AMENDED AND RESTATED BYLAWS OF
TRIUMPH GULF COAST, INC.

ARTICLE I
NAME

1.01 Name

The name of this corporation shall be TRIUMPH GULF COAST, Inc. ("Corporation") The business of the Corporation may be conducted as TRIUMPH GULF COAST, INC. or TRIUMPH GULF COAST.

ARTICLE II
PURPOSES AND POWERS

2.01 Purpose

Corporation is a non-profit corporation created pursuant to the Gulf Coast Economic Corridor Act, Chapter 288, Part IV, Florida Statutes (the "GCECA") and shall be operated exclusively to receive, hold, invest and administer the Recovery Fund, as defined by the GCECA, for the benefit of the citizens of Escambia, Santa Rosa, Okaloosa, Walton, Bay, Gulf, Franklin and Wakulla counties in the State of Florida (the "Disproportionately Affected Counties"), to engage in activities within the meaning of Section 501(c) and Section 170 of the Internal Revenue Code of 1986, as amended, (the "Code") and all activity permitted under the GCECA, as it may be amended from time to time.

2.02 Powers

(a) The Corporation is organized to serve the public interests of the Disproportionately Affected Counties; thus, the Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the purposes for which the Corporation is organized. The powers of the Corporation may include, but not be limited to, the acceptance and administration of the Recovery Fund from the Legislature, the acceptance of contributions from other public sources and the private sector, whether financial or in-kind contributions.

(b) In addition to the powers set forth in these by-laws and Chapter 617, Florida Statutes, the Corporation shall have all of the powers set forth in the GCECA.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. Corporation is a corporation, to be recognized as tax exempt under Section 501(c) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under the Code as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except as permitted by the GCECA and the Code and 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 in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution**.** Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed as provided in the GCECA.

ARTICLE III
MEMBERSHIP

3.01 No Membership Classes

The Corporation shall have no members who have any right to vote or title or interest in or to the Corporation, its properties and franchises.

ARTICLE IV
BOARD OF DIRECTORS

4.01 Number of Directors

Corporation shall be governed by a seven (7) member board of directors ("Board of Directors" or "board") consisting of one member appointed by each of the Trustees of the State Board of Administration, the President of the Senate, and the Speaker of the House of Representatives. The President of the Senate and the Speaker of the House of Representatives shall also appoint one member each from residents of one of the four least populous Disproportionately Affected Counties, but not the same county. Each of the seven (7) appointees shall be from the private sector.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the Board of Directors and the affairs of the Corporation shall be managed under the direction of the Board, except as otherwise provided by the GCECA.

4.03 Terms

(a) Notwithstanding s. 20.052(4)(c), Florida Statutes, each initial appointment to the Board of Directors by the Board of Trustees of the State Board of Administration shall serve for a term that ends 4 years after the Legislature appropriates funds to the Recovery Fund. To achieve staggered terms among the members of the Board of Directors, each initial appointment to the Board of

Directors by the President of the Senate and the Speaker of the House of Representatives shall serve for a term that ends 5 years after the Legislature appropriates funds to the Recovery Fund. Thereafter, each member of the Board of Directors shall serve for a term of 4 years. A member is not eligible for reappointment to the Board of Directors, except, however, any member appointed to fill a vacancy for a term of 2 years or less may be reappointed for an additional term of 4 years.

4.04 No Compensation for Directors

Each member of the Board of Directors shall serve without compensation, but shall receive travel and per diem expenses as provided in s. 112.061, Florida Statues, while in the performance of his or her duties.

4.05 Vacancies

Vacancies on the Board of Directors shall be filled by the officer who originally appointed the member. A vacancy that occurs before the scheduled expiration of the term of the member shall be filled for the remainder of the unexpired term.

4.06 Removal of Directors

Each member of the Board of Directors is accountable for the proper performance of the duties of office, and each member owes a fiduciary duty to the people of the state to ensure that awards provided are disbursed and used, and investments are made, as prescribed by law and contract. An appointed member of the Board of Directors may be removed by the officer that appointed the member for malfeasance, misfeasance, neglect of duty, incompetence, permanent inability to perform official duties, unexcused absence from three consecutive meetings of the Board of Directors, arrest or indictment for a crime that is a felony or a misdemeanor involving theft or a crime of dishonesty, or pleading nolo contendere to, or being found guilty of, any crime.

4.07 Board of Directors Meetings.

(a) Regular Meetings. The Board of Directors shall meet at least quarterly, upon the call of the chairperson or at the request of a majority of the membership. A majority of the members of the Board of Directors constitutes a quorum. Members may not vote by proxy.

(b) Special Meetings. Special meetings of the Board of Directors may be called by the chairperson or at the request of a majority of the membership. A special meeting must be preceded by at least 2 days notice to each director of the date, time, place, and purpose, of the meeting. Notice to each director shall be by email and posted to the Corporation's website.

