

**AMENDED AND RESTATED BYLAWS
OF
WEST VIRGINIA STATE UNIVERSITY FOUNDATION, INC.**

(Adopted April 4, 2014)

**ARTICLE I
NAME AND OFFICES**

1.1 Name. The name of the corporation is The West Virginia State University Foundation, Inc.

1.2 Offices. The principal office and place of business of the corporation will be in 200 East Hall, P.O. Box 1000, Institute, WV 25112-1000. The Board of Directors may change the location of the principal office and of the principal place of business, or either, from time to time as it may deem advisable, and may also establish such offices or places of business elsewhere as in the opinion of the Board may be advisable.

**ARTICLE II
CORPORATE STATUS**

2.1 Non-Profit Corporation. The corporation is, and shall maintain its status as, a nonprofit corporation duly organized and in good standing under the laws of the State of West Virginia.

2.2 No Distributions to Directors or Officers. The corporation shall not make any direct or indirect transfer of money or other property, or incur any indebtedness to or for the benefit of any of its Directors or officers. This provision, however, shall not prohibit the payment of reasonable compensation for services rendered or the reimbursement of reasonable expenses.

2.3 501(c)(3) Tax-Exempt Entity. This corporation is, and shall maintain its status as, a tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code").

2.4 No Political Activity. The corporation shall not participate or intervene directly or indirectly in any political campaign on behalf of, or in opposition to, any candidate for public office and, except as provided in the Internal Revenue Code, no substantial part of the activities of the corporation shall consist of attempting to influence legislation.

2.5 No Private Inurement. No part of the net earnings from the corporation's activities shall inure to the benefit of any of its Directors, officers, or other individual or entity.

2.6 Support Organization. The corporation shall act as a support organization for the benefit of West Virginia State University and any other college, university or school designated in the corporation's articles of incorporation.

ARTICLE III MEMBERSHIP

3.1 Membership. As provided in the Articles of Incorporation, the corporation shall have no members.

ARTICLE IV BOARD OF DIRECTORS

4.1 General Powers. All corporate powers are to be exercised by or under the authority of, and the activities, property and affairs of the corporation are to be managed under the direction of, the Board of Directors of the corporation.

4.2 Number; Election; Qualifications. The Board of Directors shall consist of twenty-one individuals or such higher number of persons as may be determined by the Board of Directors from time to time. The terms of elected Directors are staggered with the total number of elected Directors divided into three groups with each group to contain approximately the same percentage of the total number of elected Directors, as possible. Each person elected shall serve as a Director of the corporation until the third annual meeting following the person's election and until such person's successor is elected and qualified. In the event that the total number of Directors serving at the time of the adoption of these Amended and Restated By Laws exceeds the number of Directors provided hereunder, such higher number of directors shall continue in office as provided in accordance with their original term; provided however, that the Board of Directors shall not appoint new or additional Directors for such year's tranche until the total number of Directors has dropped to the maximum otherwise provided under this paragraph. In addition to the elected Directors, the following persons shall serve as Ex Officio members of the Board of Directors: (1) the President of West Virginia State University, (2) the Vice President of West Virginia State University for University Advancement and President of the corporation, (3) the Assistant Vice President of West Virginia State University for University Advancement and Vice President of the corporation, (4) the Vice President of West Virginia State University for Academic Affairs, (5) the President of the National Alumni Association of West Virginia State University, (6) the President of the Faculty Senate, (7) the President of the Classified Staff Council, and (8) the President of the Student Government Association of West Virginia State University. Directors shall be elected at the annual meeting. Directors need not be residents of the State of West Virginia. They shall hold office until the next succeeding annual meeting and until their successors are elected and qualified.

4.3 Resignation. Any Director may resign at any time by delivering written notice of such resignation to the Board of Directors, the Chairman of the Board of Directors or the corporation. Such a resignation is effective when the notice is delivered, unless the Board of Directors agrees to a later effective date.

4.4 Removal. The Board of Directors may remove one or more Directors, with or without cause. One or more Directors may be removed by the Directors only at a meeting called for the purpose of removing the Director or Directors and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director or Directors. A Director may be removed only if the number of votes cast to remove the Director exceeds the number of votes cast not to remove the Director. Notwithstanding the foregoing, persons accepting a position on the Board of Directors have an obligation to actively participate and to support the Foundation financially, as described by the West Virginia State University Foundation, Inc. Policy Regarding Board of Director Participation and Gift Giving (Amended May 18, 2012). Board Directors who miss two consecutive Board meetings without an excuse from the Chair shall be contacted by the Chair to determine whether the member wishes to continue as a member and can commit the time necessary to be an active and productive member of the Board. Directors who are unable to fulfill the participation or giving obligations of elected Directors but wish to support the Foundation in other ways may be considered for Honorary Director status through the Foundation's regular nomination process.

