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UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF CARSON M. BREWER SCHOLARSHIP FOUNDATION

As of January 20, 2023

The undersigned, being all of the members of the board of directors (the "Board") of Carson M. Brewer Scholarship Foundation, a Georgia nonprofit corporation (the "Corporation"), pursuant to Section 14-3-821 of the Georgia Nonprofit Corporation Code, do hereby consent that the following actions and resolutions be taken and adopted without a meeting and hereby direct that this Consent be filed with the minutes of the Board in the minute book of the Corporation.

Adoption of Updated Bylaws

RESOLVED, that the updated bylaws (Section 2.3), in the form attached hereto as Exhibit A, be and hereby are approved and adopted as the bylaws of the Corporation (the "Bylaws") and that the Secretary of the Corporation be, and hereby is, directed to place a copy of the Bylaws in the minute book of the Corporation.

Ratification of Actions

RESOLVED, that this written consent may be executed and delivered by electronic mail in PDF or via facsimile, and that this written consent may be executed in counterparts which, when taken together, shall be deemed to constitute a single original.

[Signatures on following page]

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IN WITNESS WHEREOF, the undersigned members of the Board of Directors have executed this written consent as of the 20th day of January 2023.

BOARD OF DIRECTORS:

DocuSigned by:
Mary F. Brewer
DBC296CD7D87435...
Mary F. Brewer

DocuSigned by:
Michael D. Brewer
1ACA57FCDD7D4FB...
Michael D. Brewer

DocuSigned by:
54564719DC7447F...
Mike Weeks

DocuSigned by:
Kelly Nodzak
D819BA27B691465...
Kelly Nodzak

DocuSigned by:
Judson Allen
4B1932F56CA94EB...
Judson Allen

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Exhibit A
Bylaws

BYLAWS

OF

CARSON M. BREWER SCHOLARSHIP FOUNDATION

ARTICLE 1
NAME, LOCATION AND OFFICES

1.1 Name. The name of this corporation shall be "The Carson M. Brewer Scholarship Foundation Corp." (the "Corporation"). The business of the corporation will be performed as the "Carson M. Brewer Scholarship Foundation".

1.2 Registered Office and Agent. The registered office of the Corporation shall be located at 2732 Long Grove Drive, Marietta, Georgia 30062. The registered agent shall be Mary Brewer, whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code (the "Nonprofit Code"). The registered office may be changed at any time by the Board of Directors by resolution and upon the filing of appropriate documents in the office of the Secretary of State of Georgia.

1.3 Other Offices. The principal office of the Corporation shall be located at such place as may be fixed from time to time by the Board of Directors. The Corporation may have other offices at such place or places, within or without the State of Georgia, as the Board of Directors may determine from time to time, or as the affairs of the Corporation may require or make desirable.

ARTICLE 2
PURPOSES AND GOVERNING INSTRUMENTS

2.1 Nonprofit Corporation. The Corporation has been organized and shall be operated as a nonprofit corporation under the provisions of the Nonprofit Code.

2.2 Governing Instruments. The Corporation shall be governed by the Articles of Incorporation of the Corporation filed on 3/1/22 (as may be amended from time to time), these Bylaws and the Nonprofit Code.

2.3 Purpose. The Corporation has been organized exclusively for charitable purposes as will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including but not limited to, the making of grants of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

2.4 Special Purpose. The Corporation is a lasting memorial in memory of Carson Michael Brewer, who passed away on January 14, 2020, at the age of 11 years, of an (AVM) Anterior Venus Malformation. Carson's death came without warning. Carson was a year-round, Age Group Silver competitive swimmer at Nova of Virginia Aquatics, in Richmond, Virginia at his time of death.

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Carson attended Short Pump Middle School where he was a high achiever. He truly loved academics. He was a member of Shady Grove United Methodist Church. Carson left behind his family and many close friends. He had a loving nature and was inclusive of all people in his friendships and actions. Carson was intelligent, creative, and caring. The specific purpose of the Corporation shall be to award scholarships in education and/or scholarships for athletic programs.

