

FREEDOM SCHOOL PARTNERS, INC.
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FREEDOM SCHOOL PARTNERS, INC.

AMENDED AND RESTATED BYLAWS

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office of Freedom School Partners, Inc. (the “Corporation”) shall be located at such place as the Board of Directors (the “Board”) may fix from time to time.

Section 2. Registered Office. The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 3. Other Offices. The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board may designate or as the affairs of the Corporation may require from time to time.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers. The management, business affairs, control of activities, policymaking powers, and other corporate powers shall be vested in and exercised by or under the authority of, and managed under, the direction of, the Board.

Section 2. Number and Qualifications. The number of directors (“Directors”) constituting the Board shall be not less than three (3) nor more than twenty-eight (28), as may be fixed or changed from time to time, within the minimum and maximum, for strategic purposes, by the Board. Directors need not be residents of the State of North Carolina.

Section 3. Selection of Directors. The Board may solicit and/or select nominees for election~~appointment~~ to the Board in any manner it deems appropriate and at such times as necessary to fill vacancies. The Directors then in office shall elect, from the slate of nominees, new Directors, with each Director casting a number of votes equal to the number of vacancies to be filled. No Director may cast more than one vote for a single nominee. Those persons who receive the highest number of votes at a meeting at which a quorum of Directors is present shall be elected.

Section 4. Term of Directors. The Directors shall be divided into six (6) classes, as nearly equal in number as may be, to serve for terms of three (3) years. In the event of any increase or decrease in the number of Directors, the additional or eliminated Directorships shall be so classified or chosen that all classes of Directors shall remain, or become, as nearly equal in number as possible.

The terms of all Directors in office shall be for the number of years set forth above or until such Director’s death, resignation, or removal. Unless otherwise determined by the Board, the

term of a Director elected to fill a vacancy expires as of the end of the fiscal year in which such Director is elected. A decrease in the number of Directors does not shorten an incumbent Director's term. Despite the expiration of a Director's term, such Director shall continue to serve until a successor qualifies and is elected or until there is a decrease in the number of Directors.

No Director may serve for more than two (2) consecutive terms. Any Director that has served for two (2) consecutive terms as a member of the Board shall be required to take one year off before serving any additional terms on the Board. Notwithstanding the foregoing sentence, the period of time in which any individual serves as an Officer of the Corporation under Article V of these Bylaws shall not be included in determining how many consecutive terms such individual has served as a Director of the Corporation.

Section 5. Resignation. Any Director may resign by delivering a written resignation to the Chairperson or Secretary of the Corporation.

Section 6. Removal. Any Director may be removed at any meeting of the Board, with or without cause, by a vote of all other Directors if the number of votes cast to remove such Director exceeds two-thirds (2/3) of the number of all Directors without taking into account the Director subject to removal. Except as stated in the previous sentence, a Director may not be removed by the Directors at a meeting of the Board unless the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the Director. If any Directors are so removed, new Directors may be elected at the same meeting.

Section 7. Vacancies. Any vacancy occurring in the Board, including, without limitation, a vacancy resulting from an increase in the number of Directors, may be filled by the Directors then in office.

Section 8. Compensation. Directors shall serve without compensation, but may be reimbursed for authorized travel and other reasonable expenses incurred in connection with attendance at Board retreats or conferences or in the conduct of other business for the Corporation if this reimbursement is authorized in advance, in writing, and expenses are documented.

ARTICLE III

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. The Board shall hold a minimum of four (4) regular meetings per year either within or without the State of North Carolina. The purpose of at least one regular meeting of the Board held in the last quarter of each fiscal year shall include the election of Directors and appointment of Officers ~~and Directors~~ for the term commencing at the beginning of the next fiscal year.

Section 2. Special Meetings. Special meetings of the Board may be called by or at the request of the Chairperson of the Board or by the majority of Directors. Such a meeting may be held either within or without the State of North Carolina, as fixed by the person or persons calling the meeting.

Section 3. Notice of Meetings. Notice of regular and special meetings of the Board shall be given to each Director not less than five (5) business days prior to the day of the meeting by delivering the same to the Director in person or to the Director's residence or business address (or such other place as the Director may have directed in writing), by mail, by electronic mail, or by telephoning such notice to the Director. Any such notice shall set forth the time of the meeting.

