

**BYLAWS
OF
LED OF AIKEN, INC.**

These Bylaws are adopted and effective as of 10-11-23 (the "Effective Date").

**ARTICLE I
NAME AND OFFICES**

Section 1.01 Corporate Name. The name of the Corporation shall be "LED OF AIKEN, INC" and the principal office of the Corporation shall be at the location identified in the Corporation's Articles of Incorporation as such Articles may be amended from time to time (the "Articles"). The Corporation may have such other offices, either within or without the State of South Carolina (the "State"), as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 1.02 Principal Office. The principal office of the Corporation required by the South Carolina Business Corporation Act of 1988, as amended (the "Act"), to be maintained in the State shall be at the location identified in the Corporation's Articles, and the address of the principal office may be changed from time to time by the Corporation.

Section 1.03 Registered Office. The registered office of the Corporation required by the Act to be maintained in the State shall be at the location identified in the Corporation's Articles, and the address of the registered office may be changed from time to time by the Corporation.

Section 1.04 Registered Agent. The Corporation shall maintain a registered agent as required by the Act at the location identified in the Corporation's Articles, and the name and address of the registered agent may be changed from time to time by the Corporation.

Section 1.05 Filings. In the absence of direction from the Board of Directors to the contrary, the Secretary of the Corporation shall cause the Corporation to maintain currently all filings in respect of the principal office, registered office, and registered agent as required by the Act or otherwise by law.

**ARTICLE II
SHAREHOLDERS**

Section 2.01 Annual Meeting. An annual meeting of the Shareholders must be held on a date to be determined by the Board of Directors in each calendar year for the purposes of: (a) electing Directors; (b) receiving financial reports; (c) addressing annual organization questions and issues; (d) making changes in the number of Directors, if any; and (e) transacting any other business and addressing any other pertinent issues. If the election of Directors is not held on the designated day, the Board of Directors shall cause the election to be held at a special meeting of the Shareholders as soon thereafter as practicable.

Section 2.02 Special Meetings. Special meetings of the Shareholders, for any purpose or purposes described in the meeting notice, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than 10% of all outstanding shares of the Corporation.

Section 2.03 Place of Meeting. The annual meeting and any special meeting may be held at any place within Aiken County as designated by the Board of Directors, unless all the Shareholders entitled to vote agree by written consent (which may be in the form of waiver of notice or otherwise) to hold the meeting at another location, which may be either within or without the state of South Carolina. If no designation is made, the place of meeting shall be the principal office of the Corporation.

Section 2.04 Notice of Meeting.

A. Required Notice. Written notice stating the place, day, and hour of any annual or special Shareholder meeting shall be delivered not less than 24 hours nor more than 60 days before the date of the meeting to each Shareholder of record entitled to vote at such meeting. Notice may be communicated by or at the direction of the President, the Board of Directors, or other persons calling the meeting and may be delivered in person, by telephone, electronic mail, telegraph, teletype, or other form of wire or wireless communication, or by mail, private carrier, or any other lawful means. Notice shall be deemed to be effective at the earlier of: (1) when deposited in the United States mail, postage prepaid and addressed to the Shareholder at their address as it appears on the stock transfer books of the Corporation; (2) 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; (3) when received by the Shareholder via hand delivery or private carrier; or (4) when transmitted to an electronic mail address designated by the Shareholder.

B. Adjourned Meeting. Notice must be given of an adjourned meeting even if the time and place was fixed at the meeting that was adjourned.

C. Waiver of Notice. Except as otherwise provided by law, whenever any notice is required to be given to any Shareholder under the provisions of the Act, or under the provisions of the Articles or Bylaws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, and delivered to the Corporation for inclusion or filing with the minutes or corporate records, shall be equivalent to the giving of such notice.

A Shareholder's attendance at a meeting:

1. waives objection to lack of notice or defective notice of the meeting, unless the Shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
2. waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Shareholder objects to considering the matter when it is presented.

D. Contents of Notice. The notice of each special Shareholder meeting shall include a description of the purpose or purposes for which the meeting is called. Except as provided in this Section 2.04.D, or as otherwise provided in the Act or the Articles, the notice of an annual Shareholder meeting need not include a description of the purpose or purposes for which the meeting is called.

Notwithstanding the foregoing, if a purpose of any Shareholder meeting is to consider: (1) a proposed amendment to the Articles (including any restated Articles requiring Shareholder approval); (2) a plan of merger or share exchange; (3) the sale, lease, exchange, or other disposition of all, or substantially all of the Corporation's property; (4) the adoption, amendment, or repeal of a Bylaw; (5) dissolution of the Corporation; or (6) removal of a Director, the notice must so state and be accompanied by, as applicable, a copy or summary of the: (1) articles of amendment; (2) plan of merger or share exchange; (3) transaction for disposition of all the Corporation's property; or (4) Bylaw proposal. If the proposed Corporation action creates dissenter's rights, the notice must state that Shareholders are, or may be entitled to assert dissenter's rights, and must be accompanied by a copy of Chapter 13 of the Act. If the Corporation issues, or authorizes the issuance of shares for promissory notes or for promises to render services in the future, the Corporation shall report in writing to all the Shareholders the number of shares authorized or issued, and the consideration received with or before the notice of the next Shareholder meeting. Likewise, if the Corporation indemnifies or advances expenses to a Director (as defined in or permitted by § 33-16-210 or Article V), this shall be reported to all the Shareholders with or before notice of the next Shareholder's meeting.

E. Preferred Method of Notice. Each Shareholder must advise the Secretary in writing of his or her mailing address, email address, and preferred method of notice, and transmission to the Shareholder through that method of notice shall conclusively constitute notice under these Bylaws.

