Men’s Gymnastics Foundation competitive gymnastics team is willing to permit the Team Member to compete as a member of the Team, provided the Team Member is also meeting the requirements set forth in Section 6.1 and its subsections below;

- B. To elect by majority vote from amongst their ranks of Team Members attending an Annual Meeting one Advisory Director to the BOD (as described above in Section 5 and its subsections); and
- C. To attend, observe, and participate fully in all discussions held during the Annual Meetings and BOD Annual Meetings in the same manner as they would have been allowed if they were Corporate Members, if any, **except** that Team Members shall not have the right to vote on:
 - (a) The election of any Directors to the BOD other than as set forth in this Section 6 and its subsections, or
 - (b) Any motion, except for those motions which were authorized (by an affirmative vote of the majority of the BOD) to be agendized (and noticed in writing at least 30 days prior to an Annual Meeting) for determination by the *Corporate and Honorary (or Team) Members*, provided that such written notice specifically calls for the Honorary Members to participate in the vote on the motion along with the Corporate Members at the Annual Meeting consistent with the authorization for same given by the BOD.

6.1 Any student athlete who actively shows an interest in the purpose and spirit of the Team or the Corporation may become a "Team Member" of the Corporation for so long as said student athlete meets each of the following criteria:

- 6.1.1 the student athlete carries and passes at least 12 college accredited course hours per academic calendar year at a state or private university or college or junior college;
- 6.1.2 the student athlete applies for admission to Boise State University within 1 year of becoming a Team Member and begins attending Boise State University within 2 years of becoming a Team Member, or within such other period of time as determined by the BOD;
- 6.1.3 the student athlete is nominated for Team Membership by the then Head Coach of the Boise Men's Gymnastics Foundation competitive gymnastics team, and such Team Membership is approved by a vote of the majority of the BOD;
- 6.1.4 the student athlete provides proof satisfactory to the Secretary of the BOD that such student athlete has a personal medical insurance policy that is sufficient to provide the medical care to the athlete which might prove necessary as a result of his or her

participation on the Boise Men's Gymnastics Foundation team, maintains such coverage year-round, and is able to provide sufficient proof of such continuing coverage upon request by the Secretary of the BOD;

6.1.5 for each competitive season (which shall be loosely associated with the academic calendar year, but shall last a full twelve month period), the student athlete shall participate in the Team fundraising activities throughout the season that have been authorized periodically by the Head Coach and/or the BOD with sufficient consistency and effort to meet a minimum participation requirement set by the Head Coach and/or the BOD for that season, or else face potential suspension and (should it prove necessary) removal from the Team by the Boise Men's Gymnastics Foundation Head Coach; and

6.1.6 the student athlete executes a Team Athlete Contract Form (and updated thereto as requested) provided by the Secretary of the BOD and complies therewith thereafter to the satisfaction of the BOD and Head Coach of the Boise Men's Gymnastics Foundation team.

6.2 Team Members are the only athletes permitted to compete for the organization under the name "Boise Men's Gymnastics Foundation."

6.3 Any student athlete that the Head Coach of the Boise Men's Gymnastics Foundation competitive gymnastics team believes, in his or her sole discretion, can satisfy the requirements set forth in Section 6.1 and its subsections may be added to the Team's official roster by the Head Coach at any time; provided that no student athlete will be permitted to actually compete for the Team until such time as all the requirements set forth in Section 6.1 are met to the satisfaction of the BOD.

6.4 No more than one (1) Team Member may serve as an Advisory Director on the BOD at any one time.

6.5 A Team Membership in the Corporation may be immediately revoked by the passage of a motion to revoke that Team Membership by the affirmative vote of at least 2/3 of the Voting Directors present during a BOD meeting at which a quorum is present.

Section 7. Annual Meetings. The Annual Meeting of the Corporate Members shall be held on the last Wednesday of the month of May each year, unless rescheduled with 30 days written notice by the BOD. The BOD, in consultation with the Corporate President and Corporate Secretary, shall prepare the agenda for the Annual Meeting.

ARTICLE 4. DIRECTORS.

