FIRST AMENDED AND RESTATED BYLAWS

OF

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FISHER COUNTY HEALTH CARE DEVELOPMENT CORPORATION

ARTICLE ONE

NAME, PURPOSES, POWERS AND OFFICES

Section 1.1. Name. The name of this corporation is Fisher County Health Care Development Corporation (the "Corporation").

Section 1.2. Purposes. The Corporation is organized and will be operated exclusively for the following purposes:

(a) establish an effective public health system and public health strategy;

(b) support of the mission of promoting and facilitating the provision of quality healthcare facilities and health and human service programs in Rotan, Roby and Fisher County, Texas, and the surrounding communities ~~specifically including assisted living facilities and primary care clinics~~;

(c) support of the mission of promoting and providing quality health and human service programs, including assisted living and other programs consistent with the Corporation's mission~~, primary health care, home health care, licensed day care, and the administration of state and federal health care and educational grant programs~~;

(d) support the mission through the acquisition, owning, holding and possession of and investment in real and personal property and business entities for the benefit and support of the Corporation;

(e) support the mission through the exercise of any lawful powers set forth in the ~~Act~~Texas Business Organizations Code (the "TOBC"); and

(f) engage in other activities useful or appropriate for the accomplishment of the foregoing purposes.

Section 1.3. Powers. The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the ~~Act~~TOBC.

Section 1.4. Offices. The Corporation may have, in addition to its registered office, offices at such places within the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

ARTICLE TWO

BOARD OF DIRECTORS

Section 2.1. Powers and Authority. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the activities, property and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute, by the Articles of Incorporation or by these Bylaws.

~~**Section 2.2. Number and Identity.** The Board of Directors shall initially consist of six (6) directors named in the Articles of Incorporation, which number may be increased or decreased from time to time by amendment to these Bylaws, provided that at no time shall the number of directors be less than three (3), and no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.~~

Section 2.2. Number and Composition. The Board of Directors shall consist of five (5) voting directors. The Chief Executive Officer of Fisher County Hospital District shall serve as an ex officio, nonvoting participant, entitled to notice of and attendance at Board meetings, but shall not be considered a director or counted toward a quorum. The number of voting directors may be increased or decreased by amendment to these Bylaws, but shall not be fewer than three (3).

~~**Section 2.3. Terms of Office; Appointment.**~~

~~(a) **Initial Directors.** The initial directors named in the Articles of Incorporation are as follows:~~

~~(a) **Jeffrey Branson;**~~

~~(b) **Joe Dale Burk;**~~

~~(3) **Cle Don Coffman;**~~

~~(4) **Ella Raye Helms;**~~

~~(5) **Robert Posey; and**~~

~~(6) **Freddy Max Stuart.**~~

~~Each of the initial directors of the Corporation shall hold office until his or her successor is elected and qualified, or until his or her earlier death, resignation, disqualification or removal from office.~~

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~~(b) **Appointment of Directors.** Successors to the initial directors shall be designated or appointed as follows: (i) Fisher County Hospital District (the "Hospital District") shall designate the President and the Vice President of its Board of Directors as directors of the Corporation; (ii) the Board of Directors of the Hospital District shall appoint an additional three (3) individuals, who do not necessarily need to be members of the Hospital District Board; and (iii) the Chief Executive Officer of the Hospital District shall serve as an *ex officio*, non-voting member of the board. The designation or appointment of directors shall occur annually in conjunction with the Corporation's annual meeting. Each director so appointed shall hold office until his successor is elected, appointed, or designated and qualified, or until his earlier death, resignation, disqualification or removal from office.~~

Section 2.3. Appointment and Terms of Directors. Directors shall be appointed by the Board of Directors upon recommendation of the Chief Executive Officer. Each director shall serve a two-year term, with terms staggered so that two positions fall in odd-numbered years and three positions fall in even-numbered years. Directors may serve successive terms without formal reappointment and shall continue serving until resignation, removal, or appointment of a successor.

