

**AMENDED AND RESTATED
BYLAWS
OF
USA NORDIC SPORT, INC.**

Adopted by the Board of Directors on July 27 2019

Article 1. Offices

1.1. Business Offices. The principal office of USA Nordic Sport, Inc. (hereafter sometimes "**Corporation**") shall be located at 1526 Ute Boulevard, Park City, Utah 84098. The Corporation may have such other offices, either within or outside Utah, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

1.2. Registered Office. The registered office of the Corporation required by the Utah Revised Nonprofit Corporation Act (the "**Act**") may be, but need not be, the same as the Corporation's principal business office in Utah. The address of the registered office is 1526 Ute Boulevard, Park City, Utah 84098. The name of the registered agent of the Corporation is William Demong.

Article 2. Members

2.1. No Members. The Corporation shall have no members and shall issue no stock.

Article 3. Board of Directors

3.1. General Powers. The Board of Directors ("the Board") shall lead the Corporation in pursuit of the realization of its vision and mission, be stewards of corporate resources, ensure the organization has sufficient resources to meet the goals and objectives set by the Board and, except as otherwise provided by the Articles of Incorporation ("the Articles"), these Amended and Restated Bylaws (the "Bylaws") or by law, shall exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. The Board is responsible for ensuring that the overall activities of the Corporation are guided by clear strategic plans, organizational priorities, and program goals and objectives consistent with the vision, mission and objectives of the Corporation. The Executive Director, or similar designee is accountable to the Board of Directors and is responsible for the day to day management of the Corporation.

3.2. Number, Tenure, and Qualifications. Unless otherwise specifically provided in the articles of Incorporation, and subject to the provisions of the Act, the number of directors of the Corporation shall not be fixed. Unless removed, the term of office for each Director shall be three (3) years with the ability to be re-elected. There are no term limits. Directors must be at least eighteen years old but need not be residents of the State of Utah. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. At least two

(2) directors shall be “athletes” as that term is defined by the United States Olympic Committee. The qualifications of each nominee for the Board may be reviewed, at the Board’s direction, by a Nomination and Governance Committee.

3.3. Vacancies. Each Director shall hold office until his or her death, resignation, removal, or the election of such Director’s duly elected and qualified successor. A vacancy caused by the death, resignation, removal, or by the election of such Director’s duly elected and qualified successor, or by a resolution of the Board increasing the number of Directors shall be filled by the Board.

3.4. Resignation and Removal. Any Director may resign at any time by giving written notice to the president or to the secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed at any time, with or without cause, by a vote of two-thirds of the Directors then in office.

3.5. Regular Meetings. The Board shall meet at least two times per year. One of those meetings shall be designated as the annual meeting of the Corporation at such time and place, either within or outside Utah, as may be determined by the Board, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. The Board may provide by resolution the time and place, either within or outside Utah, for the holding of such annual meeting or for the holding of any additional regular meetings.

3.6. Special Meetings. Special meetings of the Board may be called by or at the request of the president or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place, either within or outside Utah, for holding any special meeting of the Board called by them.

3.7. Notice. Notice of each meeting of the Board stating the place, day and hour of the meeting shall be given to each Director at the Director’s business address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery of written notice or by telephonic, telegraphic, telex or facsimile notice (and the method of notice need not be the same as to each Director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If telegraphed, such notice shall be deemed to be given when the telegram is delivered to the telegraph company. If transmitted by telex or facsimile, such notice shall be deemed to be given when the transmission is completed. Any Director may waive notice of any meeting before, at or after such meeting. The attendance of 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. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

3.12. Advisory Boards. The Board may from time to time form one or more advisory boards or committees composed of such Directors or Non-Directors and having such chairperson as the Board shall designate. The objectives and responsibilities of each such advisory committee, and the rules and procedures for the conduct of its activities shall be determined by the Board. No such committee shall have authority to incur any expense or make any representation or commitment on behalf of the Corporation without the express approval of the Board or the president of the Corporation.

3.13. Meetings by Telephone. Members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

3.14. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Directors or committee members.

Article 4. Officers and Agents

4.1. Number and Qualifications. The officers of the Corporation shall be a president, vice-president, a secretary, and a treasurer. The Board may also elect or appoint such other officers, assistant officers and agents, including a chairperson of the Board, an executive director, a controller, assistant secretaries and assistant treasurers, as it may consider necessary.