ARTICLE 3
BOARD OF DIRECTORS

3.1 General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors (sometimes hereinafter referred to collectively as the "Board" or "Directors" and each member individually as a "Director"). In addition to the powers and authority expressly conferred upon the Board by these Bylaws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts permitted by the Nonprofit Code, the Articles of Incorporation, or these Bylaws.

3.2 Number, Election, and Term of Office. The initial number of Directors of the Corporation shall be five (5), which may be changed by resolution of the Board from time to time. The Board shall be elected by the affirmative vote of the Directors at each annual meeting. Except in the case of death, resignation, retirement, disqualification, or removal, each Director shall hold office until the expiration of the elected term or until his or her successor is duly elected and qualified.

3.3 The Co-Chairmen of the Board. The Board of Directors may, by the affirmative vote of a majority of the incumbent Directors, elect two of its own members to be the co-chairmen of the Board of Directors (each, a "Chairman" and together, the "Co-Chairmen"). Except in the case of death, resignation, retirement, disqualification, or removal, the Co-Chairmen shall hold office for an indefinite term, until their successors are elected by the affirmative vote of a majority of the then incumbent Directors and installed. The Co-Chairmen may also be officers of the Corporation.

3.4 Resignation of Directors. Any Director may resign effective upon giving written notice to the Secretary unless the notice specifies a later time for that resignation to become effective.

3.5 Removal of Directors. Any Director may be removed at any time, with or without cause by a majority of the Board. Notwithstanding the foregoing, no Director may be removed without cause if the votes against the Director's removal would be sufficient to elect the under cumulative voting at an election of the entire Board of Directors. No reduction in the authorized number of Directors may have the effect of removing any Director before such Director's then-current term of office expires.

3.6 Regular Meetings. The Board shall meet at least once a year, at such time and place as the Board of Directors may from time to time establish. The Board of Directors may consider and decide any business brought before a regular meeting by any Director.

3.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Co-Chairmen or by the Treasurer at any time.

3.8 Place of Meetings. Meetings shall be held at such place within or without the State of Georgia, as shall be determined by the Board of Directors. If not designated otherwise, meetings shall be held at the Corporation's principal office during regular business hours of the Corporation. Meetings may also be

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conducted entirely online via a virtual meeting platform in special circumstances when health and safety is of concern or when a meeting is urgently needed.

3.9 Notice of Meetings. No notice shall be required for regular meetings for which the time and place have been fixed and announced by the end of the preceding regular meeting. Unless waived in a writing signed by the Directors entitled to notice of the meeting to which the waiver pertains, or by attendance at the meeting for any purpose other than to object to the transaction of business, written notice of the time and place of special meetings of the Board of Directors shall be given to each Director either by telephone, by personal delivery, by mail, courier, telegram, or cablegram, by facsimile, or by email at least four (4) days before the scheduled time for convening of the meeting. If mailed, such notice shall be sent by registered or certified mail, return receipt requested, and shall be deemed to be delivered only when actually received by the addressee, as evidenced by such return receipt.

3.10 Conduct of Meetings. The Co-Chairmen, if present and acting, shall be responsible for presiding at, and adjourning, all meetings. Otherwise, any Director designated and approved by a majority of the Board shall preside. The Secretary of the Corporation, if present, shall keep a record of the proceedings. If the Secretary is not present and acting, the person presiding at the meeting shall designate a person to act as secretary of the meeting, who may or may not be a Director or officer of the Corporation.

3.11 Telephone and Similar Meetings. Any member of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

3.12 Quorum. A majority of the total number of Directors then serving shall constitute a quorum for the transaction of business by the Board. If a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting without further notice other than an announcement at the meeting until a quorum is present. A meeting where a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the number of Directors required to constitute a quorum for that meeting.

3.13 Vote Required for Action. Each Director shall have one vote. Except as otherwise provided in these Bylaws or required by law, the vote of a majority of the Directors who are present at any Board meeting where a quorum is present shall be an act of the Board of Directors.