Section 2.05 Fixing of Record Date. For the purpose of determining Shareholders of any voting group entitled to notice of or to vote at any meeting of Shareholders, or Shareholders entitled to receive payment of any distribution or dividend, or in order to make a determination of Shareholders for any other proper purpose, the Board of Directors

may fix in advance a date as the record date. Such record date shall not be more than 70 days prior to the date on which the particular action, requiring such determination of Shareholders, is to be taken.

If no record date is so fixed by the Board for the determination of Shareholders entitled to notice of, or to vote at a meeting of Shareholders, or Shareholders entitled to receive a share dividend or distribution, the record date for determination of such Shareholders shall be at the close of business on:

A. With respect to an annual Shareholder meeting or any special Shareholder meeting called by the Board or any person specifically authorized by the Board or these Bylaws to call a meeting, the day before the first notice is delivered to Shareholders;

B. With respect to a special Shareholder's meeting demanded by the Shareholders, the date the first Shareholder signs the demand;

C. With respect to the payment of a share dividend, the date the Board authorizes the share dividend;

D. With respect to actions taken in writing without a meeting (pursuant to Section 2.12), the date the first Shareholder signs a consent; and

E. And with respect to a distribution to Shareholders, (other than one involving a repurchase or reacquisition of shares), the date the Board authorizes the distribution.

When a determination of Shareholders entitled to vote at any meeting of Shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Section 2.06 Shareholder List. The Secretary shall make a complete record of the Shareholders entitled to vote at each meeting of Shareholders, arranged in alphabetical order, with the address of and the number of shares held by each. The Shareholder's list must be available for inspection by any Shareholder, beginning on the date on which notice of the meeting is given for which the list was prepared and continuing through the meeting. The list shall be available at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting is to be held. A Shareholder, including their agent or attorney, is entitled on written demand to inspect, and subject to Section 2.14, copy the list at their expense during regular business hours and during the period it is available for inspection. The Corporation shall maintain the Shareholder list in written form or in another form capable of conversion into written form within a reasonable time

Section 2.07 Quorum and Voting Requirements. If the Articles or the Act provides for voting by a single voting group on a matter, action on that matter is taken when voted upon by that voting group.

Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those shares exists with respect to that matter. Unless the Articles, a Bylaw adopted pursuant to Section 2.08, or the Act provide otherwise, a majority of the votes entitled to be cast on the matter by the voting group constitutes a quorum of that voting group for action on that matter.

If the Articles or the Act provide for voting by two or more voting groups on a matter, action on that matter is taken only when voted upon by each of those voting groups counted separately. Action may be taken by one voting group on a matter even though no action is taken by another voting group entitled to vote on the matter.

Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes. If a quorum exists, action on a matter (other than the election of Directors) by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless the Articles, a Bylaw adopted pursuant to Section 2.08, or the Act require a greater number of affirmative votes.

Section 2.08 Increasing Either Quorum or Voting Requirements. For purposes of this Section 2.08, a “supermajority” quorum is a requirement that more than a majority of the votes of the voting group be present to constitute a quorum; and a “supermajority” voting requirement is any requirement that requires the vote of more than a majority of the affirmative votes of a voting group at a meeting.

If specifically and expressly authorized to do so by the Articles, the Shareholders may adopt, amend, or delete a Bylaw which fixes a “supermajority” quorum or “supermajority” voting requirement. The adoption or amendment of a Bylaw that adds, changes, or deletes a “supermajority” quorum or voting requirement for Shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

A Bylaw that fixes a supermajority quorum or voting requirement for Shareholders may not be adopted, amended, or repealed by the Board of Directors.

Section 2.09 Proxies. At all meetings of Shareholders, a Shareholder may vote in person or vote by proxy executed in writing by the Shareholder or by their duly authorized attorney-in-fact. Such proxy shall be dated and filed with the Secretary or other person authorized to tabulate votes before or at the time of the meeting. Unless a time of expiration is otherwise specified, a proxy is valid for 11 months. A proxy is revocable unless executed in compliance with § 33-7-220(d) as may be amended from time to time.

Section 2.10 Voting of Shares. Unless otherwise provided in the Articles, and subject to the cumulative voting provisions of Section 2.13, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of Shareholders.

Except as provided by specific court order, no shares held by another Corporation, if a majority of the shares entitled to vote for the election of Directors of such other Corporation are held by the Corporation, shall be voted at any meeting or counted in determining the total number of outstanding shares at any given time for purposes of any meeting. Provided, however, the prior sentence shall not limit the power of the Corporation to vote any shares, including its own shares, held by it in a fiduciary capacity.

Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

Section 2.11 Corporation's Acceptance of Votes.

A. If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a Shareholder, the Corporation if acting in good faith is entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the Shareholder.

B. If the name signed on a vote, consent, waiver, or proxy appointment does not correspond to the name of its Shareholder, the Corporation if acting in good faith is nevertheless entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the Shareholder if:

1. the Shareholder is an entity as defined in the Act and the name signed purports to be that of an Officer or agent of the entity;
2. the name signed purports to be that of an administrator, executor, guardian, or conservator representing the Shareholder and, if the Corporation requests, evidence of fiduciary status acceptable to the Corporation has been presented with respect to the vote, consent, waiver, or proxy appointment;
3. the name signed purports to be that of a receiver or trustee in bankruptcy of the Shareholder and, if the Corporation requests, evidence of this status acceptable to the Corporation has been presented with respect to the vote, consent, waiver, or proxy appointment;

4. the name signed purports to be that of a pledgee, beneficial owner, or attorney-in-fact of the Shareholder and, if the Corporation requests, evidence acceptable to the Corporation of the signatory's authority to sign for the Shareholder has been presented with respect to the vote, consent, waiver, or proxy appointment; or
5. two or more persons are the Shareholder as cotenants or fiduciaries and the name signed purports to be the name of at least one of the co-owners and the person signing appears to be acting on behalf of all the co-owners.

