

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000242714 3)))



H090002427143ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : BEGGS & LANE
Account Number : 120020000155
Phone : (850) 432-2451
Fax Number : (850) 469-3331

EFFECTIVE DATE
Jan 01, 2010

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: mporter@waterfrontmission.org

MERGER OR SHARE EXCHANGE**Waterfront Rescue Mission, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	17
Estimated Charge	\$70.00

Merger
@ 11/17/09

Electronic Filing Menu

Corporate Filing Menu

Help

((H09000242714 3)))

EFFECTIVE DATE

Jan 1, 2010

ARTICLES OF MERGER

OF

WATERFRONT RESCUE MISSION, INC., a Florida not for profit corporation

AND

WATERFRONT RESCUE MISSION, INC., an Alabama not for profit corporation

The following articles of merger are submitted in accordance with Chapter 617, Florida Statutes and Alabama Code Chapter 10-3A.

(1) Waterfront Rescue Mission, Inc., an Alabama not for profit corporation, whose principal office is located at 206 State Street, Mobile, Alabama 36633, is the sole merging corporation.

(2) Waterfront Rescue Mission, Inc., a Florida not for profit corporation, whose principal office is located at 5514 N. Davis Highway, Building D, Pensacola, Florida 32503, is the surviving corporation.

(3) The plan of merger attached hereto and incorporated herein satisfies the requirements of sections 617.1101 and 617.1107, Florida Statutes and Alabama Code Sections 10-3A-100 and 10-3A-105.

(4) The plan of merger was adopted by the Board of Directors of Waterfront Rescue Mission, Inc., a Florida not for profit corporation, the surviving corporation at a meeting held on October 27, 2009. The numbers of votes cast for the merger was sufficient for approval. Waterfront Rescue Mission, Inc., a Florida not for profit corporation has no members,

(5) The plan of merger was adopted by the Board of Directors of Waterfront Rescue Mission, Inc., an Alabama not for profit corporation, at a meeting held on October 27, 2009. The number of votes cast for the merger was sufficient for approval. Waterfront Rescue Mission, Inc., an Alabama not for profit corporation has no members.

(6) The merger shall become effective on January 1, 2010.

IN WITNESS WHEREOF, we have made and executed these Articles of Merger this 27 day of October, 2009.

WATERFRONT RESCUE MISSION, INC.
a Florida not for profit corporation

By

Ken Bell Its Chairman

((H09000242714 3)))

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 NOV 17 PM 2:24

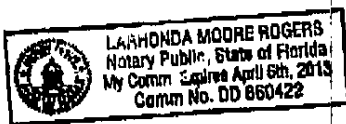
(((H09000242714 3)))

WATERFRONT RESCUE MISSION, INC.
an Alabama not for profit corporation

By *Ken Bell* *B. Bell*
Ken Bell Its Chairman

STATE OF Florida
COUNTY OF Escambia

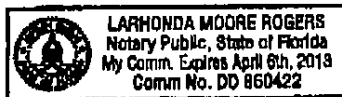
The foregoing instrument was acknowledged before me this 27th day of October, 2009, by Ken Bell, as chairman of Waterfront Rescue Mission, Inc., a Florida not for profit corporation, on behalf of said corporation. Ken Bell is personally known to me or has produced _____ as identification.



Larhonda Moore Rogers
NOTARY PUBLIC

STATE OF Florida
COUNTY OF Escambia

The foregoing instrument was acknowledged before me this 27th day of October, 2009, by Ken Bell, as chairman of Waterfront Rescue Mission, Inc., an Alabama not for profit corporation, on behalf of said corporation. Ken Bell is personally known to me or has produced _____ as identification.



Larhonda Moore Rogers
NOTARY PUBLIC

(((H09000242714 3)))

((H09000242714 3)))

**PLAN OF MERGER
OF
WATERFRONT RESCUE MISSION, INC., a Florida not for profit corporation
AND WATERFRONT RESCUE MISSION, INC., an Alabama not for profit corporation**

**ARTICLE I
CONSTITUENT CORPORATIONS**

The name and jurisdiction of the constituent corporations are: Waterfront Rescue Mission, Inc., a Florida not for profit corporation ("WRM-Florida") and Waterfront Rescue Mission, Inc., an Alabama not for profit corporation ("WRM-Alabama").

