

AMENDED AND RESTATED

BYLAWS

OF

THE UNITED STATES – UKRAINE BUSINESS COUNCIL

The United States-Ukraine Business Council (the “**U.S.-Ukraine Business Council**” or “**USUBC**”) (hereinafter referred to as the “**Corporation**”) shall exclusively operate in accordance with its Articles of Incorporation, these Amended and Restated Bylaws (“**Bylaws**”), District of Columbia Code § 47–1802.01(a)(6), and Internal Revenue Code § 501(c)(6).

ARTICLE I

Principal Offices

SECTION 1.01: The Corporation may have offices at such places as the Board of Directors (the “**Board**”) may from time to time determine either within or outside of the District of Columbia.

ARTICLE II

Membership and Annual Dues

SECTION 2.01: The Members of the Corporation (hereinafter referred to as the “**Members**”) shall comprise United States companies, associations, and other entities which endorse and support the mission of the Corporation which, broadly stated, is the promotion of strong United States investment and trade ties with Ukraine.

The Members may also comprise non-United States companies, associations and other entities which endorse and support the mission of the Corporation, have strong business ties to the United States, intend to work with the U.S. partners, and meet other guidelines as may be established by the Board.

SECTION 2.02: There shall be two classes of Members:

(a) **Regular Members** shall comprise United States and non-United States companies, associations, and other entities, which endorse and support the mission of the Corporation. Regular Members shall be represented at the annual meeting of the Members (the “**Annual Meeting**”) and shall be entitled to the full benefits of membership, including voting rights, as soon as and for so long as they remain as Members in good standing. To maintain good standing status, Regular Members are required to support the mission and purposes of the Corporation and ensure timely payment of the required annual membership dues.

(b) **Honorary Members** shall comprise distinguished American, Ukrainian, or other individuals whom the Board wishes to honor and/or to engage in the programs and activities of the Corporation. The Board may also bestow Honorary Member status on United States or non-United States business or trade associations, or similar entities which support the mission and purposes of the Corporation, have strong business ties to the United States and Ukraine and meet other guidelines as may be established by the Board. Honorary Members shall not be represented on the Board and may attend, but not vote in, any Annual Meeting.

SECTION 2.03: The Board may revise the membership classes or establish other classes of Members and criteria of membership as it deems appropriate, including assigning voting rights, imposing fees, dues and the manner of suspension, termination, or reinstatement of membership.

SECTION 2.04: The Board shall establish annual dues and other requirements for the Members.

ARTICLE III

Members

SECTION 3.01: Powers. Subject to any legal limitations and the Corporation's Articles of Incorporation, the Regular Members shall have such powers as are granted to them in these Bylaws. Members are prohibited from using the name of the Corporation to conduct any business without obtaining prior written consent from the Board. This includes, but is not limited to, representing the Corporation in any official capacity.

SECTION 3.02: Membership. An applicant shall assume all rights and obligations of a Regular Member upon submitting a membership application and undergoing the Know Your Customer (KYC) procedures as established by the Board, executing the payment of annual dues, and becoming and remaining a Regular Member in good standing of the Corporation. The membership of the Regular Member shall thereafter be renewed upon its payment of annual dues and approval of the President, which shall not be unreasonably withheld. The Board reserves the right to conduct ongoing KYC reviews of Members as needed. Only the Regular Members in good standing of the Corporation shall be entitled

to vote and then only on matters provided for in these Bylaws or on matters submitted by the Board to a vote of the membership. Each Regular Member shall designate no more than one person to serve as its primary representative with respect to all membership matters (the “**Designated Representative**”) and shall advise the Corporation of the name, address, and email address of the Designated Representative and may change the Designated Representative by providing notice to the President. The Designated Representative of a Regular Member shall have the power and authority to exercise all voting rights and other privileges of a Regular Member of the Corporation, and shall be entitled to one vote on each matter. If a Regular Member changes its Designated Representative, any Committee, Subcommittee, Working Group, or other assignments held by the previous Designated Representative shall be reassigned by the Chairperson of the Board (the “**Chair**”) at his or her sole discretion and be subject to election or appointment in the following election or appointment cycles.

SECTION 3.03: Meetings.

