SECOND AMENDED AND RESTATED
CODE OF BYLAWS
OF
KIWANIS FOUNDATION OF INDIANAPOLIS, INC.
(December 9, 2013)

ARTICLE I
Name, Offices and Registered Agent

Section 1.1. Corporate Name. The name of the corporation, as incorporated and existing under and by virtue of the Indiana Nonprofit Corporation Act of 1991, as amended, (the "**Act**") is Kiwanis Foundation of Indianapolis, Inc. (the "**Corporation**").

Section 1.2. Principal Office. The Corporation shall have and continuously maintain a principal office at such location with the County of Marion, State of Indiana as the Board of Directors of the Corporation (the "**Board**" or "**Board of Directors**") shall from time to time determine.

Section 1.3. Registered Office and Registered Agent. The Corporation shall have and continuously maintain a registered office and agent in the State of Indiana in accordance with requirements of the Act. The registered office may, but need not, be identical with the principal office of the Corporation.

Section 1.4. Corporate Seal. The corporate seal of the Corporation shall be a circular disk with the word "Seal" in the center thereof and the name of the Corporation inscribed on the outer edge thereof.

ARTICLE II
Members

Section 2.1. Members of the Corporation. As otherwise provided herein, membership in the Corporation shall be coextensive with membership on the Board of Directors of the Corporation. Accordingly, only members of the Board of Directors of the Corporation shall be Members of the Corporation ("**Members**"), and the Corporation shall have no other Members.

Section 2.2. Liability of Members. No Member (Director) shall be liable for any debts or losses of the Corporation or be required to contribute or lend funds to the Corporation except to the extent provided in these Bylaws or in a separate agreement between the Member (Director) and the Corporation.

Section 2.3. Sponsors. Persons who make financial, service, or other contributions to or for the benefit of the Corporation may be given or referred to by an honorary title, such as "Sponsor" or "Honorary Member". There shall be no limit to the number of persons given such honorary titles. However, unless a Sponsor or Honorary Member is also a Director of the

Corporation, such person is not a Member of the Corporation, as described in the Act, he/she does not hold any voting rights, and he/she is not entitled to participate in any meetings of the Board, solely because such person has been granted this honorary title.

ARTICLE III
Board of Directors

Section 3.1. Powers. The property, affairs, and activities of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by law, the Articles of Incorporation or by these Bylaws.

Section 3.2. Number, Tenure, Qualifications, and Election.

(a) General Limitations. At all times, the Board of Directors of the Corporation shall consist of not less than five (5) Directors; however, the actual number of Directors shall be determined from time to time by resolution of the Directors. Only active, privileged, and senior members in good standing of the Kiwanis Club of Indianapolis, Inc. (the "**Club**") may serve on the Board of Directors of the Corporation.

(b) Election.

(i) Kiwanis Club of Indianapolis, Inc. Officers. The following individuals shall be four (4) of the Directors of the Corporation, ex officio, by reason of their election to or retirement from office in the Club, as the case may be (collectively, the "**ex officio Directors**"): (A) immediate past President of the Club or, in event of his/her demise, absence or disqualification, his/her next living predecessor in the line of past Presidents of the Club and (B) the following current officers of the Club: (I) President, (II) Secretary and (III) Treasurer. In addition, if the term of office of the Club's President ends prior to December 31, then during any time interval between the end of such person's term of office as Club President and the following January 1, when such person's term of office as President of the Foundation shall commence, such person shall be an additional ex officio Director of the Corporation, holding the title of President Designate of the Corporation. Each of the ex officio Directors shall have full voting rights as a Director of the Corporation.

(ii) Elected Directors. In addition to the ex officio Directors, the incumbent Directors of the Corporation (including the ex officio Directors) will periodically elect the other Directors of the Corporation (collectively, the "**Elected Directors**") from among nominees submitted to the Corporation's Board of Directors by the Club's Board of Directors. Unless otherwise determined by resolution of the Directors, an Elected Director shall be elected for a term of five (5) years, with the term of an Elected Director commencing January 1 of the fiscal year. The terms of the Elected Directors shall be staggered in such manner as deemed appropriate by the Club's Board of Directors. Each of the Elected Directors shall have full voting rights as a Director of the Corporation.