**ARTICLE II
MERGER**

Pursuant to sections 617.1101 and 617.1107, Florida Statutes, Alabama Code Sections 10-3A-100 and 10-3A-105, and this plan of merger, WRM-Alabama shall be merged into WRM-Florida, and WRM-Florida shall be the surviving corporation of the merger.

**ARTICLE III
ARTICLE OF INCORPORATION**

The Amended and Restated Articles of Incorporation of WRM-Florida in effect immediately before the merger shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

**ARTICLE IV
BYLAWS**

The Bylaws of WRM-Florida shall be amended and restated to read as provided in Exhibit A, attached hereto and incorporated herein by reference.

**ARTICLE V
DIRECTORS AND OFFICERS**

The directors of WRM-Florida immediately following the merger shall consist of the directors of WRM-Florida and WRM-Alabama immediately preceding this merger. The officers of WRM-Florida immediately preceding the merger shall continue to be the officers of WRM-Florida immediately following the merger.

((H09000242714 3)))

(((H09000242714 3)))

**ARTICLE VI
MEMBERS**

Neither WRM-Florida nor WRM-Alabama has members.

**ARTICLE VII
ASSETS AND LIABILITIES**

On the effective date of the merger, the separate existence of WRM-Alabama shall cease and WRM-Florida, without further action, shall possess all of WRM-Alabama's rights and privileges immediately preceding the merger. All assets of any nature of WRM-Alabama, without further action, shall be vested in WRM-Florida immediately following the merger. Following the merger, WRM-Florida shall be responsible for all liabilities and obligations of WRM-Alabama. Any claim existing or action or proceeding pending against WRM-Alabama may be continued as if the merger did not occur or WRM-Florida may be substituted for WRM-Alabama in any such proceeding. Neither the rights of creditors nor any liens on the property of SRM-Alabama shall be impaired by the merger.

**ARTICLE VIII
COMPLIANCE WITH ALABAMA LAW**

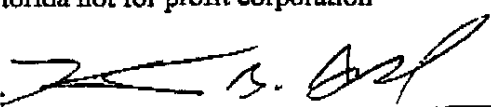
WRM-Florida acknowledges it may be served with process in any proceeding for the enforcement of any obligation of WRM-Alabama preceding this merger and WRM-Florida irrevocably appoints the Secretary of State of Alabama as its agent to accept service of process in any such proceeding.

**ARTICLE IX
EFFECTIVE DATE**

The merger shall be effective on January 1, 2010.

IN WITNESS WHEREOF, we have made and executed this Plan of Merger, this 27
day of October, 2009.

WATERFRONT RESCUE MISSION, INC.
a Florida not for profit corporation

By: Ken Bell its Chairman

(((H09000242714 3)))

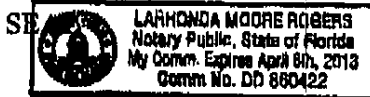
((H09000242714 3)))

WATERFRONT RESCUE MISSION, INC.
an Alabama not for profit corporation

By: [Signature]
Ken Bell, its Chairman

STATE OF FLORIDA
COUNTY OF Escambia

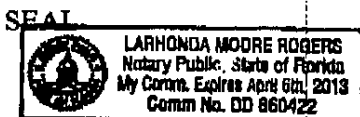
The foregoing instrument was acknowledged before me this 27th day of October, 2009,
by Ken Bell, as chairman of Waterfront Rescue Mission, Inc., a Florida not
for profit corporation, on behalf of said corporation. Ken Bell is personally
known to me or has produced _____ as identification.



[Signature]
NOTARY PUBLIC

STATE OF Florida
COUNTY OF Escambia

The foregoing instrument was acknowledged before me this 27th day of October, 2009,
by Ken Bell, as chairman of Waterfront Rescue Mission, Inc., an Alabama not
for profit corporation, on behalf of said corporation. Ken Bell is personally
known to me or has produced _____ as identification.