4.5 Vacancies. Any vacancy in the Board of Directors, including a vacancy resulting from by an increase in the number of Directors, may be filled for the unexpired portion of the term by the Board of Directors. If the Directors then in office constitute fewer than a quorum of the Board of Directors, the Directors may fill the vacancy by the affirmative vote of a majority of the directors then remaining in office. Any vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under Section 4.3 or otherwise, may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

4.6 Compensation. No Director shall receive any compensation for attendance at meetings or other services performed as a Director; but, as approved by the Board of Directors, a Director may be reimbursed for expenses actually incurred in connection with the person's service as a Director. Nothing contained herein shall be construed as precluding any Director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

4.7 Meetings. The Board of Directors shall hold an annual meeting each year, on such date as may be fixed by the Board of Directors, either at the principal office of the corporation or at such other place, either within or without the State of West Virginia, as the Board of Directors may fix by resolution for the purpose of electing Directors of the corporation, appointing officers and transacting such other business as may come before the meeting. The Board of Directors may provide by resolution for the holding of, and the date, time and place for, additional regular meetings. Special meetings of the Board of Directors may be called by the President, the Chairman, the Vice President or any three (3) Directors. Meetings of the Board may be held in or out of the State of West Virginia.

4.8 Notice of Meetings. Annual or other regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting. Notice of the date, time, place and purpose of any special meeting of the Board of Directors shall be given by the Secretary of the corporation or by the person or persons calling such meeting and

shall state by whom it is called. The notice of a special meeting shall be given at least two days before the date of such meeting, either by written notice thereof mailed to each Director, or by telephone, e-mail or other electronic means.

4.9 Waiver of Notice. Any Director may waive any notice required by law, the Articles of Incorporation or these Bylaws before or after the date and time stated in the notice. Except as otherwise provided in this Section 4.9, the waiver must be in writing, be signed by the Director entitled to the notice, and be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting, unless the Director at the beginning of the meeting or promptly upon the Director's arrival 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.

4.10 Participation in Meetings. Any or all Directors may participate in any annual, regular or special meeting by, or such meeting may be conducted 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.

4.11 Quorum and Voting. One-third of the sum of the number of Directors fixed by the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors. If at any meeting of the Board there is less than a quorum present, a majority of the Directors present may adjourn the meeting from time to time until a quorum is present. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (a) the Director objects at the beginning of the meeting or promptly upon the Director's arrival to holding it or transacting business at the meeting; (b) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

4.12 Action by Directors without Meeting. Any action which can be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action without a meeting must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken without a meeting is effective when the last Director signs a consent, unless the consent specifies a different effective date. A consent signed under this Section 4.12 has the effect of a meeting vote and may be described as having the effect of a meeting vote in any document. An email message signed by the Director shall constitute a written consent.

4.13 Conflicts of Interest. No member of the West Virginia State University (WVSU) Foundation Board of Directors or any of its Committees shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the WVSU Foundation. Each individual shall disclose any

personal interest, which he or she may have in any matter pending before the Foundation and shall refrain from participation in any decision on such matter.

Any member of the WVSU Foundation Board, any Committee, Consultant, or Staff who is also an officer, board member, committee member, or staff member of a borrower, loan applicant, contractor, vendor, or supplier of or to West Virginia State University Foundation, shall immediately identify his or her affiliation with such agency or agencies. Further, in connection with any committee or board action specifically directed to that agency, he/she shall not participate in the decision affecting that agency and the decision must be made and/or ratified by the full board.

Directors, Committee members, Consultants and Staff shall disclose all potential conflicts of interest by completing the corporation's Conflict of Interest Disclosure form by June 30 of each year.

4.14 Standards of Conduct for Directors. When discharging the duties of a Director, each Director shall act in good faith and in a manner the Director reasonably believes to be in the best interests of the corporation. The members of the Board of Directors or a committee of the Board, when becoming informed in connection with their decision-making function or devoting attention to their oversight function, shall discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances. In discharging Board or committee duties a Director, who does not have knowledge that makes reliance unwarranted, is entitled to rely (a) on the performance by any of the persons specified in this Section 4.14 to whom the Board may have delegated, formally or informally by course of conduct, the authority or duty to perform one or more of the Board's functions that are delegable under law and (b) on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by any of the persons specified in this Section 4.14. In accordance with the provisions of this Section 4.14, a Director is entitled to rely on:

(1) One or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the functions performed or the information, opinions, reports or statements provided;

(2) Legal counsel, public accountants, or other persons retained by the corporation as to matters involving skills or expertise the Director reasonably believes are matters within the particular person's professional or expert competence or as to which the particular person merits confidence; or

(3) A committee of the Board of Directors of which the Director is not a member, if the Director reasonably believes the committee merits confidence.

