

**BYLAWS
OF
BOULDER SAMBA SCHOOL**

ARTICLE I – OFFICES

Section 1.1 **Offices:** The Corporation may, in the discretion of the board of directors, keep and maintain offices wherever the business of the Corporation may require.

Section 1.2 **Registered Office and Agent:** The Corporation shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose business office is identical with such registered office. The initial registered office and the initial registered agent are specified in the Articles of Incorporation. The Corporation may change its registered office or its registered agent, or both, upon filing a statement as specified by the Colorado Revised Nonprofit Corporation Act in the office of the Secretary of State of Colorado, or by otherwise complying with Colorado law as it may apply from time to time.

ARTICLE II – DIRECTORS

Section 2.1 **Authority and Duties of Board of Directors:** The business and affairs of the Corporation shall be managed by a board of directors, except as otherwise provided by Colorado law or the Articles of Incorporation. In addition to any duties imposed by law, the Articles of Incorporation or these bylaws, each director shall have the duty to attend meetings of the board of directors and to fulfill any responsibilities assigned by the board of directors.

Section 2.2 **Number:** The number of directors of the Corporation shall be no fewer than three. Subject to the foregoing, the exact number of directors shall be fixed by resolution of the board of directors, but no decrease in the size of the board shall have the effect of shortening the term of any incumbent director.

Section 2.3 **Qualification:** Directors shall be natural persons at least eighteen years old, but need not be residents of the State of Colorado.

Section 2.4 **Appointment and Term:** Directors shall be elected or approved by the members of the Corporation at the annual meeting of the Corporation. Each director shall serve a one year term, and shall hold office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

Section 2.5 **Removal and Resignation:** Any director may be removed for cause (in the nature of misconduct, negligence or disregard of duty) by action of a majority of the remaining directors of the Corporation. Any director may resign at any time by giving written

notice to the president or the secretary, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

Section 2.6 Vacancies: Any vacancy occurring on the board of directors and any directorship to be filled by reason of an increase in the size of the board of directors shall be filled by the remaining directors of the Corporation, even if less than a quorum. A director elected to fill a position resulting from an increase in the size of the board of directors shall hold office until the next annual election of the board of directors and until his or her successor shall have been elected and qualified.

Section 2.7 Meetings: The board of directors may, by resolution, establish a time and place for regular meetings, which thereafter may be held without further notice. Special meetings of the board of directors may be called by the president or any two members of the board of directors. The annual meeting of the board shall be held at a date, time and place fixed by the board of directors; provided, however, that each annual meeting shall be held on a date that is within thirteen months of the preceding annual meeting.

Section 2.8 Notices: Notice of each annual meeting and special meeting of the board of directors, stating the date, hour, and place of such meeting, shall be given to each member of the board of directors by the president, the secretary, or, in the case of a special meeting, the members of the board calling the meeting. Notice of a regular meeting at which the question of the removal of a director is to be submitted to a vote shall be given pursuant to this section as if the meeting were the annual meeting or special meeting. The notice may be given by depositing it in the United States Mail, or by email, at least seven days before the meeting addressed to the director at the last address, or email address, he or she has furnished to the Corporation for this purpose, and any notice so mailed or emailed shall be deemed to have been given at the time it is mailed or emailed. Notice may also be given at least twenty-four hours before the meeting in person or by telephone, email, prepaid telegram, telex, telecopy or similar method, and such notice shall be deemed to have been given at the time when the personal or the telephone conversation occurs, or when the email, telegram, telex, telecopy or other form of notice is either personally delivered to the directors or delivered to the last address or email address of the director furnished to the Corporation by him or her for this purpose. Neither the business to be transacted at, nor the purpose of, any meeting of the board need be specified in the notice or waiver of notice of such meeting unless otherwise required by law or these bylaws.

Section 2.9 Quorum: A majority of all directors shall constitute a quorum for the transaction of business at all meetings of the board of directors. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors, except as otherwise specifically required by these bylaws or otherwise by law.