[Signature]
NOTARY PUBLIC

((H09000242714 3)))

NOV-17-2009 TUE 10:59 AM BEGGS & LANE

FAX NO. 8504693331

P. 07

((H09000242714 3)))

EXHIBIT A
WRM-Alabama's ASSETS

((H09000242714 3)))

((H09000242714 3)))

**SECOND AMENDED AND RESTATED
BYLAWS**

OF

WATERFRONT RESCUE MISSION, INC.

((H09000242714 3)))



(((H09000242714 3)))

**SECOND AMENDED AND RESTATED
BYLAWS
OF
WATERFRONT RESCUE MISSION, INC.**

Table of Contents

ARTICLE I. Board of Directors.....	1
Section 1. Creation of Board.....	1
Section 2. Terms of Directors.....	1
Section 3. Resignation of Directors.....	1
Section 4. Removal of Directors from Office.....	1
Section 5. Vacancy Among Directors.....	2
Section 6. Regular Meetings of the Board.....	2
Section 7. Special Meetings of the Board.....	2
Section 8. Notice of Meetings.....	2
Section 9. Quorum.....	2
Section 10. Written Consent Actions.....	2
Section 11. Duties of Directors.....	3
Section 12. Transactions with Directors.....	3
Section 13. Compensation of Directors.....	3
Section 14. Order of Business.....	3
ARTICLE II. Committees.....	4
Section 1. In General.....	4
Section 2. Terms.....	4
Section 3. Resignation and Removal.....	4
Section 4. Chairmen of Committees.....	4
Section 5. Vacancies.....	4
Section 6. Regular Meetings of a Committee.....	5
Section 7. Special Meetings of a Committee.....	5
Section 8. Notice of Meetings.....	5
Section 9. Quorum.....	5
Section 10. Written Consent Actions.....	5
Section 11. Rules of Governance.....	5
ARTICLE III. Officers.....	5
Section 1. In General.....	5
Section 2. Terms.....	6
Section 3. Vacancies.....	6
Section 4. Duties of the Chairman.....	6
Section 5. Duties of Vice Chairman.....	6
Section 6. Duties of the Secretary.....	6
Section 7. Duties of the Treasurer.....	6

(((H09000242714 3)))

((H09000242714 3))

Section 8. Duties of the Executive Director.....	7
Section 9. Execution of Documents.....	7
ARTICLE IV. Notes and Checks	7
ARTICLE V. Fiscal Year.....	8
ARTICLE VI. Investments.....	8
ARTICLE VII. Amendments	8
ARTICLE VIII. Indemnification	8

((H09000242714 3))

((H09000242714 3)))

**SECOND AMENDED AND RESTATED
BYLAWS
OF
WATERFRONT RESCUE MISSION, INC.**

ARTICLE I

Board of Directors

Section 1. Creation of Board. All corporate powers of Waterfront Rescue Mission, Inc. (the "Corporation") shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the discretion of, a Board of Directors (the "Board"). The number of members of the Board shall be not less than twelve nor more than twenty four.

Section 2. Terms of Directors. Each Director shall hold office until his successor is elected and qualified, if applicable, or his resignation, removal, disqualification, incapacity, or death. The term of office of each Director shall be three years. Each Director may be elected to an additional term of three years. After serving two successive terms, a Director may not be re-elected to the Board without remaining off the Board for at least one year. All Directors shall be Evangelical Christians.

Section 3. Resignation of Directors. Any director may resign at any time upon written notice to the Corporation addressed to it at its principal office or to its Chairman or its Secretary. Any resignation shall become effective at the time or upon the happening of the condition, if any, specified therein, or, if no such condition or time is specified, upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal of Directors from Office. Any director may be removed from office for cause by the Board at a special or regular meeting of the Board. If a member of the Board has more than three unexcused absences from the monthly meetings of the Board in any calendar year that Director shall be removed from the Board without action of the Board. If, following the fourth meeting missed by a Director and before the next meeting of the Board, the Director to be terminated submits to the Board an explanation which the Board deems sufficient and appropriate, the absences for which the explanation is submitted may be excused retroactively and that Director may be permitted to remain on the Board. Unless affirmative

((H09000242714 3)))

((H09000242714 3)))

action is taken by the Board, however, the termination of a Director shall be by operation of this provision and without the necessity of any Board action.

