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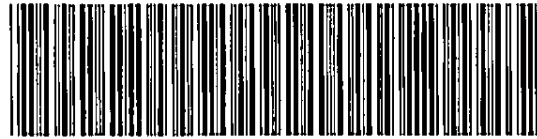
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Special Instructions to Filing Officer:

W18-78034

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18 SEP 21 PM 1:04

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

SEP 21 2018

S. YOUNG



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 28, 2018

PHIL MIGLIORATTI
611 RANGER LANE
LONGBOAT KEY, FL 34228

SUBJECT: PRAYER AND CITY TRANSFORMATION CONSULTING
Ref. Number: W18000078034

FILED
18 SEP 21 PM 4:04
TALLAHASSEE, FLORIDA

We have received your document for PRAYER AND CITY TRANSFORMATION CONSULTING and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

X The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

X NEED CERTIFICATE OF EXISTENCE FROM HOME STATE,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Shelia H Young
Regulatory Specialist II

Letter Number: 718A00017919

Thank you for
your assistance,
Phil

RECEIVED
18 SEP 21 AM 10:53
SECRETARY OF
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Prayer and City Transforamtion Consulting
Name of Corporation – must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", or "Certificate of Status" and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Phil Miglioratti

Name of Person

Prayer and City Transformation Consulting

Firm/Company

611 Ranger Ln

Address

Longboat Key, FL 34228

City/State and Zip Code

adam@pactconsulting.org

E-mail address: (to be used for future annual report notification)

FILED
18 SEP 21 PM 4:04
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Phil Miglioratti

Name of Person

at (847)

Area Code

344-7837

Daytime Telephone Number

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:

1. Prayer and City Transformation Consulting INC
(Name of corporation; must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Illinois 3. 36-4054492
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/27/1995 5. _____
(Date of Incorporation) (Date of duration, if other than perpetual)
6. 8/10/18
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 611 Ranger Ln
(Principal office address)

(Current mailing address, if different)

8. Religious and Charitable
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: Phil Migliorati

Office Address: 611 Ranger Ln

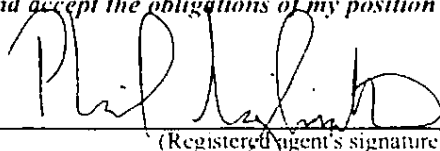
Longboat Key, Florida 34228

(City)

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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18 SEP 21 PM 1:04
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Phil Miglioratti

Address: 611 Ranger Ln

Longboat Key, FL 34228

Vice President: Carol Miglioratti

Address: 611 Ranger Ln

Longboat Key, FL 34228

Secretary: Tami Shields

Address: 2427 Bob Bettis Rd, Marietta, GA 30066

Treasurer: Adam Shields

Address: 2427 Bob Bettis Rd, Marietta, GA 30066

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

(Typed or printed name and capacity of person signing application)

FILED
SEP 21 PM 4:04
TALLAHASSEE, FLORIDA

Phil Miglioratti

Phil MIGLIORATTI PRESIDENT

ARTICLES OF AMENDMENT

General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832
<http://www.cyberdriveillinois.com>

Remit payment in the form of a
check or money order payable
to the Secretary of State.

FILED
18 SEP 21 PM 4:05
TALLAHASSEE, FLORIDA

File # _____ Filing Fee: \$25.00 Approved: _____
----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate name (Note 1): Chicago Baptist Community Development Corporation

2. Manner of adoption of amendment:
The following amendment of Articles of Incorporation was adopted on 5/15/04 in the manner
indicated below (Check one only): (Month, Day & Year)

☒ By affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)

☐ By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 (Note 3)

☐ By members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)

☐ By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20. (Note 5)

3. Text of amendment
(a.) When an amendment effects a name change, insert the new corporate name below. Use 3 (b) below for all other amendments. *Article 1: The name of the corporation is:

The Name of the corporation is Prayer and City Transformation Consulting
(New Name)

(b) All amendments other than name change.
(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety.) If there is not sufficient space to add the full text of the amendment, add one or more sheets of this size.

(COMPLETE ITEM 4 OR, IF APPLICABLE, ITEM 5.) ALL SIGNATURES MUST BE IN BLACK INK.