Section 1. General Powers. Subject to (i) the provisions of the laws of the State of Incorporate and (ii) any limitations in the Articles and (iii) these Bylaws relating to action required or permitted to be taken or approved by the Corporate Members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the BOD.

Section 2. Initial Directors. The initial BOD shall be comprised of the following initial "Voting Directors":

CHRISTOPHER NAGY
1204 ALPINE RD APT 4
WALNUT CREEK, CA 94596

KYMBERLEIGH KORPUS
335 DEERFIELD DR
MORAGA, CA 94556

TODD KORPUS
335 DEERFIELD DRIVE
MORAGA, CA 94556

Section 3. Number. The number of directors constituting the BOD shall be not less than three (3) and no more than five (5) "Voting Directors," and the BOD may also, but is not required to include, up to five (5) "Advisory Directors." Voting Directors consist of the persons identified as initial Voting Directors identified above in Section 2, as that list may be amended from time to time as additional or different persons are elected at the annual meeting of the Corporate Members, Honorary Members, and Team Members (the "Annual Meeting") by the Corporate Members of the Corporation to the BOD as "Voting Directors," and the Voting Directors shall be empowered to vote on all motions duly made and seconded during BOD meetings.

3.1 "Advisory Directors" are persons elected to the BOD to the position of "Advisory Director" by any one of the following methods:

3.1.1 The BOD may appoint any person to the position of an "Advisory Director" on the BOD for a period of one year by an affirmative vote of the majority of the Voting Directors attending a duly notice meeting of the BOD. No more than two Advisory Directors appointed by the BOD in this manner may serve on the BOD at any one time.

3.1.2 The Corporate Members of the Corporation may appoint any person to the position of an "Advisory Director" on the BOD for a period of one year at an Annual Meeting by an affirmative vote of the majority of the Corporate Members present at an Annual Meeting. No more than one Advisory Director appointed by the BOD in this manner may serve on the BOD at any one time.

3.1.3 The Honorary Members of the corporation may appoint any two persons to the position of “Advisory Directors” on the BOD for a period of one year at an Annual Meeting as set forth above in Article 3, Sections 5 and 6 (and their subsections, if any).

3.2 Advisory Directors are granted the rights and privileges to attend, observe, and participate fully in all discussions held during the BOD meeting(s) in the same manner as they would have been allowed if they were Voting Directors, **except that**.

3.2.1 It is not permissible for the presence of Advisory Directors to be counted for purposes of determining whether a quorum of Directors is present for a BOD meeting;

3.2.2 It is not permissible for Advisory Directors to cast any motion, except for those motions which were authorized (by an affirmative vote of the majority of the BOD) to be agendaized (and noticed in writing at least 30 days prior to an Annual Meeting of the BOD) for determination by the Voting *and* Advisory Directors, provided that such written notice specifically calls for the Advisory Directors to participate in the vote on the motion along with the Voting Directors at the Annual Meeting of the BOD consistent with the authorization for same given by the BOD;

3.2.3 An Advisory Director is not permitted to be appointed or elected to any office on the BOD until and unless he or she becomes a Voting Director. Within such limits, or other limits set forth in a subsequently amended version of these Articles, the numbers of Directors may be fixed or changed from time to time by vote of a majority of the Voting Directors; and

3.3 An Advisory Director may be removed from that position by passage of a motion to revoke that Advisory Directorship by the affirmative vote of a majority of the Voting Directors present during a BOD meeting at which a quorum is present.

Section 4. Election and Tenure of Office. The BOD (including both the Voting Directors and the Advisory Directors, if any) shall be elected each year by a majority of the Corporate Members of this corporation, if any, at the Annual Meeting of the Corporate Members. If this Corporation has no Corporate Members then the BOD (including both the Voting Directors and the Advisory Directors, if any) shall be elected by a majority of the votes of the then current Voting Directors. If the Corporation has Corporate Members then the BOD shall be elected by the Corporate Members at their Annual Meeting. Each Director shall hold office until the next Annual Meeting, and thereafter until his or her successor is elected and qualified, or until his prior death, resignation, or removal.

Section 5. Annual Meetings. An annual meeting of the BOD (the BOD Annual Meeting) shall be held on the third Wednesday of the month of April each year, unless

rescheduled with 30 days written notice by the BOD. The BOD may from time to time provide by resolution for the holding of other meetings of the BOD, and may fix the time and place thereof.