(a) **Location:** Meetings of Members shall be held at a designated place in the District of Columbia, or outside the District of Columbia, recognizing, however, that a meeting of Members may also be held in hybrid format (in-person and virtually) or entirely virtually, provided that the Regular Members have been informed appropriately.

(b) **Annual Meeting:** The Annual Meeting shall be held annually for the purpose of reviewing the performance and condition of the Corporation; hearing reports from the Chair and/or Vice Chair, and Officers; reviewing the past performance and future plans of the Corporation; reviewing and accepting the previous year’s audit; reviewing and

approving a proposed budget; biennially electing the Board of Directors, Corporate Secretary and Treasurer of the Corporation; and transacting such other business as may come before the Annual Meeting. Unless otherwise prohibited or impossible, all Annual Meetings of Members shall provide a reliable remote video dial-in option.

During each election cycle, the Board shall appoint an ad hoc election secretariat which shall be responsible for organizing and implementing the election, including a request for nominations, verification of candidate eligibility, ballot distribution and counting, and distribution of a report to Members within three weeks of the election on the election outcomes. The election secretariat shall be supported by the Officers and staff of the Corporation.

(c) **Special Meeting of Members**: A Special Meeting of Members may be called by a resolution adopted by the Board, by the Chair, by the Officers of the Corporation, or by fifteen percent (15%) of the Regular Members in good standing at that time. Such Special Meeting shall be held at the place, within or outside the District of Columbia, designated by the person or people calling the Special Meeting, or in the absence of such designation, at the principal office of the Corporation. Unless otherwise prohibited or not possible, all Special Meetings shall provide a reliable remote video dial-in option.

(d) **Notice**: Except as otherwise provided by District of Columbia law at the time, the Corporate Secretary, or other person including or designated by the Chair, shall deliver notice of the time and place of Annual or Special Meetings of Members (the “**Notice of Meeting**”) to each Regular Member, by e-mail, including via a USUBC-sanctioned Board Management system in use at the time, or by United States mail at least

fifteen (15) calendar days before the date of the Meeting. If sent by mail, the notice shall be deemed to be delivered three days following its deposit in the U.S. mail or, if by e-mail, upon the date and time of its transmission. Such notice shall be sent to Designated Representatives of Regular Members at the e-mail or physical addresses of such Representatives as shown in the books of the Corporation. Any Notice of Meeting shall specify the place, day, hour, and mode of the Meeting and the general nature of the business to be transacted.

(e) **Conduct of Meetings**: Except as otherwise expressly provided in these Bylaws, in the Articles of Incorporation, or by law, no business shall be considered by the Regular Members at any Meeting at which a quorum, as defined in Section 3.03(g), is not present. The only motion which the Chair shall entertain at such Meeting without a quorum is a motion to adjourn. However, a majority of the Designated Representatives of Regular Members present at such Meeting may adjourn from time to time until the time fixed for the next Meeting of Regular Members.

All Meetings of Regular Members shall be guided by Robert's Rules of Order, Revised, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, the Articles of Incorporation, or the law.

The Meetings of Regular Members shall be presided over by the Chair or, in his/her absence, by the Vice Chair, or, in the absence of both of these persons, by a temporary Chair selected by a majority of the Designated Representatives of Regular Members present at the Meeting.

The Secretary of the Corporation shall act as Secretary of the Meeting of Regular Members. In case the Secretary is absent from any Meeting of Regular Members, the presiding Chair may appoint any person to act as Secretary for the Meeting.

(f) **Proxies**: Regular Members, who are unable to join physically or to participate virtually in a Meeting, shall be considered present for the purposes of a quorum if they are represented by a duly executed and submitted proxy before or at the Meeting. A proxy may be issued to a Designated Representative of another Regular Member, including to a member of the Board, or an Officer of the Corporation. Proxies may be executed and submitted on paper, in electronic format from an e-mail on file with the Corporation, or via a USUBC-sanctioned Board Management system in use at the time.

(g) **Quorum**: A quorum for any Meeting of Members shall consist of thirty five percent (35%) of the Regular Members then in good standing, provided however that should the originally scheduled Meeting be adjourned due to a lack of quorum, the quorum for next duly noticed Meeting shall be reduced to fifteen percent (15%) of the Regular Members then in good standing.

