

**BYLAWS OF THE  
NORTHERN PIMA COUNTY  
CHAMBER OF COMMERCE**  
(an Arizona nonprofit corporation)

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ARTICLE I  
LOCATION OF PRINCIPAL OFFICE

The principal office of the corporation shall be located at such place within that portion of Pima County, Arizona, designated as its primary service area as the Board of Directors shall determine from time to time.

ARTICLE II  
PURPOSES AND OBJECTIVES

To amplify the purposes for which the corporation is formed, as set forth in the Articles of Incorporation, its purposes and objectives are as follows:

(a) To operate as a business alliance and chamber of commerce under the name "Northern Pima County Chamber of Commerce" (hereinafter referred to as the "Chamber").

(b) To support the mission of the Chamber, which is the following: "To serve, protect and promote the businesses of the members of the Northern Pima County Chamber of Commerce and the business community in general."

ARTICLE III  
MEMBERS

Section 3.1 Eligibility. Membership in the Chamber shall be available to individuals, corporations, institutions, associations, foundations, clubs and other organizations interested in advancing the purposes of the Chamber as set forth in Article II. If the member is a corporation, limited liability company, general or limited partnership or other legally-recognized entity, such member shall register with the President/CEO of the Chamber a single person as its designated representative. Membership in the Chamber shall be at the discretion of the Board of Directors, which may promulgate and apply such further requirements for membership as may be consistent with the purposes of the Chamber.

Section 3.2 Application. All applications to the Chamber for membership shall be in writing, and such application shall constitute an agreement on the part of the applicant, if accepted, to adhere to all Bylaws, policies and procedures adopted by the Board of Directors of the Chamber.

Section 3.3 Admission. The admission of an applicant for membership must be approved by the Board of Directors.

Section 3.4 Annual Dues. The annual dues of members shall be as fixed and shall be payable at such times and in such manner as shall be determined by the Board of Directors from time to time.

Section 3.5 Default in Payment of Dues. When any member shall be in default in the payment of dues or assessments for a period of ninety (90) days from the date on which such dues became payable, such member automatically shall cease to be a member in good standing. Such member shall not be reinstated as a member in good standing until it has paid all outstanding dues in full, and until such time as such member is reinstated, it shall have no rights of any kind as a member of the Chamber.

Section 3.6 Resignation of Membership. A member may resign from the Chamber at any time by giving written or verbal notice of such resignation to the President/CEO. All annual dues and other amounts assessed to such member that are unpaid shall be paid on or before the effective date of such resignation, and there shall be no refund of any annual dues that have been paid or are payable.

Section 3.7 Termination of Membership. Any member may be terminated for good cause in the sole discretion of the Board of Directors. What constitutes "good cause" shall be as determined from time to time by the Board of Directors. The President/CEO shall send written notice to any member sought to be terminated at least fifteen (15) days prior to any such action, and such member shall be entitled to provide the Board of Directors with a written explanation as to why he or she should not be terminated at least five (5) days prior to any such action. The annual dues paid by such member shall be prorated as of the effective date of termination, and the portion allocable to the period after termination shall be refunded to such member.

Section 3.8 Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. The designated representative of a member that is a legally-recognized entity and has been registered as such with the President/CEO, or a proxy designated in writing by such member for the purpose of a specific vote, may cast the vote of such member.

Section 3.9 Transfer of Memberships. Memberships may not be transferred. A member that is a legally-recognized entity may from time to time change its designated representative by written notice of such change to the President/CEO.

#### ARTICLE IV MEETINGS OF MEMBERS

Section 4.1 Annual Meetings. An annual meeting of the members for the purpose of hearing reports from officers and committees and announcing the election of Directors and Officers shall be held in August of each year, at a time and place to be fixed by the Board of Directors.

Section 4.2 Regular Meetings. In addition to the annual meeting, regular meetings of the members may be held at such time and place as may be determined from time to time by the Board of Directors.

