

AMENDED AND RESTATED BYLAWS

OF

PRIDE ST. LOUIS, INC.

ARTICLE I. NAME; PURPOSE; OFFICES

Section 1. Name; Formation. The Corporation shall be known as Pride St. Louis, Inc. (the “Corporation”). The Corporation may use other names or aliases in conducting the business of the Corporation, including, but not limited to “Pride St. Louis”, “PrideSTL”, “PrideCenter of St. Louis”, and “PrideCenter”. The Corporation is formed under the Missouri Nonprofit Corporation Act, Chapter 355 of the Revised Statutes of Missouri, as amended (the “Act”).

Section 2. Purpose. The purposes of the Corporation will be those nonprofit purposes set forth in the Articles of Incorporation of the Corporation (the “Articles of Incorporation”), as may be amended from time to time. Furthermore, the Corporation will have and exercise all rights and powers permitted under the Act and the Internal Revenue Code of 1986, as amended (the “Code”) including, without limitation:

(1) to educate the general public of and raise awareness for the presence of lesbian, gay, bisexual, transgender, queer, questioning, intersex, and asexual individuals in their communities;

(2) to foster an understanding and tolerance of such individuals so as to eliminate prejudice, discrimination, and defend human civil rights;

(3) to sponsor and promote educational programs and events, including an annual St. Louis pride festival (“PrideFest”);

(4) to foster such understanding and celebrate the diversity within communities so as to ultimately achieve unity and harmony;

(5) To receive gifts and grants, and to use such gifts and grants for its proper purposes, or to make distributors thereof for purposes and activities that qualify as exempt under Section 501(c)(3) of the Code.

Nothing herein shall be construed to give the Corporation any purpose that is not permitted under Section 501(c)(3) of the Code or under the Act.

Section 3. Nonprofit Status. The Corporation shall be operated exclusively for charitable, educational, and cultural purposes. It is intended that the Corporation shall be of the character described in Section 501(c)(3) of the Code (or any superseding federal statute), the Act,

and the regulations thereunder. No part of the earnings or assets of the Corporation shall inure to the benefit of individuals having a personal or private interest in the activities of the Corporation.

Section 4. Non-Discrimination. Participation in the Corporation, whether as a member of the Board of Directors or otherwise, shall not be denied on the basis of race, sex, gender identity, color, creed, religion, national origin, citizenship, ancestry, disability, marital status, age, sexual orientation, or gender expression.

Section 5. Principal Office. The principal office of the Corporation in the State of Missouri shall be located where designated by the Board of Directors. The Corporation may have such other office(s), either within or without the State of Missouri, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 6. Registered Office. The registered office of the Corporation required by the Act to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors. Such changes must be filed in the appropriate office of the State of Missouri pursuant to the Act.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers; Liability; Standing Rules. The business and affairs of the Corporation shall be managed by its Board of Directors. Its functions shall include, although not be limited to, a working Board of Directors for organization, structure, planning, policy, finances, fund raising, program planning and public education, consistent with the purposes of the Corporation; provided, that, the Board of Directors must not take any actions that are prohibited by the Act, the Articles of Incorporation or in the terms of these Bylaws required to be exercised or taken by some particular officer of the Corporation. Members of the Board of Directors shall not be personally liable to creditors of the Corporation for any indebtedness or liability incurred by the Corporation.

The Board of Directors may adopt standing rules (each, a “Standing Rule”) for the Corporation whenever, in the Board of Director’s judgement, the best interests of the Corporation will be served thereby.

Section 2. Number, Term and Qualifications. The number of directors of the Corporation shall be not less than seven (7). The initial number of directors shall be set at fourteen (14) persons. Thereafter, the number of directors may be determined by a Standing Rule of the Board of Directors. Members of the Board of Directors are to be elected in two (2) year staggered terms; provided, that, each director shall serve until such member’s successor is duly elected and qualified or until the member’s earlier death, resignation, disqualification or removal. The terms and the directors on each term shall be recorded by the Board of Directors. Each member of the Board of Directors shall hold office until such member’s successor is duly elected and qualified or until the member’s earlier death, resignation, disqualification or removal.

