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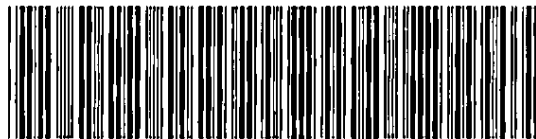
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FEB 05 2020

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
20 FEB -5 PM 12:37

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** GREENWAY FOUNDATION CORP

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** JAVIER O SANTIAGO  
\_\_\_\_\_  
Name (Printed or typed)

2411 ACADEMY CIRCLE E #302  
\_\_\_\_\_  
Address

KISSIMMEE FL 34744  
\_\_\_\_\_  
City, State & Zip

321-512-4003  
\_\_\_\_\_  
Daytime Telephone number

JAVIERORTIZ1203@ICLOUD.COM  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

# ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S., (Not for Profit)

## ARTICLE I NAME

The name of the corporation shall be: THE GREENWAY FOUNDATION CORP

## ARTICLE II PRINCIPAL OFFICE

Principal street address:

Mailing address, if different is:

2411 ACADEMY CIRCLE SUITE E #302

KISSIMMEE FL 34744

## ARTICLE III PURPOSE

The purpose for which the corporation is organized is: SEE ATTACHMENT

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: \_\_\_\_\_

## ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: P /JAVIER ORTIZ SANTIAGO

Address: 1891 HICKORY BLUFF KINDRED

KISSIMMEE FL

34744

Name and Title: T/LCO JOSE R SANTIAGO

Address: 2411 ACADEMY CIR SUITE E# 302

KISSIMMEE FL 34744

Name and Title: DAISY IRIZARRI (TRUSTEE)

Address: 2411 ACADEMY CIRCLE SUITE E #302

KISSIMMEE FL 34744

Name and Title: ADA CARMONA (ADVISOR)

Address: 285 EDISTO PLACE

APOPKA FL 32712

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
20 FEB -5 PM 2:37

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: ADA CARMONA

Address: 285 EDISTO PLACE

APOPKA FL 32712

**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

Name: JAVIER ORTIZ SANTIAGO

Address: 2411 ACADEMY CIRCLE SUITE E #302

KISSIMMEE FL 34744

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

Ada Carmona  
Required Signature of Registered Agent

1-19-20  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

Javier Ortiz Santiago  
Required Signature of Incorporator

1-19-20  
Date

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**ARTICLE XV  
CONSTRUCTION AND TERMS**

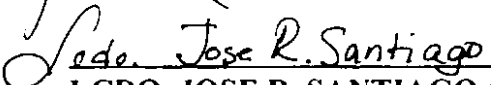
If there is any conflict between the provisions of these Bylaws and the Articles of incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

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 unfixed by such holding.

**ARTICLE XVI  
EFFECTIVE DATE**

  
\_\_\_\_\_  
JAVIER ORTIZ (PRESIDENT)

1-26-20  
DATE

  
\_\_\_\_\_  
LCDO. JOSE R. SANTIAGO (VICE PRESIDENT)

1-26-20  
DATE

\_\_\_\_\_  
DAISY IRIZARY (TRUSTEE)

\_\_\_\_\_  
DATE

## **THE GREENWAY FOUNDATION CORP**

The purpose of forming a FLORIDA not-for-profit corporation, hereby adopts the following Articles of Incorporation.

### **ARTICLE I**

The name of the corporation is **THE GREENWAY FOUNDATION CORP**

### **ARTICLE II**

The principal place of business address is

**2411 ACADEMY CIRCLE SUITE E  
KISSIMMEE, FL 34744**

The mailing address of the corporation is

**2411 ACADEMY CIRCLE SUITE E  
KISSIMMEE, FL 34744**

### **ARTICLE III NON-PROFIT PURPOSE**

The specific purpose for which this corporation is organized is:

This Ministry is a religious Christian organization founded with the purpose to assists our community through our many different programs as such but not limited to.

1. Health services
2. Job training
3. Food pantry
4. Substance abuse
5. Nutrition
6. Adult education
7. Expectant mothers
8. Crisis intervention

4. Said corporation, is organized exclusively for charitable, religious, educational, purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c ) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. No substantial part of the activities of the corporation, shall be the carrying on of the propaganda, or otherwise attempting to influence legislation; the corporation shall not participate in or intervene (including the publishing or distribution of statements) and political campaign or in opposition to any candidate for public office.

6. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code; or the corresponding section 170 (c) (2) of the Internal Revenue Code; or the corresponding section of any future federal tax code.

7. No part of the net earnings of the corporation shall 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 for in Article III hereof.

8. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

7. Upon the dissolution of **TGFC** the BOD shall, after the payment of all the liabilities of the **TGFC** dispose of all of the assets of the Ministry exclusively for the purposes of the Ministry in such manner, or to such organization, or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organizations under Section 501 ( c ) (3) of the Internal Revenue Code of 1986, as amended or of the corresponding provisions of any future United States or of any future United States Revenue Law) as the BOD shall determine.

No part of the net earnings of **TGFC** shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the Ministry shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of **TGFC** Notwithstanding any other provisions of the Articles of the Articles of Incorporation or these Bylaws of **TGFC**.

