

Wes Allen
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Wes Allen, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

J. T. Waggoner Book Foundation

This name reservation is for the exclusive use of Brandy Lee, 2100 First Avenue
North, Ste 600, Birmingham, AL 35203 for a period of one year beginning June
28, 2023 and expiring June 28, 2024



RES100252

**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

June 28, 2023

Date

A handwritten signature of Wes Allen in black ink.

Wes Allen

Secretary of State

BYLAWS
J.T. WAGGONER BOOK FOUNDATION
(A Nonprofit Corporation)

ARTICLE I. NAME

The name of this organization shall be: J.T. Waggoner Book Foundation (hereinafter referred to as "the Corporation").

ARTICLE II. OFFICES AND AGENTS

Section 1. Principal Office. The principal office of the Corporation shall be located at 100 Grandview Place, Suite 100, Birmingham, Alabama 35243. The Corporation may have other offices and places of business at such places within the State of Alabama as shall be determined by the directors.

Section 2. Registered Office/Agent. The registered office of the Corporation shall be maintained in the State of Alabama and it may be, but need not be, identical with the principal office if located in the State of Alabama. The address of the registered office of the Corporation may be changed from time to time as provided in the Alabama Business and Nonprofit Entities Code, Alabama Code 1975, § 10A-1-1.01, *et seq.* (the "Act"). The Corporation shall maintain a registered agent in the State of Alabama as required by the Act. Such registered agent may be changed from time to time as provided by the Act. The Corporation shall maintain a registered agent in such other states as may be required by applicable law.

ARTICLE III. PURPOSE AND POWERS

Section 1. Purposes. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future Federal tax code (the "Code"). The specific purpose and objectives of the Corporation shall include, but not be limited to The purpose for which the Corporation is formed is to fund, produce, publish a book and/or other materials regarding the life of J.T. Waggoner and distribute any and all proceeds and materials so produced. The Corporation shall perform any such duties and activities to further the purpose identified herein. The Corporation may also undertake any and all incidental or necessary actions to accomplish the foregoing purpose.

Section 2. Powers. The Corporation shall have the following powers:

- A. To establish a Board of Directors and elect officers representing the broad interests of the public, comprised of community and civic leaders, public officials and/or persons with particular knowledge about the purposes of the Corporation.
- B. To solicit contributions from the general public.
- C. To seek grants and contributions from governmental and non-governmental entities.
- D. To establish a logo and marketing materials.
- E. To establish a structure to encourage donors from a broad cross-section of the community, having a common interest in the purpose and activities of the Corporation.
- F. To make and amend rules and regulations respecting the Corporation.
- G. To plan public events, educational opportunities, and other activities, making the same

- available to the general public and in keeping with the Purposes of the Corporation.
- H. To collaborate with other entities that fall within the 501(c)(3) definition of the Code and are operated exclusively for educational and charitable purposes.
 - I. To enforce by legal means the provisions of the Certificate of Formation and these Bylaws.
 - J. To contract for administrative and managerial assistance and retain legal counsel.
 - K. To employ necessary personnel to perform the services required for proper operation of the Corporation.
 - L. To enter into contracts or agreements for the maintenance of accounting and bookkeeping records to comply with the requirements of the law of the State of Alabama with regard to maintenance of records.
 - M. To make such distribution of any profit, surplus or reserve funds of the Corporation at such times and in such manner, and to do such other acts, as may be required to comply with the provisions of Section 501(c)(1) of the Code, and applicable Revenue rulings, and other Federal and State statutes providing for an exemption from Federal and State income taxes for non-profit organizations.
 - N. To exercise any all common law and statutory powers, although not specifically recited above, of a non-profit corporation, reasonably necessary or convenient to carry out and perform the purpose for which the Corporation is organized.
 - O. To receive and maintain a fund or funds of real or personal property or both, and to use and apply the whole or any part of the income therefrom and the principal thereof for the purposes set forth in Article III, Section 1, above.
 - P. To have one or more offices and to conduct and carry on any of its business at any place in the State of Alabama as may be determined by the Board of Directors.
 - Q. To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, or otherwise deal in and with real, personal and mixed property of all kinds and any rights or interest therein for any purposes of this Corporation.
 - R. To borrow money and secure the repayment of monies borrowed for any purposes of this Corporation.
 - S. To have and exercise any and all of those powers specified in the Act and to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or in furtherance of any of the powers set forth in Article III, Section 1 hereof, either alone or in association with other corporations, firms, or individuals; and to do every other act or acts, thing or things incidental or appurtenant to and growing out of or connected with the aforesaid purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

ARTICLE IV. MEMBERSHIP

The Corporation shall have no members and the Corporation shall have no capital stock.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Number and Term of Office. The business affairs, activities, and property of the Corporation shall

be managed, directed, governed, and controlled, and the powers of the Corporation shall be vested in and exercised by a Board of Directors ("Board") composed of not fewer than three (3) nor more than nine (9) members. The Board may change the number of directors from time to time by amending these Bylaws. No decrease in the number of directors shall shorten the term of office of any incumbent director. Members of the Board shall serve for two (2) years and shall be eligible for reappointment.