Section 5. Vacancy Among Directors. Any vacancy in the Board occurring by reason of the resignation, removal, disqualification, incapacity, or death of a Director shall be filled by the vote of the Board.

Section 6. Regular Meetings of the Board. The annual meeting of the Board shall be held in May of each year on a date and at a time and place as shall be determined by resolution of the Board; provided, however, that the Board may by resolution specify a different month for its annual meeting. The Board may establish a schedule of other regular meetings of the Board.

Section 7. Special Meetings of the Board. Special meetings of the Board may be called by either (a) the Chairman or (b) any four Directors.

Section 8. Notice of Meetings. Written notice of the time, day, and place of meetings of the Board shall be given to all members of the Board in person, by telephone, mail, e-mail, or facsimile, by or at the direction of the Chairman or the persons who called the meeting. The notice of meeting shall further specify the purpose or purposes for which the meeting is being called. If the notice is sent by mail, it must be deposited in the United States first class mail or with a private mail carrier for overnight delivery, postage prepaid and addressed to the member at his address as it appears on the records of the Corporation, at least five days before the day of the meeting. If the notice is sent by any other method or is delivered in person, the notice must be sent or delivered at least forty-eight hours before the meeting. A waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be equivalent to the giving of notice if such is filed with the minutes or corporate records.

Section 9. Quorum. A majority of the Directors then in office shall constitute a quorum at any meeting of the Board for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be an act of the Board, except as may be otherwise specifically provided by law or by the Articles of Incorporation of the Corporation or by these Bylaws. Members of the Board may participate in any meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating at the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 10. Written Consent Actions. Any action required to be taken or permitted to be taken by the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board. The written consent action shall have the same force and effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

((H09000242714 3)))

((H09000242714 3)))

Section 11. Duties of Directors. A Director shall discharge his duties, including his duties as a member of any committee, in accordance with his good faith belief that he is acting in the best interests of the Corporation.

Section 12. Transactions with Directors. A transaction with the Corporation in which a director has a direct or indirect interest is not voidable by the Corporation solely because of the director's interest in the transaction if any of the following is true:

- (a) The material facts of the transaction and the director's interest were disclosed or known to the Board and the transaction is authorized, approved, or ratified by a majority of the disinterested directors who are present at a meeting of the Board at which a quorum is present (such quorum to be composed solely of disinterested directors);
- (b) The material facts of the transaction and the director's interest were disclosed or known to the members entitled to vote and the transaction is authorized, approved, or ratified by a majority of the disinterested members who are entitled to vote and are present at a meeting at which a quorum of the members is present (such quorum to be composed solely of disinterested members); or
- (c) The transaction was fair to the Corporation.

A director has an indirect interest in a transaction if another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction, or another entity in which he is a director, officer, or trustee is a party to the transaction and the transaction is or should be considered by the Board.

Section 13. Compensation of Directors. Directors shall not receive compensation for their services in such office; provided, however, that the Board may provide for the reimbursement of reasonable expenses.

Section 14. Order of Business. The order of business of all meetings of the Directors shall be as follows:

1. Scripture Reading
2. Prayer
3. Roll Call
4. Proof of Notice of Meeting or Waiver of Notice
5. Approval of Minutes of Preceding Meeting
6. Report of Officers
7. Report of Committees
8. Unfinished Business
9. New Business

((H09000242714 3)))

(((H09000242714 3)))

ARTICLE II**Committees**

Section 1. In General. The Board may, by a resolution passed by a majority of the directors then in office, create such committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. Each such committee shall consist of any number of persons chosen by the Board, who need not be members of the Board so long as at least two members of the Board are members of the committee. To the extent authorized to do so in an enabling resolution, committees may exercise the power of the Board, except that no committee shall have the power to do any of the following:

- (a) Amend or restate the Articles of Incorporation;
- (b) Amend, alter, or repeal the Bylaws;
- (c) Adopt a plan for the distribution in liquidation of the assets of the Corporation;
- (d) Effect a dissolution of the Corporation;
- (e) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;
- (f) Adopt a plan of merger or consolidation;
- (g) Elect, appoint, or remove any member of any such committee or any director or officer of the Corporation; or
- (h) Amend, alter, or repeal any action or resolution of the Board unless by its terms such resolution provides that it may be amended, altered, or repealed by such committee.