Section 4. Waiver of Notice. Any Director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the Director entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice of such meeting unless the Director, at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5. Quorum. Unless the Articles of Incorporation or these Bylaws provide otherwise, one-half (1/2) of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6. Manner of Acting. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 7. Presumption of Assent. A Director who is present at a meeting of the Board or a Committee of the Board when corporate action is taken is deemed to have assented to the action taken unless (i) such Director objects at the beginning of the meeting, or promptly upon arrival, to holding it or to transacting business at the meeting, or (ii) a dissent or abstention from the action taken is entered in the minutes of the meeting, or (iii) such Director files written notice of dissent or abstention with the presiding Officer of the meeting before its adjournment or with the Corporation immediately after the adjournment of the meeting. Such right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 8. Telephonic and/or Video Attendance. Any or all Directors may participate in a meeting of the Board by, or conduct the meeting through, the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting for purposes of this Article.

Section 9. Proxy Voting. A Director may vote by proxy if it is submitted in writing to the Secretary, or other Officer, of the Corporation authorized to tabulate votes before or at the time of the meeting. A proxy shall become invalid one month after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof. An appointment of a proxy is revocable and may be revoked by the person appointing the proxy: (i) by attending any meeting and voting in person or (ii) by signing and delivering to the Secretary, or other Officer, of the Corporation authorized to tabulate proxy votes either a written statement indicating that the appointment of the proxy is revoked or a subsequent appointment form.

Section 10. Action Without Meeting. Action required or permitted to be taken at a meeting of the Board may be taken without a meeting if the action is taken by all members of the Board. The action may be evidenced by signature or electronic indicia of assent by each Director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records.

ARTICLE IV

COMMITTEES AND TASK FORCES

Section 1. Standing Committees. The Corporation shall have two Standing Committees: the Executive Committee and the Finance Committee. Unless specified otherwise, the President and Chairperson shall be *ex-officio* members of all Standing Committees. Unless specified otherwise, the Chairperson shall appoint all members of each Standing Committee.

- A. **Executive Committee.** The Executive Committee shall have such authority and power as the Board may authorize from time to time. Subject to such limitations as may be required by law or by resolution of the Board, the Executive Committee may exercise the authority of the Board during the intervals between meetings of the Board, including the power to authorize the seal of the Corporation to be affixed to any papers which may require it. The Executive Committee shall consist of the Officers of the Corporation, the immediate past Chairperson, the Chairs of all Standing Committees and other Committees, and up to two (2) additional Directors appointed by the Chairperson. The Chairperson shall be the Chair of the Executive Committee.
- B. **Finance Committee.** The Finance Committee shall assist the Board in fulfilling its responsibilities with respect to the policies, practices, and strategies that relate to the financial affairs of the Corporation as well as providing oversight of financial reporting systems, selection of the Corporation's independent auditor, review of audit results, and performing such other functions and exercising such other powers as may be delegated to it from time to time by the Chairperson and/or the Board. The Treasurer shall be the Chair of the Finance Committee. The Finance Committee shall consist of no less than three (3) members of the Board.

Section 2. Other Committees. The Board may, from time to time, create one or more other Committees of the Board and appoint members of the Board to serve on them. The Chairperson shall appoint the Chair and all members of all such Committees. Each such Committee of the Board shall have no less than two (2) members, and the members of such Committees shall serve at the pleasure of the Chairperson or until their resignation from such Committee(s). The President and Chairperson shall be *ex-officio* members of all such other Committees.

Section 3. Task Forces. The Chairperson may, from time to time, create one or more Task Forces without the need to obtain the approval of the Board. The Chairperson shall appoint the Chair and all members of all such Task Forces. Each Task Force shall have no less than two

(2) members, and the members of such Task Forces shall serve at the pleasure of the Chairperson or until their resignation from such Task Force. The President and Chairperson shall be *ex-officio* members of all such Task Forces.

Section 4. Authority of Committees and Task Forces. To the extent specified by the Board and/or these Bylaws, any Standing Committee, other Committee, and/or Task Force may, except as otherwise directed by the Board, exercise the authority of the Board, except that no Standing Committee, other Committee, or Task Force may (i) fill vacancies on the Board or on any of its Standing Committees, other Committees, or Task Forces; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal the Bylaws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the Corporation; or (vi) approve revocation of voluntary dissolution proceedings.