3.14 Action Without Meeting. Any action required or permitted to be taken at a meeting of the directors of the Corporation may be taken without a meeting if written consent, setting forth the action so taken, is signed by all of the Directors then-serving, and such consent in writing shall have the same force and effect as the action of the Board of Directors at a meeting duly called. Any such signed consent in writing shall be filed with the minutes of the proceedings of the Board of Directors.

3.16 Compensation. Unless otherwise provided by law or the Articles of Incorporation, all Board positions are unpaid positions. Out-of-pocket expenses may be reimbursed when deemed necessary, upon majority vote and approval by the Board of Directors.

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ARTICLE 4
OFFICERS

4.1 Number; Required Officers; Holding Multiple Officer Positions. The officers of the Corporation shall be a President and Co-President, a Secretary, and a Treasurer. One or more Assistant Secretaries or Assistant Treasurers may also be established and designated by the President and Co-President. The Board of Directors from time to time may create and establish the duties of other officers and may elect or provide for the appointment of such other officers as are deemed necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a President and Co-President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person.

4.2 Election and Term. All officers shall be elected by, and shall serve at the will of, the Board of Directors and until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

4.3 Resignation and Removal. Any officer may resign by delivering notice of such resignation to the Corporation. Such resignation shall be effective upon receipt unless such resignation notice specifies a later date or is effective upon the happening of some other later event. Any officer may be removed at any time, with or without cause, by the Board of Directors. The Board of Directors may delegate to a committee the power to remove officers, whether such committee already exists or is formed specifically for such purpose, pursuant to Section 5.5 of these Bylaws.

4.4 Vacancies. The Board of Directors may fill any vacancy occurring in any office for any reason and may, in the discretion of the Board, leave unfilled for such period, as the Board may determine any offices other than those of President, Co-President and Secretary. Notwithstanding the foregoing, the President and Co-President also shall have authority to fill any vacancy occurring in any office for any reason, other than that of President and Co-President, subject to the authority of the Board of Directors to remove any such officer.

4.5 President/Co-President. The President and Co-President shall possess the power to sign all certificates, contracts, and other instruments of the Corporation. The ultimate supervision of the affairs of the Corporation shall be vested in the President and Co-President. The President and Co-President shall maintain strict supervision over all affairs and interests of the Corporation and shall monitor closely the actions of the other officers and staff of the Corporation, if any, to ensure proper execution of the purposes of the Corporation and the policies of the Board of Directors. The President and Co-President shall have such other powers and duties as the Board of Directors may prescribe from time to time.

4.6 Secretary. The Secretary shall: (i) keep a record of the proceedings of all meetings of the Board of Directors, (ii) notify the directors of meetings as provided by these Bylaws, (iii) have custody of the seal of the Corporation, (iv) affix such seal to any instrument requiring the same, (v) attest the signature or certify the incumbency or signature of any officer of the Corporation, and (vi) perform such other duties as may be prescribed by the President and Co-President or the Board of Directors. Furthermore, the Secretary shall, in the absence or disability of the President and Co-President, perform the duties and exercise the powers of the President and Co-President; and shall perform such other duties as shall from time to time be imposed by the Board of Directors or delegated by the President and Co-President.

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4.7 Assistant Secretary. Any Assistant Secretary, if appointed, shall perform the duties of the Secretary during the absence or disability of the Secretary and shall perform such other duties as may be prescribed by the President and Co-President, the Secretary, or the Board of Directors.

4.8 Treasurer. It shall be the duty of the Treasurer to keep, or cause to be kept, the financial books and records of the Corporation; to account faithfully for the Corporation's funds, financial assets, and other assets entrusted to the care and custody of the office; to make such reports as may be necessary to keep the President and Co-President and the Board of Directors informed at all times about the financial condition of the Corporation; to maintain the money and other assets of the Corporation in the name and to the credit of the Corporation in such depositories as the Treasurer shall choose or as may be designated by the Board of Directors; to provide for the investment of the money and other assets of the Corporation consistent with the needs of the Corporation; to disburse such money and such assets in the course of its business; to maintain records of dues received; to create and maintain a yearly budget; to pay all bills and invoices for the Corporation; and to perform such other duties as may be prescribed by the President and Co-President or the Board of Directors.

