

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**RALEIGH YOUTH HOCKEY ASSOCIATION, INC.**

ARTICLE I  
OFFICES

1. Principal Office. The principal office of Raleigh Youth Hockey Association, Inc. (the “**Association**”) shall be located in Wake County, North Carolina or such other place as is designated by the Board of Directors.
2. Registered Office. The registered office of the Association required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
3. Other Offices. The Association may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine or as the affairs of the Association may require.

ARTICLE II  
PURPOSE

The Association is a “charitable or religious corporation” as defined in NCGS §55A-1-40(4). This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III  
MEMBERSHIP

1. Composition and Eligibility. The members of the Association shall consist of USA Hockey-registered children who satisfy the following criteria: (i) such child’s age conforms to the guidelines set forth by USA Hockey and the Carolina Amateur Hockey Association (“**CAHA**”); (ii) such child is in good standing with USA Hockey and CAHA; and (iii) such child is current in his/her payment of membership dues to the Association.
2. Annual Meeting. There shall be an annual meeting of the members in accordance with the North Carolina Nonprofit Corporation Act (the “**Act**”).
3. Special Meetings. Special meetings of the members may be called at any time by the Chairman of the Board of Directors of the Association, by the written request of at least three members of the Board of Directors, or pursuant to the written request of twenty percent (20%) of the members entitled to vote on any issue proposed to be considered at the meeting.

4. Voting Rights. A parent or legal guardian shall be entitled to cast one vote for each registered player in the Association with respect to the election of the Board of Directors and at any other meeting called for or resulting in a vote of the membership.

5. Place of Meetings. All meetings of members shall be held at the principal office of the Association or at such other place, either within or without the State of North Carolina, as shall be agreed upon by the Board of Directors.

6. Notice of Meetings.

(a) Written notice stating the time and place of the meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the date thereof, either personally or by any form of wire or wireless communication, or by facsimile transmission, mail or by private carrier, or by any other means permitted by law, by or at the direction of the Board of Directors, President, Secretary or other person calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the record of members of the Association, with postage thereon prepaid.

(b) In the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted thereat unless it is a matter, other than election of Board of Directors, on which the vote of the members is expressly required by the provisions of the Act or notice of such purpose is otherwise required by law to be provided. In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called.

(c) When a meeting is adjourned for more than one hundred twenty (120) days or a new record date is or must be fixed as required by law, notice of the adjourned meeting shall be given as in the case of an original meeting.

7. Members List. After fixing the record date for a meeting, the Secretary of the Association shall prepare an alphabetical list of the members entitled to notice of such meeting or any adjournment thereof, with the address of each. Such list shall be kept on file at the principal office of the Association, or at a place identified in the meeting notice in the city where the meeting will be held, beginning two (2) business days after notice of such meeting is given and continuing through the meeting, and on written demand shall be subject to inspection or copying by any member, his agent or attorney at any time during regular business hours. This list also shall be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member, his agent or attorney during the meeting.

8. Members may vote either in person or by one or more agents authorized by a written proxy executed by the member or by his duly authorized attorney-in-fact. A proxy shall not be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which it is to continue in force, or limits its use to a particular meeting. Any proxy shall be revocable by the member unless the written appointment expressly and conspicuously provides that it is irrevocable and the appointment is coupled with an interest as required by law.

ARTICLE IV  
DIRECTORS

1. General Powers. All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Association shall be managed by, the Board of Directors or by such committees as the Board of Directors may establish pursuant to these Amended and Restated Bylaws (these “**Bylaws**”).

2. Number, Term and Qualification. The number of directors of the Association shall be set at seven (7). The Board of Directors may from time to time change the number of directors by amendment of these Bylaws. Each director shall hold office until the next annual meeting of the Board of Directors following the director's election or upon his/her death, resignation, retirement, removal, disqualification or his/her successor is elected and qualified. Directors need not be residents of the State of North Carolina.