Section 2.10 Waiver: A written waiver of notice signed by a director, whether before, at, or after the time stated therein, shall be equivalent to the giving of a due and proper notice

and a waiver of objections to the calling or convening of the meeting. Attendance or participation of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends or participates in a meeting for the sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not otherwise participate in the meeting.

Section 2.11 Attendance by Telephone or Computer Link: Members of the board of directors may participate in a meeting of the board by means of conference telephone, cell phone, computer voice or webcam link, or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 2.12 Action by Directors Without a Meeting: Any action required to be or which may be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such consent may be executed in counterparts and shall be effective as of the date of the last signature thereon, unless the consent specifies a different effective date.

Section 2.13 Compensation of Directors: Directors shall not receive any stated salary for their services as such, but may be reimbursed for expenses incurred on the Corporation's behalf, including any expenses of attending board meetings. Nothing shall prevent any director from serving the Corporation in any other capacity, or from receiving remuneration therefore.

Section 2.14 Advisory Board: The board of directors may, by resolution, appoint an advisory board to advise the Corporation. The board of directors shall determine the number and qualifications of advisory board members. Advisory board members shall be entitled to attend meetings of the board of directors, but shall not be entitled to vote as directors on any matter.

ARTICLE III – COMMITTEES

Section 3.1 Authorization of Committees of the Board of Directors: The board of directors, by resolution adopted by a majority of the full board of directors, may designate and appoint from among its members one or more committees, each of which shall consist of two or more directors and each of which, to the extent provided in the resolution, shall have all of the authority, powers and duties of the board of directors, except that no such committee shall have the authority of the board of directors in reference to: amending, restating or repealing the bylaws; electing, appointing, or removing any member of any such committee or any officer or director of the Corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, mortgage, pledge or other disposition of all

or substantially all of the property or assets of the Corporation; authorizing the voluntary dissolution, liquidation, bankruptcy, or reorganization under the bankruptcy laws of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; amending, altering, or repealing any resolution of the board of directors; or taking any other action which may hereafter be prohibited to committees of directors by law. This section shall be automatically amended to be consistent with the Colorado Nonprofit Corporation Act's provisions relating to the authority of committees of boards of directors, as those provisions may exist from time to time. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors or any individual director of any responsibility imposed by law.

The board of directors also may establish committees which have as members one or more persons who are not directors of the Corporation. Such committees shall not have or exercise any of the authority, powers or duties of the board of directors, but shall undertake such tasks as may be assigned to them by the board of directors.

Section 3.2 Committee Procedures: Subject to Section 3.1, the board of directors may provide by resolution such powers, limitations and procedures for committees as the board deems advisable. To the extent that the board of directors does not establish other procedures for such a committee, each committee shall be governed by the procedures established in Section 2.7 (except as they relate to an annual meeting of directors) and Sections 2.8, 2.9, 2.10, 2.11, and 2.12 of these bylaws, as if the committee were the board of directors.

ARTICLE IV – OFFICERS

Section 4.1 Number and Election: The officers of the Corporation shall be a president, a secretary and treasurer, each of whom shall be elected by the incoming board of directors at the annual meeting each year. In addition, the board of directors may elect one or more vice presidents, and the board of directors or the president may appoint one or more assistant secretaries or assistant treasurers and such other subordinate officers and agents as the board of directors or the president shall deem necessary, who shall hold their offices and agencies for such terms (not exceeding three years for any one term) and shall have such authorities, powers and duties as shall be determined from time to time by these bylaws, the board of directors or the president. Any two or more offices may be held by the same person, except the offices of president and secretary. The officers of the Corporation shall be natural persons at least eighteen years old.

Section 4.2 President: The president shall be the chief executive officer of the Corporation. The president shall preside at all meetings of the board of directors, and shall represent the Corporation at public events or news conferences. Subject to the direction and control of the board of directors, the president shall have the general and active management of the business of the Corporation and shall see that all orders and resolutions of the board of

directors are carried into effect. The president may negotiate for, enter into and execute contracts, deeds and other instruments and agreements on behalf of the Corporation as are necessary or appropriate or as are approved by the board of directors or committees designated by the board of directors. The president shall appoint the chairpersons of all standing and special committees and shall be a member ex-officio of all committees except any committees that might be set up to nominate future officers. The president shall have such additional authority, powers, and duties as are appropriate and customary for the office of president, general manager, and chief executive officer and as the board of directors may prescribe from time to time.