(c) Term, Removal, and Vacancy.

(i) Ex Officio Directors. Each of the ex officio Directors of the Corporation (other than the President Designate) shall hold office for a term of one (1) year beginning on January 1 of the year following the year in which such person assumed or was elected to the office in the Club by virtue of which such person serves as an ex officio Director. The term of the President Designate shall be as set forth above in Section 3.2(b)(i).

(ii) Elected Directors. Elected Directors of the Corporation shall hold office until their successors are duly elected and qualified. Nevertheless, any Elected Director may be removed from office for "Cause" by the affirmative vote of a majority of the other Directors of the Corporation (including both the ex officio Directors and the other Elected Directors) at any meeting expressly called to consider such action. For this purpose, "**Cause**" shall mean: (A) failure of the Elected Director to attend three (3) consecutive meetings of the Corporation's Board of Directors unless such failure to attend is due to illness, disability or other cause a majority of the remaining Directors determines to be reasonable; (B) fraud or other gross misconduct of the Elected Director involving any business and/or assets of the Club and/or the Corporation; or (C) conviction of the Elected Director of, or a plea of nolo contendre by the the Elected Director to, a felony involving moral turpitude. Any vacancy among the Elected Directors shall be filled upon the vote of a majority of the remaining Directors of the Corporation (including both the ex officio Directors and the remaining Elected Directors), and an Elected Director elected to fill a vacancy shall serve the unexpired term of the replaced or removed Elected Director.

(d) Honorary Director. Notwithstanding any contrary provisions contained herein, a person may be granted the title of "**Honorary Director**" by the Club's Board of Directors based upon his or her significant contribution to the Corporation. An Honorary Director shall have no voting rights, nor shall he/she be entitled to notice of meetings, but he/she may participate in Board meetings at the invitation of the Corporation's Board. Nevertheless, an Honorary Director shall not be counted in order to determine the presence of a quorum at any Board meeting.

Section 3.3. Regular Meetings. The Corporation's Board of Directors shall meet regularly (at least quarterly) and at the call of the President, or by a call of a majority of the Board of Directors.

Section 3.4. Special Meetings. Special meetings of the Board of Directors may be held upon call of the President of the Corporation or any two (2) of the Directors. The person or persons calling such meeting shall give or cause the Secretary of the Board to give written or oral notice of the special meeting, specifying the time and place of the meeting. The notice of each special meeting must state the purpose or purposes of the meeting and the business transacted at any special meeting shall be limited to the purpose or purposes stated.

Section 3.5. Notice of Meetings. Written notice of the time and place of each meeting of the Board of Directors shall be given or caused to be given to each Director by the President or the Secretary of the Board at least twenty-four (24) hours, but not more than fifteen (15) days prior to such meeting, except that: (i) if notice is given less than three (3) business days before the meeting, written notice shall be provided by electronic transmission in accordance with Section 3.5(a) below or by hand delivery; and (ii) notice of any such meeting need not be given to any Director who waives such notice.

(a) Form of Notice. Whenever under the provisions of these Bylaws, notice is required to be given to a Director, it shall not be construed to mean notice given in person, but such notice may be given in writing and mailed by United States first class mail to such Director at his/her address as it appears on the records of the Corporation, and shall be deemed given when deposited in the United States mail. Such notice may also be provided by electronic transmission directed to a Director in such manner as the Director shall have specified to the Corporation, including by facsimile transmission, electronic mail or posting on an electronic network.

(b) Waiver. Notice of any such meeting may be waived in writing by a Director, if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called, and the date, time and place thereof. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting except when the Director attends such meeting for the express purpose of objecting because the meeting has not been lawfully called and does not thereafter vote for or assent to any action taken at the meeting. Each Director, who has in the manner above provided waived notice of a Board meeting, or who personally attends a Board of Directors' meeting, or is represented thereat by a proxy authorized to appear by an instrument of proxy, shall otherwise be conclusively presumed to have been given due notice of such meeting.