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~~**Section 2.4. Filling of Vacancies.** Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification or removal from office of any director shall be filled by vote or written consent of the Board. Any director elected to fill a vacancy shall hold office for the remainder of the term of his predecessor and until his successor is elected, appointed, or designated and qualified, or until his earlier death, resignation, disqualification or removal from office.~~

Section 2.4. Filling of Vacancies. Any vacancy on the Board of Directors shall be filled by a majority vote of the remaining directors upon recommendation of the Chief Executive Officer of the Fisher County Hospital District. A director appointed to fill a vacancy shall serve the remainder of the vacant position's term and may continue serving in accordance with Section 2.3.

Section 2.5. Removal. The Board of Directors may remove any director by vote of a majority of the directors, excluding the director sought to be removed.

Section 2.6. Place of Meetings. Meetings of the Board of Directors shall be held at such places, within or without the State of Texas, as may from time to time be fixed by the Board or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 2.7. Annual Meetings. An annual meeting of the Board of Directors shall be held each year at such time and place as shall be determined by the Board, the Chairman of the Board or the Chief Executive Officer of the Corporation. At such annual meeting, the designation or appointment of directors shall be recognized and the directors shall elect or appoint officers, and transact any and all other business that may properly come before the meeting.

Section 2.8. Regular Meetings. In addition to the Annual Meetings described above, r~~R~~egular meetings of the Board of Directors, of which no notice shall be necessary, shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board and communicated to all directors. Except as otherwise

provided by statute, by the Articles of Incorporation or by these Bylaws, any and all business may be transacted at any regular meeting.

~~**Section 2.9. Special Meetings.** Special meetings of the Board of Directors may be called by the Chairperson or the Chief Executive Officer upon not less than twenty-four (24) hours notice to each director, either personally, by hand delivery, by mail or by facsimile transmission. Special meetings shall be called by the Chief Executive Officer or Secretary in like manner and on like notice on the written request of two (2) or more directors~~.

Section 2.9. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson or Chief Executive Officer with at least twenty-four (24) hours' notice to each director. The Chief Executive Officer or Secretary shall also call a special meeting upon the request of two or more directors. Notice may be provided by any method authorized under Section 4.1.

Section 2.10. Notice of Meetings. Except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 2.11. Quorum and Manner of Acting. At all meetings of the Board of Directors the presence of a majority of the number of directors then serving shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws. Directors present by proxy may not be counted toward a quorum. The act of a majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, by the Articles of Incorporation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. If a quorum shall not be present at any meeting of the directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 2.12. Compensation; Reimbursement. Directors shall serve without compensation, but shall receive reimbursement for expenses incurred on behalf of the Corporation or in attending meetings of the Board of Directors or of committees or advisory boards.

Section 2.13. Electronic Meetings. Meetings of the Board of Directors or any committee may be held in person, by telephone, videoconference, or other electronic means that allow all participants to communicate with one another in real time. Meetings may be conducted entirely remotely or in a hybrid format. Remote participation constitutes presence in person for purposes of quorum and voting. The Corporation shall verify the identity of remote voters and maintain a record of votes and actions taken.

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~~**Section 2.13. Telephone Meetings.** Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by such Board may, unless otherwise restricted by statute, by the Articles of Incorporation or by these Bylaws, participate in and hold a meeting of such Board of Directors or committee by using conference telephone or similar communications~~

~~equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 2.13 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.~~

Section 2.14. Resignations. Any director may resign at any time by giving written notice to the Board of Directors through its chair, the Chief Executive Officer, or the Secretary of the Corporation. Such resignation shall take effect when the notice is received, unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE THREE

COMMITTEES

Section 3.1. Committees of Directors. The Board of Directors by resolution adopted by a majority of the directors in office may designate one or more committees which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Each such committee shall consist of two (2) or more persons, a majority of whom are directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on the Board or such director by law.

Section 3.2. Advisory Boards or Committees. Advisory boards or committees not having and exercising the authority, responsibility or duties of the Board of Directors in the management of the Corporation may be established by a resolution adopted by the directors. Except as otherwise provided in such resolution, members of each such advisory board or committee need not be directors of the Corporation. The Board of Directors may appoint and remove the members of any such advisory board or committee or may delegate to the Chief Executive Officer the authority to appoint and/or remove the members thereof.