3. Election of Directors. The directors shall be elected by majority vote of the members entitled to vote at the Annual Meeting of the Association or by written ballot submitted by electronic transmission in accordance with Section 55A-7-08 of the Act. Each director shall be elected to serve for a term expiring at the second annual meeting of the Members of the Association following the director's election, or until a successor is elected.

4. Director Qualifications. To be eligible to serve as a director of the Association, an individual must have his/her principal place of employment independent of the Association.

5. Term of Directors. Each director shall hold office for a two year term as specified above or until such director's resignation, death, incapacity or removal for Cause (as defined below) or until his or her successor is elected. No director shall serve for more than three consecutive two-year terms.

6. Removal. A majority of the members may remove, with Cause, any director elected by the members. “**Cause**” shall mean: (i) disqualification from acting as a director of the Association virtue of any provision of the Act or any other applicable law; (ii) conviction of financial misappropriation; or (iii) absence from meetings of the Board of Directors and a lack of participation in the objectives of the Association, as reasonably determined by a majority of the remaining members of the Board of Directors. Additionally, any director may be removed without Cause by the vote or consent of a majority of the members.

7. Chairman. There may be a Chairman of the Board of Directors elected by the directors from their number at any meeting of the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board of Directors.

8. Executive and Other Committees.

(a) The Board of Directors, by resolution adopted by a majority of the number of directors then in office, may designate from among its members an Executive Committee and one or more other committees, each consisting of two or more directors and each of which, to the extent authorized by law and provided in the resolution, shall have and may exercise all of the authority of the Board of Directors, except no such committee shall have authority as to the following matters: (1) authorize distributions; (2) the dissolution, merger or consolidation of the Association, or the sale, pledge, lease or exchange of all or substantially all of the property of the Association; (3) the designation of any such committee or the filling of vacancies in, or removal of members from, the Board of Directors

or in any such committee; (4) the adoption or repeal of the Bylaws or the amendment of the Bylaws or the Articles of Incorporation, as amended; and (5) any action inconsistent with the Association's purpose as a non-profit organization.

(b) Any resolutions adopted or other action taken by any such committee of the Board within the scope of the authority delegated to it by the Board of Directors and in compliance with § 55A-8-25 of the Act shall be deemed for all purposes to be adopted or taken by the Board of Directors. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him by law.

(c) Any member of any such committee may be removed at any time with or without cause, by resolution adopted by a majority of the Board of Directors.

#### ARTICLE V MEETINGS OF DIRECTORS

1. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as the Board of Directors shall from time to time determine.

2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board (if one has been duly elected), the President or by twenty percent (20%) of the directors then in office (or by any one director if there are less than five (5) directors then in office). Such meetings may be held either within or without the State of North Carolina.

3. Notice of Meetings.

(a) Regular meetings of the Board of Directors may be held without notice.

(b) The person or persons calling a special meeting of the Board of Directors shall, not less than five (5) days before the meeting, give notice thereof either personally or by telephone, telegraph, teletype or other form of wire or wireless communication or electronic mail, or by facsimile transmission, mail or private carrier or by any other means permitted by law. Such notice shall specify the business to be transacted at, or the purpose of, the meeting that is called. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten (10) days in any one adjournment.

(c) A director, in a signed writing, may waive notice of any meeting before or after the date and time stated in the notice. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not vote for or assent to action taken at the meeting.

4. Quorum. Unless otherwise required by law, a majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

5. Manner of Acting.

(a) Except as otherwise provided in this paragraph, if a quorum is present at a meeting of the Board of Directors, the affirmative vote of a majority of the directors present at the meeting shall be the act of the Board of Directors, unless a greater number is required by law or the Articles of Incorporation, as amended, or these Bylaws.

(b) A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her contrary vote is recorded or his/her dissent is otherwise entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action.

(c) The vote of a majority of the directors then in office shall be required to adopt a resolution constituting an Executive Committee or other committee of the Board of Directors, to adopt, amend or repeal a Bylaw or to adopt a resolution dissolving the Association in circumstances authorized by law.