Section 3.6. Participation in Meetings. Any or all Directors may participate in a meeting of the Board or committee of the Board by any means of communication by which all participating persons may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

In addition, but subject to any limitations or requirements contained in applicable law, the Corporation's Articles of Incorporation or these Bylaws: (i) Board meetings may be held by electronic transmission, (ii) notices and other communications may be electronically transmitted, (iii) voting of the members of the Board of Directors may be by electronic transmission, and (iv) the consent of a member of the Board of Directors may be given or transmitted by electronic transmission.

Section 3.7. Quorum; Vote Required for Board Action. Except as otherwise specifically provided herein or by statute, the presence of a majority of the Directors shall be necessary to constitute a quorum for the transaction of any business, and the act of the majority of such Directors present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors. Notwithstanding the foregoing, in all matters involving the selection of any charitable project or enterprise and the appropriation of funds for such project, the affirmative vote of the greater of: (i) a majority of the Directors or (ii) at least five (5) Directors shall be required before any action thereon is authorized. All Directors of the Corporation, including both ex officio Directors and Elected Directors, shall have full voting rights as Directors.

In the absence of a quorum, a majority of those Directors present may adjourn the meeting from time to time to another time or place until a quorum is present at which time any business may be transacted at the meeting as regularly scheduled. Notice need not be given of the adjourned meeting if the date, time and place thereof are announced at the meeting at which the adjournment is taken, unless the adjournment is for more than thirty (30) days, in which event a notice of the adjourned meeting shall be given to each Director entitled to vote at the meeting, as otherwise provided in these Bylaws.

Section 3.8. Action Without Meeting. Any action required by applicable law, the Corporation's Articles of Incorporation or these Bylaws to be taken at a meeting or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting of the Board if, prior to such action, written consents setting forth the action to be so taken shall be signed by all of the members of the Board of Directors eligible to vote on such matter and such written consents shall be filed with the minutes of the proceedings of the Corporation. Such written consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a vote of the Directors occurring at a meeting at which the necessary quorum was present.

Section 3.9. Compensation of Directors. A Director, while serving as a member of the Board of Directors and on any standing or special committee, shall serve without compensation. However, Directors shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of their duties as a Director or a committee member. Nothing herein contained shall be considered, however, to preclude any Director from serving the Corporation in another capacity and receiving reasonable compensation therefore as fixed by the Board of Directors.

Section 3.10. Conflict of Interest. In any vote on a contract or other transaction between the Corporation and one or more of the Directors or any other entity in which one or more of the Directors is a director or officer or is financially interested:

(a) The fact of the relationship or interest shall be disclosed or known to the Board or the special committee which authorizes, approves, or ratifies the contract or transaction, and the contract or transaction shall be authorized, approved, or ratified by a vote or consent sufficient for the purpose without counting the vote or consent of the interested Director; and

(b) The contract or transaction must otherwise be fair and reasonable to the Corporation.

An interested Director will not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies such contract or transaction.

Section 3.11. Restrictions on Authority.

(a) No Illegal Acts. No Director, officer or other person shall have authority to take any action which would cause the Corporation to violate any applicable federal, state or local law or regulation.

(b) Unanimous Consent Required. Without the unanimous consent of the Directors, no Director, officer or other person shall have authority to do any of the following:

(i) Do any act in contravention of these Bylaws, including without limitation, any act which would make it impossible to carry on the operations of the Corporation or which would materially alter the operations of the Corporation;

(ii) Possess any property or assign, transfer, or pledge the rights of the Corporation in specific property, for other than the exclusive benefit of the Corporation;

(iii) Employ, or permit to be employed, the funds or assets of the corporation in any manner except for the exclusive benefit of the Corporation; or

(iv) Commingle the Corporation's funds with his or her own or any other person's funds.