Section 5. Miscellaneous. The provisions in these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board shall also apply to Standing Committees, other Committees, and/or Task Forces and their members; except that the provisions of these Bylaws which govern the minimum number of regular meetings of the Board per year shall not apply to Standing Committees, other Committees, and/or Task Forces.

ARTICLE V

OFFICERS

Section 1. Officers of the Corporation. The Officers of the Corporation shall include ~~consist of~~ a President, a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer; ~~and such additional~~ Vice-Chairpersons, one or more Assistant Secretaries, one or more Assistant Treasurers, and other Officers ~~as~~ may from time to time be appointed by or under the authority of the Board. Any two (2) or more offices may be held by the same person except the offices of the President and Chairperson, but no Officer may act in more than one capacity where action of two (2) or more Officers is required.

A. President. The President shall be the Chief Executive Officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. The President shall sign, with the Secretary, an Assistant Secretary, or any other Officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

B. Chairperson. There ~~may~~shall be a Chairperson of the Board ~~appointed~~appointed by the Directors from their number at any meeting of the Board. The Chairperson shall preside at all meetings of the Board and shall perform all duties incident to the office

of Chairperson and such other duties as may be prescribed by the Board from time to time. The Chairperson may sign, with the Secretary, an Assistant Secretary, or any other Officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

- C. Vice-Chairpersons.** In the absence of the Chairperson, in the event of his or her death, inability or refusal to act, or upon the resignation of the Chairperson, until such time as the Board ~~appoints~~ a new Chairperson, the Vice-Chairpersons, in the order of their length of service as such, unless otherwise determined by the Board, shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. Any Vice-Chairperson shall perform such other duties as from time to time may be prescribed by the Chairperson and/or the Board.
- D. Secretary.** The Secretary shall (i) keep the minutes of the meetings of the Board and of all Committees in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) maintain and authenticate the records of the Corporation and be custodian of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (iv) attest the signature or certify the incumbency or signature of any Officer of the Corporation; and (v) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the Chairperson and/or the Board.
- E. Assistant Secretaries.** In the absence of the Secretary, in the event of his or her death, inability or refusal to act, or upon the resignation of the Secretary, until such time as the Board ~~appoints~~ a new Secretary, ~~and the Assistant Secretaries, in the order of their length of service as such, unless otherwise determined by the Board,~~ shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. They shall perform such other duties as may be prescribed by the Secretary, the Chairperson, and/or the Board.
- F. Treasurer.** The Treasurer shall (i) have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such depositories as shall be selected in accordance with the provisions of these Bylaws; (ii) maintain appropriate accounting records as required by law; (iii) prepare, or cause to be prepared, annual financial statements of the Corporation that include a balance sheet as of the end of the fiscal year, an income statement, and (iv) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be prescribed by the Chairperson and/or the Board.

G. Assistant Treasurers. In the absence of the Treasurer, in the event of his or her death, inability or refusal to act, or upon the resignation of the Treasurer, until such time as the Board ~~appointe~~lects a new Treasurer, ~~an~~the Assistant Treasurers, ~~in the order of their length of service as such, unless otherwise determined by the Board,~~ shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be prescribed by the Treasurer, the Chairperson, and/or the Board.

Section 2. Appointment and Term. The Officers of the Corporation shall be appointed by the Board. The Chairperson shall be ~~appointe~~lected for a term of two (2) years and all other Officers, except as set forth in Article VI of these Bylaws, shall be ~~appointe~~lected for a term of one (1) year, with the option of serving two (2) or more consecutive terms. Each Officer shall hold office until his or her death, resignation, retirement, removal, disqualification or a successor shall have been appointed.

Section 3. Compensation of Officers. Except as set forth in Article VI of these Bylaws, Officers shall serve without compensation, but may be reimbursed for authorized travel and other reasonable expenses incurred in connection with attendance at Board retreats or conferences or in the conduct of other business for the Corporation if this reimbursement is authorized in advance, in writing, and expenses are documented.

Section 4. Removal. Any Officer may be removed at any meeting of the Board, with or without cause, by a vote of all Directors if the number of votes cast to remove such Officer exceeds two-thirds (2/3) of the number of all Directors without taking into account the Officer subject to removal if said Officer is a Director. Except as stated in the previous sentence, an Officer may not be removed by the Directors at a meeting of the Board unless the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the Officer. If any Officers are so removed, new Officers may be ~~appointe~~lected at the same meeting.