C. The Corporation is entitled to reject a vote, consent, waiver, or proxy appointment if the Secretary or other Officer or agent authorized to tabulate votes, acting in good faith, has a reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the Shareholder.

D. The Corporation and its Officer or agent who accepts or rejects a vote, consent, waiver, or proxy appointment in good faith and in accordance with the standards of this section are not liable in damages to the Shareholder for the consequences of the acceptance or rejection.

E. Corporate action based on the acceptance or rejection of a vote, consent, waiver, or proxy appointment under this section is valid unless a court of competent jurisdiction determines otherwise.

Section 2.12 Informal Action by Shareholders. Any action required or permitted to be taken at a meeting of the Shareholders may be taken without a meeting if one or more consents in writing, setting forth the action so taken, shall be signed by all of the Shareholders entitled to vote with respect to the subject matter thereof and are delivered to the Corporation for inclusion in the minute book. If the act to be taken requires that notice be given to non-voting Shareholders, the Corporation shall give the non-voting Shareholders written notice of the proposed action at least ten days before the action is taken, which notice shall contain or be accompanied by the same material that would have been required if a formal meeting had been called to consider the action. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 2.13 Voting for Directors.

A. General Provisions. Unless otherwise provided in the Articles, at each election for Directors every Shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of votes he is entitled to cast for as many persons as there are Directors to be elected and for whose election he has a right to vote, and, if

notice of cumulative voting has been given either as provided in subsection B.1 or B.2, to cumulate his votes.

B. Notice of Cumulative Voting. Notice of cumulative voting shall be given either by:

1. the meeting notice or proxy statement accompanying the notice, which states conspicuously that cumulative voting is authorized; or
2. a Shareholder who has the right to cumulate his votes shall either
 - (a) give written notice of his their intention to the President or Secretary not less than 48 hours before the time fixed for the meeting, which notice must be announced in the meeting before the voting; or
 - (b) announce their intention in the meeting before the voting for Directors commences; and all Shareholders entitled to vote at the meeting shall without further notice be entitled to cumulate their votes.

C. Recess. If cumulative voting is to be used, the person presiding may, or if requested by any Shareholder shall, recess the meeting for a reasonable time to allow deliberation by Shareholders, not to exceed two hours.

D. Plurality Requirement. Unless otherwise provided in the Articles, Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

Section 2.14 Shareholder's Rights to Inspect Corporate Records.

A. Minutes and Accounting Records. The Corporation shall keep as permanent records minutes of all meetings of its Shareholders and Board of Directors, a record of all actions taken by the Shareholders or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall maintain appropriate accounting records.

B. Absolute Inspection Rights of Records Required at Principal Office. If a Shareholder gives a written demand at least five business days before the requested inspection date, the Shareholder (or his agent or attorney) has the right to inspect and copy, during regular business hours, any of the following records, all of which the Corporation is required to keep at its principal office:

1. its Articles or restated Articles and all amendments to them currently in effect;
2. its Bylaws or restated Bylaws and all amendments to them currently in effect;
3. resolutions adopted by its Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;
4. the minutes of all Shareholders' meetings, and records of all action taken by Shareholders without a meeting, for the past ten years;
5. all written communications to Shareholders generally within the past three years, including the financial statement furnished for the past three years to the Shareholders;
6. a list of the names and business addresses of its current Directors and Officers;
7. the most recent annual report delivered to the Department of Revenue; and
8. a Shareholder owning at least one percent of any class of shares may inspect and copy the Corporation's federal and state income tax returns for the last ten years.

C. Conditional Inspection Right. In addition, if the Shareholder gives the Corporation a written demand made in good faith and for a proper purpose at least five business days before the requested inspection date, describes with reasonable particularity the purpose for the inspection and the records sought for inspection, and the records are directly connected with the stated purpose, a Shareholder (or their agent or attorney) is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation:

1. excerpts from minutes of any meeting of the Board of Directors, records of any action of a committee of the Board of Directors on behalf of the Corporation, minutes of any meeting of the Shareholders, and records of action taken by the Shareholders or Board of Directors without a meeting, to the extent not subject to inspection under Section 2.14.A;
2. accounting records of the Corporation; and

3. the record of Shareholders (compiled no earlier than the date of the Shareholder's demand).

D. Copy Costs. The right to copy records includes, if reasonable, the right to receive copies made by photographic, xerographic, or other means. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the Shareholder. The charge may not exceed the estimated cost of production or reproduction of the records.

Section 2.15 Financial Statements Shall be Furnished to the Shareholders.

A. The Corporation shall furnish the Shareholders with annual financial statements, which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries, as appropriate, that include a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of changes in Shareholders' equity for the year unless that information appears elsewhere in the financial statements. If financial statements are prepared for the Corporation on the basis of generally accepted accounting principles, the annual financial statements for the Shareholders also must be prepared on that basis.

B. If the annual financial statements are reported upon by a Certified Public Accountant, the accountant's report must accompany the financial statements. If not, the financial statements must be accompanied by a statement of the President or the Treasurer:

1. stating their reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and
2. describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

C. A Corporation shall provide by mail or other reasonable method of delivery the annual financial statements to each Shareholder within 120 days after the close of each fiscal year. Thereafter, on written request from a Shareholder who was not mailed the statements, the Corporation shall mail provide him or her by mail or other reasonable method of delivery the latest financial statements.