4.2. Election and Term of Office. The officers of the Corporation shall be elected by the Board at the annual meeting corresponding with the end of such officer's term of office. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office for a term of two (2) years, at which point the officer's successor shall be duly elected and qualified at an annual meeting of the Board, or until the officer's earlier death, resignation or removal. Officers are limited to the lesser of (a) two terms, or (b) four (4) years, of service in each individual office.

4.3. Compensation. If the Board elects to retain or employ any person as an agent, employee, or independent contractor of the Corporation (other than as a Director or officer), the terms of such person's compensation, if any, shall be set forth in writing and shall be determined in advance of any services provided to the Corporation for which such person will be compensated. Compensation shall be for a fixed amount, unless the Board determines that another method of compensation is used by similarly situated exempt organizations to compensate those providing similar services (such as grant writing services), as evidenced by written documentation of the information and source upon which the Board relies in making such determination. In

3.8. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board when corporate action is taken shall be considered to have assented to the action taken at the meeting unless: (a) such Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; (b) such Director contemporaneously requests that such Director's dissent or abstention as to any specific action be entered into the minutes of the meeting; or (c) such Director causes written notice of a dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment of the meeting, or by the Corporation promptly after adjournment of the meeting. The right of dissent or abstention as to a specific action shall not apply to a Director who votes in favor of such action.

3.9. Quorum and Voting. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board, and, unless otherwise expressly provided herein, the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall constitute an act of the Board. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. A Director may vote in person, by proxy executed in writing by the Director or by the Director's duly and authorized attorney-in-fact.

3.10. Compensation. No Director shall receive any compensation for his or her services to the Corporation until further resolution of the Board. If and when the Board provides for compensation to the Directors, such compensation shall be for a fixed amount and shall be based on the compensation of Directors providing similar services to similarly situated exempt organizations, as evidenced by written documentation of the information and source upon which the Board relies in making such determination. The terms and dates of any compensation must be set forth in writing, and the vote of each Director with respect to the issue of compensation shall be recorded in the records of the Corporation. Notwithstanding any other provision to the contrary, no compensation shall be paid to a Director unless (a) services provided by him or her are reasonable and necessary to carry out the Corporation's charitable purposes as set forth in the Articles and (b) the compensation paid is not excessive.

3.11. Executive and Other Committees. The Board may designate from among its members by resolution from time to time an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board, except as prohibited by the Act. The delegation of authority to any committee shall not operate to relieve the Board or any Director from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board shall be as established by the Board, or in the absence thereof, by the committee itself.

any event, the compensation to be paid to any such individual shall be reasonable, based upon compensation paid for similar services by similarly situated exempt organizations, as evidenced by written documentation of the information and source upon which the Board relies in making such determination. The vote of each Director with respect to the issue of compensation shall be recorded in the records of the Corporation.

4.4. Removal. Any officer or agent may be removed by the Board whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

4.5. Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the president or to the Board. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board for the unexpired portion of the term.

4.6. Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the Board or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The president shall, subject to the direction and supervision of the Board: (i) preside at all meetings of the Board; (ii) see that all orders and resolutions of the Board are carried into effect; and (iii) perform all other duties incident to the office of president and as from time to time may be assigned to the president by the Board.

(b) Vice-President. The vice-president shall assist the president and shall perform such duties as may be assigned to them by the president or by the Board. The vice-president shall, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president.

(c) Secretary. The secretary shall: (i) keep the minutes of the proceedings of the Board and any committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the Board. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(d) Treasurer. The treasurer shall: (i) be the principal financial officer of the Corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board; (ii) unless there is a controller, be the principal accounting officer of the Corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the Board statements of account showing the financial position of the Corporation and the results of its operations; (iii) upon request of the board, make such reports to it as may be required at any time; and (iv) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or the Board.

4.7. Surety Bonds. The Board may require any officer or agent of the Corporation to execute to the Corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Corporation.

Article 5. Distributions and Expenditures

5.1. General. The Directors shall, from time to time, distribute and expend such amount or amounts of the income of the Corporation in accordance with the following provision of Section 5.2.