Section 4.3 Special Meetings. A special meeting of the members may be called by the Board of Directors. A special meeting of the members must be called by the Chairman to be held within twenty (20) days after receipt of requests by not less than ten percent (10%) of the members having the right to vote. Only business which is described in the notice of a special meeting may be addressed and voted upon at such meeting.

Section 4.4 Notice of Meetings. Written notice stating the place, day and hour of any meeting of members and the business to be addressed at such meeting shall be delivered personally or by mail, facsimile transmission or electronic mail to each member entitled to vote at such meeting not less than seven (7) days before the date of such meeting.

Section 4.5 Quorum. Members in good standing, or their written proxies, holding fifteen percent (15%) of the maximum number of votes that may be cast at any meeting shall constitute a quorum at any meeting of the members. In the absence of a quorum, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 4.6 Voting. At any meeting of members, all votes shall be cast in person or by written proxy.

## ARTICLE V BOARD OF DIRECTORS

Section 5.1 General Powers. The affairs of the Chamber shall be managed by a Board of Directors. The Board of Directors shall determine all policies and generally shall supervise the affairs of the Chamber.

Section 5.2 Number and Qualifications. The number of Directors shall be not less than eleven (11) and not more than seventeen (17) and shall be fixed from time to time by the Board of Directors. Each Director shall be either an individual member of the Chamber, or the registered designated representative of a member, and shall hold office for the term provided in Section 5.3.

Section 5.3 Terms of Office. The regular term of office of a Director shall commence immediately following the annual meeting of members at which his or her election is announced and shall continue until adjournment of the annual meeting of members two (2) years hence. No Director shall serve more than three (3) full consecutive terms plus the unexpired portion of the term of a vacancy he or she filled; provided that if a Director serves as Chairman of the Board during the last year of such third full consecutive term, such Director may serve one (1) additional year on the Board of Directors as Past Chairman.

Section 5.4 Election of Directors. Directors shall be elected pursuant to the following procedure:

(a) Nominations by Nominating Committee. By May 10 of each year, the Chairman Elect shall advise the Board of Directors who has been appointed to the Nominating Committee and shall invite members of the Board of Directors to suggest the names of Chamber members who are proposed for service on the Board of Directors and existing Directors who are proposed for service as Officers. The President/CEO shall verify the interest of any such proposed candidates, and the Nominating Committee thereafter shall schedule and conduct personal interviews with each candidate proposed by the Board or otherwise selected by the Nominating Committee as a Director or an Officer. In determining candidates for nomination as members of the Board of Directors, the Nominating Committee shall seek to establish and maintain diversity among the members of the Board of Directors as to the sizes and types of businesses represented. By July 1 of each year, the Nominating Committee shall forward to the President/CEO a slate of candidates to replace the Directors whose terms will expire following the next annual meeting of members, as well as the names of Directors who are proposed as Officers for the ensuing year, indicating their proposed offices. Each candidate for the position of Director must be an individual member of the Chamber, or a registered designated representative of a member, in good standing and must have agreed to accept the responsibilities of the position of Director, and not more than one person representing a single Chamber member may serve on the Board of Directors at the same time.

(b) Publication of Nominations. Upon receipt of the report of the Nominating Committee, the President/CEO forthwith, but not later than July 10, shall notify the members of the Corporation of the names of the persons nominated as candidates for Director and shall further notify the members of their right to nominate additional members in good standing by petition. The President/CEO concurrently shall notify the Board of Directors of the Directors who are proposed by the Nominating Committee as Officers for the ensuing year, indicating their proposed offices.

(c) Nomination by Petition. Additional candidates for Director may be nominated by a petition bearing genuine signatures of at least twenty (20) members in good standing of the Chamber other than the nominated member. Petitions for additional nominees must be filed with the Nominating Committee at the principal office of the Chamber within ten (10) days after the date of the notice described in Section 5.4(b). The determination of the Nominating Committee as to the validity of the any petition shall be final.