4. The undersigned corporation has caused these articles to be signed by duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated

August 5

(Month & Day)

2004

(Year)

Chicago Baptist Community Development Corp

(Exact Name of Corporation)

(Any Authorized Officer's Signature)

Adam Shields President

(Print Name and Title)

5. If there are no duly authorized officers, then the persons designated under Section 101.10(b)(2) must sign below and print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____ (Month, Day & Year)

Signature

Print Name and Title

NOTES

- Note 1:** State the true and exact corporate name as it appears on the records of the Secretary of State, BEFORE any amendment herein reported.
- Note 2:** Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15
- Note 3:** Director approval may be (1) by vote at a director's meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.
- Note 4:** All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.
- Member approval may be (1) by vote at a members meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.
- To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (*but if class voting applies, then also at least a 2/3 vote within each class is required*).
- The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)
- Note 5:** When member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

File Number

5858-261-1

FILED
18 SEP 21 PM 4:05
TALLAHASSEE, FLORIDA



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

PRAYER AND CITY TRANSFORMATION CONSULTING, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON NOVEMBER 08, 1995, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.

In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 16TH
day of SEPTEMBER A.D. 2018 .



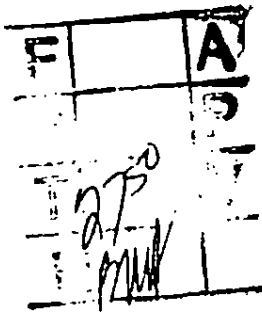
Authentication #: 1825900454 verifiable until 09/16/2019
Authenticate at <http://www.cyberdriveillinois.com>

Jesse White

SECRETARY OF STATE

95817900

File Number 5858-261-1



DEPT-01 RECORDING 127.50
T40003 TRAN 8542 11/27/95 16:08:00
45:11 : LM *-95-817900
COOK COUNTY RECORDER

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF
CHICAGO BAPTIST COMMUNITY DEVELOPMENT CORPORATION
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
JANUARY 1, A.D. 1987.

95817900

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 8TH day of NOVEMBER A.D. 19 95 and of the Independence of the United States the two hundred and 20TH



George H. Ryan

Secretary of State

0000000000

NFP-102.10
(Rev. Jan. 1, 1995)
FILED

NOV 08 1995

GEORGE H. RYAN
SECRETARY OF STATE

ARTICLES OF INCORPORATION

(Do Not Write in This Space)

SUBMIT IN DUPLICATE

Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money Order, payable to "Secretary of State."

DO NOT SEND CASH!

Date 11-28-95
Filing Fee \$50
Approved CF

TO: GEORGE H. RYAN, Secretary of State

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

Article 1. The name of the corporation is: Chicago Baptist Community Development Corporation

Article 2: The name and address of the initial registered agent and registered office are:

Registered Agent	<u>Timothy</u>	<u>Morgan</u>	<u>Larkin</u>
	First Name	Middle Name	Last Name
Registered Office	<u>329</u>	<u>Madison</u>	<u>~</u>
	Number	Street	(Do Not Use P.O. Box)
	<u>Oak Park</u>	<u>IL 60302</u>	<u>Cook</u>
	City	Zip Code	County

Article 3: The first Board of Directors shall be 3 in number, their names and residential addresses being as follows: (Not less than three)

Director's Names	Number	Street	Address City	State
Timothy Larkin	3226	West Olive	Chicago	IL
James Queen	2S277	Seneca	Wheaton	IL
Thomas Kkeinfelt	1614	Moore Ave	Streamwood	IL

0000000000

Article 4. The purposes for which the corporation is organized are:

The Purpose of Chicago Baptist Community Development Corporation (CBCDC) is to promote sustainable affordable housing for low income people who are not able to afford or attain affordable housing in the Chicago Area by sponsoring the development of affordable housing projects and the training of local community groups in the area of housing development and management. The purpose of CBCDC shall be exclusively charitable and educational within the meaning of the IRS Code Section 501(c)3 and other applicable sections of the code.

Is this corporation a Condominium Association as established under the Condominium Property Act?
☐ Yes ☒ No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? ☐ Yes ☒ No (Check one)

Is this a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? ☐ Yes ☒ No

Article 5. Other provisions (please use separate page):

Please See Attached Page

Article 6.

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated November 2, 19 95.

SIGNATURES AND NAMES

POST OFFICE ADDRESS

1. <u>Thomas M. Kleinfeldt</u> Signature <u>Thomas M. Kleinfeldt</u> Name (please print)	1. _____ Street
2. <u>Timothy M. Larkin</u> Signature <u>Timothy M. Larkin</u> Name (please print)	2. _____ Street
3. _____ Signature	3. _____ Street
_____ Name (please print)	_____ City/Town State Zip
4. _____ Signature	4. _____ Street
_____ Name (please print)	_____ City/Town State Zip
5. _____ Signature	5. _____ Street
_____ Name (please print)	_____ City/Town State Zip

(Signatures must be in **BLACK INK** on original document. Carbon copy, xerox or rubber stamp signatures may only be used on the true copy.)

