

P18000061394

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CLERK OF STATE
DEPARTMENT OF RECEPTIONS
18 JUL -6 PM 3:21

Margy

AUG 07 2018

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Affordable Management & Consulting, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Arthur P. Tranakos

Contact Person

Firm/Company

2941 Piedmont Road, Suite F

Address

Atlanta, Georgia 30305

City/State and Zip Code

atranakos@aol.com

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

For further information concerning this matter, please call:

Arthur P. Tranakos

Name of Contact Person

At (678) 480-9549

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 AUG -6 PM 3:21



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 31, 2018

RECEIVED

18 AUG -6 PM 12:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTHUR P TRANAKOS
2941 PIEDMOND ROAD, SUITE F
ATLANTA, GA 30305

SUBJECT: AFFORDABLE MANAGEMENT & CONSULTING, INC.
Ref. Number: P18000061394

We have received your document for AFFORDABLE MANAGEMENT & CONSULTING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In the Fifth and Sixth Section you must only complete one section for each not both. Was the merger adopted by the shareholders or the directors?

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.

Diane Cushing
Senior Section Administrator

Letter Number: 518A00015761

ARTICLES OF MERGER

(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 AUG-6 PM 3:21

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Affordable Management & Consulting, Inc.	Florida	PI8000061394

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Affordable Management & Consulting, Inc.	Nevada	NV19971229481

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 07 31 2018 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on July 23, 2018

TAD The Plan of Merger was adopted by the board of directors of the surviving corporation on July 23, 2018 and shareholder approval was not required.
AVT

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 23, 2018

TAD The Plan of Merger was adopted by the board of directors of the merging corporation(s) on July 23, 2018 and shareholder approval was not required.
AVT

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Affordable Management &

Consulting, Inc. (Florida)

Thomas A. Owen, III, President

Affordable Management &

Consulting, Inc. (Nevada) ,

Thomas A. Owen, III, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Affordable Management & Consulting, Inc.

Florida

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Affordable Management & Consulting, Inc.

Nevada

Third: The terms and conditions of the merger are as follows:

See attached Merger Agreement

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Merger Agreement

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached Merger Agreement

FLORIDA,
DUVAL COUNTY.

MERGER AGREEMENT

THIS AGREEMENT, made and entered into this 23rd day of July, 2018, by and between AFFORDABLE MANAGEMENT & CONSULTING, INC. (FLORIDA) (the Surviving Corporation (hereinafter referred to as "AMC-F"), AMC-F'S heirs, representatives, administrators, successors, and assigns, and AFFORDABLE MANAGEMENT & CONSULTING, INC. (NEVADA). (the Merged Corporation) (hereinafter referred to as "AMC-N") AMC-N'S representatives, administrators, successors, and assigns.

WITNESSETH:

WHEREAS, AMC-F is a corporation organized and existing under the law of the state of Florida was incorporated on July 11, 2018, and has authorized capital stock of consisting of 1,000 shares of common stock, no par value of which on the date hereof 1,000 shares were issued and outstanding and (none) were held in the treasury of AMC-F or by any subsidiary of AMC-F and no other shares or equity interest is outstanding.

WHEREAS, AMC-N is a corporation organized and existing under the law of the state of Florida was incorporated on July 25, 1997, and has authorized capital stock of consisting of 1,000 shares of common stock, no par value of which on the date hereof 1,000 shares were issued and outstanding and (none) were held in the treasury of AMC-N or by any subsidiary of AMC-N and no other shares or equity interest is outstanding.

WHEREAS, the Constituent Corporations, acting by their respective Boards of Directors, have determined that it is advisable and in the best interest of their shareholders that they combine their businesses on the terms and conditions set forth in this Merger Agreement and

each of said Board of Directors have by the affirmative vote of a majority of full Board of Directors, authorized and approved this agreement and the Merger provided for herein, and said Merger is authorized by the laws of the State of Florida and by the laws of the State of Nevada.

NOW THEREFORE, the parties agree pursuant to the applicable statutes of the State of Florida and the State of Nevada, AMC-N shall be merged into AMC-F, and for the purpose of prescribing the terms and conditions of such Merger, the mode for carrying the same into effect, the manner of converting the shares of each of the Constituent Corporations into shares of the corporation resulting from or surviving such Merger, and such other details and provisions as are deemed necessary to accomplish such Merger, the parties agree as follows.