(d) Determination of Results.

(i) If no petition is filed within the period designated in Section 5.4(c), the nominations shall be closed and the slate of candidates proposed by the Nominating Committee shall be elected by the Board of Directors at the next regular meeting of the Board of Directors.

(ii) If a valid petition for nomination of an additional candidate or candidates is filed, the names of all candidates shall be arranged on a ballot in alphabetical order by last name. The President/CEO shall deliver the ballots in the manner prescribed by Section 12.1 for notices by the Corporation to all members of the Chamber in good

standing as of August 1. Each ballot shall contain instructions informing each member of the Chamber to vote for only that number of candidates that are needed to fill the vacancies created by the Directors whose terms will expire following the next annual meeting of members.

(iii) The ballots shall be marked in accordance with the instructions and shall be filed or returned to the principal office of the Chamber in the manner prescribed by Section 12.1 for notices by members on or before August 15. The President/CEO shall cause such ballots to be tabulated not later than August 20, and the Chairman, or the Chairman Elect in his absence, shall call a special meeting of the Board of Directors to review and accept the results of the election by members. Those candidates with the greatest number of votes for the offices that are open shall be elected. In the event of a tie, the Board of Directors, at the same meeting, shall cast the tie breaking vote.

Section 5.5 Removal of Board Members. Directors may be removed for cause by the vote of a minimum of two-thirds (2/3) of the members of Board of Directors then serving. What constitutes "cause" shall be determined by the Board of Directors and shall include but not be limited to non-attendance at three (3) regular Board meetings in one fiscal year or the failure to carry out any other duties of a Director. The President/CEO shall notify the Director sought to be removed at least fifteen (15) days prior to any such action, and such Director shall be entitled to provide the Board with a written explanation as to why he or she should not be removed at least five (5) days prior to any such action.

Section 5.6 Vacancies. Any vacancy occurring on the Board of Directors during the term of office of a Director may be filled by a majority vote of the members of the Board of Directors. A Director elected to fill a vacancy shall fill only the unexpired term of the vacant office, unless elected to a subsequent term in accordance with Section 5.4.

## ARTICLE VI MEETINGS OF DIRECTORS

Section 6.1 Regular Meetings. The Board of Directors shall meet at least four (4) times each fiscal year, and at such other times as may be determined by the Board of Directors from time to time, at times and places the Board of Directors shall determine from time to time.

Section 6.2 Special Meetings. A special meeting of the Board of Directors may be called by or at the request of the Chairman or of any three (3) members of the Board of Directors.

Section 6.3 Notices of Special Meetings.

(a) Written notice stating the place, day and hour of any special meeting of the Board of Directors and the business to be conducted at such meeting shall be delivered as provided for notices by the Corporation by Section 12.1 to each member of the Board of Directors at least forty-eight (48) hours prior to the time for such meeting.

(b) A Director may waive any notice required by the Articles of Incorporation, these Bylaws or by law before or after the date and time stated in the notice. Except as provided in Section 6.3(c), the waiver shall be in writing and signed by the Director entitled to the notice, or sent by such Director by electronic mail, and filed with the Minutes of the event for which notice is waived.

(c) A Director's attendance at or participation in a meeting waives any required notice of the meeting to that Director unless the Director, at the beginning of the meeting or promptly upon the Director's arrival at the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 6.4 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 of Directors, but if less than a majority of the members of the Board of Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors.

Section 6.5 Manner of Acting. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by or conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 6.6 Action Without a Meeting. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all of the Directors then in office. Such action must be evidenced by one or more written consents describing the action taken, signed by each Director and included in the Minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. The consent signed under this section has the effect of a meeting vote and may be described as such in any document. Any Director may revoke its consent by delivering a signed revocation of the consent to the Chairman or the President/CEO before the date the last Director signs the consent.