4.9 Assistant Treasurer. Any Assistant Treasurer, if appointed, shall perform the duties of the Treasurer during the absence or disability of the Treasurer, and shall perform such other duties as may be prescribed by the President and Co-President, the Treasurer, or the Board of Directors.

4.10 Compensation. Officers may be allowed compensation for serving as an officer, as may be determined from time to time by the Board of Directors or by a committee appointed by the Board of Directors.

ARTICLE 5
COMMITTEES

5.1 Executive Committee Members. The Board of Directors may have an Executive Committee, which shall consist of the President and Co-President and Treasurer, and in addition, may consist of such other directors as the President and Co-President designate, at the beginning of such President and Co-President's term.

5.2 Executive Committee Powers. During the intervals between the meetings of the Board of Directors, the Executive Committee, if any, may exercise all the powers of the Board of Directors in the management of the business affairs of the Corporation, including all powers herein or in the Articles of Incorporation specifically granted to the Board of Directors, and may authorize the seal of the Corporation to be affixed to all papers which may require such seal; provided, however, that the Executive Committee shall not have the power to amend or repeal any resolution of the Board of Directors that by its terms shall not be subject to amendment or repeal by the Executive Committee, and may not take any action inconsistent with the provisions of section 14-3-825 of the Nonprofit Code or any successor law or laws.

5.3 Executive Committee Meetings. The Executive Committee, if any, shall meet at least three times a year or on call of the President and Co-President or of any two or more members of the Executive Committee. Meetings of the Executive Committee may be held at such place or places, within or without the State of Georgia, as the Executive Committee shall determine or as may be specified or fixed in the respective notices or waivers of notice of such meetings. The Executive Committee may fix its own rules or procedures, including provision for notice of its meetings. It shall keep a record of its proceedings and shall report these proceedings to the Board of Directors at the meeting thereof held next after they have been taken, and all such proceedings shall be subject to revision or alteration by

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the Board of Directors, except to the extent that action shall have been taken pursuant to or in reliance upon such proceedings prior to any such revision or alteration.

5.4 Executive Committee Action. The Executive Committee, if any, shall act by majority vote of its members.

5.5 Other Committees. In addition to the Executive Committee designated above, if any, the Board of Directors, by resolution adopted by a majority of the Directors in office, may designate from among its members one or more committees, consisting of two or more Directors. Each such committee, if any, to the extent provided in such resolution, shall have and may exercise all the authority of the full Board of Directors, with the exception of any authority the delegation of which is prohibited by section 14-3-825 of the Nonprofit Code (or any similar provision of subsequent law) or by these Bylaws. Each committee, if any, shall act by a majority of the members of such committee. Meetings of a committee, if any, may be held at such place or places within or without the State of Georgia as the committee shall determine or as may be specified or fixed in the respective notices or waivers of notice of such meetings. The committees, if any, shall fix their own rules of procedure, including notice of their meetings, and shall keep a record of their proceedings and report such record to the Board of Directors at the meeting thereof held next after the action has been taken. All such proceedings shall be subject to revision or alteration by the Board of Directors, except to the extent that actions have been taken pursuant to or in reliance upon such proceedings prior to any such revision of alteration. The Board of Directors shall have the power at any time to remove any member of any committee, with or without cause, to fill vacancies on committees and to dissolve any committee.

ARTICLE 6
INDEMNIFICATION

6.1 Authority to Indemnify.

6.1.1 Except as provided in subsections 6.1.2 and 6.1.3 of this Section 6.1 or as prohibited by the Nonprofit Code, the Corporation shall indemnify an individual made a party to a proceeding because such individual is or was a Director against liability incurred in the proceeding, if such Director acted in a manner such Director believed in good faith to be in or not opposed to the best interests of the Corporation and, in the case of any criminal proceeding, such Director had no reasonable cause to believe the conduct was unlawful.

6.1.2 The Corporation may not indemnify a Director under this Section 6.1:

(a) In connection with a proceeding by or in the right of the Corporation in which the Director was adjudged liable to the Corporation; or

(b) In connection with any other proceeding in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director.