SECTION 3.04: Majority Action. Every act done or decision made by a majority of the Regular Members present at a Meeting duly held at which a quorum is present, shall constitute the act or decision of such Members, unless these Bylaws, the Articles of Incorporation, or the law mandate a lesser or greater percentage of votes.

SECTION 3.05: Removal of Members. Any Member may be removed from the Corporation by a fifty percent (50%) plus one vote of the Board.

ARTICLE IV

Officers

SECTION 4.01: Numbers and Titles. The Officers of the Corporation shall be: a Chair, Vice Chair, the President and Chief Executive Officer (“**President**”), Vice President, Treasurer, Corporate Secretary (or Secretary/Treasurer if combined), Assistant Secretary, Assistant Treasurer (or Assistant Secretary/Treasurer if combined), as well as any other Officers appointed in accordance with the provisions of this Section IV. Other individuals elected during the Annual Meeting or appointed temporarily or permanently by the Board as Officers of the Corporation, unless otherwise stipulated in these Bylaws, may or may not be employees or Designated Representatives of Members of the Corporation. One person may hold two or more offices, except in the case of the President, who may only hold the joint position of President and Chief Executive Officer.

SECTION 4.02: The President & CEO.

The President shall be appointed and engaged by the Board, and may be removed from office by a two-thirds decision of the Board, consistent with any employment agreement or contract in place and taking into consideration relevant and applicable law.

The President shall be the Chief Executive Officer of the Corporation.

Should the President become unwilling or unable to complete his or her term, the Vice President shall become President for the remaining term of the outgoing President, and thereafter pending appointment of the new President by the Board.

SECTION 4.03: Duties of the President. The President shall undertake and perform a full-time staff position to lead the Corporation as President. The President shall,

subject to the direct control of the Board, supervise, manage and control the operational, financial, staffing, membership, programmatic, and other affairs of the Corporation. The President shall be responsible for the performance of the Corporation from year-to-year. The President shall perform all duties incident to the office and such other duties as provided in these Bylaws or as may be prescribed from time to time by the Board.

The President shall report regularly to the Board of Directors and at least once annually to the Annual Meeting by attending and participating in Board meetings and the Annual Meeting. The President shall work closely with the Executive Committee of the Board to ensure smooth operations and coordination with the Corporation's governance structures.

The President shall be entitled and expected to attend Annual and Special Meetings of the Members and meetings of the Board. In emergency situations, the unavailability of the President will not prevent a duly noticed Annual or Special Meeting of Members or a Board meeting from proceeding without the presence of the President.

SECTION 4.04: Duties of the Vice President. If a Vice President has been appointed, he or she shall report to and support the President in the supervision, management, and control of the affairs of the Corporation. The Vice President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act for an extended period, with a confirmation of such elevation of responsibility being documented in writing by the President, the Board, or the Chair on the Board's behalf. The Vice President shall perform such other duties as may be prescribed from time to time by the President or the Board. To the extent there are two or more Vice

Presidents, the President shall clearly define the roles, responsibilities and seniority of each Vice President. Remuneration of any Vice President is subject to review and approval by the Board.

SECTION 4.05: The Corporate Secretary. The Corporate Secretary shall be responsible for organizing meetings of the Board of Directors, maintaining minutes of Board meetings (but not meeting of permanent or *ad hoc* committees or working groups established by the Board, which shall not be required to keep minutes unless otherwise required by law), keeping corporate records, and supporting the operations of the Board and other governing bodies of the Corporation as directed by the Chair in consultation with other members of the Board. The Corporate Secretary shall act under the direction of the Chair and shall also serve as the Secretary of the Annual Meeting. The Corporate Secretary may share or assign the above responsibilities to the Assistant Secretary/Treasurer.

The Corporate Secretary or his or her designee shall give all notices as are required by these Bylaws or by law, and generally shall perform all duties incident to the Office of Corporate Secretary and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned from time to time by the Board or the Chair on the Board's behalf.