Section 6.7 Manner of Waiver or Consent. For the purposes of this Article VI, a waiver of notice of a special meeting or consent to action taken by the Board of Directors may be signed using an electronic signature as defined in Arizona Revised Statutes section 44-7002 or any replacement or successor statute.

## ARTICLE VII OFFICERS

Section 7.1 Officers. The Officers of the Chamber shall be a Chairman of the Board ("Chairman"), a Chairman Elect, a Past Chairman, a Secretary and a Treasurer.

Section 7.2 Qualification and Term of Office. The Officers shall be members of the Board of Directors, shall be elected by a vote of the Board of Directors as provided in Section 7.8 below and shall serve for terms of one (1) year, respectively.

Section 7.3 Chairman. The Chairman shall preside at all meetings of the Chamber and of the Board of Directors at which he or she is present and shall exercise general supervision of the affairs and activities of the Corporation. No member shall serve more than one consecutive term as Chairman.

Section 7.4 Chairman Elect. The Chairman Elect shall assume the duties of the Chairman in the Chairman's absence and shall perform such other duties as may be designated by the Chairman or by the Board of Directors. The Chairman Elect shall succeed to the office of the Chairman following the annual meeting at which the term of the preceding Chairman expires.

Section 7.5 Past Chairman. The Past Chairman shall serve as an advisor to the Chairman and the Chairman Elect.

Section 7.6 Secretary. The Secretary shall be responsible for the Minutes of the meetings of the Chamber and of the Board of Directors and the Executive Committee, which, upon approval by the Board of Directors, or the Executive Committee, as the case may be, shall be an official record of all business transacted.

Section 7.7 Treasurer. The Treasurer shall monitor, supervise and report to the Board of Directors the financial affairs of the Chamber, including the periodic presentation to the Board of Directors of monthly and annual financial statements prepared by the Chamber's accountants and staff.

Section 7.8 Election of Officers.

(a) Directors Elected as Proposed by Nominating Committee. Section 7.8 Election of Officers. At the next regular meeting of the Board of Directors after Directors are elected pursuant to Section 5.4, or at a special meeting called for that purpose, the Chairman shall review the names of Directors nominated by the Nominating Committee as Officers, including their respective proposed offices, and shall call for any other nominations. If there are no other nominations, the slate of candidates proposed by the Nominating Committee as Officers shall be elected. If there are other nominations, the Chairman shall appoint three (3) Directors who are not nominees as Officers to act as judges. The judges shall immediately conduct a secret ballot election among the members of the Board of Directors for the office(s) for which more than one person has been

nominated. The person receiving the most votes of the Board of Directors for an office shall be elected.

(b) Directors Elected following Petition. If Directors are elected following a petition by members pursuant to Section 5.4(d)(iii), the Nominating Committee shall hold a special meeting immediately following such election to nominate candidates to serve as Officers for the ensuing year. The Nominating Committee shall present its nominations to the Board of Directors at the special meeting at which Directors are elected pursuant to Section 5.4(d)(iii), which shall be recessed temporarily for the time necessary to accommodate the special meeting of the Nominating Committee. Officers then shall be elected by the Board of Directors in accordance with the procedure described in Section 7.8(a) above.

Section 7.9 Removal of Officers. Officers may be removed for cause by the vote of a minimum of two-thirds (2/3) of the members of Board of Directors then serving. What constitutes "cause" shall be determined by the Board of Directors and shall include but not be limited to failure to carry out the duties of the office. The President/CEO shall provide at least fifteen (15) days prior notice to the Officer sought to be removed, and such Officer shall be entitled to provide the Board, prior to any Board action, with a written explanation as to why he or she should not be removed.