Section 2. Qualifications. All directors shall be natural persons over the age of nineteen (19). Directors do not need to be residents of the State of Alabama. A director must demonstrate an interest in the purposes and activities of the Corporation and must be interested in donating his or her time, advice, skill, energy, and support in furtherance of the Corporation and its purposes and activities.

Section 3. Powers and Duties. The Board shall have all the powers and duties necessary, appropriate, or convenient for the administration of the affairs of the Corporation and for the management and operation of the Corporation's property and activities, and may do and perform all acts and things as are not prohibited by law, the Certificate of Formation, or these Bylaws. These duties and power of the Corporation shall include, but not be limited to:

- A. Establishing and reviewing board policies governing the Corporation and its operations;
- B. Ensuring adequate resources for operation of the Corporation; helping to identify, cultivate, solicit and acknowledge donors;
- C. A majority of the Board must approve any and all solicitations and/or acceptance of resources;
- D. Establishing and supervising adequate accounting and financial procedures;
- E. Promoting the goals and purposes of the Corporation and evaluating the Corporation against such goals and purposes; and
- F. Employing on behalf of the Corporation an executive director and defining the duties and responsibilities of the Executive Director. The Executive Director may be a member of the Board.

Anything in these Bylaws to the contrary notwithstanding, the Board is not empowered to perform any activity on behalf of the Corporation not permitted to be carried on by an organization exempt from Federal income taxation under Section 501 (c)(3) of the Code.

Section 4. Nomination and Election. At the annual Board meeting, individuals presented by the nominating committee and/or nominated at the meeting, who may include existing Board Members, shall be deemed nominated to serve on the Board. Directors shall be elected from the persons nominated upon the affirmative vote of a majority of the members of the entire Board. The term of office of any newly elected director shall commence immediately upon adjournment of the meeting of Board at which he or she was elected.

Section 5. Compensation. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 6. Resignation; Vacancies; Removal; Absences; Increases.

- A. Resignation. Any director may resign at any time by giving written notice to the Chairman of the Board, who shall announce the resignation to the full Board at the next regular meeting of the

Board. Such resignation shall take effect at the time specified in the notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Should a resignation result in fewer than three remaining Directors, the Board may act with two Directors, provided it promptly calls a meeting to elect a successor to fill the vacancy.

- B. Vacancies. Any vacancy occurring on the Board because of resignation, removal, death, or otherwise shall be filled by the affirmative vote of a majority of the remaining members of the Board, even if less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. The term of office of a director elected to fill a vacancy shall commence upon election.
- C. Removal of Elected Directors. When the notice indicates that the purpose of a meeting is to consider the removal of directors, at a meeting of the Board, any Director may be removed from office without cause by the vote of at least two-thirds of the entire Board.
- D. Absences. If a Director misses three (3) consecutive meetings without excuse, such absences shall be deemed to constitute such individual's tender of his or her resignation from the Board; provided, however, the Executive Committee shall have the authority to accept or reject such resignation.
- E. Increase in Directors. The Board may vote to increase the number of members on the Board as provided in Article V, Section I of these Bylaws. Any directorship to be filled by reason of an increase in the number of directors shall be filled by vote of the Board. Any such director elected shall hold office from the date of election until the next annual directors meeting and until his successor has been duly elected and qualified.

ARTICLE VI. MEETINGS OF THE BOARD

Section 1. Place of Meetings. The annual, regular, or special meetings of the Board or any committee designated by the Board shall be held at the principal office of the Corporation or at any other place within the State of Alabama that the Board or any such committee, as the case may be, may designate from time to time.

Section 2. Annual Meetings. The annual meeting of the Board shall be held on the second Monday in August of each year unless the Directors by resolution designate a different time.

Section 3. Regular Meetings. In addition to the annual meeting, regular meetings of the Board or any committee designated by the Board shall be held at least four (4) times annually and at such more frequent intervals as the Board or any such committee, as the case may be, may designate.