6. Informal Action by Directors. Action taken by the directors or members of a committee of the Board of Directors without a meeting is nevertheless Board or committee action if written consent to the action in question is signed by all of the directors or members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board of Directors or committee, whether done before or after the action so taken. Such action will become effective when the last director or committee member signs the consent, unless the consent specifies a different date. Such consent will have the same force and effect as a unanimous vote of the Board of Directors or the committee, as the case may be. Written consent and signatures may be obtained and retained by electronic means to the fullest extent allowed by Article 40 of Chapter 66 of the General Statutes of North Carolina, as amended from time to time.

7. Attendance by Telephone. Any one or more directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other simultaneously, and such participation in the meeting shall be deemed presence in person at such meeting.

9. Board Observer. The Carolina Hurricanes, in consideration of their ongoing financial and non-financial support of the Association, will have the right to appoint one Board observer (the “**Observer**”) who shall be permitted to attend and observe in a non-voting capacity all meetings of the Board of Directors. The Observer will be provided with notice and all materials relevant to such meetings that are provided to the members of the Board at the same time as distributed to such members. The Observer shall not be permitted to serve as an officer or director of the Association. Notwithstanding the foregoing, the Association reserves the right not to provide information and to exclude the Observer from any meeting, or portion thereof, of the Board of Directors if, upon the advice of counsel, a majority of the Board of Directors determines that such action is necessary or appropriate because such Observer’s participation could have a materially adverse effect upon the attorney-client or similar privilege of the Company. Provided, further, in the event the Observer is excluded from a meeting or a portion thereof on such grounds, the Chairman shall provide the Observer with a non- legally privileged summary of the information and topics discussed during the meeting outside the presence of the Observer.

ARTICLE VI  
OFFICERS

1. Number. The officers of the Association shall consist of a President, a Vice President of Finance, a Secretary, and such other Vice Presidents and other officers as the Board of Directors may from time to time appoint. Any two or more offices, other than that of President and Secretary, may be held by the same person. In no event, however, may an officer act in more than one capacity where action of two or more officers is required. The duties of the officers shall be those prescribed by these Bylaws and any additional duties as the Board of Directors may from time to time assign.

2. Appointment and Term. The officers of the Association shall be appointed by the Board of Directors. Such appointment may be held at any regular or special meeting of the Board of Directors. Each officer shall hold office until his/her death, resignation, retirement, removal, disqualification, or his/her successor is appointed and qualifies. If so authorized by the Board of Directors, the President may appoint one or more officers or assistant officers as he/she deems necessary.

3. Removal. Any officer or agent appointed by the Board of Directors may be removed by the Board with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. Compensation. All officers of the Association shall serve without compensation unless otherwise determined by the Board of Directors.

5. President. The President shall be the chief executive officer of the Association and, subject to the control of the Board of Directors, shall supervise and control the management of the Association in accordance with these Bylaws. He/she shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Association, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6. Vice President of Finance. The Vice President of Finance shall have custody of all funds belonging to the Association and shall receive, deposit or disburse the same under the direction of the Board of Directors. He/she shall keep full and accurate accounts of the finances of the Association in books especially provided for that purpose, which may be consolidated or combined statements of the Association and one or more of its subsidiaries as appropriate, that include a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of cash flows for the year unless that information appears elsewhere in the financial statements. If financial statements are prepared for the Association on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis. The Vice President of Finance shall have general charge of the books and records of the Association. The Vice President of Finance shall, in general, perform all duties incident to his/her office and such other duties as may be assigned to him from time to time by the President or by the Board of Directors.

7. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of directors. He/she shall give all notices required by law and by these Bylaws. He/she shall have general charge of the minutes of the meetings of the Board of Directors and of the corporate seal, and he/she shall affix the corporate seal to any lawfully executed instrument requiring it. He/she shall

sign such instruments as may require his/her signature, and, in general, attest the signature or certify the incumbency or signature of any other officer of the Association and shall perform all duties incident to the office of Secretary and such other duties as may be assigned him/her from time to time by the President or by the Board of Directors.