Section 4.3 Vice President: Any vice president, or, if there shall be more than one, the vice presidents in the order determined by the board of directors or the president, shall be the officer or officers next in seniority after the president. Each vice president shall have such authority, powers, and duties as are prescribed by the board of directors or president.

Section 4.4 Secretary: The secretary shall give, or cause to be given, notice of meetings of the board of directors pursuant to Section 2.8, keep the minutes of such meetings, have charge of the corporate seal, be responsible for the maintenance of all corporate records and files and the preparation and filing of reports to governmental agencies (other than tax returns or other required financial reporting), have authority to impress or affix the corporate seal to any instrument requiring it (and, when so impressed or affixed, it may be attested by the secretary's signature), and have such other authority, powers, and duties as are appropriate and customary for the office of secretary or as the board of directors or the president may prescribe from time to time.

Section 4.5 Assistant Secretary: The assistant secretary, if any, or, if there shall be more than one, the assistant secretaries in the order determined by the board of directors or the president shall, under the supervision of the president and the secretary, have such authority, powers, and duties as may be prescribed from time to time by the board of directors or the president. Upon the death, absence, or disability of the secretary, the assistant secretary, if any, or, if there shall be more than one, the assistant secretaries in the order designated by the board of directors or the president shall have the authority, powers and duties of the secretary.

Section 4.6 Treasurer: The treasurer shall have control of the funds and the care and custody of all stocks, bonds, and other securities owned by the Corporation and shall be responsible for the preparation and filing of tax returns and other required financial reporting. The treasurer shall receive all moneys paid to the Corporation and, subject to any limits imposed by the board of directors or the president, shall have authority to give receipts and vouchers, to sign and endorse checks and warrants in the Corporation's name and on the Corporation's behalf, and give full discharge for the same. The treasurer shall also have charge of disbursement of the funds of the Corporation, shall keep full and accurate records of the receipts and disbursements, and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such depositories as shall be designated by the board

of directors. The treasurer shall have such additional authority, powers, and duties as are appropriate and customary for the office of treasurer and as the board of directors or president may prescribe from time to time.

Section 4.7 **Assistant Treasurer:** The assistant treasurer, if any, or, if there shall be more than one, the assistant treasurers in the order determined by the board of directors or the president shall, under the supervision of the president and the treasurer, have such authority, powers, and duties as may be prescribed from time to time by the board of directors or the president. Upon the death, absence or disability of the treasurer, the assistant treasurer, if any, or, if there shall be more than one, the assistant treasurers in the order determined by the board of directors or the president shall have the authority, powers, and duties of the treasurer.

Section 4.8 **Removal and Resignation; Vacancies:** Any officer elected or appointed by the board of directors may be removed at any time by the board of directors. Any officer appointed by the president may be removed at any time by the board of directors or the president. Any officer may resign at any time by giving written notice of his or her resignation to the president or to the secretary, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides. Any vacancy occurring in any office, the election or appointment to which is made by the board of directors, shall be filled by the board of directors. Any vacancy occurring in any other office of the Corporation may be filled by the board of directors or the president for the unexpired portion of the term.

Section 4.9 **Compensation:** Subject to the limitations of Federal tax laws, officers may receive such compensation for their services as may be authorized or ratified by the board of directors. Election or appointment of an officer shall not of itself create a contract or other right to compensation for services performed as such officer.

ARTICLE V – MEMBERS

Section 5.1 **Members:** The board of directors may, by resolution, provide for members or classes of members and the qualifications and rights associated therewith. Dues may be set periodically as the board of directors so decides. No member or class of members, if any, shall have the right to vote. The board of directors shall have the sole voting power.

ARTICLE VI – SEAL

Section 6.1 **Seal:** The board of directors may adopt a seal which shall be circular in form and shall bear the name of the Corporation and the words “SEAL” and “COLORADO” which, when adopted, shall constitute the corporate seal of the Corporation. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, manually reproduced or rubber stamped with indelible ink.