Section 4. Special Meetings. Special meetings of the Board or any committee designated by the Board may be called at any time by the Chairman of the Board and shall be called by the Chairman upon receipt of the written request of two (2) of the directors. In addition, the chairperson of any committee designated by the Board or the Chairman may call a special meeting of such committee and a special meeting shall be called by the chairperson of such committee upon receipt of the written request of two of the members of such committee.

Section 5. Notice of Meetings. Notice of meetings may be given either personally, personally by telephone, by sending a copy of the notice through the United States mail or other electronically transmitted messaging, to the address of each director appearing on the books of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid thereon. If notice is

given by mail, the individual calling the meeting shall also attempt to contact the Board members by phone to inform them of the meeting. The business to be transacted at or the purpose of, any annual, regular, or special meeting of the Board or any committee shall be specified in the notice of such meeting.

- A. Notice of each annual meeting of the Board, setting forth the time and place of the meeting, shall be given to each director not less than ten (10) days prior to the time fixed for the meeting.
- B. Notice of the regular meetings of the Board or any committee designated by the Board need not be given.
- C. Notice of each special meeting of the Board or any such committee, setting forth the time and the place of the meeting, shall be given to each director not less than twenty-four (24) hours prior to the time fixed for the meeting.

Section 6. Waiver of Notice. A director may, in writing, waive notice of any meeting of the Board or any committee, either before, at, or after the meeting; and such waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting of the Board or any committee shall constitute waiver of notice of that meeting unless he or she attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 7. Quorum and Voting.

- A. A quorum shall consist of a majority of the members of the Board. Except as otherwise provided under the Certificate of Formation, these Bylaws, the Act, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn; provided, however, that in the event of a vacancy on the Board or any such committee by reason of resignation, removal, death or otherwise, pending the appointment of a replacement director, a majority of directors then serving on the Board or any such committee, as applicable, shall constitute a quorum.
- B. Each director shall have one (1) vote on each matter submitted to a vote of the Board or such committee.
- C. Voting by proxy shall be permitted for issues deemed appropriate by the Board. The absent voting member shall cast a written vote and deliver it to the chairperson in advance of the meeting. If the absent member can ultimately attend, or if the issues at the meeting differ from that voted upon by the written proxy, the proxy becomes ineffective. Board members also may grant authority to individuals whom they feel will represent their interests. Such proxies are revocable until they are voted, unless there is a specific written agreement to the contrary.

Section 8. Majority Action as Board Action. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the Certificate of Formation, these Bylaws, the Act, or provisions of law require a greater *or lesser* percentage or different voting rules for approval of a matter by the board.

Section 9. Conduct of Meetings. Meetings of the Board shall be presided over by the Chairman of the Board, or *if* no such person has been so designated or, in his or her absence, by the Vice Chairman of the Board or, in the absence of each of these persons, a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his

or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Section 10. Informal Action by Directors. Any action required or permitted to be taken at a meeting of the directors or any committee 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 or members of such committee, as the case may be, entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the directors or the members of such committee and may be stated as such in any articles or documents filed with the Alabama Secretary of State.

Section 11. Participation in Meetings. Members of the Board or any committee designated by the Board may participate in any annual, regular or special meeting of the Board or committee by means of a conference telephone 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.

ARTICLE VII. OFFICERS

Section 1. General. The officers of the Corporation shall consist of a Chairman, Secretary and a Treasurer or a Secretary/Treasurer. In addition, one or more Vice-Chairmans and such other officers, assistant officers, agents and employees that the Board may from time to time deem necessary may be elected or appointed by the Board in any manner prescribed by the Board consistent with these Bylaws. Two or more offices may be held by the same person except that one person shall not at the same time hold the offices of Chairman and Treasurer.

Section 2. Election and Term Office. The officers of the Corporation shall be elected for a term of one (1) year by the Board at the annual meeting of the Board. Officers shall hold office until their successors are chosen and have qualified unless they are sooner removed from office as provided in these Bylaws. Officers may serve for any number of successive terms.

Section 3. Resignation and Removal. Any officer of the Corporation may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer or agent of the Corporation may be removed from office without cause by the vote of at least two-thirds of the entire Board whenever in its judgment the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 4. Vacancies. When a vacancy occurs in one of the offices of the Corporation by reason of death, resignation or otherwise, it shall be filled by the vote of a majority of the entire Board. The officer so selected shall hold office for the remaining term of office.

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. Chairman. The Chairman shall be the chief officer(s) of the Corporation and shall have general supervision of the business activities of the Corporation. At each annual meeting of the Board, the Chairman shall

give a report of the business and activities of the Corporation for the preceding fiscal year. She shall preside at all meetings of the Board. The Chairman shall perform all the duties commonly incident to such office and such other duties as the Board shall designate.