1. MERGER

On the Effective date, July 31, 2018, at 5:00 P.M., AMC-N shall be merged into AMC-F in the manner and with the effect provided by the laws of the State of Florida and by the laws of the State of Nevada; and in accordance with the provisions of this agreement, the separate existence of AMC-N shall cease, AMC-N and AMC-F shall become a single corporation which shall be AMC-F which shall survive such merger and AMC-F, as the surviving corporation, shall continue to exist and shall be governed by the laws of the State of Florida.

2. NAME

The name of the surviving corporation shall be AFFORDABLE MANAGEMENT & CONSULTING, INC. (FLORIDA).

3. LOCATION

AFFORDABLE MANAGEMENT & CONSULTING, INC. (FLORIDA) shall be located at 2300 Marsh Point Road, Suite 3B, Neptune Beach, Duval County, Florida 32266.

4 PURPOSE AND POWERS

The purposes of AMC-F shall be to provide marketing consultation and information to private and public clients and to engage in any lawful business or activity related thereto, or lawful activity for which corporations may be engaged in under the Florida Business Corporation Act.

5. AUTHORIZED CAPITAL STOCK

The authorized capital stock of AMC-F shall be 1,000 shares of Common Stock with no par value. The voting rights and restrictions of the Common Stock shall be as set forth in the By-laws of AMC-F.

6. BY-LAWS

The By-LAWS of AMC-F shall, as of the Effective Date, be in the manner set forth in Exhibit A to this Agreement.

7. SHAREHOLDERS' MEETINGS; EFFECTIVE DATE OF MERGER

This agreement shall be submitted to the shareholders of each of the Constituent Corporations for approval of them at meetings to be held on July , 2018. If approved and adopted by the shareholders of each of the Constituent Corporations in accordance with the requirements of applicable law this agreement shall be submitted to the Secretary of State of Nevada for her approval and shall be recorded and filed. The Merger shall not be effective upon such recording and filing in Nevada. If at the time of such recording and filing in Nevada all conditions precedent to the consummation of the Merger set forth in this agreement shall have been satisfied and termination provisions provided have not been invoked then appropriate Articles of Merger shall be filed with the Department of State of Florida and upon such filing and recording the Merger shall be effective in both states.

8. EFFECT OF MERGER

On the Effective Date, AMC-F shall possess all the power, rights, privileges, goodwill, immunities, and franchises of each of the Constituent Corporations, and all the property and all debts, subscriptions to shares and all other things in action and every other interest of and belonging to or due from each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in AMC-F without further act. The corporate name, entity, and separate existence of AMC-N, except insofar as the same shall continue by requirement of statute, shall terminate, and AMC-N shall cease to be a corporation organized and existing under the laws of the State of Nevada, and AMC-F shall be a corporation organized and existing under the laws of the State of Florida alone and not the laws of any other governmental authority.

9. AMC-F CAPITAL STOCK

Upon the Effective Date, each share of capital stock of AMC-N then issued and outstanding shall be converted into and become one share of the Common Stock, no par value, each such share to be fully paid and non-assessable.

10. EXCHANGE OF CERTIFICATE

After the Effective Date each holder of a certificate(s) representing shares of common stock of AMC-N shall be entitled to surrender the same to AMC-F for cancellation and shall be entitled to receive in exchange therefor a certificate(s) representing the number of whole shares of Common Stock of AMC-F into which such shares of common stock shall have been converted as provided herein.

11. BOARD OF DIRECTORS

The Directors of AMC-F are:

Thomas A. Owen, III, Chairman

Chrisandra Reese

12. OFFICERS

The Officers of AMC-F are:

Thomas A. Owen, III, President


Chrisandra Reese, Secretary & Treasurer

11. SOLE AND ENTIRE AGREEMENT

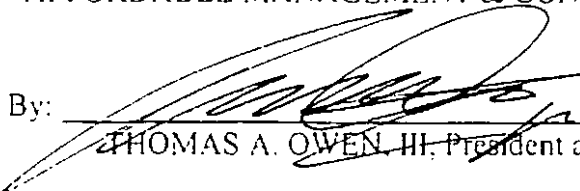
This agreement constitutes the sole and entire agreement and understanding between the parties hereto, and supersedes all prior agreements and understanding, written or oral, relating to the subject matter hereof and no modification shall be binding unless set forth in writing, signed by AMC-N and AMC-F.

IN WITNESS WHEREOF, the parties have caused this Merger Agreement to be executed by the duly authorized officers of AMC-N and AMC-F the day, month, and year first above written which shall constitute a firm and binding contract on the terms and conditions hereinbefore set forth.