Section 6. Regular Meetings. Regular meetings of the BOD shall be held at regularly scheduled times during the calendar year, according to the schedule adopted by the BOD at each BOD Annual Meeting.

Section 7. Special Meetings. Special meetings of the BOD shall be held whenever called by either the Corporate President, any one of the Voting Directors, or by the mutual request to the Secretary of the BOD there for by at least two Advisory Directors, at such time and place as may be specified in the respective notice (or waivers of notice) thereof.

Section 8. Notice and Waiver. Notice of any special meeting of the BOD shall be given at least five days prior thereto by written notice delivered personally, by mail or by facsimile to each Director (Voting and Advisory) at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any Director may waive notice of any meeting, either before, at, or after such meeting, by signing a waiver of notice and transmitting the same to the Secretary of the BOD by the deadline for same set by the Secretary of the BOD. An original signed waiver of notice may be transmitted in paper form to the Secretary of the BOD, and any electronic copy of an executed waiver of notice that is transmitted electronically (such as by fax or email or text) and received by the Secretary of the BOD shall also be deemed an original (as shall be a waiver of notice that is signed by any electronic method (such as using Docu-Sign or similar technology) and subsequently transmitted electronically to and received by the Secretary of the BOD). The attendance of a Director (Voting or Advisory) at a meeting shall also constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 9. Chairman and Other Director Officers. The BOD may, at its discretion, elect a Chairman of the Board, a Secretary of the Board, and any other officers it deems necessary. At all meetings of the BOD, the Chairman of the Board, if any and if present, shall preside. If there is no Chairman, or he or she is absent, then the Corporate President, if any and if present, shall preside, and in his absence, the Vice-Chair shall preside, and in the Vice-Chair's absence, the Corporate Secretary or the Secretary of the BOD shall preside, in that order of preference. If neither the Chairman, Corporate President, Vice-Chair, Corporate Secretary nor Secretary of the BOD is present, then a BOD meeting may not proceed under any circumstances.

Section 10. Quorum and Adjournments. At all meetings of the BOD, the presence of a majority of the Voting Directors of the BOD shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by

law, by the Articles (or similar organizing document), or by these Bylaws. A majority of the Directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 11. Board Action. At all meetings of the BOD, each Voting Director present shall have one vote. Except as otherwise provided by Statute, the action of a majority of the Voting Directors present at any meeting at which a quorum is present shall be the act of the BOD. Any action authorized, in writing, by a majority of the Voting Directors and filed with the minutes of the Corporation shall be the act of the BOD with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the BOD. Any action taken by the BOD may be taken without a meeting if agreed to in writing by ALL the Voting Directors before or after the action is taken, and if a record of such action is filed in the corporate records book.

Section 12. Telephone and Video Conference Meetings. Directors may participate in meetings of the BOD through use of a telephone or video conferencing technology if such can be arranged so that all participating Directors can hear all other members. The use of a telephone or video conferencing technology for real-time participation shall constitute presence in person.

Section 13. Resignation, Removal, and Vacancies. Any Director may resign at any time by giving written notice to a Voting Director, the Corporate President, or the Secretary of the BOD. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the BOD or by such Voting Director or Corporate President, and the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed for cause by action of the BOD. Directors may be removed from office, and vacancies on the BOD may be filled, in any manner allowed by applicable law.

Section 14. Compensation. No stated salary shall be paid to Directors, as such for their services, but by resolution of the Board a fixed and reasonable sum (and/or expenses of attendance, if any) may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving fair and reasonable compensation therefore.

Section 15. Liability. No Director (Voting or Advisory) shall be liable for any debt, obligation or liability of the Corporation.

ARTICLE 5. CORPORATE OFFICERS.

Section 1. Number. The officers of the Corporation shall be at least a Corporate President, a Corporate Secretary, and a Corporate Treasurer (or officers with different titles that perform the similar duties of these officers), which are appointed by the BOD, with the optional appointment of one or more Corporate Vice-Presidents at the

discretion of the BOD. The BOD may appoint such other additional officers as it may see fit from time to time. Subject to contractual agreements approved by the BOD, officers of the Corporation shall serve at the pleasure of the BOD, and shall have the authority and duties specified from time to time by the BOD, and shall receive salary and benefits as may be approved, if any, by the BOD.