5.2. Discretionary Distributions and Operational Expenditures. The Directors or officers shall apply the assets and income of the Corporation to, or in support of, any of the charitable purposes set forth in the Articles as is directed by the Board from time to time, provided that each distribution or expenditure of the assets or income of the Corporation shall be subject to the limitations set forth in the Articles.

Article 6. Standards of Conduct for Officers and Directors

6.1. Standards of Conduct. As provided in Section 822 of the Act, each Director is required to discharge his or her duties as a Director, including duties as a member of a committee, and each officer with discretionary authority is required to discharge his or her duties under that authority, in a manner consistent with the following standards of conduct:

(a) in good faith;

(b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

(c) in a manner the Director or officer reasonably believes is in the best interests of the Corporation.

6.2. Reliance on Information and Reports. In discharging his or her duties, a Director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) one or more officers or employees of the Corporation whom the Director or officer reasonably believes to be reliable and competent in the matters presented;

(b) legal counsel, public accountants, or other persons as to matters the Director or officer reasonably believes are within the person's professional or expert competence; or

(c) in the case of a Director, a committee of the Board of which such Director is not a member if the Director reasonably believes the committee merits confidence.

A Director or officer is not acting in good faith in relying on any such information, opinions, reports or statements if such Director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted as set forth above unwarranted.

Article 7. Indemnification

7.1. Indemnification of Directors, Officers and Others. The Corporation hereby declares that any person who serves at its request as a Director, officer, employee, chairman or member of any committee, or on behalf of the Corporation as a Director or officer of another corporation, whether for profit or not for profit, shall be deemed the Corporation's agent for the purposes of this Article 7, and, subject to the provisions of Section 7.2, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Director, officer, employee, chairman or member of any committee.

7.2. Limitation on Indemnification. No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 7.1 shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty, unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

7.3. Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 7.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceed-

ing was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

7.4. Advancement of Expenses. The Corporation shall pay for or reimburse the reasonable expenses, or a portion thereof, incurred by a person covered by Section 7.1 in advance of the final disposition of the proceeding if: (a) such person furnishes the Corporation a written affirmation of such person's good-faith belief that he or she has met any applicable standard of conduct described herein; and (b) the person furnishes to the Corporation a written undertaking, executed personally or on behalf of such person, to repay the advance if it is ultimately determined that the person did not meet such standard of conduct. The undertaking required by clause (b) must be an unlimited general obligation of the person but need not be secured and may be accepted without reference to financial ability to make repayment.

7.5. Payment Procedures. The Corporation shall promptly act upon any request for indemnification, which request must be in writing and accompanied by the written affirmation and undertaking to repay as required by Section 7.4 in the case of indemnification under such Section. The right to indemnification and advances granted by this Article shall be enforceable in any court of competent jurisdiction if the Corporation denies the claim, in whole or in part, or if no disposition of such claim is made within ninety days after written request for indemnification is made. A person's expenses incurred in connection with successfully establishing such person's right to indemnification, in whole or in part, in any such proceeding shall also be paid by the Corporation.

7.6. Insurance. By action of the Board, notwithstanding any interest of the Directors in such action, the Corporation may purchase and maintain insurance in such amounts as the Board deems appropriate to protect itself and any person who is or was a Director, officer, employee, fiduciary or agent of the Corporation, or who, while a Director, officer, employee, fiduciary or agent of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trustee, other enterprise or employee benefit plan against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable provisions of law or this Article. Any such insurance may be procured from any insurance company designated by the Board, whether such insurance company is formed under the laws of Utah or any other jurisdiction, including any insurance company in which the Corporation has an equity or any other interest, through stock ownership or otherwise. The Corporation may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

7.7. Right to Impose Conditions to Indemnification. The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such

reasonable requirements and conditions as may appear appropriate to the Board in each specific case and circumstances, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any proceeding shall be counsel mutually agreeable to the person and to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Corporation.

7.8. Other Rights and Remedies. Except as limited by law, the indemnification provided by this Article shall be in addition to any other rights which a person may have or hereafter acquire under any law, provision of the Articles, any other or further provision of these Bylaws, vote of the Board, agreement, or otherwise.