4.15 Personal Liability of Directors. As provided in the Articles of Incorporation of the corporation, no Director shall have any liability to the corporation for monetary damages for any action taken, or any failure to take any action, as a Director, except for (1) the amount of any financial benefit received by a Director to which that person is not entitled, (2) an intentional infliction of harm on the corporation, (3) an unlawful distribution, or (4) an intentional violation of criminal law.

4.16 Record of the Board. The Board of Directors shall cause to be kept a record of its proceedings, which shall be verified by the signatures of the persons acting as chair and secretary of the meeting. Any member of the Board of Directors, at such person's request,

shall have the right to have such Director's vote recorded in the minutes of the meeting on any question coming before the Board.

4.17 Honorary Directors. The Board of Directors, in its discretion, may grant Honorary Directorship, either for a term certain, or for life, to a person in recognition of their eminence, longstanding support of the corporation or because of special support to West Virginia State University. Such Honorary Directors shall not vote, may attend and participate, in the discretion of the Chairman, in meetings of the Board of Directors, but shall not be counted for purposes of determining the quorum.

4.18 Directors Emeritus. The position of Director Emeritus is established to record and reward a Director for significant lengthy service to the Foundation. Director Emeritus status can be bestowed upon those members of the Board of Directors who have served as both Past Chairman of the Foundation and as a member of the Board for at least 10 years. The Director Emeritus may be nominated and elected at any annual meeting of the Board by a majority vote. Director Emeritus shall be a lifetime designation. A Director Emeritus shall not be considered as a member of the Board for purposes of the limitation on the maximum allowable number of directors nor for purpose of a quorum at any meeting. The death or resignation of the Director Emeritus shall not be deemed to result in a vacancy on the Board of Directors. Director Emeritus shall have all the privileges of a director, such as committee membership and attendance at meetings, except that Director Emeritus shall have no voting rights.

ARTICLE V COMMITTEES

5.1 Committees. The Board of Directors may establish standing committees, or special committees, each of which shall have two or more members, which shall have such duties, responsibilities and exercise the authority of the Board of Directors, and which shall continue in existence for such period of time, as may be determined by the Board of Directors. No committee, however, may: (1) fill vacancies on the Board of Directors or on any of its committees; (2) amend the Articles of Incorporation of the corporation; (3) adopt, amend, or repeal Bylaws of the corporation; (4) approve a plan of merger; (5) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the corporation; or (6) approve a proposal to dissolve the corporation. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct required of the Director under law and these Bylaws.

5.2 Creation and Appointment of Committees. The creation of any committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Unless the Board of Directors shall otherwise determine, the Chairman shall designate a chair and secretary, and may designate a vice chair, for each committee. All members of each committee shall be members of the Board of Directors, but others appointed by the Board or the President who are not members of the Board may

participate as advisors to a committee. Committee members serve at the pleasure of the Board of Directors.

5.3 Procedures for Committees. Each committee shall conduct its business pursuant to the rules set forth in Sections 4.7, 4.8, 4.9, 4.10, 4.11, 4.12, 4.13 and 4.16 of these Bylaws.

5.4 Executive Committee. The corporation shall have an Executive Committee of the Board of Directors which shall consist of a Chairman, a Vice Chairman, the President, Secretary and Treasurer of the corporation, the President of West Virginia State University, the Vice President of West Virginia State University for University Advancement, the Assistant Vice President of West Virginia State University for University Advancement, the Vice President of West Virginia State University for Academic Affairs, and the immediate past Chairman of the Board of Directors, if still a member of the board of Directors. If the immediate past Chairman of the Board of Directors is no longer a member of the Board of Directors, then the other members constituting the Executive Committee shall select a member of the board to serve as a substitute. In addition thereto, the foregoing members of the Executive Committee may, but are not required, to select up to three additional board members to serve as members of the Executive Committee. The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the affairs of the corporation when the Board of Directors is not in session, except as such authority may be limited by statute, by Section 5.1 of these Bylaws or by resolutions adopted by the Board of Directors from time to time. All actions taken by the Executive Committee, as evidenced by the minutes of its meetings or by consents to action without a meeting, shall be reviewed at the next meeting of the Board of Directors and, if appropriate, ratified and approved by the Board, but no subsequent action by the Board shall affect the validity of any action taken by, or pursuant to any action taken by, the Executive Committee which is within its authority. Each member of the Executive Committee shall hold office from the date of such member's appointment until the next annual meeting of the Board of Directors and until that person's successor shall have been appointed, except that any appointments of additional members by the Executive Committee must be renewed on an annual basis.