**TGFC** shall not carry on any activity not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax, under Section 501( c ) (3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding Section of any future Revenue Code of the United States of America) or

(b) by a corporation, contributions of which are deductible under Section 170

( c) (2) of the Internal Revenue Code 1986, as amended (or the corresponding Section of any future United States Revenue Law).

#### **ARTICLE IV MEETING**

The annual membership meeting of this organization shall be held in February each and every year except if such day is a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.

The Secretary shall cause letters to be mailed to every member in good standing at his address, as it appears in the membership roll book in this organization, a notice telling the time and place of such annual meeting.

Regular meetings of this organization shall be held at 11302 north 100 west Huntington Indiana 46750. The presence of not less than half plus one or (62%) percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than one week from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as hereinafter set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the president when he deems it for the best interest of the organization. Notices of such meeting shall be mailed, emailed, telephone calls to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of half plus one or (62%) percent of the members of the Board of Directors or half plus one or (62%) percent of the members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

#### **CHANGE OF ADDRESS**

The designation of the county or state of the corporation's principal office may be, changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:



**ARTICLE V  
INITIAL OFFICERS AND/OR DIRECTORS**

**JAVIER ORTIZ (PRESIDENT)  
LCDO. JOSE R. SANTIAGO (VICE PRESIDENT)  
DAISY IRIZARY (TRUSTEE)  
ADA CARMONA (ADVISOR)**

**VOTING**

At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

**ARTICLE VI  
ORDER OF BUSINESS**

1. Prayer
2. Quorum
3. Reading of the Minutes of the preceding meeting.
4. Report of President
5. Report of Treasurer
6. Others
7. New Business
8. Closure

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**ARTICLE VII  
BOARD OF DIRECTORS**

The business of this organization shall be managed by a Board of Directors consisting of [5] members, together with the officers of this organization. At least one of the directors elected shall be a resident of the State of FLORIDA all citizen of the United States.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Half plus one or (62%) percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the 31<sup>st</sup> day (or last day) of each month of every year.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

The Board of Directors shall select from one of their members secretary.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

It shall be the duty of the directors to:

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws
- Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers and employees of the corporation
- Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly
- Meet at such times and places as required by these Bylaws
- Register their addresses with the Secretary of the corporation, and notices of meetings mailed, emailed or telephoned to them at such addresses shall be valid notices thereof.

## **ARTICLE VIII OFFICERS**

The initial officers of the organization shall be as follows: President, Vice President, Secretary, and Treasurer.

The President shall preside at all membership meetings. He shall by virtue of his office be Chairman of the Board of Directors. He shall present at each annual meeting of the organization an annual report of the work of the organization. He shall appoint all committees, temporary or permanent. He shall see all books, reports and certificates required by law are properly kept or filed. He shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his office and become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificate required by any statute, federal or state. He shall give and serve all notices to members of this organization. He shall be the official custodian of the records and seal of this organization. He may be one of the officers required to sign the checks and drafts of the organization. He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization. He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization. He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$100.00 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

## **NUMBERS**

This corporation shall have a minimum of five (5) directors and collectively shall be known as the Board of Directors.

## **QUALIFICATIONS**

Directors shall be of the age of majority but need not be residents of this state. Other qualifications for directors of this corporation shall be as follows: The board positions shall be filled by persons that are Believers in the faith, with the required level of education and expertise to perform their assigned duties.

## **POWERS**

Subject to the provisions of the laws of this state and any limitations in the Article P.3 of Incorporation and these Bylaws relating to action required to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

## **VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

## **NON-LIABILITY OF DIRECTOR**

The directors shall not be personally liable for debts, liabilities or other obligations of the said corporation.

## **ARTICLE IX SALARIES**

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

## **ARTICLE X COMMITTEES**

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

The permanent committees shall be:

1. CONGRESS COMMITTEE
2. SEMINARS COMMITTEE

## **ARTICLE XI EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION I: EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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 general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

### **SECTION II: CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President and Secretary of the corporation.

### **SECTION III: DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **SECTION IV: GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## **SECTION V: LOANS**

From time to time directors/officers/employees may loan money to the corporation. Also directors/officers/employees may purchase for the corporation necessary and ordinary business items or incur necessary expenses for the operating of the corporation. The Board of Directors must agree to reimburse those expenses of funds are available with no interest, following the IRS guidelines for such loans.

## **SECTION VI: INSURANCE**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

## **SECTION VII: INDEMNIFICATION**

The directors and officers of the corporation shall fully be indemnified by the corporation permissible under the laws of this state.

# **ARTICLE XII CORPORATE RECORDS, REPORTS AND SEAL**

## **SECTION I. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

## **SECTION II. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, any corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **SECTION III. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

## **SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

## **SECTION 5. PERIODIC REPORT**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

# **ARTICLE XIII**

## **IRC 501(c)(3) TAX EXEMPTION PROVISIONS**

## **SECTION I. 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 Internal Revenue 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 Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **SECTION II. PROHIBITION**

No part of the net earnings of this corporation shall issue to the benefit of, or be distributable to, its members, 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.

## **SECTION III. DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **SECTION IV. PRIVATE FOUNDATION REQUIREMENTS ~041) RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **ARTICLE XIV AMENDMENTS**

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than (75%) percent of the members. Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the Bylaws of this corporation and 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 approval of the Board of Director.



**ARTICLE XV**  
**CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of incorporation of this corporation, the provisions of the Articles of Incorporation 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 unfixed by such holding.