## ARTICLE VIII ADMINISTRATION

Section 8.1 President/Chief Executive Officer. Implementation of the policy directives of the Board of Directors and the administration and management of Chamber activities shall be carried out by a President/Chief Executive Officer ("President/CEO"), who shall be the chief administrator and executive officer of the Chamber and director of the Chamber staff and operations. The President/CEO shall serve as advisor to the Chairman, the Executive Committee and all other committees, and shall be responsible for (i) administration of the programs of the Chamber in accordance with the policies and regulations of the Board of Directors, (ii) hiring, discharging, directing and supervising all employees of the Chamber, (iii) assisting the Executive Committee in the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board of Directors, (iv) collecting all income and paying all expenses of the Chamber according to the policies and budget approved by the Board of Directors, and (v) maintaining, protecting and safeguarding the property and assets of the Chamber. The President/CEO shall be an *ex officio* (non-voting) member of the Board of Directors and of all committees of the Chamber, standing or otherwise.

Section 8.2 Authorized Signatories. All checks, drafts and other orders for payment of money issued in the name of or payable to the Chamber shall be signed or endorsed by the President/CEO and the Treasurer or another authorized Officer of the Chamber, or by such other person or persons and in such manner authorized from time to time by the Board of Directors. The Board of Directors by resolution may authorize the execution or endorsement of checks and other orders for the payment of money in

amounts less than a specified sum by the President/CEO, or any other designated person, alone.

Section 8.3 Execution of Contracts and Instruments. The Board of Directors may authorize the President/CEO and/or any Officer, Officers, agent or agents to enter into any note, evidence of indebtedness or other contract, or to execute any instrument, in the name of and on behalf of the Chamber. This authority may be general or it may be confined to one or more specific matters. Neither the President/CEO nor any Officer, agent, employee or other person purporting to act on behalf of the Corporation shall have any power or authority to bind the Chamber in any way, to pledge the Chamber's credit or to render the Chamber liable for any purpose or in any amount, unless that person was acting with authority duly granted by the Board of Directors as provided in these Bylaws, or unless an unauthorized act is later ratified by the Chamber.

Section 8.4 Insurance. The Board of Directors may require insurance to be obtained and maintained for any Officer or employee of the Chamber, and for any person contracting with the Chamber, responsible for or handling Chamber funds. The amounts of such insurance, if required, shall be determined by the Board of Directors. Premiums for such insurance shall be paid by the Chamber.

## ARTICLE IX COMMITTEES

Section 9.1 Appointment and Authority. The Chairman shall appoint all committee chairs, subject to confirmation by the Board of Directors. Committee chairs shall make all appointments to committees. The Board of Directors shall authorize and define the powers and duties of standing and special committees, including but not limited to those committees whose functions are set forth in these Bylaws. Committee appointments shall be at the will and pleasure of the Chairman. Committee chairs shall serve concurrently with the term of the Chairman who appointed them, unless a different term is approved by the Board of Directors. A committee may make investigations, conduct studies and hearings, make recommendations to the Board of Directors and carry on such other activities as may be delegated to it by the Board of Directors.

Section 9.2 Standing Committees. The Chamber shall have the following standing committees, whose members shall be determined from time to time as provided:

(a) Nominating Committee. There shall be a Nominating Committee, which shall have a minimum of three (3) members including the Chairman Elect, the current Past Chairman and a member of the Board of Directors who is not then an Officer. The Chairman Elect shall act as the Chair of the Nominating Committee and shall select the other members of the Nominating Committee, except the Past Chairman. The additional members of the Nominating Committee shall be appointed not later than May 1 each year, and its members shall serve until the end of the next annual meeting of members.

(b) Executive Committee. There shall be an Executive Committee, which shall consist of the Chairman, the Chairman Elect, the Secretary, the Treasurer and the immediate Past Chairman. Such Executive Committee shall meet as necessary between regular or special meetings of the Board of Directors and shall have such powers and duties as may be exercised by the Board of Directors, subject to ratification or modification by the full Board of Directors at its next regular or special meeting. A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. An act of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be an act of the Executive Committee.

Section 9.3 Limitation of Authority. No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy, without first receiving the approval of the Board of Directors. Special committees shall be discharged by the Chairman when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed appropriate to discontinue the committee.