Section 2. Vice-Chairman(s). Each Vice-Chairman shall have such powers and perform such duties as the Board may from time to time prescribe or as the Chairman may from time to time delegate to him or her. At the request of the Chairman, and in the case of his or her absence or inability to act, any Vice Chairman may temporarily act in his or her place. In the case of the death of the Chairman, or in the case of his or her absence or inability to act without having designated a Co-Chairman, a Vice-Chairman or Vice-Chairmans to act temporarily in his or her place, the Board, by the vote of a majority of the entire Board, may designate a Vice-Chairman or Vice-Chairmans, to perform the duties of the Chairman. If no such designation shall be made, all the Vice-Chairmans may exercise such powers and perform such duties.

Section 3. Secretary. The Secretary shall keep or cause to be kept in books provided for that purpose the minutes of the meetings of the Board and any committees; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records and of the seal of the Corporation if the Corporation should have a seal; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him or her by the Board or by the Chairman. In the absence of the Secretary or in the case of his or her inability to act, the Assistant Secretaries, if any, or such other person appointed by the Board, shall act with the same powers and shall be subject to the same restrictions as are applicable to the Secretary.

Section 4. Treasurer. The Treasurer shall have custody of corporate funds and securities. He or she shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Corporation in the depository or depositories of the Corporation, and shall render an account of his or her transactions as Treasurer and of the financial condition of the Corporation to the Chairman, Executive Director and/or the Board upon request. Such power given to the Treasurer to deposit and disburse funds shall not, however, preclude any other officer or employee of the Corporation from also depositing and disbursing funds when authorized to do so by the Board. The Treasurer shall, if required by the Board, give the Corporation a bond in such amount and with such surety or sureties as may be ordered by the Board for the faithful performance of the duties of her office. The premiums on such bond may be paid by the Corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board or the Chairman. In the absence of the Treasurer or in the case of his or her inability to act, the Assistant Treasurers, if any, or such other person appointed by the Board, shall act with the same authority and shall be subject to the same restrictions as are applicable to the Treasurer.

Section 5. Delegation of Duties. Whenever an officer is absent, or whenever, for any reason, the Board may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Slating Officers. Sixty (60) days prior to the Annual meeting, the Executive Committee (as defined in Article XI.2.A.) shall meet, or communicate by mail or telephone, for the purpose of preparing a slate of

candidates for the director positions.

Section 2. Consent. Consent of any candidate must be secured before the name may be nominated.

Section 3. Write-In Votes. There shall be a place on the ballot for write-in votes for those not included on the slate.

Section 4. Timing. Elections will take place at the annual meeting, and each director shall be entitled to one (1) vote.

ARTICLE X. EXECUTIVE DIRECTOR

The Board may employ an Executive Director who shall:

- A. Implement the policies and procedures of the Corporation as prescribed by the Board.
- B. Be responsible for the operation of the Corporate office.
- C. Employ, supervise and terminate such other staff as is deemed necessary by the Board to carry on the business of the Corporation.
- D. Assign a staff person to committees as requested by the Chairman.
- E. Provide Board with reports regarding the current status of programs and financial situations as requested, but not less frequently than quarterly.

ARTICLE XI. COMMITTEES

Section 1. General. The Board, by a majority vote of the entire Board, may designate and appoint one (1) or more committees of the Board, each of which shall consist of two (2) or more directors. Such committees, to the extent provided in the motion approved by the Board, the Certificate of Formation, or these Bylaws, shall have all the authority of the Board, except that no such committee or any officer of the Corporation may amend the Certificate of Formation; restate the Certificate of Formation; adopt a plan of merger or adopt a plan of consolidation with another corporation, authorize sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; or amend, alter, or repeal any resolution of the Board. All decisions and actions of a committee shall be subject to review by the Board. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual director of any responsibility imposed upon him or her by law. If any such delegation of authority of the Board is made as provided herein, all references to the Board contained in these Bylaws, the Certificate of Formation, the Act, or any other applicable law or regulation relating to the authority so delegated, shall be deemed to refer to such committee.

Section 2. Standing Committees. Any standing committees of the Board may be appointed by the Chairman within a reasonable time after the annual meeting of the Board and may consist of the following:

A. Executive Committees. The Executive Committee shall consist of the Chairman, the immediate past Chairman of the Board, Vice Chairman, Treasurer, and Secretary. By majority vote of the entire Board, the Board may appoint additional directors to the Executive Committee. The Executive Committee shall be chaired by the Chairman. The Executive Committee shall meet to consider matters of a nature which cannot wait for action until the next meeting of the Board, and shall have power to act in regard to such matters. The Executive Committee

may meet at any time to discuss the prospective agenda for the Annual meeting or regular or special meetings of the Board or to discuss and subsequently make recommendations on any matter to the entire Board, Notice of formal action taken by the Executive Committee shall be provided to all Board members at the next meeting of the Board.