Section 3.3. Term of Office. Each member of a committee of directors or advisory board or committee shall continue as such until the next annual meeting of the directors of the Corporation and until such member's successor is appointed, unless the board or committee is sooner terminated, or unless such member is removed from such board or committee or shall cease to qualify as a member thereof.

Section 3.4. Chairman. Unless otherwise designated by these Bylaws, one or more members of each directors' committee or advisory board or committee shall be appointed chairman, or co-chairman, by the person or persons authorized to appoint the members thereof.

Section 3.5. Vacancies. Vacancies in the membership of any committee of directors or advisory board or committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 3.6. Quorum; Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee of directors or establishing an advisory board or committee, a majority of the

whole committee or board shall constitute a quorum, and the act of the majority of the members thereof present at a meeting at which a quorum is present shall be the act of such committee or board.

Section 3.7. Rules. Each committee of directors or advisory board or committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE FOUR
NOTICES

Section 4.1. Manner of Giving Notice. Notice to any director or committee member may be given in person, by mail, email, text message, or other electronic communication using contact information provided to the Corporation for that purpose. Notice is considered given when delivered in person, transmitted electronically, or deposited in the United States mail with postage prepaid. Notices of remote meetings shall include instructions for joining the meeting.

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~~**Section 4.1. Manner of Giving Notice.** Whenever, under the provisions of any statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any director or committee member of the Corporation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission or by mail, postage prepaid, addressed to such director or committee member at such person's address as it appears on the records of the Corporation. Any notice required or permitted to be given by facsimile transmission shall be deemed to be delivered upon successful transmission of the facsimile. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails.~~

Section 4.2. Waiver of Notice. Whenever any notice is required to be given to any director or committee member of the Corporation under the provisions of any statute, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE FIVE

ACTIONS WITHOUT MEETINGS

~~**Section 5.1. Written Consent.** Any action required or permitted to be taken at any meeting of Directors of Directors or committee members may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by a sufficient number of directors or committee members, as the case may be, as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by directors or committee members without a meeting by less than unanimous written consent shall be given to those directors or committee members who did not consent in writing to the action. Every written consent signed by less than all the~~

~~directors or committee members entitled to vote with respect to the action that is the subject of the consent shall bear the date of signature of each person who signs the consent. A telegram, telex, cablegram or similar transmission by a director or committee member, or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a director or committee member, shall be regarded as signed by such director or committee member for purposes of this Section 5.1.~~

Section 5.1. Written and Electronic Consent. Any action of the Board of Directors or a committee may be taken without a meeting or prior notice if approved by written or electronic consent of the number of directors or committee members required to approve the action at a meeting where all members are present and voting. Consent may be given by signed document, email, text message, electronic signature, or other electronic communication that identifies the person consenting and the date of consent. Each consent shall identify the action approved. Directors or committee members who did not consent shall be promptly notified of any action taken by less than unanimous consent. All consents shall be maintained in the Corporation's records.

ARTICLE SIX

OFFICERS, EMPLOYEES AND AGENTS; POWERS AND DUTIES

Section 6.1. Elected Officers. The elected officers of the Corporation shall be a Chairperson of the Board, a Vice Chairperson, a Chief Executive Officer, one or more Vice Presidents, and a Secretary. Other than the Chairperson and Vice Chairperson, none of the elected officers need be a member of the Board of Directors.

Section 6.2. Election. So far as is practicable, all elected officers shall be elected by the Board of Directors at each annual meeting thereof.

Section 6.3. Appointive Officers. The Board of Directors may also appoint one or more other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board.

Section 6.4. Two or More Offices. Any two (2) or more offices may be held by the same person, except that the Chief Executive Officer and the Secretary shall not be the same person.

Section 6.5. Compensation. The compensation of the Chief Executive Officer of the Corporation shall be fixed from time to time by the Board of Directors. The Board of Directors shall either fix, or delegate to the Chief Executive Officer the authority to fix, the compensation of other employees and agents of the Corporation.