The Board may create other committees not having or exercising the authority of the Board.

Section 2. Terms. Each member of a committee shall continue in such capacity until the next annual meeting of the Board or until such person's successor is appointed, unless the committee shall sooner be terminated by the Board.

Section 3. Resignation and Removal. Any member of a committee may resign at any time upon written notice to the Corporation addressed to it at its principal office or to its President or Secretary. The Board may remove any member of a committee from such office with or without cause.

Section 4. Chairmen of Committees. The Board shall appoint one member of each committee as chairman.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as is provided for in the case of original appointments.

(((H09000242714 3)))

((H09000242714 3)))

Section 6. Regular Meetings of a Committee. Committees may establish a schedule of regular meetings.

Section 7. Special Meetings of a Committee. Special meetings of a committee may be called by either (a) the chairman of such committee or (b) any two members of such committee.

Section 8. Notice of Meetings. Written notice of the time, day, and place of meetings of a committee shall be given to all members of such committee in person, by telephone, mail, e-mail, or facsimile, by or at the direction of the chairman of such committee or the persons who called the meeting. The notice of meeting shall further specify the purpose or purposes for which the meeting is being called. If the notice is sent by mail, it must be deposited in the United States first class mail or with a private mail carrier for overnight delivery, postage prepaid and addressed to the member at his address as it appears on the records of the Corporation, at least five days before the day of the meeting. If the notice is sent by any other method or is delivered in person, the notice must be sent or delivered at least forty-eight hours before the meeting. A waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be equivalent to the giving of notice if such is filed with the minutes or corporate records.

Section 9. Quorum. A majority of the members of a committee then in office shall constitute a quorum at any meeting of such committee for the transaction of business. The act of a majority of the members of a committee present at any meeting at which there is a quorum shall be an act of such committee, except as may be otherwise specifically provided by law or by the Articles of Incorporation of the Corporation or by these Bylaws. Members of a committee may participate in any meeting of such committee by means of a conference telephone or similar communications equipment by means of which all persons participating at the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 10. Written Consent Actions. Any action required to be taken or permitted to be taken by a 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 members of such committee. The written consent action shall have the same force and effect as a unanimous vote of the committee and shall be filed with the minutes of the proceedings of such committee.

Section 11. Rules of Governance. Each committee may adopt rules for its own governance not inconsistent with the Articles of Incorporation of the Corporation, these Bylaws, or rules adopted by the Board or, if none are adopted, Roberts Rules of Order shall apply.

ARTICLE III

Officers

Section 1. In General. The officers of the Corporation shall consist of a Chairman, one or more Vice Chairmen, a Secretary, and a Treasurer. Such officers shall be elected by the

((H09000242714 3)))

((H09000242714 3)))

Board at its annual meeting and shall serve upon such conditions as the Board deems appropriate. The Board may create such other offices (including a President) as it deems necessary to carry out the business of the Corporation. Such other officers shall hold their offices upon such conditions and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The Chairman, Vice Chairman, Secretary and Treasurer shall be a member of the Board. A person may hold more than one office, except that no one person may hold both the offices of Chairman and Secretary. The officers of the Corporation who are also Directors shall serve without compensation but may be reimbursed reasonable expenses upon approval of the Board. Officers shall discharge their duties in accordance with their good faith beliefs that they are acting in the best interests of the Corporation.

Section 2. Terms. Each officer of the Corporation shall hold office for a term of one year or until such person's respective successor is chosen and qualified or until such person's earlier resignation, removal, disqualification, incapacity, or death. Any officer of the Corporation may be re-elected by the Board. Notwithstanding any other provision of these Bylaws, any officer may be removed at any time, with or without cause, by a two-thirds vote of the members of the Board then in office.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the majority vote of the members of the Board then in office for the unexpired portion of the term related to the vacancy.

Section 4. Duties of the Chairman. The Chairman shall be the chief executive officer of the Corporation and shall be subject to the general direction of the Board. The Chairman shall preside at all meetings of the Board and shall exercise general supervision over the property, business, and affairs of the Corporation, shall perform such other duties as may be prescribed by these Bylaws or assigned to such person by the Board, and shall coordinate the work of the other officers of the Corporation.