Section 2.16 Dissenter's Rights. Each Shareholder shall have the right to dissent from and obtain payment for their shares when so authorized by the Act, the Articles, these Bylaws, or a resolution of the Board of Directors.

ARTICLE III BOARD OF DIRECTORS

Section 3.01 General Powers. The Board shall constitute the Board of Directors of the Corporation and, as provided in the Act, shall, except as otherwise set forth in the Articles, these Bylaws, or in duly adopted Policies, have full authority and duty to exercise or oversee the exercise of all corporate powers of the Corporation and to manage or oversee the management of the property, business, and affairs of the Corporation. Except as otherwise set forth in the Articles, these Bylaws, or duly adopted Policies, the Board of Directors is hereby vested with all the powers possessed by the Corporation itself in the management and control of the Corporation, so far as this delegation of authority is not inconsistent with the laws of South Carolina.

Section 3.02 Directors.

A. Qualification of Directors. Directors must be natural persons at least 21 years of age and residents of the State of South Carolina

B. Number and Term of Directors. The Board shall be composed of 16 Directors plus any ex-officio members appointed by the Chair; provided, however, that the ex officio members shall not be entitled to vote on any matters. The Shareholders may increase or decrease the number of voting Directors, but not below 16 Directors; provided, however, that no reduction in the number of Directors will shorten the term of any existing Director and any such decrease shall take effect as of January 1 of the calendar year following the annual meeting of the Shareholders.

C. Nomination of Directors and Officers. The Board nominates and elects Officers. The election of Officers shall be held at the annual meeting of the Directors.

D. Term of Directors. Each Director shall serve for a term of one year beginning on January 1 of the succeeding year after election. A Director shall continue to serve until the end of the term or until their successor has been duly elected or appointed.

E. Resignation. A Director may resign at any time by delivering written notice to the Board, the President, or the Secretary. A resignation is effective when the notice is given unless the notice specifies a later date. If the resignation is made effective at a later date, the President may fill the pending vacancy before the effective date and the successor will not take office until the effective date of the resignation.

F. Removal. A Director may be removed only at a special meeting of the Board called as provided in Section 3.03 for the purpose of removing the Director. The meeting notice must expressly state the purpose of the special meeting is the removal of the Director. A Director may be removed with or without cause upon a two-thirds (2/3) vote of the Board. The Director that is the subject of the removal proceedings is not entitled to

vote on the motion or action. Removal of a Director who also is an Officer will constitute removal of the person from his or her office under Section 4.03.

G. Vacancies. Any vacancy may be filled by appointment of the President to serve until the end of the term or a successor has been duly elected and qualified by the full Board.

H. Executive Committee. There will be an Executive Committee consisting of the Officers of the Corporation. The Executive Committee will be responsible for addressing issues and matters between meetings of the Directors. The Executive Committee shall recommend actions to the full Board of Directors, and shall not be entitled to take binding action unilaterally except as may be specifically directed by the Board of Directors.

Section 3.03 Meetings.

A. Annual Meetings. An annual meeting of the Board of Directors must be held on a date to be determined by the Board of Directors in each calendar year for the purposes of: (a) electing Officers; (b) appointing members of committees, if any; (c) addressing legal issues; (d) receiving financial reports; (e) addressing annual organization questions and issues; and (f) transacting any other business and addressing any other pertinent issues.

B. Regular Meetings. There will be a regular meeting of the Board of Directors on the second Wednesday of each month. The purposes of the meeting will be set forth on the agenda to be published by the President. The President may cancel a regular meeting in his or her discretion and shall cause notice of the cancellation to be given in accordance with the provisions of Section 3.04.

C. Special Meetings. Special meetings of the Board of Directors may be held at any reasonable time and place and for any corporate purpose upon the written request of the President or any four Directors. If appropriately called, the Secretary shall give, or cause to be given to each Director at his email address, notice of the date, time, place, and purpose of the meeting seven days prior to the meeting.

D. Agenda. The President shall cause to be published an agenda for any annual, regular, or special meeting.

E. Closing Meetings. Subject to any applicable or governing law, portions of meetings may be closed to all but the Board of Directors and any necessary legal or professional advisor or persons necessary to give information or advice to the Board of Directors in a closed meeting session.

Section 3.04 Notice.

A. General. Notwithstanding any other provision of these Bylaws:

1. Notice of the time, date, and place of any annual, regular, or special meeting of the Board of Directors or any committee or subcommittee operating under these Bylaws shall be given no less than 24 hours before and no more than 60 days before the date of the meeting. Notice may be communicated in person, by telephone, electronic mail, telegraph, teletype, or other form of wire or wireless communication, or by mail, private carrier, or any other lawful means.
2. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member of the Board of Directors at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. If the notice is given by electronic mail transmission, the notice shall be deemed delivered when the notice is transmitted to an electronic mail address designated by the Director.
3. The notice of a special meeting shall describe the purpose of such special meeting.
4. Notice must be given of an adjourned meeting even if the time and place was fixed at the meeting that was adjourned.
5. Notice of the meeting must be posted at the designated location of the meeting at least 24 hours before the meeting. If practicable, notice must be published on the Corporation's website. Notice must also be transmitted to any person or entity requesting notice of meetings in writing.

B. Waiver. Except as otherwise provided by law, whenever any notice is required to be given to any Director under the Act, the Articles, or the Bylaws, a written waiver, signed by the person or persons entitled to such notice, whether before or after the time stated therein, and delivered to the Corporation for inclusion or filing with the minutes or corporate records, shall be equivalent to the giving of such notice.