Section 6.6. Term of Office; Removal; Filling of Vacancies. Each elected officer of the Corporation shall hold office until such officer's successor is chosen and qualified in such officer's stead or until such officer's earlier death, resignation, disqualification or removal from office. Each appointive officer shall hold office at the pleasure of the Board of Directors without the necessity of periodic reappointment. Any officer or agent may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Corporation will be served

thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled in the manner prescribed by these Bylaws for election or appointment to that office.

Section 6.7. Chairperson and Vice Chairperson. The Chairperson of the Board (the "Chair") shall serve as chairman of the Board of Directors and shall preside when present at meetings thereof. He or she shall advise and counsel the Chief Executive Officer and the other officers of the Corporation and shall exercise such powers and perform such duties as shall be assigned to or required of him from time to time by the Board of Directors. The Vice Chair shall preside at meetings of the Board in the absence of the Chair.

Section 6.8. Chief Executive Officer. The Chief Executive Officer, subject to the control of the Board of Directors, shall serve as the chief executive officer of the Corporation and, subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of the Corporation and shall have general and active control thereof. In the event of the absence or disability of the Chair and Vice Chair of the Board, the Chief Executive Officer shall preside when present at meetings of the Board of Directors. Under the direction of and with authority given by the Board of Directors, the Chief Executive Officer shall have general authority to execute bonds, deeds and contracts in the name of the Corporation and to affix the corporate seal thereto; to cause the employment or appointment of such employees and agents of the Corporation as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent; and in general to exercise all the powers usually appertaining to the office of president and chief executive officer of a corporation, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws. The Chief Executive Officer, in addition to the duties set forth above, or his or her designee, shall serve as the chief accounting and financial officer of the Corporation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Corporation and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Corporation and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of the Corporation and its various departments; shall have supervision of the books of account of the Corporation, their arrangements and classification; shall supervise the accounting and auditing practices of the Corporation and shall have charge of all matters relating to taxation. Additionally, the Chief Executive Officer, or his or her designee, shall have the care and custody of all monies, funds and securities of the Corporation; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board; shall advise upon all terms of credit granted by the Corporation; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Corporation. The Chief Executive Officer, or his or her designee, shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Corporation, and to give proper receipts or discharges for all payments to the Corporation. Unless otherwise determined by the Board of Directors, the Chief Executive Officer shall generally have all powers and authority and perform all duties usually appertaining to the office of treasurer of a corporation.

Section 6.9. Secretary. The Secretary shall see that notice is given of all annual and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board. The Secretary shall have charge of the corporate seal and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The Secretary shall

generally have all powers and authority and perform all duties usually appertaining to the office of secretary of a corporation.

Section 6.10. Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, the several elected and appointed officers of the Corporation shall have such other powers and authority and perform such other duties as may be provided by statute, the Articles of Incorporation or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned by any competent superior officer.

ARTICLE SEVEN

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 7.1. Contracts. Subject to the terms of the Articles of Incorporation and these Bylaws, the Board of Directors may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

~~**Section 7.2. Checks, Drafts or Orders for Payment.** 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 by such officer or officers, or 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, such instruments shall be signed by the Chief Executive Officer or the Treasurer of the Corporation.~~

Section 7.2. Payments and Financial Transactions. Checks, electronic payments, bank transfers, and other disbursements of Corporation funds, as well as notes and other instruments of indebtedness, shall be authorized or executed by officers or agents designated by the Board of Directors. The Board may establish approval limits and procedures for financial transactions. Unless otherwise directed by the Board, the Chief Executive Officer or Chief Financial Officer may authorize and execute such transactions on behalf of the Corporation.

Section 7.3. 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 or as may be selected in accordance with procedures established by the Board.