ARTICLE VII – INDEMNIFICATION

Section 7.1 **Definitions:** As used in the Article VII, (a) “Corporation” includes any domestic or foreign predecessor entity of the Corporation in a merger, consolidation, or other transaction in which the predecessor’s existence ceased upon consummation of the transaction; (b) “director or officer” means an individual who is or was a director or officer of the Corporation and an individual who, while a director or officer of the Corporation, is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan. A director or officer shall be considered to be serving an employee benefit plan at the Corporation’s request if his or her duties to the Corporation also impose duties on or otherwise involve services by him or her to the plan or to participants in or beneficiaries of the plan. “Director or officer” includes, unless the context otherwise requires, the estate or personal representative of a director or officer; (c) “expenses” includes attorney fees; (d) “liability” means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a proceeding; (e) “official capacity,” when used with respect to a director or officer, means the office of director or officer in the Corporation. “Official capacity” does not include service for any other foreign or domestic corporation or for any partnership, joint venture, trust, other enterprise, or employee benefit plan; (f) “party” includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding; (g) “proceeding” means any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative whether formal or informal.

Section 7.2 Mandatory Indemnification:

(a) Except as provided in paragraph (d) of this Section 7.2, the Corporation shall indemnify against liability incurred in any proceeding an individual made a party to the proceeding because he or she is or was a director or officer if:

- (i) The individual conducted himself or herself in good faith;
- (ii) The individual reasonably believed:
 - A. In the case of conduct in his or her official capacity with the Corporation, that the conduct was in the Corporation’s best interests; or
 - B. In all other cases, that the conduct was at least not opposed to the Corporation’s best interests; and
- (iii) In the case of any criminal proceeding, the individual had no reasonable cause to believe the conduct was unlawful.

(b) A director’s or officer’s conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirements of Section 7.2(a)(ii)(B). A director’s or officer’s conduct with respect to an employee benefit plan for a purpose that he or

she did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of Section 7.2(a)(i).

(c) The termination of any proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not of itself determinative that the individual did not meet the standard of conduct set forth in paragraph (a) of this Section 7.2.

(d) Except to the extent authorized by a court as provided in Section 7.5, the Corporation may not indemnify a director or officer under this Section 7.2 either:

(i) In connection with a proceeding by or in the right of the corporation in which the director or officer was adjudged liable to the Corporation; or

(ii) In connection with any proceeding charging improper personal benefit to the director or officer, whether or not involving action in his or her official capacity, in which the director or officer was adjudged liable on the basis that personal benefit was improperly received.

(e) Indemnification permitted under this Section 7.2 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

(f) The Corporation shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director or officer, against reasonable expenses incurred by him or her in connection with the proceeding.

Section 7.3 Authorization:

(a) Except to the extent authorized by a court as provided in Section 7.5, the Corporation shall not indemnify a director or officer under Section 7.2 unless authorized in the specific case after a determination has been made that indemnification of the director or officer is permissible in the circumstances because he or she has met the standard of conduct set forth in paragraph (a) of Section 7.2. The Corporation shall not advance expenses to a director or officer under Section 7.4 unless authorized in the specific case after the written affirmation and undertaking required by Section 7.4(a)(i) and 7.4(a)(ii) are received and the determination required by Section 7.4(a)(iii) has been made.

(b) The determination required to be made by paragraph (a) of this Section 7.3 shall be made:

(i) By the board of directors by a majority vote of a quorum, which quorum shall consist of directors not parties to the proceeding; or

(ii) If a quorum cannot be obtained, by a majority vote of a committee of the board designated by the board, which committee shall consist of two or more directors not parties to the proceeding; except that directors who are parties to the proceeding may participate in the designation of directors for the committee.

(c) If the quorum cannot be obtained or the committee cannot be established under paragraph (b) of this Section 7.3, or even if a quorum is obtained or a committee designated if such quorum or committee so directs, the determination required to be made by paragraph (a) of this Section 7.3 shall be made by independent legal counsel selected by a vote of the board of directors or the committee in the manner specified in subparagraph (i) or (ii) of

paragraph (b) of this Section 7.3 or, if a quorum of the full board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full board.