AMC-N AFFORDABLE MANAGEMENT & CONSULTING, INC. (NEVADA)

By: 
THOMAS A. OWEN, III, President and Chairman of the Board

AMC-F AFFORDABLE MANAGEMENT & CONSULTING, INC. (FLORIDA)

By: 
THOMAS A. OWEN, III, President and Chairman of the Board

BYLAWS OF
AFFORDABLE MANAGEMENT & CONSULTING, INC.
A PROFIT CORPORATION

ARTICLE I

INTRODUCTION

Section 1.01 Definition of Bylaws. These Bylaws constitute the code of rules adopted by AFFORDABLE MANAGEMENT & CONSULTING, INC. for the regulation and management of its affairs.

Section 1.02 Powers. This Corporation shall have such powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law.

ARTICLE II

OFFICERS

Section 2.01 Principal Office. The address of the principal place of business of this Corporation is 2300 Marsh Point Road, Suite 3B, Neptune Beach, Duval County, Florida 32266. The location of such principal office may be changed from time to time by resolution of the Board of Directors in accordance with these Bylaws and the Florida Business Corporation Act. In addition, the corporation may maintain other offices either within or without the State of Florida as its business requires.

Section 2.02 Registered Office. The address of the initial registered office of this Corporation is 2300 Marsh Point Road, Suite 3B, Neptune Beach, Duval County, Florida 32266. Such office shall be continuously maintained in the State of Florida for the duration of this Corporation. Also, a

registered agent whose business office is identical with the address of the registered office shall be continuously maintained for the duration of this Corporation. The registered office may be, but need not be, identical with the principal place of business in the State of Florida. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State.

ARTICLE III SHAREHOLDERS

Section 3.01 Definition of Shareholders. The Shareholders of this Corporation are those persons or corporations having acquired share ownership rights. In accordance with the provisions of these Bylaws,

Section 3.02 Certificates of Shares. The Board of Directors shall provide for the issuance of certificate evidencing ownership of shares in the Corporation. Such certificates shall be signed by the President and by the Secretary. All Certificates of Shares shall be consecutively numbered. The name and address of each Shareholder and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 3.03 Place of Shareholders' Meetings. The Board of Directors may designate any place, either within or without the State of Florida, as the place of meeting for any annual or special meeting of the Shareholders. A waiver of notice signed by all Shareholders entitled to vote at a meeting may designate any place, either within or without the State of Florida, unless prescribed

by statute, as the place for holding such meeting. If no designation is made, or if a special meeting is otherwise, the place of meeting shall be the principal place of business of in the State of Florida.

Section 3.04 Annual Shareholders' Meeting. The annual meeting of the Shareholders shall be held on the first Tuesday in the month of May in each year, at the hour of 5:30 p.m. o'clock, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the state of Florida, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as convenient.

Section 3.05 Special Shareholders' Meetings. Special meetings of the Shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors, the President, and shall be called by the President at the request of holders of not less than twenty-five (25%) percent of all the outstanding shares of the corporation are entitled vote at such meetings.

Section 3.06 Notice of Shareholders' Meetings. Written or printed notice, stating the place, day, and hour of the meeting must be delivered to Shareholders entitled to vote at such meeting not less than ten (10) days and not more than forty (20) days before the date of the Shareholders' meeting. Such notice shall be delivered either personally, or by first class mail, by or at the direction of the

President, the Secretary, or the officer or person calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice shall be deemed to be delivered when deposited in the united States mail addressed to the Shareholders at his address "as it appears on the records of the Corporation, with postage thereon prepaid.

Section 3.07 Voting Rights of Shareholders. Each Shareholders shall be entitled to vote in accordance with the terms and conditions of the Articles of Incorporation and these by-laws shall be entitled one (1) vote, in person or by proxy, for each share of stock entitled to vote held by each Shareholder on the record date on each matter submitted to a vote of the Shareholders. Upon the demand of any Shareholder, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by a plurality vote; all other questions shall be decided by a majority vote except as otherwise provided by the Articles of Incorporation and the laws of this state.

Section 3.08 No Meeting Necessary. When. Any action required by law or permitted to be taken at any shareholders' meeting may be taken without a meeting if written consent, setting out the action so taken, shall be signed by all shareholders entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the shareholders and shall be filed with the Secretary and recorded in the Minute Book of the Corporation.

ARTICLE IV

DIRECTORS

Section 4.01 Definition of Board of Directors. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

Section 4.02 Structure of Board. The Board of Directors of this Corporation shall constitute a single class.

Section 4.03 Qualifications of Directors. In order to become and remain a Director of this Corporation, the Director must be a shareholders of the corporation~ however, Directors need not be residents of the State of Florida.

Section 4.04 Number of Directors. The number of Directors of this Corporation shall not be less than one (1) at any time.