Section 7.4. Contracts Involving Directors and Officers. Members of the Board of Directors and officers of the Corporation shall be permitted to maintain a direct or indirect interest in any contract relating to or incidental to the operations of the Corporation, and may freely make contracts, enter into transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that at such time they also may be acting as individuals, trustees of trusts, beneficiaries of trusts, or as officers, directors, agents or employees of other persons or corporations, or may be interested in the same matters as shareholders, officers, directors or otherwise; provided, however, that (a) prior to consummating any contract, transaction, or action taken on behalf of the Corporation involving any matter in which a director or officer of the Corporation is personally interested as a shareholder, officer, director, trust beneficiary, trustee, trust advisor or otherwise, that contract, transaction or action must be authorized and approved

in good faith by a vote of a majority of the number of directors in attendance at a meeting at which a quorum is present, without counting the vote of the interested director, if any, and only after the non-interested directors are provided with knowledge of the material facts concerning the transaction and the interested director's or officer's interest in the transaction; and (b) the entering into of such contract or transaction does not violate the Texas Business Organizations Code~~Texas Non-Profit Corporation Act~~ or the provisions of Article Eight, hereof. An interested director may be counted in determining the presence of a quorum at a meeting of the Board of Directors at which a contract or transaction described in this Section 7.4 is authorized. In no event, however, shall any person or entity dealing with the Board of Directors or officers of the Corporation be obligated to inquire into the authority of the Board or officers to enter into and consummate any contract, transaction or take other action.

ARTICLE EIGHT

MISCELLANEOUS

Section 8.1. Contributions.

(a) Subject to applicable provisions of the Texas Business Organizations Code~~Texas Non-Profit Corporation Act~~ (the "~~Act~~TOBC"), from time-to-time the Board of Directors shall determine in its reasonable judgment to what extent, if any, the Corporation's cash on hand exceeds its current and anticipated needs, including, without limitation, operating expenses, debt service, acquisitions and a reasonable contingency reserve. If the Board of Directors determines that such an excess exists, it may approve a charitable contribution to an organization described in section 501(c)(3) of the Internal Revenue Code or to the Hospital District.

(b) Subject to applicable provisions of the ~~Act~~TOBC, from time-to-time, the Board of Directors may declare and cause property of the Corporation other than cash to be contributed to an organization described in section 501(c)(3) of the Code or to the Hospital District.

(c) The Corporation is prohibited from declaring or making a dividend.

Section 8.2. Loans to Directors, Officers and Employees. Any loan by the Corporation to an officer or employee may be made only in the manner and to the extent provided in the Texas Business Organizations Code~~Texas Non-Profit Corporation Act~~. Except as provided in the preceding sentence, no loans shall be made by the Corporation to its officers or employees, and in no event shall any loans be made by the Corporation to its directors. Any directors voting for or assenting to the making of any loan to a director, officer or employee which is prohibited by the Texas Business Organizations Code~~Texas Non-Profit Corporation Act~~, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 8.3. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 8.4. Seal. The Corporation's seal shall be in such form as shall be adopted and approved from time to time by the Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

Section 8.5. Gender. Words of any gender used in these Bylaws shall be construed to include each other gender, unless the context requires otherwise.

Section 8.6. Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 8.7. Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

ARTICLE NINE

AMENDMENTS

Section 9.1. Method. The power to alter, amend or repeal these Bylaws or to adopt new bylaws is reserved to the Board of Directors.

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The undersigned, being the duly elected, qualified and acting Secretary of the Corporation, hereby certifies that the foregoing ~~initial~~ Amended and Restated Bylaws of the Corporation were duly adopted by the Board of Directors of the Corporation on ~~Sept. 10, 2003.~~October 22, 2026.

By: 

Name:

Title: Secretary

~~Amendment One~~

~~Article Two: Board of Directors~~

~~Section 2.3 Terms of Office: Appointment.~~

~~(b) **Appointment of Directors:** Successors to the directors shall be designated or appointed as follows: The designation or appointment of directors shall occur annually in conjunction with the Corporation's annual meeting held in April. Each director so appointed shall hold office for a two year period. Board terms are staggered with two Directors appointed on odd years and three Directors appointed on even years.~~

~~Board approved: 1/22/2009.~~