7.9. Applicability; Effect. The indemnification provided in this Article shall be applicable to acts or omissions that occurred prior to the adoption of this Article, shall continue as to any person entitled to indemnification under this Article who has ceased to be a Director, officer or employee of the Corporation or, at the request of the Corporation, was serving as and has since ceased to be a Director, officer, partner, trustee, employee, fiduciary or agent of any other domestic or foreign corporation, or of any partnership, joint venture, trustee, other enterprise or employee benefit plan, and shall inure to the benefit of the estate and personal representatives of each such person. The repeal or amendment of this Article or of any Section or provision hereof that would have the effect of limiting, qualifying or restricting any of the power or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions that occurred prior to such repeal or amendment. All rights to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and each person covered hereby.

7.10. Indemnification of Other Parties. The Corporation shall have the right, but shall not be obligated, to indemnify any person not otherwise covered by this Article to the fullest extent permissible by the laws of Utah. Unless otherwise provided in any separate indemnification arrangement, any such indemnification shall be made only as authorized in the specific case.

7.11. Savings Clause; Limitation. If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each person otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be

inconsistent with the qualification of the Corporation as an organization described in section 501(c)(3) of the Code, or that would result in the imposition of any liability under section 4941 of the Code.

7.12. Limitation on Liability. No Director or officer of this corporation shall be personally liable to the Corporation, if any, for civil claims arising from acts or omissions made in the performance of such person's duties as a Director or officer, unless the acts or omission are the result of such person's intentional misconduct.

Article 8. Dissolution

8.1. Voluntary Dissolution. The Corporation may voluntarily dissolve and wind up its affairs as follows:

(a) The Board shall convene a meeting, whether regular or special, one of the purposes of which shall be to consider the adoption of a resolution to dissolve the Corporation. Written or printed notice stating that the purpose, or one of the purposes, of the meeting is to consider the advisability of dissolving the Corporation, shall be given to each Director. A resolution to dissolve the Corporation may only be adopted by the vote of a majority of all members of the Board, whether or not they are present at the meeting.

(b) Upon the adoption of the resolution by the Board, the Corporation shall cease to conduct its affairs except insofar as may be necessary for the winding up thereof, shall immediately cause a notice of dissolution to be mailed to each known creditor of the Corporation and to the Division of Corporations and Commercial Code, and shall proceed to collect its assets and apply and distribute them pursuant to the terms of these Bylaws and the Articles.

8.2. Distribution of Assets. The assets of the Corporation in the process of dissolution shall be applied and distributed in the following order:

(a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequately provided for.

(b) Assets the Corporation holds upon a condition requiring return, transfer, or conveyance shall be returned, transferred, or conveyed in accordance with the requirement if the dissolution causes the condition to occur.

(c) All remaining assets of the Corporation shall be distributed exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the Corporation is then located, exclusively

for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article 9. Miscellaneous

9.1. Account Books, Minutes, Etc. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees. All books and records of the Corporation may be inspected by any Director or that Director's authorized agent or attorney, for any proper purpose at any reasonable time.

9.2. Fiscal Year. The fiscal year of the Corporation shall be as established by the Board.

9.3. Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

9.4. Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general charitable and tax-exempt purposes, as set forth in the Articles. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

9.5. Loans to Directors, Officers and Members Prohibited. No loans shall be made by the Corporation to any of its Directors or officers or their family members.

9.6. References to Internal Revenue Code or the Code. All references in these Bylaws to provisions of the Internal Revenue Code or the "*Code*" are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

9.7. Amendments. The power to alter, amend or repeal these Bylaws and adopt new Bylaws shall be vested in the Board.


9.8. Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

(END)

**CERTIFICATE OF ADOPTION OF
AMENDED AND RESTATED BYLAWS
OF
USA NORDIC SPORT, INC.**

The undersigned hereby certifies that he is the duly appointed and acting president of USA Nordic Sport, Inc. (the "**Corporation**") and that the foregoing Amended and Restated By-laws, comprising twelve (12) pages, were approved and adopted by the Board of Directors of the Corporation, effective as of the 27th day of July, 2019 and a record of such action is maintained in the minute book of the Corporation.

Executed effective the 27th day of July, 2019.

By: 
Name: Rex Bell
Title: President