Section 3.12. Other Activities of Directors. Notwithstanding any contrary provision in the Act, any Director of the Corporation may engage independently or with others in other ventures, or make or manage other investments, without the necessity of informing the Corporation or the other Directors. Neither the Corporation nor any Director shall have any right by virtue of these Bylaws or the relationship created hereby or by the Act in or to such other ventures or activities or to the income or proceeds derived therefrom, and the pursuit of such ventures shall not be deemed wrongful or improper.

ARTICLE IV
Officers

Section 4.1. Principal Officers. The officers of the Corporation shall consist of the President, Vice-President, Secretary, and Treasurer, and such other officers as the Board of Directors may establish from time to time. The same person may hold more than one officer position.

Section 4.2. Qualifications and Salaries. Only Directors of the Corporation are eligible to hold office in the Corporation. There shall be no salary for elected officers, although other employees of the Corporation may receive compensation for their services.

Section 4.3. Resignations. Any officer may resign at any time by delivering written notice of intention to do so to the President or Secretary of the Corporation. Any such resignation shall take effect upon such delivery or at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation by the Board of Directors shall not be necessary to make it effective.

Section 4.4. Removal. Any officer of the Corporation may be removed from office at any time by the affirmative vote of a majority of the Directors present at any meeting of the Board of Directors.

Section 4.5. Vacancies. Any vacancy in the office of President may be filled for the unexpired portion of the term of such office by the affirmative vote of a majority of the Directors present at any meeting. Any vacancy in any other office may be filled for the unexpired portion of the term of such office by the President and subsequent ratification by the affirmative vote of a majority of the Directors present at any meeting.

Section 4.6. President. Subject to the provisions of Section 4.1 through Section 4.5 of these Bylaws, the immediate past President of the Club shall serve as the President of the Corporation. The President shall preside over all meetings of the Corporation and the Board of Directors. Subject to the authority of the Board of Directors, the President shall be the chief executive officer of the Corporation, shall have general direction and supervision of the affairs of the Corporation, shall preside at meetings of the Board of Directors, shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors. The President may execute on behalf of the Corporation deeds, bonds, and mortgages and other instruments, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section 4.7. Vice-President. Subject to the provisions of Section 4.1 through Section 4.5 of these Bylaws, the President of the Club shall serve as the Vice-President of the Corporation. In the absence of the President, the Vice-President shall preside at the meetings of the Corporation and the Board of Directors. The Vice-President shall also perform such other duties as usually pertain to the office or as may be assigned to the Vice-President by the President or the Board of Directors.

Section 4.8. Secretary. Subject to the provisions of Section 4.1 through Section 4.5 of these Bylaws, the Secretary of the Club shall serve as the Secretary of the Corporation. The Secretary or his/her appointed representative shall attend all meetings of the Board of Directors and shall record all the proceedings of such meetings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors when notice is required by law or these Bylaws.

Section 4.9. Treasurer. Subject to the provisions of Section 4.1 through Section 4.5 of these Bylaws, the Treasurer of the Club shall serve as the Treasurer of the Corporation. The Treasurer shall receive and take custody of the monies, securities and other valuable effects of the Corporation, shall maintain complete and accurate accounts of the receipts and disbursements of the Corporation in books belonging to the Corporation; and shall be responsible for the security and safe deposit of all monies, securities, and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. (All such securities may be registered in the name of the custodian or the nominee of such custodian.) The Treasurer shall render to the Board of Directors an annual report of the financial condition of the Corporation which shall include a summary of all investment transactions in respect to the assets of the Corporation, and render to the Board of Directors such interim financial reports as the Board of Directors may request. All checks and other commercial paper shall be signed on behalf of the Corporation by the Treasurer and/or by such other officer(s) as the Board of Directors from time to time shall designate.