8. Vice Presidents. The Vice Presidents, in the order of their appointment, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, they shall perform such other duties and have such other powers as the President or the Board of Directors shall prescribe.

9. Bonds. The Board of Directors, by resolution, may require any or all officers, agents and employees of the Association to give bond to the Association, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

## ARTICLE VII CONTRACTS, LOANS AND DEPOSITS

1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Association, and such authority may be general or confined to specific instances.

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

3. Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Association shall be signed by such officer or officers, or agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such depository or depositories as the Board of Directors shall direct.

ARTICLE VIII  
INDEMNIFICATION AND REIMBURSEMENT  
OF DIRECTORS AND OFFICERS

1. Indemnification for Expenses and Liabilities

(a) Any person who at any time serves or has served: (1) as a director, officer, employee or agent of the Association, (2) at the request of the Association as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or (3) at the request of the Association as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Association to the fullest extent from time to time permitted by law against Liability and Expenses in any Proceeding (including without limitation a Proceeding brought by or on behalf of the Association itself) arising out of his/her status as such or activities in any of the foregoing capacities or results from him being called as a witness at a time when he/she has not been made a named defendant or respondent to any Proceeding.

(b) The Board of Directors of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this provision, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.

(c) Any person who at any time serves or has served in any of the aforesaid capacities for or on behalf of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the rights provided for herein. Any repeal or modification of these indemnification provisions shall not affect any rights or obligations existing at the time of such repeal or modification. The rights provided for herein 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 this provision.

(d) The rights granted herein shall not be limited by the provisions contained in Sections 55A-8-51 through 55A-8-56 of the Act or any successor to such statutes.

2. Advance Payment of Expenses. The Association shall (upon receipt of an undertaking by or on behalf of the director, officer, employee or agent involved to repay the Expenses described herein unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association against such Expenses) pay Expenses incurred by such director, officer, employee or agent in defending a Proceeding or appearing as a witness at a time when he/she has not been named as a defendant or a respondent with respect thereto in advance of the final disposition of such Proceeding.

3. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, trustee, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise or as a trustee or administrator under an employee benefit plan against any liability asserted against him and incurred by him in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him or her against such liability.

4. Definitions. The following terms as used in this Article shall have the following meanings. “**Proceeding**” means any threatened, pending or completed action, suit, or proceeding and



any appeal therein (and any inquiry or investigation that could lead to such action, suit, or proceeding), whether civil, criminal, administrative, investigative or arbitrative and whether formal or informal. “**Expenses**” means expenses of every kind, including counsel fees. “**Liability**” means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), reasonable expenses incurred with respect to a Proceeding and all reasonable expenses incurred in enforcing the indemnification rights provided herein. “**Director,**” “**officer,**” “**employee**” and “**agent**” include the estate or personal representative of a director, officer, employee or agent. “**Association**” shall include any domestic or foreign predecessor of this Association in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

5. USA Hockey and CAHA Indemnification. The Association, an Association of USA Hockey, Inc. and Carolina Amateur Hockey Association (CAHA), shall indemnify and hold harmless USA Hockey, the Board of Directors of USA Hockey and each member thereof, the Executive Committee of USA Hockey and each member thereof, the councils and committees of USA Hockey and each member thereof, and all other elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liability, judgments, costs, attorneys' fees charges and expenses whatsoever, arising from the acts and omissions of Association, except to the extent (i) that USA Hockey or its afore described representatives caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of compliance with the articles of incorporation, bylaws, rules and regulations, playing rules or decisions of the Board of Directors of USA Hockey. Further, the Association understands and acknowledges that USA Hockey and its afore described representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in these Bylaws.

#### ARTICLE IX GENERAL PROVISIONS

1. Distributions. Except as authorized or permitted by the Act, the Association shall not make any distributions to its directors, officers or to other entities.