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

FOR INSERTS - USE WHITE PAPER - SIZE 8 1/2 x 11

95617900

File No. _____

FORM NFP-102.10

ARTICLES OF INCORPORATION

under the

GENERAL NOT FOR PROFIT

CORPORATION ACT

of _____

SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
SPRINGFIELD, ILLINOIS 62756
TELEPHONE (217) 782-9522
782-9523
(These Articles Must Be Executed and Filed
in Duplicate)

Filing Fee \$50
C-157.9

Chicago Baptist Community Development Corporation
Articles of Incorporation Application
329 Madison
Oak Park, IL 60302

Other Provisions

No part of the net earnings of the corporation shall be inure to the benefit of, or be distributable to its members, 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 set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section of any future federal tax code.

Upon the Dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of 501(c)3 of the Internal Revenue code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so 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, as said Court shall determine which are organized and operated exclusively for such purposes.

95817900

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Prayer and City Transformation Consulting

BY - LAWS

ARTICLE I

Name

The name of the corporation shall be Prayer and City Transformation Consulting, and shall sometimes be referred in the By-Laws as the Corporation.

ARTICLE II

Purpose

Section 1. The purpose of the Corporation shall be exclusively charitable within the meaning of section 501 (c) (3) of the United States Internal Revenue Code, and its activities shall be limited to those allowed under the General Not For Profit Corporation Act of 1986 of the State of Illinois, as amended.

Section 2. The Corporation shall include two divisions that seek to facilitate transformational enterprises. The two divisions will be focused on Prayer and non-Profit development.

Section 2a. PACT Consulting shall seek to promote sustainable communities in the by working in partnership with churches, non-profits and individuals to build and encourage local non-profit organizations. This shall include the sponsoring the development of new faith-based organizations and the training of local community groups in various areas of development and management, and shall engage in activities consistent with those purposes listed below, namely:

- (1) To witness to the good news of Jesus Christ throughout the metropolitan Chicago area by working in cooperation with churches and communities in need in an effort to enhance their quality of life, a part of which shall be the creation of a better habitat in which to live and work;
- (2) To work toward the creation of, and advocate on behalf of, decent affordable housing for those persons who are unable to afford to own or rent their own home;
- (3) To work for the creation of new, sustainable faith based organizations that will serve their communities needs;
- (4) To work cooperatively with both for-profit and not-for-profit groups for the economic and social betterment of communities in the Chicago area.

Section 2b. Prayer Inc shall seek to connect people to God through prayer in churches, through pastors in cities and across nations.

Section 3. No substantial part of the activities of this Corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of this Corporation shall consist of participating in, or intervening in (including the

publication or distribution of literature), any political campaign on behalf of any candidate for public office.

ARTICLE III Membership

The Corporation shall be a non-membership corporation with a self-perpetuating Board of Directors.

ARTICLE IV Non-discrimination

The Corporation will not discriminate as to race, religion, creed, color, sex, marital status or national origin in the provision of services or products.

ARTICLE V Board of Directors

Section 1. (General Powers) The Board of Directors, hereafter referred to as the Board, shall be empowered to transact all business of the Corporation within the limitations of the Illinois General Not For Profit Corporation Act of 1986, as amended, other applicable state statutes, and the Articles of Incorporation and By-Laws of the Corporation. The Board shall elect all officers, elect all committees, and fulfill other functions as necessary. A member of the Board shall be referred to as a director.

Section 2. (Number) The Board shall consist of a minimum of four and a maximum of nine members. The exact number of directors shall be determined by a vote of the Board.

Section 3. (Qualification) Directors must demonstrate an active involvement with the activities of the Corporation and be in complete agreement with the purposes of the Corporation. Further, all members must be members in good standing with a local church.

Section 4. (Election and Term) All directors are elected to a term of three years, and may succeed themselves. Election shall be by majority vote of the Board. In the initial election, nine directors shall be elected with three serving for a one year term, three for a two year term, and three for a three year term. Additional directors may be elected whose initial term shall be construed so that no more than one third plus one directors shall have their terms expire in the same year. A Nominating Committee shall be established which shall submit a list of names for nomination to fill vacancies as needed.

Section 4. (Termination) A director shall surrender his or her office at the expiration of his term. A director may also be removed by a majority vote of the Board. A director may resign at any time.

Section 6. (Compensation) The directors shall serve without compensation, except for actual expenses occurred due to attendance at meetings of the Board.

ARTICLE VI

Meetings

Section 1. (Regular Meetings) The Board of Directors shall meet at least annually. The Annual Meeting shall be that meeting held in the Fall of the year; the time, date and location shall be fixed by the Board as the regular meeting prior to the Annual Meeting. The Board may elect to meet more frequently by majority vote of the directors at a regularly scheduled meeting.