(c) Meetings via Telephone, Video Conference, or other Electronic Means. The Board of Directors may conduct a Regular Meeting or a Special Meeting via telephone, video conference, or other electronic means. Any such meetings shall be noticed in the same manner and fashion as all other meetings and the Board must ensure there is a way for the public to access and participate in any Telephone, Video Conference, or other Electronic Means.

4.08 Election of Chairperson and Vice-Chairperson

The Board of Directors shall elect one of its members as chairperson and one as vice chairperson. The members may, by a majority vote remove a member from the position of chairperson or vice chairperson prior to the expiration of his or her term as chairperson or vice chairperson. His or her successor shall be elected to serve for the balance of the removed chairperson=s or vice chairperson=s term. The terms of the chairperson and vice chairperson shall run from January 1 of each year until December 31 of each year.

4.09 Manner of Acting.

(a) Quorum. A majority of the total number of all of the Board of Directors in office shall constitute a quorum for the transaction of business at that meeting. No business shall be considered at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

(c) Super Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, any act or action of the Board which requires a Super Majority Vote shall be deemed to require the affirmative vote of at least 66% of the total number of all of the Board of Directors at a meeting at which a quorum is present.

(d) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, then the vote shall be postponed until the next meeting of the Board of Directors at which time a new vote shall be taken.

(e) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating and the public may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

(f) Rules of Order. Meetings shall be conducted using the "chairperson's rules" provided, however, that the chairperson shall give each member of the Board of Directors a reasonable opportunity to speak on each matter before the Board of Directors and shall permit public participation at each meeting. At anytime, the Board of Directors may adopt such rules of order as it deems desirable as the parliamentary authority for all matters of procedure not specifically covered in these Bylaws.

(g) Open Meetings. All meetings shall be conducted in a manner that is consistent with chapter 286, Florida Statutes, relating to public meetings and chapter 617, *Corporations Not For Profit*, Florida Statutes.

(h) Awards. Awards made pursuant to s. 288. 8017, Florida Statues, shall not be approved at a meeting of the board unless the intent to approve the award has been published on the Corporation's website at least 14 calendar days prior to the meeting.

4.10 Directors Code of Ethics; Postemployment Restrictions; Financial Disclosure

The members of the Board of Directors shall be subject to the requirements of ss. 112.313, 112.3135, and 112.3143, Florida Statues, notwithstanding the fact that the board members are not public officers or employees. For purposes of those sections, the board members shall be considered to be public officers or employees. In addition to the postemployment restrictions of s. 112.313(9), Florida Statutes, a person appointed to the Board of Directors shall refrain from having any direct interest in any contract, franchise, privilege, project, program, or other benefit arising from an award by the Corporation, during the term of his or her appointment and for 2 years after the termination of such appointment. Further, each member of the Board of Directors who is not otherwise required to file financial disclosure under s. 8, Art. II of the State Constitution or s. 112.3144 shall file disclosure of financial interests under s. 112.3145.

ARTICLE V
COMMITTEES

5.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the Board of Directors, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

(a) take any final action on matters which also requires board members' approval or approval of a majority of all the Board of Directors;

(b) fill vacancies on the Board of Directors of any committee which has the authority of the board;

(c) amend or repeal Bylaws or adopt new Bylaws;

(d) amend or repeal any resolution of the Board of Directors;

(e) appoint any other committees of the Board of Directors or the members of these committees;

(f) approve any transaction, award or contract;

(i) to which the Corporation is a party and one or more directors have a material financial interest; or

(ii) between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

5.02 Meetings and Action of Committees

Meetings and action of the committees shall be and held and taken in accordance with, the provisions of Article IV of these Bylaws, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board or at the convenience of the committee and posted to the Corporation's website. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee(s) not inconsistent with the provision of these Bylaws.

ARTICLE VI
OFFICERS

6.01 Board Officers

The board shall elect the following officers of the Corporation: Chairperson, Vice-Chairperson, Secretary, and Treasurer, all of whom shall serve at the pleasure of the Board of Directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may not hold more than one office.

6.02 Term of Office

Each officer shall serve a one-year term of office. The terms shall begin on January 1 of each year and end on December 31 of each year.

6.03 Removal and Resignation

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board Chairperson

The chairperson shall be the chief volunteer officer of the Corporation. The chairperson shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors. The chairperson shall keep a record of the proceedings of the Board of Directors and is the custodian of all books, documents, and papers filed with the

Board of Directors, the minutes of the Board of Directors, and the official seal of the Corporation. The chairperson shall be a member of the Board of Directors.

6.05 Vice Chairperson

In the absence or disability of the chairperson, the vice-chairperson shall perform the duties of the chairperson. When so acting, the vice-chairperson shall have all the powers of and be subject to all the restrictions upon the chairperson. The vice-chairperson shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the chairperson. The vice chairperson shall be a member of the Board of Directors.

6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the chairperson. The secretary may, but need not be, a member of the Board of Directors.