C. Preferred Method of Notice. Each Director must advise the Secretary in writing of his or her preferred method of notice, and transmission to the Director through that method of notice shall conclusively constitute notice under these Bylaws.

D. Attendance.

1. In person attendance is encouraged. However, attendance via teleconference, videoconference, or other form of wire or wireless communication by which all persons participating in the meeting can hear each other at the same time, or via physical attendance, shall constitute "attendance" for purposes of determining whether a quorum is present and for taking action at a meeting.
2. The attendance at or participation in a meeting by a member of the Board of Directors waives any required notice of the meeting, unless such member of the Board of Directors, upon arriving at the meeting (or prior to the vote on a matter not properly noticed in conformity with the law or the Corporation's Articles or these Bylaws), objects to and does not thereafter vote for or assent to the objected to action.
3. A Director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (i) such Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting; (ii) the Director votes against the action and the vote is entered in the minutes of the meeting; and (iii) the Director's dissent or abstention for the action taken is entered as abstention to the presiding Officer of the meeting before its adjournment or the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of such action.

E. Special Notice Provisions. Meetings at which the following actions are to be considered require not less than seven days' notice that the action is the purpose or one of the purposes of the meeting: (i) removal of a Board member; (ii) a transaction involving a Director conflict of interest; (iii) indemnification of Officers, employees, and agents; (iv) amendment of the Articles; (v) amendment of these Bylaws; (vi) merger; (vii) sale of assets other than in the regular course of operations; and (viii) dissolution.

Section 3.05 Quorum. The presence of seven Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at that meeting of the Board of Directors, but if less seven Directors are present at a meeting, a majority of the Directors present may adjourn the meeting.

Section 3.06 Manner of Acting. Each Director other than the ex officio members of the Board shall have one vote. Except as otherwise provided by law or the Articles, these Bylaws, or any duly and properly adopted Policy, the affirmative vote of the majority of the Board of Directors present at any meeting where a quorum is present shall be the act of the Board of Directors. The Board of Directors shall act in accordance with the provisions of § 33-31-831 in the event of a Director conflict of interest or potential conflict of interest.

Section 3.07 Vacancies. Except as otherwise required by law, the Articles, or these Bylaws, in the event of a vacancy on the Board of Directors of the Corporation, the President has the right to appoint the new Director.

Section 3.08 Increasing Either Quorum or Voting Requirements. For purposes of this Section 3.08, a “supermajority” quorum is a requirement that more than a majority of the Directors in office constitute a quorum; and a “supermajority” voting requirement is any requirement that requires the vote of more than a majority of those Directors present at a meeting at which a quorum is present to be the act of the Directors. A bylaw that fixes a supermajority quorum or supermajority voting requirement may be amended or repealed:

A. if originally adopted by the Shareholders, only by the Shareholders (unless otherwise provided by the Shareholders); or,

B. if originally adopted by the Board of Directors, either by the Shareholders or by the Board of Directors.

A bylaw adopted or amended by the Shareholders that fixes a super majority quorum or supermajority voting requirement for the Board of Directors may provide that it may be amended or repealed only by a specified vote of either the Shareholders or the Board of Directors.

Subject to the provisions of the preceding paragraph, action by the Board of Directors to adopt, 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

Section 3.09 Informal Action by Directors. To the fullest extent permitted by the Act, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by the unanimous written consent by each Director. Such written consents shall be entered into and filed with the Corporation’s records.

Section 3.10 Policies. The Board of Directors may adopt written rules, regulations, and policies (such rules, regulation, or policies are “Policies” and each is a “Policy”), including, but not limited to, an investment policy, a conflict of interest policy, and other such policies as may be necessary or appropriate for the management and control of the Corporation.

Section 3.11 Compensation; Reimbursement. The Board of Directors shall receive no compensation for service on the Board of Directors; however, the Board of Directors may determine to allow the members of the Board of Directors to receive reimbursement for reasonable expenses incurred in performing duties or attending meetings required as a member of the Board of Directors of the Corporation.

Section 3.12 Committees.

A. Creation of Committees. The Board may from time to time by resolution, adopted in accordance with the Act, designate and delegate authority to one or more committees. Any such committee may be designated as a standing committee appointed annually or as a special committee for specific circumstances or transactions with a limited duration. Each committee shall be composed of at least three or more Directors, who shall serve at the pleasure of the Board, plus other committee members as appointed by the Board. The duties, constitution, and procedures of any committee shall be prescribed by the Board. The Board shall designate one member of each committee as its chair. Committees shall deliberate, collect information, make recommendations to the full Board, and undertake actions as authorized and approved by the Board.

B. A majority of each committee's voting members shall constitute a quorum for the transaction of business by the committee, and each committee shall take action pursuant to resolutions adopted by a majority of all of the committee's voting members. Each committee may also take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act for Board action. Unless otherwise permitted by the Act for Board action, such written consent must be signed by all of the committee's voting members. Special meetings of any committee may be called at any time by any Director who is a member of the committee or by any person entitled to call a special meeting of the full Board. Except as otherwise provided in this section, the conduct of all meetings of any committee, including notice thereof, and the taking of any action by such committee, shall be governed by this Article.

C. Notice of a meeting must be given pursuant to Section 3.04 as if the committee or subcommittee meeting was a Board of Directors meeting. Committee or subcommittee meetings may be closed pursuant to Section 3.03.E.

D. Required Procedures. The procedures applicable to meetings of the Board of Directors also govern action without meetings; notice and waiver of notice; and quorum and voting requirements with respect to committees and their members.