Section 5. Resignation. An Officer may resign at any time by communicating his or her resignation in writing to the Chairperson or, in the case of the resignation of the Chairperson, to the Secretary. A resignation is effective when communicated, unless it specifies a later effective date. If a resignation made effective at a later date is accepted by the Corporation, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

ARTICLE VI

CHIEF EXECUTIVE OFFICER

The Board shall have the authority to employ, and terminate the employment of, a Chief Executive Officer (the “CEO”). The CEO shall be employed by, and report to, the Board in accordance with the personnel and/or other policies adopted from time to time by a Personnel Committee, ~~a Compensation Committee,~~ and/or the Board. The CEO shall serve as the President of the Corporation and be an *ex-officio* member of all Standing Committees, other Committees, and/or Task Forces, without the right to vote. The CEO shall be responsible for the employment of all professional and general employees of the Corporation in accordance with personnel and/or

other policies which may be adopted from time to time by the Board. The CEO shall designate the duties and general supervision of the work of all employees of the Corporation. The CEO shall be entitled to reasonable compensation for services rendered to the Corporation.

ARTICLE VII

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts. The Board may authorize any Officer, or Officers, agent, or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such Officer, or Officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as may be selected by or under the authority of the Board.

Section 5. Gifts. The Board shall adopt a Gift Acceptance Policy to guide the acceptance, on behalf of the Corporation, of any contributions, gifts, bequests or devises for the general purpose or for any special purposes of the Corporation.

Section 6. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action may be taken that is a prohibited transaction or would result in the denial or revocation of tax exemption under the Internal Revenue Code of 1986, as amended from time to time, or any future Internal Revenue Code, and the regulations promulgated thereunder.

ARTICLE VIII

INDEMNIFICATION

Any person who at any time serves or has served as a Director, Officer, member of any Standing Committee, member of any other Committee, member of any Task Force of the Corporation, employee of the Corporation, or who, while serving as such, serves or has served, at the request of the Corporation, as a Director, Officer, partner, trustee, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Corporation to the

fullest extent permitted by law against (i) reasonable expenses, including attorneys' fees, incurred by such person in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitrative action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the Corporation, seeking to hold such person liable by reason of the fact that he or she is or was acting in such capacity, and (ii) reasonable payments made by such person in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

The Board shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by these Bylaws, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due such person. The Board may appoint a Committee or special counsel to make such determination and evaluation.

Any person who at any time after the adoption of these Bylaws serves or has served in the aforesaid capacity for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of these Bylaws.

ARTICLE IX

NONDISCRIMINATION POLICY

The Corporation shall not discriminate against any person on the basis of sex, gender, race, color, religion, national origin, sexual orientation, age, disability, or any other characteristic or category protected by the laws of the State of North Carolina and/or the United States.

ARTICLE X

GENERAL PROVISIONS

Section 1. Seal. The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed SEAL.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise fixed by the Board.

Section 3. Amendments. Except as otherwise provided in the Articles of Incorporation or these Bylaws, these Bylaws may be amended or repealed and new Bylaws may be adopted by two-thirds (2/3) vote of the Directors present and voting at the meeting; provided, however, that at least seventy-five percent (75%) of all Directors are present at such meeting; and further provided, that notice of such an amendment shall have been given in writing to all members of the Board at least ten (10) days prior to the date on which the amendment is to be approved.

Section 4. Books and Records. The Corporation shall keep as permanent records minutes of all meetings of the Board, a record of all actions taken by the Directors without a meeting, and records of all actions taken by Committees of the Board, and appropriate accounting records. The Corporation shall keep a copy of the following records at its principal office:

- (i) Articles of Incorporation or restated Articles of Incorporation and all amendments to them currently in effect;
- (ii) Bylaws or restated Bylaws and all amendments to them currently in effect;
- (iii) Resolutions adopted by the Board;
- (iv) The names and business and/or home addresses of its current Directors and Officers; and
- (v) Its most recent Annual Report delivered to the Secretary of State under the North Carolina General Statutes.

Section 5. Definitions. Unless the context otherwise requires, terms used in these Bylaws shall have the meanings assigned to them in the North Carolina Nonprofit Corporation Act, as amended from time to time, to the extent defined therein.

Amended and Restated September 17, 2007

Amended and Restated May 20, 2019

Amended and Restated November 16, 2020

Amended and Restated [REDACTED], 2024.