SECTION 4.06: The Treasurer. The Treasurer, directly or through any duly-appointed financial director, director of financial administration, Assistant Secretary/Treasurer or equivalent position responsible for the financial management and well-being of the Corporation (hereinafter "**Financial Director**"), shall have charge and custody of all funds of the Corporation, shall deposit such funds as required by the Board,

shall keep and maintain adequate and correct accounts of the properties and business transactions of the Corporation, shall render reports and accounting to the Board as it required, and shall in general perform all duties incident to the Office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned from time to time by the Board or the Chair on its behalf. The Treasurer shall also chair the KYC Working Group, described in Section 5.03(c) below.

SECTION 4.07: The Secretary/Treasurer

The Corporate Secretary and the Treasurer positions may be combined by a Board resolution into a single Secretary/Treasurer position.

ARTICLE V

Board of Directors

SECTION 5.01: Board of Directors.

(a) The Board of Directors (the “**Board**”) shall consist of no fewer than 7 and no more than 25 voting Directors, with the exact number set by a Board resolution.

Commencing on the first Annual Meeting following adoption of these Amended and Restated Bylaws, on a biennial basis, at an Annual Meeting (or by ballot conducted in connection therewith), the established number of Designated Representatives of Regular Members in good standing shall be elected by the Regular Members as Directors, to a two (2) year term on the Board.

(b) On a biennial basis, at an Annual Meeting (or by ballot conducted in connection therewith), the Regular Members in good standing shall elect a Corporate Secretary, and Treasurer (or Secretary/Treasurer if combined) to serve for a two-year term.

(c) The President, the Corporate Secretary, and Treasurer (Secretary/Treasurer if combined) shall serve as *ex officio* voting members of the Board. The Vice President and Assistant Secretary/Treasurer of the Corporation shall serve as *ex officio* non-voting members of the Board.

(d) At the first meeting of the Board following the Annual Meeting at which the Directors are elected for two-year terms, a majority of the Board shall elect a Chair and Vice Chair from among the members of the Board.

(e) In the event the Chair is removed or becomes unwilling or unable to serve out his or her term, the Vice Chair shall assume the position of Chair, and the Board may elect from among the Directors a new Vice Chair to serve for the remainder of the vacated term. Should the Vice Chair be removed or become unwilling or unable to serve out his or her term, the Board may elect a new Vice Chair to serve for the remainder of the vacated term.

(f) Should the Corporate Secretary and/or Treasurer be removed or become unwilling or unable to serve, the Board may appoint another Designated Representative of any Regular Member in good standing, including but not limited to another Designated Representative from the same Regular Member, to serve for the remainder of the term as the Corporate Secretary and/or Treasurer.

(g) Except as otherwise prohibited by law, in the Articles of Incorporation, or in these Bylaws, the Board is authorized to act on behalf of the Corporation in all respects and with full authority. However, the powers set forth below shall rest solely with the

Members, and shall not be exercised by the Board without approval of a majority of the Members:

- i. approval of actions or proposals required by law to be approved by the Members;
- ii. liquidation or dissolution of the Corporation; and
- iii. approval and/or execution of sales, mergers or acquisitions of the Corporation.

(h) At any meeting of the Board, a majority of the Directors in office shall constitute a quorum for the transaction of all business. An affirmative vote of the majority of Directors present at a meeting of the Board duly called and at which a quorum is present is sufficient to take action unless these Bylaws, the Articles of Incorporation, or the law mandate a lesser or greater percentage of votes. No proxy votes shall be permitted.

(i) Members of the Board may participate in a meeting of the Board by means of in-person presence, teleconference, telephone or any means of communication by 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. Notice of the date, time, place, or method of any meeting shall be given to each Director by e-mail, including via a USUBC-sanctioned Board Management system in use at the time, at least two (2) calendar days before the date of the meeting.

(j) Any action required by law, or any action that may be taken at a meeting of Directors, may be taken without a meeting if each Director signs a consent in the form of a record describing the action to be taken and delivers it to the Corporation and recorded

in the minutes. Unanimous consent has the effect of action taken at a meeting of the Board and may be described as such in any document. Consents may be transmitted electronically.

(k) In the event that any Director is removed or becomes unwilling or unable to serve out his or her term, the Board shall decide to either maintain a vacancy until the next election cycle, or appoint another Designated Representative of any Regular Member in good standing, including, but not limited to a Representative from the same Regular Member, to serve until the next election cycle.