E. Authority. Unless limited by the Articles, each committee may exercise those aspects of the authority of the Board of Directors which the Board of Directors confers upon such committee in the resolution creating the committee. Provided, however, a committee may not:

1. authorize distributions;
2. approve or propose to Shareholders action that the Act requires be approved by Shareholders;
3. fill vacancies on the Board of Directors or on any of its committees;

4. amend the Articles pursuant to the authority of Directors to do so granted by § 33-10-102;
5. adopt, amend, or repeal Bylaws;
6. approve a plan of merger not requiring Shareholder approval;
7. authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors; or
8. authorize or approve the issuance or sale or contract for sale of shares or determine the designation and relative rights, preferences, and limitations of a class or series of shares, except that the Board of Directors may authorize a committee (or a senior executive Officer of the Corporation) to do so within limits specifically prescribed by the Board of Directors.

Section 3.13 Minutes. The Board of Directors and every committee or subcommittee appointed, constituted, or operating pursuant to these Bylaws must keep written minutes of each meeting. The minutes, at a minimum, must include the following:

1. The date, time, and place of the meeting;
2. The Directors recorded as either present or absent;
3. The substance of all matters proposed, discussed, or decided and, at the request of any Director, a record, by an individual Director, of any votes taken; and
4. Any other information that any Director requests be included or reflected in the minutes.

ARTICLE IV OFFICERS

Section 4.01 Officers. The following shall be Officers of the Corporation: President, Vice President, Secretary, and Treasurer (collectively, the "Officers").

Section 4.02 Appointment and Term of Office. The term of office for each Officer shall be one year, beginning on the first day of January following their appointment; provided, however, that the term of office shall begin immediately after appointment if the position is being filled for the first time under these Bylaws or the individual is filling a vacancy in a term of office that has not expired. The designation of a specified term grants to the Officer no contract rights, and the Board can remove the Officer at any time prior to the termination of such term.

Section 4.03 Removal. An Officer may be removed only at a special meeting of the Board called as provided in Section 3.03 for the purpose of removing the Officer. The meeting notice must expressly state the purpose of the special meeting is the removal of the Officer from his or position as an Officer. An Officer may be removed with or without cause upon a two-thirds (2/3) vote of the Board. The Officer that is the subject of the removal proceedings is not entitled to vote on the motion or action. If the notice so provides, removal of the Officer may also constitute removal of the person from the Board of Directors under Section 3.02.F. Any Officer or agent appointed by the Shareholders may be removed by the Shareholders with or without cause.

Section 4.04 Officers' Duties.

A. President. The President shall be the principal executive Officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Shareholders and of the Board of Directors. The President may, with the Secretary or any other proper Officer of the Corporation thereunto authorized by the Board of Directors, sign certificates for shares of the Corporation and deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

B. The Vice-President. If appointed, in the absence of the President or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. (If there is no Vice-President, then the Treasurer shall perform such duties of the President). The Vice-President may sign, with the Secretary, certificates for shares of the Corporation the issuance of which have been authorized by resolution of the Board of Directors; and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

C. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Shareholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of any seal of the Corporation and if there is a seal of the Corporation, see that it is affixed to all documents when necessary and appropriate; (d) when requested or required, authenticate any records of the Corporation; (e) keep a register of the mailing address and email address of each Shareholder which shall be furnished to the Secretary by such Shareholder; (f) sign with the President or Vice-President, as appropriate, certificates for shares of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors;

(g) have general charge of the stock transfer books of the Corporation; and (h) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

D. Treasurer. The Treasurer shall have the general responsibility for the financial affairs of the Corporation, and shall assure that a true and accurate accounting of the financial transactions of the Corporation is made to the Board of Directors. The Treasurer's duties, responsibilities, and authority shall include but not be limited to the following: (a) having charge and custody of and being responsible for all funds and securities of the Corporation; (b) receiving and giving receipts for moneys due and payable to the Corporation from any source whatsoever, and depositing all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; (c) timely filing or causing to be timely filed (but not preparing) all required tax returns and statements; and (d) in general performing all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall serve under the direction of the President. The Treasurer shall upon request by the Board report on the financial condition of the Corporation. The Treasurer may be required by the Board at any time and from time to time to give such bond as the Board may determine. The Treasurer shall perform such other duties and may exercise such other powers as are incident to the office of treasurer and as are from time to time assigned to such office by the Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the President. If the Board of Directors delegates the duties of maintaining the Corporation's checkbook and overseeing its asset and revenue collections and its liability and expense payments to a Certified Public Accountant as contemplated by Section 4.06, the Treasurer remains responsible for the oversight and management of the performance and discharge of those functions by the Certified Public Accountant. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 4.05 Salaries. The Officers shall receive no compensation for service as an Officer; however, the Board of Directors may determine to allow the Officers to receive reimbursement for reasonable expenses incurred in performing duties or attending meetings required as an Officer.

Section 4.06 Required Signatures. All checks, drafts, or other 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 the Board of Directors, including but not limited to delegating to a designated Certified Public Accountant the duties and functions of maintaining the Corporation's checkbook and financial records and overseeing its asset and revenue collections and its liability and expense payments. Any such delegation shall be subject to the terms and conditions established by the Board of

Directors and shall require monthly reporting to the Board of Directors by the designated Certified Public Accountant. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or the designated Certified Public Accountant alone or, if the amount exceeds \$2,500, be countersigned by the President or Vice-President.

ARTICLE V INDEMNIFICATION OF DIRECTORS, OFFICERS AGENTS, AND EMPLOYEES

Section 5.01 Indemnification of Directors. The Corporation shall indemnify against liability any individual made a party to a proceeding because they are or were a Director or Officer of the Corporation, but only if indemnification is both (i) permissible and (ii) authorized, as defined in subsection A below, and as further governed and limited by subsection C below.