Section 3. Election of Directors. The Board of Directors shall be self-perpetuating. The directors shall be elected by the Board of Directors at each successive Annual Meeting of the Board of Directors by majority vote of the Directors then in office. Each such elected director's term as a member of the Board of Directors shall begin at the next Regular Meeting (as defined herein) after the applicable Annual Meeting (the "Consecutive Meeting"). The Board of Directors may adopt Standing Rules of the Corporation regarding the election of members of the Board of Directors.

Section 4. Regular Meetings. The annual meeting (the "Annual Meeting") of the Board of Directors shall be held on the date, and at the time, determined by the Board of Directors. In addition, the Board of Directors may hold regular monthly meetings (each, a "Monthly Meeting" and, together with the Annual Meeting, each a "Regular Meeting") on the date, and at the time, determined by the Board of Directors. The Board of Directors may provide for the holding of additional regular meetings without notice thereof by fixing the time and place, either within or without the State of Missouri, of such regular meetings in these Bylaws.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or the directors constituting at least forty percent (40%) of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of Missouri, as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice. Required notice of any meeting shall be given not less than two (2) nor more than ten (10) days before the date of the meeting. Notice may be communicated in person, by telephone, facsimile, electronic mail, or other form of wire or wireless communication, or by mail or private carrier. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (1) When received by hand delivery or overnight courier; or
- (2) On the date sent by facsimile, electronic mail, or other form of wire or wireless communication if sent during the normal business hours of the recipient, and on the next business day if sent after normal business hours.

Section 7. Waiver of Notice. A director may at any time waive any required notice. Except as set forth below, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records of the Corporation. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, the Articles of Incorporation or these Bylaws objects to lack of notice and does not vote for or assent to the objected-to action.

Section 8. Quorum; Participation by Telephone. Unless otherwise required by the Act or the Articles of Incorporation, a majority of the Directors in office immediately preceding a meeting shall constitute a quorum for the transaction of business. Members of the Board of Directors may participate in and act at any meeting of the Board of Directors, whether a Regular

Meeting or special meeting, through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting in this manner shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes, including fulfilling the requirements of Sections 8 and 9 of this Article II.

Section 9. Manner of Acting; Rules. The act of a majority of the directors present at a meeting at which a quorum of directors is present shall be the act of the Board of Directors, unless the act of a different number is required by statute, the Articles of Incorporation or these Bylaws.

Unless otherwise provided in these Bylaws or as otherwise requested and agreed upon by a two-thirds (2/3) vote of the members of the Board of Directors in attendance at any Regular Meeting and special meeting of the Board of Directors, all such Regular Meetings and special meetings of the Board of Directors shall be conducted according to the most recent version of "ROBERT'S RULES OF ORDER."

Section 10. Resignations. Any director may resign at any time by giving written notice to the Board of Directors, or the President or Secretary of the Corporation. Any written notice shall be effective upon its receipt by the Board of Directors, President or Secretary, as the case may be, unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 11. Removal of Directors. Any director elected by the Board of Directors may be removed for Cause (as defined herein) by the vote of a majority of the members of the Board of Directors then in office. As used in these Bylaws, the term "Cause" shall mean:

- (1) conviction for a criminal offense or felony;
- (2) the commitment of any act of fraud or dishonesty relating to the discharge of their position in the Corporation;
- (3) an act by a director that is contrary to the purposes of the Corporation or that has brought the Corporation into disrepute;
- (4) any inaction or action that that demonstrates that the director has substantially failed to discharge the duties of their position in the Corporation;
- (5) the failure of the director to attend at least three-fourths (3/4) of the Regular Meetings;
- (6) the failure of the director to attend PrideFest (including, without limitation, the day before and the day after PrideFest);
- (7) the failure of director to attend the minimum number of the Corporation's events, as determined by the Board of Directors in the applicable Standing Rule(s); and

(8) the failure of the director to satisfy the minimum annual diversity-related training as established by the Board of Directors in the applicable Standing Rule (the “Diversity Training”); provided, that, the Diversity Training must be no less than one (1) hour each year; and

(9) the violation by the director of the Articles of Incorporation, these Bylaws or any Standing Rule of the Corporation.