Section 2. Corporate President. The Corporate President has general supervision, direction, and control of the day-to-day business and affairs of the Corporation, subject to the direction and control of the BOD. The Corporate President presides at all Annual Meetings of the Corporate Members, and is an ex officio member of all the standing committees, including any executive committee, of the BOD, and has the general powers and duties of management usually vested in the office of president or chief executive officer of a corporation and other powers and duties as may from time to time be prescribed by the BOD or the Bylaws.

Section 3. Corporate Treasurer. The Corporate Treasurer will keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The Corporate Treasurer will deposit monies and other valuables in the name and to the credit of the corporation with the depositories designated by the BOD. He or she will disburse the funds of the Corporation in payment of the just demands against the Corporation; will render to the Corporate President and Directors, whenever they request it, an account of all his or her transactions as chief financial officer and of the financial condition of the Corporation; and have such other powers and perform such other duties as may from time to time be prescribed by the BOD.

Section 4. Corporate Secretary. The Corporate Secretary (or other corporate officer designated by the BOD to maintain and keep corporate records) will keep, or cause to be kept, at the principal office of the Corporation, a book of minutes of all meetings of directors and shareholders. The minutes will state the time and place of holding of all meetings; whether regular or special, if special, how called or authorized; the notice given or the waivers of notice received; the names of those present at directors' meetings; the number of Corporate Members present or represented at Annual Meetings; and an account of such proceedings. The Corporate Secretary will keep, or cause to be kept, at the principal office of the Corporation, the original or a copy of the Bylaws, as amended or otherwise altered to date, certified by him or her (the "Bylaws"). The Corporate Secretary will give, or cause to be given, notice of all meetings of directors required to be given by law or by the provisions of these bylaws. The Corporate Secretary has charge of the seal of the Corporation (if applicable) and has such other powers and may perform such other duties as may from time to time be prescribed by the BOD or these bylaws. The Corporate Secretary shall be deemed to have designated each and all of his or her duties to the Secretary of the Board for any period of time during which the same individual holds both the title of Secretary of the Board and the Corporate Secretary.

ARTICLE 6. BOOKS AND RECORDS.

Section 1. Books and Records. The Corporation shall create and maintain such books and records, including minutes of meetings and financial records, as may be required by law and any such additional records as may be specified by the directors and officers from time to time.

ARTICLE 7. MISCELLANEOUS.

Section 1. Regular and Executive Committees. The BOD may designate one or more regular committees to report to the BOD on any area of corporate operation and performance. To the extent allowed under state corporate statutes, the BOD also may designate and delegate specific decision-making authority to one or more executive committees, each consisting of two or more Voting Directors, that have the authority of the BOD to approve corporate decisions in the specific areas designated by the BOD.

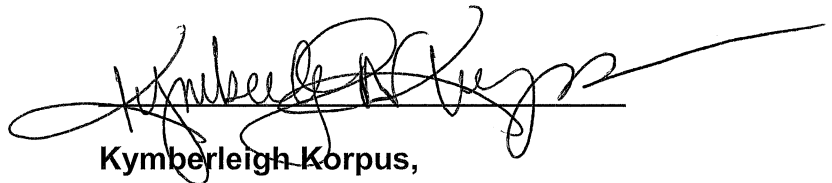
Section 2. Seal. The BOD may adopt, and from time to time modify, a corporate seal.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be the period between May 1 of one each calendar year until April 30 of each subsequent year, or any other period designated by the BOD lawfully set forth in a subsequently amended Articles.

Section 4. Amendment. These bylaws may be amended from time to time by the Voting Directors in the manner permitted by applicable law.

Certification:

The foregoing bylaws are certified to be the bylaws of the Corporation as adopted by the Board of Directors on the day of January 11, 2021.



Handwritten signature of Kimberleigh Korpus in black ink, written over a horizontal line.

Kimberleigh Korpus,

SECRETARY of the Board of Directors