A. Determination and Authorization. The Corporation shall not indemnify a Director under this Section 5.01 unless:

1. Determination: A determination has been made in accordance with the procedures set forth in § 33-8-550(b) that the Director met the standard of conduct set forth in subsection B below, and
2. Authorization: The Board of Directors (as specified in § 33-8-550(c)) authorizes payment after they have concluded that the expenses are reasonable, the Corporation has the financial ability to make the payment, and that the financial resources of the company should be devoted to this use rather than some other use by the Corporation.

B. Standard of Conduct.

The individual shall demonstrate that they:

1. acted in good faith; and
2. reasonably believed:
 - (i) in the case of conduct in his official capacity with the Corporation, that their conduct was in its best interests; and
 - (ii) in all other cases, that their conduct was at least not opposed to its best interests; and
 - (iii) in the case of any criminal proceeding, they had no reasonable cause to believe their conduct was unlawful.

The Corporation shall not indemnify a Director:

1. in connection with a proceeding by or in the right of the Corporation in which the Director was adjudged liable to the Corporation; or
2. in connection with any other proceeding charging improper personal benefit to the Director, whether or not involving action in their official capacity, in which they were adjudged liable on the basis that they improperly received personal benefit.

C. Indemnification in Derivative Actions Limited. Indemnification permitted under this Section 5.01 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 5.02 Advance Expenses for Directors. If a determination is made, following the procedures of Section 5.01.A, that the Director has met the following requirements; and if an authorization of payment is made, also following the procedures and standards set forth in Section 5.01.A; then unless otherwise provided in the Articles, the Corporation shall pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding, if:

1. the Director furnishes the Corporation a written affirmation of his good faith belief that they have met the standard of conduct described in Section 5.01.B.
2. the Director furnishes the Corporation a written undertaking, executed personally or on their behalf, to repay the advance if it is ultimately determined that they did not meet the standard of conduct (which undertaking must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment); and
3. a determination is made that the facts then known to those making the determination would not preclude indemnification under Section 5.01 or §§ 33-8-500 through 33-8-580.

Section 5.03 Indemnification of Officers, Agents, and Employees Who Are Not Directors. Unless otherwise provided in the Articles, the Board of Directors may indemnify and advance expenses to any Officer, employee, or agent of the Corporation, who is not a Director, to any extent, consistent with public policy, as determined by the general or specific action of the Board of Directors.

Section 5.04 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who, while a Director, Officer, employee, or agent of the Corporation is or

was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by them in that capacity or arising from their status as such, whether or not the Corporation would have the power to indemnify them against the same liability under § 33-8-510 or § 33-8-520.

ARTICLE VI CERTIFICATES FOR SHARES AND THEIR TRANSFER

Section 6.01 Certificates for Shares.

A. Content. Certificates representing shares of the Corporation shall at minimum, state on their face the name of the issuing Corporation and that it is formed under the laws of South Carolina; the name of the person to whom issued; and the number and class of shares and the designation of the series, if any, the certificate represents; and be in such form as determined by the Board of Directors. Such certificates shall be signed (either manually or by facsimile) by the President or Vice-President and by the Secretary and may be sealed with a corporate seal or a facsimile thereof. Each certificate for shares shall be consecutively numbered or otherwise identified.

B. Legend as to Class or Series. If the Corporation is authorized to issue different classes of shares or different series within a class, the designations, relative rights, preferences, and limitations applicable to each class and the variations in rights, preferences, and limitations determined for each series (and the authority of the Board of Directors to determine variations for future series) must be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the Corporation will furnish the Shareholder this information on request in writing and without charge.

C. Shareholder List. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation.

D. Transferring Shares. All certificates surrendered to the Corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the Corporation as the Board of Directors may prescribe.

Section 6.02 Registration of the Transfer of Shares. Registration of the transfer of shares of the Corporation shall be made only on the stock transfer books of the Corporation. In order to register a transfer, the record owner shall surrender the shares to the Corporation for cancellation, properly endorsed by the appropriate person or persons with reasonable

assurances that the endorsements are genuine and effective. Subject to the provisions of § 33-7-300(d) (relating to shares held in a voting trust), and unless the Corporation has established a procedure by which a beneficial owner of shares held by a nominee is to be recognized by the Corporation as the owner, the person in whose name shares stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes.

Section 6.03 Restriction on Transfer of Share Permitted. The Board of Directors (or Shareholders) may impose restrictions on the transfer or registration of transfer of shares, including but not limited to any security convertible into, or carrying a right to subscribe for or acquire shares. A restriction does not affect shares issued before the restriction was adopted unless the holders of the shares are parties to the restriction agreement or voted in favor of the restriction.

A. A restriction on the transfer or registration of transfer of shares may be authorized:

1. to maintain the Corporation's status when it is dependent on the number or identify of its Shareholders;
2. to preserve exemptions under federal or state securities law; or
3. for any other reasonable purpose.

B. A restriction on the transfer or registration of transfer of shares may:

1. obligate the Shareholder first to offer the Corporation or other persons (separately, consecutively, or simultaneously) an opportunity to acquire the restricted shares;
2. obligate the Corporation or other persons (separately, consecutively, or simultaneously) to acquire the restricted shares;
3. require the Corporation, the holders of any class of its shares, or another person to approve the transfer of the restricted shares, if the requirement is not manifestly unreasonable; or
4. prohibit the transfer of the restricted shares to designated persons or classes of persons, if the prohibition is not manifestly unreasonable.