## ARTICLE X INDEMNIFICATION

The Chamber shall indemnify its Directors, Officers, employees, committee members and agents from liability and expense incurred or threatened by reason of any act, omission, failure to act or refusal to act in regard to Chamber activities so long as such person acted in good faith, in a manner reasonably believed to be in the best interests of the Chamber and without fraudulent or criminal intent. The Chamber shall purchase and maintain insurance to protect the Chamber and each Director and Officer against any liability covered by such indemnity.

## ARTICLE XI FISCAL YEAR

The fiscal year of the Chamber shall commence on October 1 each calendar year and terminate on September 30 of the following calendar year.

## ARTICLE XII PROCEDURES

Section 12.1 Notices. Except as otherwise provided, notices required or authorized to be given by the Chamber, the Board of Directors, the Chairman or the President/CEO shall be in writing and may be delivered personally or by first class United States mail, facsimile transmission or electronic mail. Notice required or authorized to be given by any member to the Chamber, the Board of Directors, the President/CEO or any Officer shall be in writing and shall be delivered personally or by

first class United States mail, postage prepaid, addressed to the recipient at the principal office of the Chamber.

Section 12.2 Governing Rules. All meetings of members, the Board of Directors, any committee and any other meetings and parliamentary procedures of the Corporation shall be governed by and conducted in accordance with Robert's Rules of Order Newly Revised, as the same may be amended from time to time, subject to modification or replacement from time to time in the discretion of the Board of Directors. In the event of any conflict or inconsistency of Robert's Rules of Order Newly Revised with (i) the Articles of Incorporation, (ii) these Bylaws or (iii) Arizona law, the Articles of Incorporation, these Bylaws or Arizona law, whichever is applicable, shall control.

Section 12.3 Gender. Whenever in these Bylaws a title or other phrase implies a particular gender, such title or phrase shall not be limited in application to a particular gender and shall be construed to mean either gender.

### ARTICLE XIII AMENDMENTS

Section 13.1 Except as otherwise required by law or by the Articles of Incorporation, these Bylaws may be amended or repealed and new Bylaws may be adopted from time to time by the Board of Directors.

Section 13.2 The Board of Directors shall distribute to each member a copy of any change to these Bylaws approved by the Board of Directors within ten (10) days after such approval. Such distribution may be through electronic mail. The revised Bylaws shall also be made available for viewing on the Chamber's website. In the event that ten percent (10%) or more of the members of the Chamber request in writing that the changes be submitted to a vote of members within ten (10) days after the delivery of such notice and posting of changes, such changes shall not be effective unless they are approved by a majority of the members voting at a special meeting of members called for the purpose of approving or disapproving such changes to the Bylaws.

### ARTICLE XIV NON-PROFIT ORGANIZATION

This corporation is organized and shall operate as a non-profit organization for social welfare, civic improvement and other similar purposes and is incorporated within the State of Arizona as such. All income received shall be for the non-profit purposes of the corporation, and no part of the income of the corporation shall inure to the benefit of any Director, Officer, employee or member. Upon any dissolution of the corporation, any funds remaining after payment of all debts shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XV  
RESTATEMENT AND EFFECTIVE DATE

These Bylaws are the eighth amendment to the Bylaws of the corporation and constitute a restatement of and supersede all previous Bylaws in their entirety. Subject to Section 13.2, these Bylaws shall become effective immediately.

**BYLAWS CERTIFICATE**

The undersigned certifies that she is the Secretary of Northern Pima County Chamber of Commerce, an Arizona nonprofit corporation and that, as such, she is authorized to execute this certificate on behalf of said corporation, and further certifies that the foregoing bylaws, consisting of fourteen (14) pages, including this page, constitute the bylaws of the corporation as of this date, duly adopted by the directors of the corporation at their March 9, 2011 meeting, as amended from time to time prior to the date hereof.

Dated: May 24, 2011

Kari Ruffell - Secretary  
Kari Ruffell, Secretary