2. Fiscal Year. The fiscal year of the Association shall be determined by the Board of Directors.

3. Effective Date of Notice. Except as provided in Paragraph 3(a) of Article V, written notice shall be effective at the earliest of the following: (1) when received; (2) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed with postage thereon prepaid and correctly addressed; or (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested and the receipt is signed by or on behalf of the addressee. Oral notice is effective when actually communicated to the person entitled thereto. Written notice may be sent to members of the Board of Directors by electronic means as provided in Article 40 of Chapter 66 of the General Statutes of North Carolina, as amended from time to time, as well as to those members of the Association who have consented to receive written notice by electronic means as provided in such Article 40.

4. Corporate Records. The Association shall maintain at its principal office all corporate

records as required by § 55A-16-01 including, but not limited to, the following records or copies thereof: (1) Articles of Incorporation all amendments thereto; (2) Bylaws and all amendments thereto; (3) minutes of all meetings of its Board of Directors and records of actions by the Board of Directors taken by written consent including resolutions relating to the number or classification of directors or to the characteristics, qualifications, rights, limitations and obligations of the members of any class or category of members; and (4) a list of names and business or home addresses of its current directors and officers.

5. Bylaw Amendments. Subject to such approval as may be required in the Articles of Incorporation, as amended, and to the extent permitted by law, these Bylaws may be amended by the affirmative vote of a majority of the members of the Association present at any regular or special meeting at which a quorum is present, upon five (5) days written notice of the meeting, which notice shall state that the purpose of the meeting is to consider a proposed amendment and which shall contain, attach a copy of or state the nature of the proposed amendment.

6. Amendments to Articles of Incorporation. Subject to such approval as may be required in the Articles of Incorporation, as amended, and to the extent permitted by law, the Articles of Incorporation may be amended by the affirmative vote of a majority of the Members of the Association present at any regular or special meeting at which a quorum is present, upon five (5) days written notice of the meeting (provided in the manner specified in Article V), which notice shall state that the purpose of the meeting is to consider a proposed amendment and which shall contain, attach a copy of, or state the nature of the proposed amendment.

7. USA Hockey and CAHA Jurisdiction. The Association shall abide by and act in accord with the articles of incorporation, bylaws, and rules and regulations, playing rules and decisions of the Board of Directors of USA Hockey and of the CAHA, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Association. Further, the Association shall assist USA Hockey in the administration and enforcement of the provisions of the bylaws, rules and regulations, playing rules and decisions of the Board of Directors of USA Hockey, within and upon its members and/or within its jurisdiction.

8. USA Hockey Screening and Abuse Policies. The Association shall comply with the USA Hockey screening and abuse policies and enforce the provisions thereof.

## ARTICLE X DISSOLUTION

1. Authorization of Dissolution. Dissolution of the Association shall be authorized by approval of a plan of dissolution providing for the distribution of all assets of the Association and the payment of all liabilities and obligations of the Association in accordance with applicable law and the Articles of Incorporation, as amended, by the vote of a majority of the Directors then in office.

2. Meeting Notice. The person or persons calling a special meeting of the Board of Directors to consider a plan of dissolution shall, not less than five (5) days before the meeting, give notice thereof either personally or by telephone, telegraph, teletype or other form of wire or wireless communication or electronic mail, or by facsimile transmission, mail or private carrier or by any other means permitted by law. Such notice to directors shall state that the purpose (or one of the purposes) of the meeting is to consider dissolution of the Association and shall contain or be accompanied by a copy or summary of the plan of dissolution.

3. Distribution of Assets. In the event the Association is formally dissolved in accordance with these Bylaws and applicable law, the Board of Directors shall, after paying and making provision for payment of all of the liabilities and obligations of the corporation, dispose of all of the assets of the corporation by distribution to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law) that may be designated by the Board of Directors, in accordance with the plan of dissolution and subject to applicable law and the Articles of Incorporation in effect as of the date of such dissolution.

THIS IS TO CERTIFY that the above Amended and Restated Bylaws were duly adopted by action taken by a majority of the directors in office at a meeting of the Board of Directors of the Association held on \_\_\_\_\_, 2014.

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\_\_\_\_\_, [Secretary]