Section 4.05 Election and Terms of Directors.

(a) The directors constituting the initial board of Directors as named in the Articles of Incorporation shall hold office until the first annual election of Directors. The election of Directors shall take place at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter. Each Director shall hold office for a term of one (1) year, until the next annual shareholders' meeting, and until his or her successor is elected and qualified, or until his or her earlier

resignation, removal from office, or death. In such elections, the persons having a plurality of the shareholders' votes shall be elected.

(b) Anyone (1) or more Directors or the entire Board of Directors may be removed from office, with or without cause, by the affirmative vote of a majority of the shareholders. Such removal may take place at any shareholders' meeting with respect to which notice of such purpose has been given. The removal of a director shall be without prejudice to the contract rights of the Director so removed.

Section 4.06 Vacancies on the Board. The resignation of a Director shall become effective immediately or on the date specified therein and a vacancy shall be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors or by reason of a Director's removal shall be filled by appointment by a majority of the remaining Board of Directors, though less than a quorum remains. If the vacancy is not so filled or if no Director remains, the shareholders shall cause the vacancy to be filled. The new Director appointed to fill the vacancy shall serve for the unexpired term of the predecessor in office.

Section 4.07 Place of the Directors' Meeting. Meetings of the Board of Directors, regular or special, shall be held at any place or places within or without the State of Florida as the Board of Directors may designate by resolution duly adopted.

Section 4.08 Annual Directors' Meetings. Annual meetings of the Board of Directors shall be held each year immediately following the annual shareholders' meeting. The annual meeting of the Board

of Directors shall be held at the same place as the annual shareholders' meeting was held. Should any such day in any year constitute a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day. This provision of the Bylaws constitutes notice of annual meetings to all Directors for all years and instances, and no further notice shall be required although such notice may be given.

Section 4.09 Call of Special Meeting of the Board of Directors. A special meeting of the Board of Directors may be called by either the President of the Corporation or by any two (2) Directors of the Corporation.

Section 4.10 Notice of Special Meeting of the Board of Directors. Written or printed notice stating the place, day, hour, and purpose or purposes of any special meeting of the Board of Directors shall be delivered to each Director not less than five (5) days and not more than fourteen (14) days before the date of the meeting, either by personal delivery or by first class mail, by or at the direction of the President, the Secretary, or the Directors calling the If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of this Corporation, with postage thereon prepaid.

Section 4.11 Waiver of Notice. Attendance of a Director at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any such objection or objections to the transaction of business.

Section 4.12 Quorum of Directors. A majority of the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors is present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.13 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required by the law, by the provisions of the Articles of Incorporation of this corporation, or by any provision of these Bylaws.

ARTICLE V

OFFICERS

Section 5.0 Roster of Officers. The officers of this corporation shall consist of the following personnel: a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be designated by the Board of Directors and elected in accordance with provisions of this Article V.

Section 5.02 Selection of Officers. Each of the officers of this Corporation shall be elected annually by the Board of Directors. Each officer shall remain in office until a successor to such office has been elected and qualified or until his early resignation, removal from office, or death. Such election shall occur at the annual meeting of the Board of Directors. If the election of officers shall not be held at the annual meeting, the election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors.

Section 5.03 Multiple Officeholders. In any election of officers, the Board of Directors may elect a single person to any two (2) or more offices simultaneously, except that the offices of President and Secretary must be held by separate individuals.

Section 5.04 President. The President shall be the chief executive officer of this Corporation and shall, subject to the control of the Board of Directors or directorial committees, supervise and control the affairs of the Corporation. The President shall perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. The duties of the President shall include, but shall not be limited to:

- (a) presiding at all shareholders' meetings and at all Board of directors meetings
- (b) signing with the Secretary or any other proper officer of the Corporation authorized by the Board of directors any deeds, mortgages, bonds, contracts or other instruments which the board of Directors has authorized to be executed, except in case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute by some other officer or agent of the Corporation.

Section 5.05 Vice-President. The Vice-President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5.06 Secretary. The Secretary shall keep minutes of all meetings of shareholders and of the Board of Directors in one or more books provided for that purpose, shall be the custodian of the corporate records, shall give all notices as are required by law and by these Bylaws, shall keep a

register of the post office address of each shareholders which shall be furnished to the Secretary *by* such shareholders, and, generally, shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned from time to time *by* the Board of Directors.