Section 4.10. Fidelity Bonds. If required by the Board of Directors, any officer shall give the Corporation a bond in sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of such office, and for the restoration to the Corporation, in case of such officer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money, securities, and other property of whatever kind, in such officer's possession or under such officer's control belonging to the Corporation.

Section 4.11. Duties of Officers May Be Delegated. Except as otherwise provided by law, in case of the absence of any officer of the Corporation or for any reason that the Board of Directors may deem sufficient, the Board may delegate the powers or duties of any officer to any other officer, any Director, any employee of the Club or Corporation, and with respect to the Treasurer, to a trust company or bank.

ARTICLE V
Committees of the Board

Section 5.1. General. By duly adopted Board resolution, the Board may appoint such committees as it deems desirable to carry out the functions of the Board and to achieve the purposes of the Corporation as it may desire, and may provide for their appointment, functions and duties. Unless a member of any such committee resigns, dies, or is removed by the Board prior thereto, each member of any such committee shall hold office until the annual meeting of the Board next following the member's appointment.

Section 5.2. Committee Procedures. Each committee established pursuant to these Bylaws shall establish its own rules of procedure and the time and place for its meetings, subject to the same requirements with respect to notice as are specified in these Bylaws for regular and special meetings of the Board. Furthermore, any action which may be taken at a committee meeting, may be taken without a meeting if, prior to such action, a written consent to such action is signed by a simple majority of the members of the committee thereof and shall be filed with the minutes of the proceedings of such committee. Such written consents shall be filed with the minutes of the proceedings of the committee and shall have the same force and effect as a vote of the members of the committee occurring at a meeting at which the necessary quorum was present.

Section 5.3. Authorized Committees. The President is authorized to appoint the following Board committees consisting of as many members as deemed desirable by the President, provided that the chairperson of each committee shall be a member of the Board: Allocations Committee, Finance Committee, Scholarship Committee, Development Committee and Performance Measurement Committee.

(a) Allocations Committee. The Allocations Committee shall receive and consider each request for funds from the Corporation that is properly completed in the form prescribed by the Corporation and make recommendation to the Board for that request's approval or denial, in whole or in part, or to refer the same to the Board for action thereon.

(b) Finance Committee. While the Board has the ultimate responsibility for the investment performance and stewardship of the Corporation's portfolio and monies, the Finance Committee shall review the Investment Guidelines of the Corporation at any time, but not less than annually and make recommendations to the Board as to changes thereto, if any. The Finance Committee:

(i) Shall make investment recommendations regarding purchase or sale of securities and the investment or retention of cash funds;

(ii) Is authorized to employ, subject to prior approval of the Board, professional advice regarding investment recommendations; and

(iii) At each regular meeting of the Board also shall make a written report of all Corporation receipts and disbursements and unpaid grants and expenses for the current year to the month ending prior to the meeting.

(c) Scholarship Committee. The Scholarship Committee shall be responsible for the selection of the students to receive the scholarships granted by the Corporation, excluding those scholarships funded by the Corporation, but specifically selected by the Club. This committee may have subdivisions assigned to the various schools to which scholarship grants are made.

(d) Development Committee. The Development Committee shall explore ways to increase the Corporation's growth and Club member involvement through gifts and bequests and promote donations in recognition of births, graduations, and other happy occasions and in memory of deceased persons. This committee shall make recommendations to the Board no less than annually.

(e) Performance Measurement Committee. The Performance Measurement Committee shall be responsible for measuring and evaluating the Corporation's performance toward defined goals with respect to (i) staff, (ii) allocations and grants, and (iii) such other matters as the Board of Directors may specify.

ARTICLE VI
Miscellaneous

Section 6.1. Checks, etc. All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation by one officer and such other person as the Board of Directors may designate from time to time.

Section 6.2. Execution of Other Instruments. All contracts, deeds, and other instruments shall be signed on behalf of the Corporation by the presiding officer of the Board of Directors, and, if deemed necessary by the Board, any other officer of the Corporation.

Section 6.3. Fiscal Year. The fiscal year of the Corporation shall be the twelve-month period ending December 31 of each calendar year.