5.5 Advisory Task Forces. The Board of Directors may establish advisory task forces, which shall have such duties and responsibilities to advise or recommend action for consideration by the Board, as may be determined by the Board of Directors. Unless the Board of Directors shall otherwise determine, the Chairman shall appoint the members of such advisory task forces, and shall designate a chair and secretary, and may designate a vice chair, for each such advisory task force. At least one member of each such advisory task force shall be a member of the Board of Directors of the corporation, but other committee members need not be members of the Board.

ARTICLE VI OFFICERS

6.1 Officers. The officers of the corporation shall be a Chairman, a Vice Chairman, a President, a Secretary, a Treasurer and such other officers, with such titles, powers

and duties as are designated by the Board of Directors, and may be appointed by the Board of Directors, including but not limited to, one or more Vice Presidents, an Assistant Secretary and an Assistant Treasurer. The Chairman, Vice Chairman, President, Secretary and Treasurer must be Directors of the corporation. Any two or more offices may be held simultaneously by such persons.

6.2 Appointment and Term of Office. The officers of the corporation shall be appointed annually by the Board of Directors at its annual meeting. Each officer shall hold office from the date of the officer's appointment until the next annual meeting of the Board of Directors and until that officer's successor shall have been appointed.

6.3 Bond. If required by the Board, the Treasurer, Secretary, or any other officer, agent or employee shall give bond payable to the corporation.

6.4 Removal and Resignation. The Board of Directors may remove any officer at any time with or without cause. An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered, unless the Board of Directors agrees to a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date. The removal or resignation of an officer does not affect the officer's contract rights, but the appointment of an officer does not itself create contract rights.

6.5 Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

6.6 Standards of Conduct for Officers. When performing in an official capacity, an officer of the corporation shall act in good faith with the care that a person in a like position would reasonably exercise under similar circumstances and in a manner the officer reasonably believes to be in the best interests of the corporation.

6.7 Chairman. The Chairman of the Board of Directors shall be the Chief Executive Officer of the corporation, shall act as Chair of and preside over all meetings of the Board of Directors and the Executive Committee. The Vice Chairman shall preside at all meetings of the Board of Directors and the Executive Committee of the Board in the absence of the Chairman. The Vice Chairman shall automatically succeed to the position of Chairman upon the death, disability, or resignation of the Chairman.

6.8 President. The President shall be the chief operating officer of the corporation. The President shall act as chair of and preside at all meetings of the Board of Directors and the Executive Committee in the absence of the Chairman and Vice Chairman of Board of Directors. Unless some other officer or agent is specifically appointed and authorized for this purpose, the President shall sign the name of the Corporation to all deeds, mortgages, contracts and other instruments made by the corporation, except as are necessary and incidental to the exercise of the powers vested in other officers or agents by the Board of Directors;

generally the President shall have and exercise supervision and control of all business affairs and property of the corporation subject to the supervision of the Board of Directors and its Chairman.

6.9 Vice President. The Vice President, if any, shall in the absence or incapacity of the President perform the duties of the President and shall have such other powers and authority as may be assigned to the Vice President by the Board of Directors, either generally or specially. If there shall be more than one Vice President, each shall have such duties, powers and authority as may be assigned to each such Vice President by the Board of Directors, and, unless otherwise provided by the Board of Directors, each shall be authorized to perform the duties of the President in the President's absence or incapacity in the order of their designation or appointment.

6.10 Secretary. The Secretary, or an Assistant Secretary, shall attend all meetings of the Board of Directors and act as secretary thereof, preparing and keeping the minutes of all meetings and consents of the Board of Directors in a book to be maintained for the purpose. The Secretary, or an Assistant Secretary, shall give or cause to be given, unless otherwise specially provided, notice of all meetings of the Board of Directors, committees and other meetings of the officers or representatives of the corporation, assuring that all notices are given in accordance with the Bylaws or as required by law. The Secretary, or an Assistant Secretary, shall affix the corporate seal to all documents required to be executed by the corporation under its seal; shall authenticate records of the corporation; and shall perform such other duties as may be prescribed for the Secretary, or Assistant Secretary, by the Board of Directors or the President.