(d) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is required; except that, if the determination that indemnification is required is made by independent legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by the body that selected said counsel.

Section 7.4 Advance Payment:

(a) The Corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of the final disposition of the proceeding if:

(i) The director or officer furnishes the Corporation a written affirmation of his or her good-faith belief that he or she has met the standard of conduct described in Section 7.2(a);

(ii) The director or officer furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct; and

(ii) A determination is made that the facts then known to those making the determination would not preclude indemnification under this Section 7.4.

(b) The undertaking required by subparagraph (ii) of paragraph (a) of this Section 7.4 shall be an unlimited general obligation of the director or officer, but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Determination and authorizations of payments under this Section 7.4 shall be made in the manner specified in Section 7.3.

Section 7.5 Court-Ordered Indemnification of Directors or Officers. A director or officer who is or was a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification in the following manner:

(a) If it determines that the director or officer is entitled to mandatory indemnification under Section 7.2, the court shall order indemnification, in which case the court shall also order the Corporation to pay the director or officer's reasonable expenses incurred to obtain court-ordered indemnification.

(b) If it determines that the director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director or officer met the standard of conduct set forth in Section 7.2(a) or was adjudged liable in the circumstances described in Section 7.2(d), the court may order such indemnification as the court deems proper; except that the indemnification with respect to any proceeding in which liability shall have been adjudged in the circumstances described in Section 7.2(d) is limited to

reasonable expenses incurred in connection with the proceeding and reasonable expenses incurred to obtain court-ordered indemnification.

Section 7.6 Indemnification of Employees, Fiduciaries and Agents.

(a) The Corporation may indemnify and advance expenses to an employee, fiduciary or agent of the Corporation to the same extent as to a director or officer.

(b) The Corporation may also indemnify and advance expenses to an employee, fiduciary or agent who is not a director or officer to a greater extent than is provided in these bylaws, if not inconsistent with public policy, and if provided for by general or specific action of its board of directors or by contract.

7.7 Insurance: The Corporation may purchase and maintain insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the Corporation or who, while a director, officer, employee, fiduciary, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, or other enterprise, or employee benefit plan against any liability asserted against or incurred by such person in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VII. Any such insurance may be procured from any insurance company designated by the board of directors, whether such insurance company is formed under the laws of Colorado or any other jurisdiction of the United States or elsewhere, including any insurance company which the Corporation has equity or any other interest, through stock ownership or otherwise.

ARTICLE VIII – MISCELLANEOUS

Section 8.1 Account Books, Records and Minutes: The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the board of directors and committees. All books and records of the Corporation may be inspected by any director or such person's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 8.2 Fiscal Year: The fiscal year of the Corporation shall end as of December 31 of each year.

Section 8.3 Conveyances and Encumbrances: Property of the Corporation may be assigned, conveyed, or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance, and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

Section 8.4 Designated Contributions: The Corporation may accept any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose, or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds, including designated contributions, to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

Section 8.5 Conflicts of Interest: If any person who is a director or officer of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with such person, any member of such person's family, or any entity in which such person has any legal, equitable, or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary, or trustee, such person shall:

(a) immediately inform those charged with approving the transaction on behalf of the Corporation of such person's interest or position;

(b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Corporation; and

(c) not be entitled to vote on the decision to enter into such transaction.

Section 8.6 Loans to Directors and Officers Prohibited: No loans shall be made by the Corporation to any of its directors or officers. Any director or officers who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

Section 8.7 References to Internal Revenue Code: All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 8.8 Amendments: The power to alter, amend, or repeal these bylaws and adopt new bylaws shall be vested in the board of directors; provided, however, that no change to these bylaws shall limit or repeal the voting rights, if any, of any class of membership unless such change is adopted by the affirmative vote of a majority of the members of such class.

Section 8.9 Severability: The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

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DATE ADOPTED: April 9th, 2017

BYLAWS CERTIFICATE

The undersigned certifies that they are the Secretary of Boulder Samba School, a Colorado nonprofit corporation, and that, as such, they are authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

DATED

MIA SEMINGSON, Secretary