Notice of the proposed removal and the Cause for removal (as defined above) shall be given to all members of the Board of Directors seven (7) days prior to action thereon in accordance with these Bylaws. Notwithstanding the foregoing, the Executive Committee (as defined herein) may, by an act of the Executive Committee, temporarily revoke or administratively suspend the responsibilities, duties, or privileges of a member of the Board of Directors prior to action to remove such member from the Board of Directors in accordance with these Bylaws; provided, that, such revocation or suspension shall be immediately terminated upon a decision of the Board of Directors to not remove such member in accordance with this Section 11 of this Article II.

Section 12. Vacancies. In case of the death, removal, incapacity or resignation of one or more of the directors, a majority of the directors remaining in office may designate the person or persons who shall fill such vacancy or vacancies, to serve the remaining term of such member of the Board of Directors. Any person elected by the Board of Directors to fill a vacancy under this Article II, Section 12 shall become a member of the Board of Directors at the close of the meeting that said person was designated.

Section 13. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director shall file their written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by mail or electronic mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 14. Committees. The Board of Directors shall constitute an executive committee (the “Executive Committee”), which committee shall (a) solely consist of the President, Vice President, a Secretary and a Treasurer of the Corporation and (b) have and exercise all of the authority of the Board of Directors in the management of the Corporation. Additionally, the Board of Directors may designate, by resolution approved by a majority of all the directors then serving on the Board of Directors or by Standing Rule, one or more directors to constitute any other committee which shall have the name, purpose, power and authority delegated to it by such resolution or Standing Rule. A committee of the Board of Directors may not:

(1) Authorize distributions to directors, officers, agents or employees except in exchange for value received;

(2) Approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets;

(3) Unless otherwise provided in these Bylaws or the Articles of Incorporation, elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees; or

(4) Adopt, amend or repeal the Articles of Incorporation or these Bylaws.

Each committee shall meet as often as necessary to perform its duties at such times and places as directed by its chairperson of such committee. Unless otherwise stated herein, in the applicable Standing Rule, or as required by the Act or other applicable law, each committee shall have the same quorum, participation, notice, voting, manner of acting, and other requirements as the Board of Directors, as prescribed by these Bylaws.

Section 15. Action Without a Meeting. Any action that may be taken at a meeting of the Board of Directors or of a committee of directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the members of the Board of Directors or of the committee, as the case may be. Such written consent shall be filed by the Secretary with the minutes of the proceedings of the Board of Directors or of the committee, as the case may be, and shall have the same force and effect as a unanimous vote at a meeting duly held.

Section 16. Compensation. The Corporation shall not pay compensation to any member of the Board of Directors for services rendered to the Corporation in their capacity as a member of the Board of Directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. A member of the Board of Directors may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from their responsibilities as a director when so authorized by the Board of Directors.

Section 17. Annual Audit. The Board of Directors may annually arrange for an audit of the Corporation. The audit shall be prepared for and reported directly to the Board of Directors.

Section 18. Conflict of Interest Transactions. Any transaction in which a director of the Corporation has a material direct or indirect interest (each, a "COI Transaction") shall be approved in advance by the Board of Directors (or a committee thereof) who have no direct or indirect interest in the COI Transaction, provided the COI Transaction may not be approved by a single member of the Board of Directors.

The Board of Directors may only approve a COI Transaction if:

(1) the material facts of the COI Transaction and such director's interest are disclosed to the Board of Directors (or to a committee thereof); and

(2) the Board of Directors in good faith reasonably believe that the COI Transaction is not unfair to the Corporation.

If a majority of the Board of Directors who have no direct or indirect interest in the COI Transaction vote to approve the COI Transaction, at a meeting in which a quorum is present, then such COI Transaction shall be considered approved by the Board of Directors. The presence of, or a vote cast by, any director with material interest in the COI Transaction does not affect the validity of any action taken under this Article II, Section 18 if the COI Transaction is otherwise approved as provided for in this Article II, Section 18.

A COI Transaction is not voidable and cannot serve as the basis for imposing liability on a director if the transaction was not unfair to the Corporation at the time it was entered into or is approved as provided in this Article II, Section 18 or as otherwise permitted by the Act.