6.11 Treasurer. The Treasurer, or an Assistant Treasurer, shall have custody of the corporate funds and securities, subject to the supervision and control of the President. The Treasurer shall cause to be kept full and accurate accounts of receipts and disbursements of the corporation in proper books to be furnished for that purpose by the corporation; cause all moneys and other valuable effects to be deposited to the credit of the corporation, in such depositories as may be designated by the Board of Directors; be responsible for disbursing the funds of the corporation subject to such regulations as may be prescribed by the Board of Directors, taking proper vouchers for such disbursements; and such officer shall render to the President and to the Directors at regular meetings of the Board, whenever they, or any of them, may request it, an account of all transactions of the Treasurer's office and of the financial condition of the corporation, and such other reports as may from time to time be required of the Treasurer by the President or the Board.

ARTICLE VII INDEMNIFICATION

7.1 Indemnification. The corporation is obligated to provide indemnification to any Director or officer to the fullest extent permitted by law. For the purposes of such obligation to indemnify, the words "Director" or "officer" means an individual, or the estate or personal representative of an individual, who is or was a Director or officer, respectively, of the corporation or who, while a Director or officer of the corporation, is or was serving at the

corporation's request as a director, officer, partner, manager, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, limited liability company, trust, employee benefit plan, or other entity. A Director or officer is considered to be serving an employee benefit plan at the corporation's request if that person's duties to the corporation also impose duties on, or otherwise involve services by, that person to the plan or to participants in or beneficiaries of the plan.

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

ARTICLE VIII FINANCIAL AND RELATED MATTERS

8.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers specifically authorized by these Bylaws, to enter into any contract or to 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.

8.2 Checks and Notes. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed or countersigned by such officer or officers, agent or agents, of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or the Treasurer of the corporation.

8.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may select.

8.4 Accounting Records. The corporation shall maintain appropriate accounting records. The Board of Directors may designate an independent auditor or accountant to conduct an audit of the books and records of the corporation.

8.5 Borrowing. No loan shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be executed or issued in its name, unless authorized by resolution of the Board of Directors.

8.6 Fiscal Year. The fiscal year of the corporation shall begin on the first day of July of each year and end on the last day of June of the following year.

8.7 Liability for Unlawful Distributions to Directors and Officers. Any Director who votes for or assents to any direct or indirect transfer of money or other property, or incurrence of any indebtedness, by the corporation which is not permitted by law or Section 2.2 of these Bylaws is personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed pursuant to law or Section 2.2 if such conduct does not comply with the standards of conduct established under law or Section 4.145 of these Bylaws. For purposes of this section, a Director is deemed to have voted for a distribution if the Director was present at the meeting of the Board of Directors at the time the distribution was authorized and did not vote in dissent, or if the Director consented to the vote pursuant a written consent in lieu of action taken at a meeting.

8.8 Budgets. The corporation shall prepare annual operating and capital expenditure budgets as appropriate, which shall not be effective until approved by the Board of Directors.

8.9 Seal. The seal to be here impressed, containing the name of the corporation and the words "Corporate Seal, W. Va.," is hereby adopted as and for the corporate seal of the corporation. The Board of Directors may change the form of the seal or the inscription thereon at pleasure.

ARTICLE IX RECORDS AND REPORTS

9.1 Corporate Records. The corporation shall keep as permanent records minutes of all meetings of the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by any committee of the Board of Directors in place of the Board of Directors on behalf of the corporation. The corporation shall keep a copy of the following records at its principal office: (1) its Articles of Incorporation, or any restatement thereof, and all amendments to them currently in effect; (2) its Bylaws and all amendments to them currently in effect; (3) resolutions adopted by its Board of Directors; and (4) a list of the names and business addresses of its current Directors and officers.

9.2 Inspection of Records by Directors. A Director of the corporation is entitled to inspect and copy the books, records and documents of the corporation at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the corporation.

ARTICLE X AMENDMENT

10.1 Amendment Generally. These Bylaws may be amended or repealed by the Board of Directors.

10.2 Amendment Changing Quorum or Voting Requirement. Action by the Board of Directors to amend or repeal a bylaw that changes the quorum or voting requirement

for the Board of Directors must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE XI NOTICE

11.1 Forms of Notice. Notice under these Bylaws must be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is considered written notice. Notice may be communicated in person; by mail or other method of delivery; or by telephone, voice mail or other electronic means. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication.

11.2 Effective Date of Notice. Written notice, if in a comprehensible form, is effective at the earliest of the following: (1) when received; (2) five days after its deposit in the United States mail, if mailed postpaid and correctly addressed; or (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated, if communicated in a comprehensible manner.

ATTEST:

Secretary