Section 5. Duties of Vice Chairman. The Vice Chairman shall in the absence, inability, or disability of the Chairman perform the duties and exercise the powers of said office, and when so acting shall be subject to all restrictions upon the Chairman. At all other times the Vice Chairman shall perform such other duties and exercise such other powers as the Board may prescribe, or as the Chairman may delegate.

Section 6. Duties of the Secretary. The Secretary shall record the minutes of the meetings of the Board and shall perform such other duties as may be delegated to the Secretary by the Chairman or the Board. The Secretary shall be subject to the general direction of the Chairman and the Board.

Section 7. Duties of the Treasurer. The Treasurer shall have charge and custody of the funds, securities, and other like property of the Corporation and shall be responsible for the receipt, investment, safeguarding, and disbursement of the funds of the Corporation. The Treasurer may endorse checks, drafts, and other instruments for the payment of money for deposit or collection by the Corporation and shall deposit the same in such bank or banks as the

((H09000242714 3)))

((H09000242714 3)))

Board may designate, and the same shall not be withdrawn therefrom except by checks, drafts, or orders to be signed in the manner designated by the Board pursuant to Article IV of these Bylaws. The Treasurer shall be subject to the general direction of the Chairman and the Board.

Section 8. Duties of the President. The President, if such office is created by the Board, shall have general supervision over the daily management of the business of the Corporation and shall be responsible for carrying into effect all actions and resolutions of the Board to the extent that such actions and resolutions are not made the responsibility of another officer of the Corporation. The President shall make such reports to the Board as it may require. The President shall be subject to the general direction of the Chairman. The President shall not be a member of the Board.

Section 9. Execution of Documents. The Chairman and Vice Chairman are authorized, in their discretion and to the extent permitted herein and by law, to do and perform any and all corporate and official acts in carrying on the Corporation's business, including but not limited to the authority to make, execute, acknowledge, and deliver all deeds, mortgages, releases, bills of sale, assignments, transfers, leases, powers of attorney or of substitution, proxies to vote stock, or any other instrument in writing that may be necessary in the purchase, sale, lease, assignment, transfer, management, or handling in any way of property of any description held or controlled by the Corporation, in any capacity. The enumeration herein of particular powers shall not restrict in any way the general powers and authority of said officers. The Board may authorize any other officer or officers or agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be delegated by the person so authorized; but, unless so authorized by the Board or these Bylaws, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount. The Treasurer, the Secretary, or any Assistant Treasurer or Assistant Secretary are authorized to attest the signature of the Chairman or the Vice Chairman; provided, however, that no officer shall attest his own signature.

ARTICLE IV

Notes and Checks

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, as shall from time to time be determined by resolution of the Board. The Chairman, any Vice President, the Treasurer, any Assistant Treasurer, or any other officer or employee designated by the Board of Directors, is authorized and empowered on behalf of the Corporation and in its name to endorse checks and warrants, to draw drafts, to give receipts for money due and payable to the Corporation, and to sign such other papers and do such other acts as are necessary or appropriate to perform such duties.

((H09000242714 3)))

((H09000242714 3)))

ARTICLE V

Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and shall end on December 31, but may be changed by resolution of the Board.

ARTICLE VI

Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in any manner whatsoever and to invest and reinvest any funds held by it, according to the judgment of the Board without regard to restrictions which a director is or may be permitted to impose on a class of investments; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial or loss of status as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law, and its regulations as they now exist or as they may hereafter be amended.

ARTICLE VII

Amendments

These Bylaws may be altered, amended, or rescinded in whole or in part by the Board in accordance with the Articles of Incorporation of the Corporation.

ARTICLE VIII

Indemnification

Each Director and officer of the Corporation formerly, now, or hereafter serving as such shall be indemnified by the Corporation against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement incurred by the officer or Director as a result of being a party or threatened to be a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a Director or officer to the full extent under applicable law. Additionally, the Corporation may pay expenses incurred in defending a civil or criminal action, suit, or proceeding to the full extent allowed under applicable law.

((H09000242714 3)))