

**BYLAWS OF  
ALPINE WATERSHED GROUP  
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**ARTICLE 1: OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the Alpine Watershed Group (Corporation) for the transaction of its business is located in Alpine County, California. The mailing address of the Corporation is PO Box 296 Markleeville, CA 96120. The physical address of the principal office is 50 Diamond Valley Rd. Markleeville, CA 96120.

**SECTION 2. CHANGE OF ADDRESS**

The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____
_____	Dated: _____

**SECTION 3. OTHER OFFICES**

The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

**ARTICLE 2: PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

The primary purpose of the corporation is to preserve and enhance the natural system functions of the watersheds of Alpine County, California, through education, collaboration and implementation of projects. Members are stakeholders, interested citizens, organizations, businesses or agencies that live, work or recreate in the watersheds of Alpine County, California. Members may suggest program policy direction, program oversight, program planning, funding strategy or provide other advice to the board in an effort to meet the primary purpose of the Corporation. In order to be recognized as a member, a stakeholder must provide name, telephone number, email and any other requested contact information to the Corporation. Members and volunteers are subject to a Volunteer Code of Conduct.

## **ARTICLE 3: DIRECTORS**

### **SECTION 1. NUMBER**

The Corporation shall have not less than three and not more than nine members and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

### **SECTION 2. POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 3. DUTIES**

It shall be the duty of the Board of Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- (c) Supervise all officers and agents of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the Corporation. Notices of meetings mailed or emailed to directors at such addresses shall be valid notices thereof.

### **SECTION 4. TERMS OF OFFICE**

Each director may hold office for a period of two (2) years. Directors who have come to the end of a two year term may again be elected by a majority vote to serve a new term.

### **SECTION 5. ELECTION OF DIRECTORS**

The Board of Directors shall elect directors to fill the vacancies of those directors whose terms expire that year as well as any other vacancies that may exist.

### **SECTION 6. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Any director may resign effective upon giving written notice to the Board of Directors unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board of Directors may be filled at any time by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

### **SECTION 7. COMPENSATION**

Directors shall serve without compensation except that they shall be allowed and paid a reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 8 of this Article.

### **SECTION 8. RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these Bylaws, not more than 49% of the persons serving on the Board of Directors may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

### **SECTION 9. PLACE OF MEETINGS**

Meetings of the Board of Directors shall be held at any place designated by the Board. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone, electronic video or other communications equipment constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another.

### **SECTION 10. REGULAR AND ANNUAL MEETINGS**

The Board of Directors may hold regular meetings, within or without the state for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. Except as provided in these Bylaws, such regular meetings of the Board of Directors may be held without notice of

the date, time, place or purpose of meeting. The second regular meeting of the Corporation's fiscal year shall be the annual meeting of the Board of Directors.

#### **SECTION 11. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the Vice Chairperson of the Board, the Secretary, or by any two Directors, and such meetings shall be held at such date, time and place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

#### **SECTION 12. NOTICE OF MEETINGS**

Regular meetings of the Board of Directors may be held without notice. Special meetings of the Board of Directors shall be held upon four (4) days notice by first-class mail or forty-eight (48) hours notice delivered personally or by telephone, facsimile, or e-mail. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each director at his or her address as shown on the books of the Corporation.

#### **SECTION 13. CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with, including meetings of various committees and work groups, shall specify the proposed agenda, place, day and hour of the meeting.

#### **SECTION 14. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### **SECTION 15. QUORUM FOR MEETINGS**

A quorum shall consist of a majority of the directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors.

When a meeting is adjourned for lack of a quorum, it shall be necessary to give notice of the time and place of the adjourned meeting and of the business to be transacted at such meeting as provided in Section 12 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from

the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

#### **SECTION 16. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by consensus or majority vote of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a trustee has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a majority or a greater percentage or different voting rules for approval of a matter by the Board of Directors.

#### **SECTION 17. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be conducted by the Chairperson of the Board, or, in his or her absence, the Vice Chairperson of the Board, or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. Meetings shall be governed by standard business meeting procedures, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

#### **SECTION 18. ACTION BY WRITTEN CONSENT WITHOUT A MEETING.**

Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is agreed upon by the majority of directors via email and such consent is included in minutes filed with the corporate records reflecting the action taken, which may be signed in counterpart. Action taken by written consent shall be effective when a majority of directors signs the consent (or duplicate copy), unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section 16 shall have the effect of a meeting vote and may be described as such in any meeting document.

#### **SECTION 19. NON-LIABILITY OF DIRECTORS**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

#### **SECTION 20. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

To the extent that a person who is, or was, a director, officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **SECTION 21. INSURANCE FOR CORPORATE AGENTS**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 4: OFFICERS**

### **SECTION 1. NUMBER OF OFFICERS**

The officers of the Corporation shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Board of Directors may also appoint such other officers as decided. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chairperson of the Board.

### **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any board member may serve as officer of this Corporation. Officers shall be elected by the Board of Directors at the annual meeting . Each officer shall hold office for a two year term or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be selected and qualified, whichever occurs first. The Chairperson and Secretary shall be elected at the annual meeting on even years and the Vice-Chairperson and Treasurer shall be elected at the annual meeting on odd years.