Section 6.4. Deposits and Gifts. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such depositories as the Board shall designate. Except as otherwise prohibited by the Corporation's Articles of Incorporation, these Bylaws or applicable law, the Board may accept on behalf of the Corporation any contribution, gift, request or devise for the general purposes or for any special purpose of the Corporation.

Section 6.5. Indemnification of Directors, Officers, and Employees. Any current or former Director, member, officer, or employee of the Corporation shall be indemnified and saved harmless to the fullest extent legally permissible under and pursuant to the Act, the Corporation's Articles of Incorporation and these Bylaws against all reasonable expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and necessarily incurred by or imposed upon him (and to the extent not covered by such person's own insurance) in connection with the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative to which such person is made a party or is threatened to be made a party by reason of such person's being or having been a member, Director, officer, or employee, except in relation to matters as to which such person shall be adjudged in such action liable for fraud or willful misconduct in the performance of duty. Such right of indemnification shall not be exclusive of any rights to which any such member, Director, officer, or employee may be entitled as a matter of law, or which may be lawfully granted to such person; and the indemnification hereby granted by the Corporation shall be in addition to and not in limitation of any other privilege or power which the Corporation may lawfully exercise with respect to indemnification or reimbursement of members, Directors, officers or employees.

The terms "member", "Director", "officer", and "employee" as used in this Section 6.5 shall include the executor, administrator or other personal representative of such person.

Section 6.6. Exempt Activities. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or other representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code (the "**Code**") and the Treasury Regulations thereunder as they now exist or as they may hereafter be amended. The prohibitions contained in this Section shall be deemed cumulative with respect to any similar provision or provisions of the Articles of Incorporation of the Corporation and not in substitution therefore.

Section 6.7. Prohibitions Against Sharing in Corporation Earnings. No Director, officer, employee, member of a committee or any other person connected with the Corporation or any other private individual shall receive any of the net earnings or pecuniary profit from the operation of the Corporation; provided, however, that this shall not prevent the payment of any person of such reasonable compensation for services rendered to or for the Corporation in effecting the purposes set forth herein; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. The prohibitions contained in this Section shall be deemed cumulative with respect to any similar provision or provisions of the Articles of Incorporation, Articles of Amendment or Articles of Restatement and not in substitution therefore.

Section 6.8. Debt and Loans. The Corporation shall not take actions that will cause a net deficit in its endowment or unrestricted funds. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances. Accordingly, with Board approval, the Corporation may borrow money from financial institutions in order to fund projects within the mission of the Corporation. However, in no event shall any loan of money or property be made by the Corporation to its officers or Directors.

Section 6.9. Bylaws Amendment. These Bylaws may be amended, altered or repealed, in whole or in part, by a two-thirds (2/3) vote of all Directors of the Corporation at any regular meeting, or at any special meeting called for that purpose, provided written notice of such a meeting shall have been given to the members at least two (2) weeks prior to the meeting. With respect to an amendment of the Bylaws, there shall be no voting by proxy or absentee ballot. Notwithstanding the foregoing, neither these Bylaws nor any amendments thereto shall become effective until approved by Kiwanis International, Inc.

ARTICLE VII
Policies of Kiwanis International

Section 7.1. Government. Except as otherwise not consistent with Code Section 501(c)(3) and the Treasury Regulations thereto:

(a) The Corporation and its members will at all times abide and be governed and controlled by the Bylaws and Policies of Kiwanis International, Inc. now in force or hereafter from time to time adopted;

(b) The Corporation will comply with all such conditions and requirements as Kiwanis International, Inc. may prescribe; and

(c) Whenever requested by the Board of Trustees of Kiwanis International, Inc., the Corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board.

These Amended and Restated Code of Bylaws of the Corporation are hereby adopted this 9th day of December, 2013.

Patricia P. McCrory

Patricia P. McCrory, President

Priscilla S. Dillon

Priscilla S. Dillon, Secretary