ARTICLE III. OFFICERS; OTHER POSITIONS

Section 1. Officer Number; Officer Qualification. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of which shall be a member of the Board of Directors. Such officers shall constitute the Executive Committee. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, provided that such other officers and assistant officers shall be members of the Board of Directors. Each officer position must be held by one person.

In order to be eligible to be elected as an officer of the Corporation, a director must have been a member of the Board of Directors for at least two (2) full years within the past four (4) years before such person's election as an officer (collectively, the "Officer Qualification"); provided, that, the Board of Directors may waive the Officer Qualification if (a) the only candidate(s) nominated for an officer position do not receive a majority vote of the Board of Directors, or (b) there are no candidate(s) nominated for an officer position meeting the Officer Qualification.

Section 2. Officer Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be arranged. Each officer shall hold office until their successor shall have been duly elected and shall have qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Officer Removal. Any officer may be removed for Cause by the vote of a majority of the members of the Board of Directors then in office. Additionally, each officer shall be removed if such officer is removed as a member of the Board of Directors in accordance with these Bylaws.

Section 4. Officer Resignations. Any officer may resign as an officer at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Any written notice shall be effective upon its receipt by the Board of Directors, the President or

the Secretary, as the case may be, unless otherwise provided therein. Unless otherwise specified in such notice, (a) acceptance of such resignation shall not be necessary to make it effective and (b) a resignation as an officer of the Corporation does not constitute resignation as a member of the Board of Directors.

Section 5. Officer Vacancies. A vacancy in any office because of death, incapacity, resignation, removal, disqualification or otherwise, may be filled by a vote of a majority of the entire Board of Directors for the unexpired portion of the term.

Section 6. President. The President shall be the chief executive officer of the Corporation and preside at all meetings of the Board of Directors. The President may vote in person or by proxy shares or other interests in other corporations standing in the name of this Corporation. The President shall (a) in general 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, and (b) be an ex-officio member of all committees of the Corporation.

Section 7. The Vice-President. In the absence of the President, whether due to resignation, incapacity or any other cause, or in the event of the President's 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 restrictions upon the President. The Vice-President shall exercise such powers only so long as the President remains absent or incapacitated, or until the Board of Directors elects a new President. Any Vice-President shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 8. The Secretary. The Secretary shall (a) keep the minutes of the proceedings of the meetings of the Board of Directors in one or more books (whether physical, electronic, or otherwise) 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 the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each director and member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 9. The Treasurer; Stability Fund. The Treasurer shall: (a) have charge and custody of and be responsible for all financial and accounting records, funds and securities of the Corporation; (b) have charge of preparing the annual financial statements of the Corporation; (c) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

In addition, the Treasurer shall be responsible for maintaining a stability fund (the “Stability Fund”) consisting of at least ten percent of the net profits of the Corporation, as determined by at the time the annual financial statements of the Corporation are prepared, separate from the ordinary business funds of the Corporation. Use of the Stability Fund shall be limited to extraordinary expenses incurred as a result of a condition outside the reasonable control of the Corporation, as determined by the Board of Directors. Other deposits may be made to the Stability Fund by a vote of the Board of Directors with the stipulation that the deposits would be subject to the conditions of the Stability Fund. Stability Fund amounts may, in the discretion of the Board of Directors, be invested in interest bearing instruments as deemed appropriate by the Board of Directors.

Section 10. Other Positions. All other positions assigned to members of the Board of Directors with regard to (a) regular operations of the Corporation (other than the officer positions listed herein, which shall be elected by the Board of Directors) and (b) PrideFest shall be determined by the Board of Directors upon (i) the recommendation at the Consecutive Meeting of the Executive Committee and one other committee of the Board of Directors so designated by the Board of Directors in a Standing Rule, or (ii) an action by the Board of Directors at a Regular Meeting.