SECTION 5.02: Chairperson of the Board. Pursuant to Section 3.03(e), the Chairperson of the Board of Directors (the “**Chair**”) shall preside over all meetings of the Board as well as Annual and Special Meetings of the Members. In his or her absence, the Vice Chair of the Board shall preside over such meetings. In the absence of both the Chair and Vice Chair, the majority of the Board shall choose a Director to preside over such meetings.

SECTION 5.03: Establishment of Permanent and *Ad Hoc* Committees of the Board of Directors. The Board may establish and appoint members of the Board to permanent or *ad hoc* Committees and Subcommittees and Working Groups, and may establish advisory committees to the Corporation. Each Director must serve on at least one permanent or *ad hoc* Committee. The following Committees and Working Group of the Board shall be permanent committees:

(a) **Executive Committee:** The Executive Committee shall consist of the Chair, the Vice Chair, Corporate Secretary, Treasurer, President, together with the chairs of all other standing Committees, and such additional Directors as may

be appointed by the Board. The Executive Committee shall be charged with oversight of the Corporation's activities, principal programs and priorities to ensure effective implementation of Board decisions. The Executive Committee shall meet as needed upon the call of the Chair.

- (b) **Audit and Finance Committee**: The Audit and Finance Committee shall:
- (1) oversee the annual independent audit, compliance, financial reporting, fiscal stewardship and business risks for the Corporation; (2) oversee preparation of annual operating budget and financial planning for review by the Board; and (3) conduct an annual review of Investment Policy and ongoing evaluation of investment portfolio performance. The Treasurer shall chair the Audit and Finance Committee.
- (c) **Know Your Customer (KYC) Working Group**: The KYC Working Group shall focus on new member applications, in selected cases on existing Regular and Honorary Members issues, and membership renewals, reputational assessments, membership recommendations, and other relevant issues. The Treasurer of the Corporation shall chair the KYC Working Group.

The Chairs of Committees and Working Groups shall be elected on a biennial basis by such Committees and Working Groups for a two-year term. The internal regulations and procedures for the Committees and Working Groups may be developed and adopted by the Board or by such Committees and Working Groups. Majority quorum, voting and decisions as elsewhere outlined in Section 5.01 shall govern. The Committees and Working

Groups shall not be required to keep minutes of their meetings, unless otherwise required by law or established by the Board, or decided by such Committees and Working Groups.

The Chair, Vice Chair, and Officers of the Corporation may attend and participate in meetings and discussions of the Committees and Working Groups, but may only vote in cases where they are assigned to the relevant Committee or Working Group. Non-voting Officers may not vote in such Committee and Working Group meetings.

The scope, duration, and authority of each Committee and Working Group shall be specified in the resolution of the Board by which it is established.

Any action required or permitted to be taken by any Committees and Working Groups established by the Board may be taken without a meeting, if each Committee or Working Group member signs a consent in the form of a record describing the action to be taken and delivers it to the Corporation. Consents may be transmitted electronically.

SECTION 5.04: Senior Advisors. The President, in consultation with the Chair, may appoint Senior Advisors to advise the Corporation as a whole, the Board, Officers and/or the President on strategic matters of trade policy, investment, and business relations by sharing their expertise, experience, and knowledge. The Board may bestow upon Senior Advisors an Honorary Member status. Senior Advisors are not members of the Board and shall not have or exercise the authority of the Board in the management of the Corporation.

ARTICLE VI

Execution of Instruments, Deposits and Funds; Non-Liability/Indemnification of

Officers, Directors, and Members

SECTION 6.01: Execution of Instruments Deposits and Funds. The Board, except as otherwise provided in these Bylaws, may by its resolution establish the procedures and thresholds for execution of instruments deposits and funds.

SECTION 6.02: Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of or for any special purpose of the Corporation. The Board may delegate general or specific authority for the receipt of said contributions, gifts, bequests or devises to the Officers of the Corporation.

SECTION 6.03: No Compensation Unless Employed or Contracted. Officers and Directors may be reimbursed for reasonable expenses as approved by the President, but, unless employed by the Corporation as an employee or independent contractor, shall not be entitled to any salary or other compensation by the Corporation.