### **SECTION 3. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by a majority of the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairman or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

### **SECTION 4. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chairman, such vacancy may be filled temporarily by appointment by the Chairman of the Board of Directors until such

time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board of Directors may or may not be filled as the Board shall determine.

#### **SECTION 5. DUTIES OF CHAIRPERSON**

The Chairperson shall preside at all meetings of the Board of Directors of the Corporation and shall be responsible for implementation of policies established by the Board of Directors.

#### **SECTION 6. DUTIES OF THE VICE-CHAIRPERSON**

The Vice-Chairperson shall act in place of the Chairperson and be empowered to perform all acts that the Chairperson is authorized to perform in the event the Chairperson's absence or inability to serve. The Vice-Chairperson shall perform the duties usual to such a position and such other duties as the Board of Directors or Chairperson may prescribe.

In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice Chairperson shall perform all the duties of the Chairperson, and when so acting shall have all the responsibilities of, and be subject to all the restrictions on, the Chairperson.

#### **SECTION 7. DUTIES OF SECRETARY**

The Secretary shall be the custodian of all papers, books, and records of the Corporation other than books of account and financial records. The Secretary shall authenticate records of the Corporation as necessary. Every director shall have the right at any reasonable time to inspect all corporate books, records, and documents. The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or Chairperson may prescribe. In the absence of the Secretary, an Assistant Secretary may be appointed by the Board of Directors to perform such duties.

#### **SECTION 8. DUTIES OF TREASURER**

The Treasurer shall periodically review the records of accounts of the Corporation. The Treasurer shall furnish, whenever requested by the Board of Directors or the Chairperson, a statement of financial condition of the Corporation and shall perform the duties usual to such a position and such other duties as the Board of Directors or Chairperson may prescribe. In the absence of the Treasurer, an Assistant Treasurer may be appointed by the Board of Directors to perform such duties.

#### **SECTION 9. DUTIES OF EXECUTIVE DIRECTOR**

The Board of Directors may appoint an Executive Director, who may be an officer of the Corporation in the discretion of the Board of Directors, who shall perform the duties of the chief administrative officer of the Corporation and shall be responsible for the day-to-day management of the Corporation's affairs. The Executive Director shall also perform such other duties as the Board of Directors may prescribe.

## **SECTION 10. COMPENSATION**

The salary of the Executive Director shall be fixed from time to time by resolution of the Board of Directors. The Executive Director shall not be prevented from receiving such salary by reason of the fact that he or she is also a director of the Corporation, provided, however, that such compensation paid a director for serving as an officer of this Corporation shall only be allowed if permitted under the provisions of Article 3, Section 8 of these Bylaws. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the charitable or public purposes of this Corporation.

## **ARTICLE 5: COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except with respect to:

- (a) The filling of vacancies on the Board of Directors or on any committee which has the authority of the Board of Directors.
- (b) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (c) The amendment or repeal or any resolution of the Board of Directors which by its express terms is not so amendable or repealable.
- (d) The appointment of committees of the Board of Directors or the members thereof.
- (e) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (f) The approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By majority vote of its members then in office, the Board of Directors may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board of Directors. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board of Directors may require.

### **SECTION 3. AUDIT COMMITTEE**

The Board of Directors may establish an audit committee consisting of two members of the Board of Directors. The committee will review the financial records of the Corporation prior to closing the books annually. The review will occur before taxes are filed. The board members will be assigned on a rotating basis and work with the Treasurer to accomplish the audit.



#### **SECTION 4. OTHER COMMITTEES**

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board of Directors. These additional committees shall act only in an advisory capacity to the Board of Directors and shall be clearly titled as "advisory" committees.

#### **SECTION 5. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular or special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

### **ARTICLE 6: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

#### **SECTION 2. CHECKS AND NOTES**

All checks, drafts, or other orders for payment of money by the Corporation shall be signed by each person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

#### **SECTION 3. DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise or other contribution for the purposed of the Corporation on such terms and conditions as the Board of Directors shall determine.

## **ARTICLE 7: CORPORATE RECORDS, REPORTS AND SEAL**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the Board of Directors and of all general stakeholder meetings, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by stakeholders of the Corporation, at all reasonable times during office hours.

### **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents related to corporate duties and functions, and to inspect the physical properties of the Corporation.

### **SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts with appropriate reimbursements to the Corporation for reasonable costs of producing copies and extracts.

### **SECTION 5. ANNUAL REPORT**

The Board of Directors may cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all directors of the Corporation and to any interested person or entity who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

## **ARTICLE 8: FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in each year.

## **ARTICLE 9: AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT OF BYLAWS**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors of the Corporation.

### **SECTION 2. AMENDMENT OF ARTICLES**

The Articles of Incorporation may be amended, altered, or repealed and new Articles may be adopted by the Board of Directors of the Corporation by a vote of a majority of the Board of Directors then in office, provided that the full text of the proposed amendment, alteration or repeal is provided to each director of the Corporation more than three (3) days prior to the meeting at which the proposed amendment, alteration, or repeal will be presented to the Board of Directors for action.

### **SECTION 3. CERTAIN AMENDMENTS TO THE ARTICLES**

Notwithstanding the above sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

## **ARTICLE 10: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

### **SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such

dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated: 8-15-2018

  
\_\_\_\_\_, Secretary