Section 2. (Special Meetings) Special meetings may be called by the President or Vice President, with the concurrence of two other officers. At least seven days notice must be given, with the purpose for such meeting, date, time and location included. Written notice must be delivered personally, by U.S. Mail, private courier service, or by tele-facsimile to each director.

Section 3. (Voting) An act of the majority of the duly elected and qualified directors present at a meeting at which a quorum is present shall be the act of the directors unless the concurrence of a greater number is required by the laws of the United State of America, the State of Illinois, the Articles of Incorporation or the By-Laws.

Section 4. (Quorum). A quorum for the transaction of business at any regular or special meeting of the Board shall be one-half of the duly elected and qualified directors of the Corporation.

ARTICLE VII

Officers of the Board

Section 1. (Number) The officers of the Board shall be a President, a Secretary, and a Treasurer, each of whom must be duly elected and qualified members of the Board at the time of their election and service. The Board of Directors may elect or appoint other such officers as may be deemed necessary or appropriate from time to time.

Section 2. (Election and Term) Officers of the Board shall be selected by a majority vote of the duly elected and qualified directors at the Annual Meeting. The term of office shall be one year or until a successor has been duly elected and qualified by the Board. An officer may succeed him/herself in office for no more than two consecutive terms. In case an office is vacated prior to the expiration of its term, the Board shall elect to fill that vacancy for the duration of the term.

Section 3. (President) The President shall preside over all meetings of the Corporation; shall be ex officio member of all committees except the nominating committee. Except when the authority to execute is expressly prescribed by the Board, the President may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized either with or without the corporate seal and either individually or attested by the secretary, assistant secretary, or any other officer, according to the requirements of the instruments. The President shall perform other duties as prescribed by the Board.

Section 4. (Secretary) The Secretary shall be responsible for keeping the minutes, official records and seal of the Corporation, seeing that notices are given in accordance with the By-Laws or as required by law, and shall have all powers and perform all duties incident to the office of the Secretary and other duties as may be prescribed by the President or by the Board.

Section 5. (Treasurer) The Treasurer shall have general charge of the financial affairs of the Corporation and shall have, in general, all powers and perform all duties incident to the office of Treasurer. The Treasurer shall have custody of all funds and securities of the corporation and provide for the safekeeping thereof: receiving all funds and securities payable and due the Corporation; depositing such funds in such banks or depository institutions as authorized by the Board; and distributing funds authorized to be paid by the Corporation. The Treasurer shall be responsible for the maintenance of the proper financial records of the Corporation, and shall periodically give to the Board an account of all transactions and of the financial condition of the Corporation.

Section 6. (Termination) All officers shall surrender their offices and all official materials upon completion or termination of their term of office. An officer may be removed from office by a majority vote of the Board of Directors.

ARTICLE VIII

Administration

Section 1. (Executive Director) The Executive Director shall be the Chief Executive Officer of the Corporation and have overall charge of the execution of the policies and programs of the Board. The Executive Director shall perform all such duties as may be prescribed from time to time by the Board, and shall attend all meetings of the Board but without the rights or privileges of a director. The Executive Director shall report to the President.

The Executive Director shall serve at the will of the Board, shall be appointed by a majority of the duly elected and qualified directors, and may be removed, with or without cause, by a majority of the duly elected and qualified directors.

Section 2. (Other Officers) The Board may from time to time appoint other officers as it sees fit for the proper administration of the Corporation, including, but not limited to, a chief financial officer, a chief operating officer and a chief development officer.

ARTICLE IX

Management of Assets

Section 1. The funds of the Corporation shall be deposited in such banks, trust companies, or savings institutions as the Board shall designate and shall be withdrawn only upon the check or order of those person specifically empowered to act on the Corporation's behalf.

Section 2. Any sale or transfer of any security or any other property standing in the name of the Corporation shall be valid only upon the signature of two officers acting on the Corporation's behalf. Any transfer signed in this manner, having affixed thereon the seal of the Corporation, shall in all respects bind the Corporation as fully and completely as if each transaction had been authorized by a special vote of the Board of Directors, and any person, firm, or corporation to whom a copy of this Article IX shall have been certified by the Secretary shall be entitled to rely thereon until notified of its repeal.

Section 3. The fiscal year of the Corporation shall end on the 31 day of December annually.

ARTICLE X
Amendments

These By-Laws may be amended, repealed, or altered in whole or in part by a majority vote of the duly elected and qualified directors at any regular or special meeting of the Board of Directors of the Corporation.

approved 12-8-95.
Modified 1-14-2004
Modified 4-18-2006