SECTION 6.04: Non-Liability/Indemnification of Officers, Directors, and Members. All Officers and Directors of the Board, including *ex officio* Board members, shall be indemnified by the Corporation to the maximum extent permitted by D.C. Code §§ 29-406.50 – 29-406.58 (“Indemnification and Advance for Expenses”) but solely to the extent that applicable Officers and Directors Liability Insurance or other insurance maintained by the Corporation provides coverage for such indemnification. At all times, the Corporation shall maintain Directors and Officers Liability Insurance in commercially reasonable amounts. In addition, such indemnified Officers and Directors, as well as Members of the Corporation, shall have no liability for any debts, liabilities or other obligations of the Corporation.

ARTICLE VII

Corporate Records

SECTION 7.01: Records. The Corporation shall keep at its office correct and complete books and records, in accordance with the requirements of the D.C. Code. This shall include: (a) minutes of all meetings of the Members and the Board; (b) a record of all actions taken by the Members and the Board; (c) a record of all actions taken by a committee of the Board on behalf of the Corporation; (d) appropriate accounting records; (e) a list of the names and addresses of the Members of the Corporation, showing the number of votes each member is entitled to cast; (f) the Articles of Incorporation; (g) the Bylaws; (h) all communications in the form of a record to Members generally within the past three (3) years; (i) the financial statements furnished to Members for the past three (3) years; (j) a list of the names and addresses of the Directors and Officers of the Corporation; and (k) the most recent biennial report filed with the D.C. Mayor. Any of the books and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

SECTION 7.02: Inspection of Records. Members shall have the rights set forth in D.C. Code § 29-413.02 to inspect and copy records of the Corporation during regular business hours at the Corporation's principal office, following delivery to the Corporation of a signed notice at least five (5) business days before the date on which the Member wishes to inspect and copy such records.

ARTICLE VIII

Fiscal Year

SECTION 8.01: Fiscal Year. The fiscal year of the Corporation shall be the calendar year or shall be fixed for some other fiscal period as the Board shall determine from time to time.

ARTICLE IX

Effective Date of Amended and Restated Bylaws

SECTION 9.01: Effective Date. These Amended and Restated Bylaws shall become effective immediately upon their adoption unless the Special Meeting of Members specifies a later effective date.

ARTICLE X

Amendment of Bylaws

SECTION 10.01: Subject to any limitations contained in the Articles of Incorporation, and following the adoption of the Amended and Restated Bylaws by the Special Meeting of Members of the Corporation as stipulated in Section 9.01, these Bylaws may be further altered, amended or repealed, in total or any of them individually, and new Bylaws may be adopted by a resolution of the Board.

ARTICLE XI

Compliance with Federal and State Non-Profit Laws

SECTION 11.01: Business League. The Corporation is organized and shall be operated exclusively as a business league within the meaning of D.C. Code § 47-

1802.01(a)(6) and Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and the regulations and rulings promulgated thereunder. As defined under those laws, a business league is an association of persons having a common business interest, whose purpose is to promote the common business interest and not to engage in a regular business of a kind ordinarily carried on for profit. The Corporation's activities shall be directed to the improvement of conditions for conducting business between and among the United States and Ukraine, and not for the performance of particular services for individual persons or businesses.

SECTION 11.02: Strict Compliance with District of Columbia and Federal Nonprofit and Tax Laws.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on under the D.C. Nonprofit Corporation Act of 2010, § 29-401.01, *et seq.*, D.C. Code § 47-1802.01(a)(6), or Section 501(c)(6) of the Internal Revenue Code, as any such laws are now stated or may be hereafter amended, and shall only conduct and carry on activities in strict compliance with such laws.

SECTION 11.03: Dissolution. All Members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board, shall be distributed as required by the Articles of Incorporation and not otherwise.

SECTION 11.04: Prohibition Against Sharing Corporate Profits and Assets.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

* * * * *

WHEREFORE, the foregoing Amended and Restated Bylaws are hereby adopted on this 9th day of April, 2026.

Certified By:



Corporate Secretary

Date: April 9, 2026