A restriction on the transfer or registration of transfer of shares is valid and enforceable against the holder or a transferee of the holder if the restriction is authorized by this Section 6.03 and its existence is noted conspicuously on the front or back of the certificate. Unless so noted, a restriction is not enforceable against a person without knowledge of the restriction.

Section 6.04 Acquisition of Shares. The Corporation may acquire its own shares and, unless otherwise provided in the Articles, the shares so acquired constitute authorized but unissued shares.

If the Articles prohibit the reissue of acquired shares, the number of authorized shares is reduced by the number of shares acquired, effective upon amendment of the Articles, which amendment shall be adopted by the Shareholders or the Board of Directors without Shareholder action. The article of amendment must be delivered to the Secretary of State and must set forth:

1. The name of the Corporation;
2. The reduction in the number of authorized shares, itemized by class and series; and
3. the total number of authorized shares, itemized by class and series, remaining after reduction of the shares.

Section 6.05 Failure to Issue Stock Certificates Does Not Invalidate Shareholder's Status. The Corporation's failure to issue shares does not invalidate action or participation in meeting by an otherwise duly authorized Shareholder.

ARTICLE VII DISTRIBUTIONS

Section 7.01 Distributions. The Board of Directors may authorize and the Corporation may make distributions (including dividends on its outstanding shares) in the manner and upon the terms and conditions provided by law and in the Corporation's Articles.

ARTICLE VIII CORPORATE SEAL

Section 8.01 Corporate Seal. The Board of Directors may provide for a corporate seal which may be circular in form and have inscribed thereon any designation including the name of the Corporation, South Carolina as the state of incorporation, and the words "Corporate Seal." The failure to provide for a corporate seal or the failure to affix an authorized seal to a corporate record does not invalidate otherwise proper corporate action.

ARTICLE IX EMERGENCY BYLAWS

Section 9.01 Emergency Bylaws. Unless the Articles provide otherwise, the following provisions of this Article IX pertaining to Emergency Bylaws shall be effective during an emergency which is defined as when a quorum of the Corporation's Directors cannot be readily assembled because of some catastrophic event.

During such emergency:

A. Notice of Board Meetings Any one member of the Board of Directors or any one of the following Officers: President, Vice-President, Secretary, or Treasurer, may call a meeting of the Board of Directors. Notice of such meeting need be given only to those Directors whom it is practicable to reach, and may be given in any practical manner, including by publication and radio. Such notice shall be given at least six hours prior to commencement of the meeting. The notice must state the catastrophic event giving rise to the need to proceed under this Article IX.

B. Temporary Directors or Quorum. One or more Officers present at the emergency Board meeting, as is necessary to achieve a quorum, shall be considered to be Directors for the meeting, and shall so serve in order of rank, and within the same rank, in order of seniority. In the event that less than a quorum (as determined by Section 3.05) of the Directors are present (including any Officers who are to serve as Directors for the meeting), those Directors present (including the Officers serving as Directors) shall constitute a quorum.

C. Actions Permitted to be Taken. The Board may as constituted in paragraph (b), and after notice as set forth in paragraph (a):

1. Officers' Powers.

Prescribe emergency powers to any Officer of the Corporation;

2. Delegation of any Power.

Delegate to any Officer or Director, any of the powers of the Board of Directors;

3. Lines of Succession.

Designate lines of succession of Officers and agents, in the event that any of them are unable to discharge their duties;

4. Relocate Principal Place of Business.

Relocate the principal place of business, or designate successive or simultaneous principal places of business;

5. All Other Action.

Take any other action, convenient, helpful, or necessary to carry on the business of the Corporation.

ARTICLE X AMENDMENTS

Section 10.01 Amendments. The Corporation's Board of Directors may amend or repeal any of the Corporation's Bylaws unless:

1. the Articles or the Act reserve this power exclusively to the Shareholders in whole or part;
2. the Shareholders in adopting, amending, or repealing a particular Bylaw provide expressly that the Board of Directors may not amend or repeal that Bylaw; or
3. the Bylaw either establishes, amends, or deletes, a supermajority Shareholder quorum or voting requirement (as defined in Section 2.08).

Any amendment which changes the voting or quorum requirement for the Board must comply with Section 3.08, and for the Shareholders, must comply with Section 2.08.

Subject to meeting any applicable voting or quorum requirements, the Corporation's Shareholders may adopt, amend, or repeal the Corporation's Bylaws even though the Bylaws may also be amended or repealed by its Board of Directors. Any notice of a meeting of Shareholders at which Bylaws are to be adopted, amended, or repealed shall state that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment, or repeal of Bylaws and contain or be accompanied by a copy or summary of the proposal

ARTICLE XI MISCELLANEOUS

Section 11.01 Corporation's Fiscal Year. The fiscal year of the Corporation shall end on December 31st of each calendar year unless otherwise determined by the Board of Directors.

Section 11.02 Conflict Between Bylaws, Articles, and the Act. The Articles and the Act (as either may be amended from time to time) are incorporated herein by reference. Any conflict between the terms of these Bylaws, the Articles, or the Act shall be resolved in the following order: (1) the Act; (2) the Articles; (3) these Bylaws.

Section 11.03 No Third-Party Beneficiaries. These Bylaws were adopted and exist for the benefit of the Corporation and the guidance of the Board of Directors and the Officers. These Bylaws are not for the benefit of, and may not be enforced by, any person who is not a Director or Officer of the Corporation.

I certify that these Bylaws of the Corporation were duly adopted and ratified by the Board of Directors on 1-11-23 to be effective 1-11-23

A handwritten signature in cursive script, appearing to read "James O. O'Brien", is written over a horizontal line.

Secretary