6.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the Corporation. The treasurer shall oversee and keep the board informed of the financial condition of the Corporation and of audit or financial review results. The treasurer may, but need not be, a member of the Board of Directors.

6.08 Non-Director Officers

(a) The Board of Directors may hire or contract for all staff necessary to the proper execution of its powers and duties and is required to retain the following:

> 1. An independent certified public accountant licensed in this state pursuant to chapter 473 to inspect the records of and to annually audit the expenditure of the earnings and
>
> 2. A legal advisor with expertise in not-for-profit investing contracting and who is a member of The Florida Bar to assist with contracting and carrying out the intent of this act.

The independent certified public accountant and the legal advisor shall be referred to herein as "Retained Staff".

(b) The Corporation shall require all employees of the Corporation to comply with the code of ethics for public employees under part III of chapter 112, Florida Statutes. Retained Staff must agree to refrain from having any direct interest in any contract, franchise, privilege, project, program, or other benefit arising from an award by Triumph Gulf Coast, Inc., during the term of his or her appointment and for 6 years after the termination of such appointment.

ARTICLE VII
CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the chairperson or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the board, and the same shall be attested to by the Secretary and approved as to form by the legal advisor.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the board.

7.03 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the board may select.

7.04 Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name.

7.05 Indemnification

(a) Mandatory Indemnification. The Corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The Corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (i) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (ii) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the Corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a director, consistent with Florida Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE VIII
MISCELLANEOUS

8.01 Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors in accord with chapters 119 and 286, Florida Statutes

8.02 Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

8.03 Nondiscrimination Policies

The officers, directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to any protected status, including disability, color, age, sex, race, religion, national origin, and sexual orientation. It is the policy of Corporation not to discriminate on the basis of any protected status, including disability, color, age, sex, race, religion, national origin, and sexual orientation. This policy prohibits discrimination in any form, including hiring and employment decisions, and specifically including sexual or other forms of harassment.

8.04 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as an exempt corporation under the Code; and,

(b) that an amendment does not affect the voting rights of directors.

(c) that all amendments be consistent with the Articles of Incorporation and the GCECA.

8.05 Employees.

All persons employed by Corporation are at-will employees, unless specifically provided otherwise in a written employment contract signed by the employee and the Chairperson of the Board of Directors. At-will employees may be terminated for any legal reason, or may end their own employment, without prior notice.

8.06 Confidentiality of Documents.

To the extent applicable, any qualifying entity that wishes to invoke the confidentiality provisions of Florida Statutes s. 288.075 for the protection of any Proprietary Confidential Business Information or Trade Secrets shall provide written notice to the Board Director, Executive Director, and General Counsel of the Corporation.

8.07 Deviation from Award Process & Procedures.

In the event a project or program arises that, due to exigent or special circumstances, cannot reasonably abide by the time constraints established by the Board, an application for consideration of an award may be conducted outside the normal and established procedures and protocols upon a vote of a Super Majority of the Board.

ARTICLE IX
COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Corporation shall stipulate how the funds will be used and shall require the recipient to provide the Corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Corporation willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Corporation shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE X
DOCUMENT RETENTION POLICY

10.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Corporation records. The policy shall be consistent with chapters 119 and 286, Florida Statutes.

10.02 Policy

Section 1. General Guidelines. Whenever possible, the records of the Corporation shall be maintained in electronic format.

From time to time and in accordance with Florida law, the Corporation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Corporation expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Corporation informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the Corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the Corporation to keep certain recruitment, employment and personnel information. The Corporation should also keep personnel files that reflect performance reviews and any complaints brought against the Corporation or individual employees under applicable state and federal statutes. The Corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the Corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Corporation.

(e) Press Releases/Public Filings. The Corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the Corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Contracts. Final, execution copies of all contracts entered into by the Corporation should be retained. The Corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(h) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(i) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(j) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(k) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XI
Transparency and Accountability
Disclosure of Financial Information With The General Public

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, the Corporation practices and encourages transparency and accountability to the general public. The Corporation shall adhere to the requirements of chapters 119 and 286, Florida Statutes.

ARTICLE XII
CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

In addition to the requirements of Article VI of the Bylaws and the GCECA, Corporation requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the Corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Corporation to adhere to all laws and regulations that apply to the Corporation and the underlying purpose of this policy is to support the Corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

12.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Corporation is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

12.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Corporation and provides the Corporation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Corporation shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Corporation or of another individual or entity with whom Corporation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Corporation shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Corporation that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

12.06 Handling of Reported Violations

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII
AMENDMENT OF ARTICLES OF INCORPORATION

13.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BYLAWS

I do hereby certify that the above stated Bylaws of Corporation were approved by the Corporation Board of Directors on October 10, 2017 and constitute a complete copy of the Bylaws of the corporation.

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Susan Skelton, Secretary

Date: 11/7/2017