6.1.3 Indemnification permitted under this Section 6.1 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

6.2 Mandatory Indemnification. Unless otherwise provided in the Articles of Incorporation or as prohibited by the Nonprofit Code, to the extent that a Director has been successful, on the merits or

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otherwise, in the defense of any proceeding to which the Director was a party, or in defense of any claim, issue, or matter therein, because that individual is or was a Director of the Corporation, the Corporation shall indemnify the Director against reasonable expenses incurred by the Director in connection therewith.

6.3 Advance for Expenses.

6.3.1 The Corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

(a) The director furnishes the Corporation a written affirmation of such director's good faith belief that such director has met the standard of conduct set forth in subsection Section 7.1.1 of these Bylaws; and

(b) The director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay any advances if it is ultimately determined that the director is not entitled to indemnification under Section 6.1.

6.3.2 The undertaking required by paragraph (b) of subsection 6.3.1 must be an unlimited general obligation of the director, but need not be secured and may be accepted without reference to financial ability to make repayment.

6.4 Determination and Authorization of Indemnification.

6.4.1 The Corporation may not indemnify a Director under Section 6.1 of these Bylaws unless authorized thereunder and a determination has been made in the specific case that indemnification of the Director is required in the circumstances because the Director has met the standard of conduct set forth in subsection 6.1.1.

6.4.2 The determination shall be made:

(a) By the Board of Directors by majority vote of a quorum consisting of Directors not at the time parties to the proceeding; or

(b) If a quorum cannot be obtained under paragraph (a) of this subsection 6.4.2, by majority vote of a committee duly designated by the Board of Directors (in which designated Directors who are parties to the proceeding may participate), consisting solely of two or more directors not at the time parties to the proceeding; or

(c) By special legal counsel:

(i) Selected by the Board of Directors or a committee of the Board in the manner prescribed in paragraphs (a) or (b) of this subsection 6.4.2; or

(ii) If a quorum of the Board of Directors cannot be obtained under paragraph (a) of this subsection 6.4.2 and a committee cannot be designated under paragraph (b) of this subsection, selected by majority vote of the full Board of

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Directors (in which selection director who are parties to the proceeding may participate).

6.4.3 Authorization of indemnification or an obligation to indemnify and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is required, except that if the determination that indemnification is required is made by special legal counsel, evaluation as to reasonableness of expenses shall be made by those entitled under paragraph (c) of subsection 6.4.2 of these bylaws to select counsel.

6.5 Indemnification of Officers, Employees, and Agents. Unless the Articles of Incorporation provide otherwise:

6.5.1 An officer of the Corporation who is not a Director is entitled to mandatory indemnification under Section 6.2 of these Bylaws to the same extent as a Director; and

6.5.2 The Corporation may, in the discretion of the Board of Directors, indemnify and advance expenses to an officer, employee, or agent, who is not a Director, to the extent the Board deems appropriate, consistent with public policy.

6.6 Director's Expenses as a Witness. This Article 6 does not limit the Corporation's power to pay or reimburse expenses incurred by a Director in connection with such Director's appearance as a witness in a proceeding at a time when such director has not been made a named defendant or respondent to the proceeding.

ARTICLE 7
NOTICE AND WAIVER

7.1 Procedure. Whenever these Bylaws permit or require notice to be given, the notice shall be in writing unless oral notice is reasonable under the circumstances. Notice may be given either personally, or by mail, electronic mail ("e-mail"), facsimile, or other form of wire or wireless communication, or by private carrier. Notice "in writing" may be given by mail, facsimile, or e-mail.

7.1.1 Method and Specifics and Deemed Date of Delivery. Whenever notice is given under these Bylaws by mail, the notice shall be sent first-class mail by depositing the same in a post office or letter box in a postage pre-paid, sealed envelope addressed to an individual at such individual's address as it appears on the books of the Corporation; and such notice shall be deemed to have been given two (2) days following the time such notice is deposited in the United States mail. Notice shall be deemed to have been given by facsimile or e-mail forty-eight (48) hours after such notice is transmitted. Whenever notice is to be given to the Corporation, it shall be mailed to the Corporation's principal office to the attention of the President and Co-President. Oral notice is effective when communicated if communicated in a comprehensible manner.