ARTICLE IV. MEMBERS

The Corporation shall not have any class of voting members, but the Board of Directors may establish in these Bylaws such class or classes of non-voting members, with such rights and privileges, as the Board of Directors of the Corporation may determine.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts; Instruments. The Board of Directors may authorize any officer or officers, agent or agents 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. Notwithstanding the forgoing or any other terms of these Bylaws, all instruments to be signed by the Corporation shall be signed by (a) at least one (1) officer and one (1) member of the Board of Directors if so designated by the Board of Directors or (b) in the absence of any such designation, such instruments may be signed on behalf of the Corporation by two (2) officers of the Corporation.

Section 2. Loans and Indebtedness. No loans or indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. In no event shall any loans be made by this Corporation to its officers or directors.

Section 3. Checks, Drafts, etc. 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 the President or Treasurer or such officer or officers, agent or agents of the Corporation

and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may accept or reject, on behalf of the Corporation, any money, securities, real or personal property, or any other property, or any services, offered to the Corporation by any person, corporation, or other organization, or by any federal, state or other governmental authority or agency, for any general or specific purposes.

ARTICLE VI. FISCAL YEAR; BUDGETS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be September 1st to August 31st of the applicable year, unless otherwise provided by the Board of Directors by resolution.

Section 2. Annual Budget; Other Budgets. The Board of Directors shall adopt an annual budget of the Corporation (each, an “Annual Budget”) for each fiscal year and such supplemental budgets as the Board of Directors may find necessary. The Board of Directors may amend an Annual Budget; provided, that, such amendment shall have only prospective effect and not affect any commitments or expenditures already made pursuant to the Annual Budget. The Board of Directors may, by Standing Rule, prescribe procedures for the adoption, review and approval of the Annual Budget or any supplemental budget of the Corporation.

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify those persons required to be indemnified pursuant to any provision of the Articles of Incorporation or the Act. The Corporation may indemnify those persons permitted to be indemnified under any provision of the Articles of Incorporation or the Act.

ARTICLE VIII. WAIVER OF NOTICE

In addition to the procedures set forth in Article II, Section 7 of these Bylaws, whenever any notice is required to be given under the provisions of these Bylaws or of the Articles of Incorporation or of the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX. RECORDS

Section 1. Retention of Records. The Corporation shall keep as permanent records current and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

Section 2. Records to be kept at Principal Office. The Corporation shall keep a copy of the following records at its principal office:

- (1) its Articles of Incorporation or Restated Articles of Incorporation and all amendments to them currently in effect;
- (2) its Bylaws or Restated Bylaws and all amendments to them currently in effect;
- (3) a list of the names and business or home addresses of its current directors and officers;
- (4) its most recent annual report delivered to the secretary of state;
- (5) appropriate financial statements of all income and expenses and other appropriate accounting records; and
- (6) all other records required to be kept under the Act.

The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 3. Inspection of Records. The Corporation shall make such records as are required under the Act or any other applicable law available for inspection and copying to those persons and to the extent required under the Act or any other applicable law. Such inspection and copying shall be accomplished at a reasonable time and location specified by the Corporation. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided.

ARTICLE X. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by action approved by two-thirds (2/3) of the directors present at any Regular Meeting or special meeting of the Corporation, provided that a quorum is present. The Corporation shall provide notice of any meeting of directors at which an amendment is to be approved. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to these Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

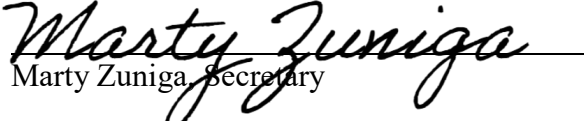
ARTICLE XI. DISSOLUTION OF THE CORPORATION

The Corporation may be dissolved in accordance with the procedure prescribed in the Act. At any time when the dissolution of the Corporation is authorized, the Board of Directors then holding office shall distribute the assets of the Corporation remaining after the payment, satisfaction and discharge, or adequate provision therefor, of all liabilities and obligations of the Corporation, in accordance with the provisions of the Articles of Incorporation.

ARTICLE XII. PREVIOUS BYLAWS; ADOPTION

These Bylaws (a) supersede, in their entirety, all previous bylaws adopted by the Corporation, and (b) shall become effective immediately upon their adoption by a vote of a majority of the Board of Directors of the Corporation.

Effective as of June 14, 2021.


Marty Zuniga, Secretary


Brandon Reid, President