B. Other Committees. The Corporation shall have such other committees as may from time to time be designated by a majority vote of the entire Board. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

ARTICLE XII. INDEMNIFICATION

The Corporation shall indemnify any director, officer, or former director or officer of the Corporation against all expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be exclusive of any other indemnification provided for in the Certificate of Formation or any Bylaw, by resolution or otherwise. The Corporation shall be authorized to purchase insurance or other similar device for the purpose of such indemnification.

ARTICLE XIII. FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Corporation shall be such year adopted by the Board.

Section 2. Books and Accounts. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board and any committee having any of the authority of the Board. All such books and records shall be kept at the principal office of the Corporation unless the Board, by resolution, determines otherwise, subject to any requirements of law. All books and records of the Corporation may be inspected by any director or his agent or attorney for any proper purpose at any reasonable time and with reasonable advance notice.

Section 3. Auditing and Reports. An annual report of the affairs of the Corporation for the previous fiscal year shall be submitted to the Board at each annual meeting and filed with the secretary of the Corporation. The books and records of the Corporation shall be reviewed by an independent certified public accountant at the expense of the Corporation at such times as may be designated by the vote of a majority of the Board. The Board may also designate a committee of its members to audit the books and records of the Corporation at such times as it shall determine by a majority vote of its members.

Section 4. Checks and Endorsement. All checks and drafts upon the funds or credit of the Corporation in any of its depositories shall be signed by such officer(s) or agent(s) as shall from time to time be determined by resolution of the Board. All checks, notes, bills receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the Corporation shall, for the purpose of deposit, discount or collection, be endorsed by such officer(s) or agent(s) of the Corporation or in such manner as shall from time to time be determined by resolution of the Board. The Board may provide for the use of facsimile signatures under specified conditions for any of the foregoing purposes.

Section 5. Execution of Instruments. The Executive Director shall have power to execute on behalf and in the name of the Corporation any deed, contract, bond, debenture, note or other obligations or evidences of indebtedness, or proxy, or other instrument requiring the signature of an officer of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation in any way, to pledge its credit or to render it liable pecuniarily for any purpose or amount.

Section 6. Fidelity Bonds. The Board may require that officers and employees of the Corporation having custody or control of corporate funds furnish adequate fidelity bonds. The premium on such bonds may be paid by the Corporation.

Section 7. Prohibition Against Loans. The Corporation shall not make loans to any officer or director of the Corporation.

Section 8. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or of any special Purpose of the Corporation.

ARTICLE XIV. IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Code], and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501 (c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

ARTICLE XV. DISSOLUTION

Section 1. Procedure. The Corporation shall be dissolved according to the procedures outlined in the Act.

Section 2. Distribution of Assets. After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be disposed of to facilitate one or more of the exempt purposes of the Corporation. Assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Code, or shall be distributed to the federal government, or a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated for such purposes.

ARTICLE XVI. AMENDMENT OF BYLAWS

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the vote of at least two-thirds of the entire Board.

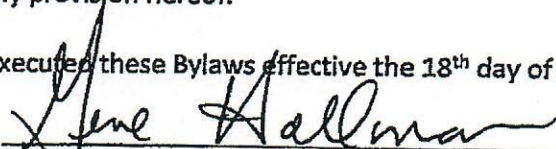
ARTICLE XVII. CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Certificate of Formation of this Corporation, the provisions of the Certificate of Formation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Certificate of Formation shall be to the Certificate of Formation of this Corporation filed with the Office of the Judge of Probate of Jefferson County on December 15, 2017, and used to establish the legal existence of this Corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall -be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

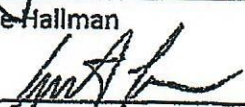
ARTICLE XVIII. MISCELLANEOUS PROVISIONS

The headings throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit or add to the meaning of any provision hereof.

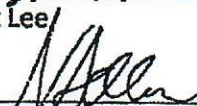
IN WITNESS WHEREOF, the Directors have executed these Bylaws effective the 18th day of July, 2023.



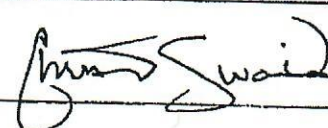
Gene Hallman



Curt Lee



Nick Sellers



Christy Swaid