7.1.2 Electronic Notice. Whenever these Bylaws require or permit a notice, consent, waiver, or other communication (a "Notice") to be "in writing," an electronic record that may be retrieved and reviewed by the addressee shall constitute Notice in writing for purposes of these Bylaws. The phrase "electronic record" shall have the meaning given to such phrase in the Uniform Electronic Transactions Act, O.C.G.A. § 10-12-1, *et seq.*

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7.2 Waiver. Whenever any notice is required to be given to any Director by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the Director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent to notice.

ARTICLE 8
MISCELLANEOUS PROVISIONS

8.1 Fiscal Year. The corporation's fiscal year is the twelve (12) consecutive months ending on the last day of December, or as fixed by the resolution of the Board from time to time as the Board deems appropriate.

8.2 Checks, Drafts and Evidence of Indebtedness**.** All checks, drafts and other payment of money, notes or any form of indebtedness issued in the name of or payable to the Corporation, must be signed or endorsed by such person or persons as the Board from time to time may designate.

8.3 Books and Records. The officers of the Corporation shall keep correct and complete books and records of account and shall keep minutes of meetings of the Board of Directors.

8.4 Executing Corporate Contracts and Instruments. The Board, except as otherwise provided in the Bylaws, may authorize any officer or agent to enter into contract or execute any instrument in the name or on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized and ratified by the Board of Directors, no officer, agent or employee has any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

8.5 Conflicts of Interest. This conflict-of-interest policy is intended to supplement, but not replace, any applicable state and federal law governing conflict of interest applicable to corporations and is not intended as an exclusive statement of responsibilities. All Directors and officers have a duty to disclose the existence of actual or potential conflict of interest, whether personal or financial in nature, and to disclose all relevant material facts to the directors to enable them to consider whether a conflict exists and whether the proposed transaction or arrangement is in the best interests of the Corporation. Upon disclosure of an actual or potential conflict of interest, and after the interested person has had a full opportunity to disclose the relevant facts, interested person must leave the meeting and the remaining board members will decide if a conflict of interest exists. Whenever the board determines that a Director or officer has an actual or potential Financial or personal interest in any matter coming before the Board of Directors, the Board must ensure the following: (i) the financial or personal interest of such Director or officer is fully disclosed with all relevant material facts to the Board of Directors; (ii) No interested director or officer may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon; (iii) any transaction involving the Director's or officer's financial or personal interest must be duly approved by disinterested Directors in the best interest of the Corporation; (iv) payment must be reasonable and must not exceed fair market value; and (v) the minutes of the meeting at which such votes are taken must include a record of such disclosures, abstention, and rationale for approval.

8.6 Corporate Seal. The corporate seal shall be in such form as the Board of Directors may from time to determine.

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8.7 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible: (i) the remainder of these Bylaws shall be considered valid and operative and (ii) effect shall be given to the intent manifested by the portion held invalid or inoperative. All references to Sections contained in these Bylaws are to the referenced section of these Bylaws unless the context indicates otherwise.

8.8 Headings. The headings are for organization, convenience and clarity only and shall not be construed as a part of these Bylaws or serve as a limitation or expansion on the scope of any term or provision of these Bylaws.

8.9 Electronic Signatures. Signatures created, communicated, stored, or otherwise processed by electronic means or in electronic form (an "Electronic Signature") shall be effective for purposes of these Bylaws. For example, Directors may execute a written consent with an Electronic Signature.

8.10 Amendment by the Board. The Bylaws of the Corporation may be altered, amended or repealed, or new Bylaws may be adopted only by the affirmative vote of a majority of all Directors then holding office. No amendments to these Bylaws shall modify the provisions of Article 6 (relating to the indemnification and limitations of liability of the Directors and officers) with respect to any acts committed prior to the effective date of such amendment.