Section 5.07 Treasurer. The Treasurer shall have charge and custody of all funds of this Corporation, shall deposit the funds as required by the Board of Directors, shall keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, shall render reports and accountings to the Board of Directors and to the shareholders as required by the Board of Directors, by the shareholders, or by law, shall receive and give receipts for money due and payable to the Corporation from any source whatever, and shall perform, in general, all duties incident to the office of Treasurer, and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned from time to time by the Board of Directors. If required by the Board of Directors, The Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors may determine.

Section 5.08 Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary, Treasurer, President, or Board of Directors.

Section 5.09 Removal. Any officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such officers, whenever, in their judgment,

removal of the officer shall be in the best interests of this Corporation. However, such removal shall be without prejudice to any contract rights of the officer so removed.

Section 5.10 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VI

INFORMAL ACTION

Section 6.01 Waiver of Notice. Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of shareholders, specify the general nature of the business to be transacted.

Section 6.02 Action By Consent. Any action permitted or required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws to be taken at any meeting of the Board of Directors or at any meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the shareholders entitled to vote with respect to the subject matter of such consent or by all Directors in office, and filed with the minutes of the proceedings of the Board of Directors or shareholders by the Secretary of the Corporation.

ARTICLE VII
COMMITTEES

Section 7.01 Definition of Directorial Committees. This Corporation may have certain committees, each of which shall consist of two (2) or more Directors. Such directorial committees shall have and exercise such authority in the management of this Corporation as the Board of Directors may prescribe. However, no such committee shall have the authority of the Board of Directors in reference to affecting any of the following:

(a) Submission to shareholders of any action for which the approval of shareholders is required under the law;

(b) Causing a Director to be selected, appointed, or removed from the Board of Directors or causing a vacancy in the Board of Directors to be filled;

(c) Adoption, amendment, or repeal of Bylaws;

(d) Amendment of the Articles of Corporation;

(e) Amendment or repeal of any resolution of the board of Directors;

(f) Action on matters committed by the Bylaws or by resolution of the Board of Directors to another committee of the Board;

(g) Adoption of a plan of merger or of a plan of consolidation with another corporation;

(h) Authorization of the sale, lease, exchange, mortgage, or other disposition of all or substantially all the property and assets of the Corporation; or

(i) Authorization of the voluntary dissolution of the Corporation or revocation of dissolution proceedings.

Section 7.02 Appointment of Committees. The Board of Directors, by resolution duly adopted by a majority of the full Board of Directors, may designate from among its members one or more directorial committees and delegate to such committees specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. However, the creation of such directorial committees shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law.

Section 7.03 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of directors of the Corporation and until his or her successor is appointed. Unless the committee shall be sooner terminated, or unless such member shall be removed from such committee.

Section 7.04 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII

OPERATIONS

SECTION 8.01 Fiscal Year. The fiscal year of this Corporation shall begin on the first day of in each year.

Section 8.02 Execution of Documents. Except as otherwise provided by law, checks, drafts, promissory notes, order s for the payment of money, and other evidences of indebtedness of this

Corporation shall be signed by the Treasurer and countersigned' by the President. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by the Secretary and countersigned by the President, and shall have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

Section 8.03 Books and Records. This Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its shareholders, Board of Directors. The Corporation shall keep at its registered office a membership register giving the names, addresses, and other details of the shareownership of each shareholders, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

Section 8.04 Inspection of Books and Records. All books and records of this Corporation may be inspected by any shareholder, or his agent or attorney, during business hours for any proper purpose on written demand under oath stating such purpose.

Section 8.05 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 8.06 Gifts. The Board of Directors may accept on behalf of the Corporation any contributions, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 8.07 Loans to Management. This Corporation shall make no loans to any of its directors or

officers.

Section 8.08 Compensation. The Corporation may pay compensation in a reasonable amount to members, officers, or Directors for services rendered as determined by the Board of Directors or shareholders.

Section 8.09 Disposition of Corporate Assets. The Directors of this Corporation may authorize secured transactions or other dispositions of corporate assets without approval by the shareholders.

ARTICLE IX AMENDMENTS

Section 9.01 Amendment of Articles of Incorporation. The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the shareholders. Such action must be taken pursuant to a resolution approved by at least two-thirds (2/3) of all the Directors on the board of Directors. The resolution setting forth the proposed amendment must then be voted upon by the shareholders of the Corporation. If the resolution receives the affirmative vote of at least two-thirds (2/3) of the shareholders attending a meeting at which a quorum of members is present, the amendment shall be adopted.

Section 9.02 Modification of Bylaws. The power to alter, amend, or repeal the Bylaws, or to adopt new Bylaws, insofar as is allowed by law is vested in the Board of Directors.

END OF BYLAWS

Exhibit A