AMENDED BYLAWS
OF
THE COLLABORATIVE COURTS FOUNDATION
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE 1
OFFICE

SECTION 1. PRINCIPAL OFFICE

The principal office of The Collaborative Courts Foundation (Corporation) for the transaction of its business is located in Orange County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the Corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The Board of Directors (Board) may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

_____ Dated: _____

_____ Dated: _____

SECTION 3. OTHER OFFICES

The Corporation may have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board may designate.

ARTICLE 2
PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objective and purpose of this Corporation is to provide charitable support and services to persons who have a history of substance abuse, mental illness and/or homelessness and who are participants in the Orange County Collaborative Court Programs (Programs) or any other Orange County Court program that uses the “drug court model” or a similar methodology. This Corporation may also promote the benefits of the Programs and the work of the Corporation by, among other things, producing, presenting and disseminating educational material. Finally the Corporation will fully cooperate with other persons or entities seeking to establish an organization similar to the Corporation to support participants in collaborative court programs in other jurisdictions. The Corporation will engage in fundraising activities that provide the financial wherewithal to provide the support and services to participants.

ARTICLE 3
DIRECTORS

SECTION 1. NUMBER

The Corporation shall have no less than three (3) or more than eleven (11) directors (Directors) who shall collectively be known as the Board. The number of Directors that comprise the Board may be changed by an amendment of these bylaws. ,

SECTION 2. POWERS

The activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations on that power specified in the Corporation's Articles of Incorporation (Articles) and these bylaws. .

SECTION 3. DUTIES

It shall be the duty of the Board and each Director to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles or by these bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of any and all contractors, officers, agents and employees of the Corporation;

(c) Supervise, or authorize an executive director to supervise, all contractors, officers and employees of the Corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these bylaws;

(e) Use reasonable efforts to assist the Corporation in raising funds;

(f) Register their physical and email addresses with the Secretary of the Corporation and notices of meetings or other activities mailed or emailed to them at the addresses given shall be deemed delivered and valid .

SECTION 4. TERMS OF OFFICE

Each Director shall hold office until the Director resigns or his/her office is terminated or suspended as specified in these bylaws.

SECTION 5. COMPENSATION

Directors shall serve without compensation and without any advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity, including acting as a Director. ,

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

No person shall be eligible to serve as a Director if considered an interested person. For purposes of this Section, "interested persons" means either:

(a) A person currently being compensated by the corporation for services rendered it (but not for service on the board) within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise.

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

Subject to the provisions of these bylaws that authorize meetings to be conducted by phone or email when circumstances warrant, meetings of the Board of Directors shall be held within the County of Orange and at the location specified in the notice of meeting. Any regular or special meeting may be conducted by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply: (a) each Director participating in the meeting can communicate with all of the other Directors concurrently; and (b) each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

Any special meeting to discuss no more than two items both of which require some Board action before the next regular meeting may be conducted by email exchanged between all of the Directors. Participation in a meeting through use of email constitutes “presence” in person at that meeting provided that: (a) each Director participating in the meeting can communicate with, and read, all of the communications transmitted by all other Directors; and (b) each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Directors shall be held on a mutually agreeable date and time and as designated in the motion of adjournment for the preceding meeting. The Board’s intent is to meet once per month.

At the annual meeting of Directors held on or about June 15th of each year, the Board will adopt the budget for the next fiscal year and may elect officers. The Board will, at the annual meeting also review the accomplishments of the previous fiscal year and establish goals and objectives for the upcoming fiscal year.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board may be called by any Director. The meetings shall be held in accordance with the provisions of these bylaws.

SECTION 10. NOTICE OF MEETINGS

Notice of a meeting may be given by email no less than 24 hours before the meeting. No notice is required for any meeting held as specified in the order of adjournment of the previous regularly scheduled meeting. The failure to provide notice of a meeting as required by these bylaws does not invalidate any decision made by the meeting provided a quorum of Directors are present and those not present have received actual notice.

SECTION 11. CONTENTS OF NOTICE

The notice of a meeting shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 12. ACTIONS TAKEN AT MEETINGS

The transactions of any meeting of the Board, however called and noticed are as valid as though the meeting had been duly held after proper call and notice, provided a quorum is present.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of a majority (50% or more) of the Directors eligible to vote. Except as otherwise provided in this Section, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion that the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board unless the Articles or bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233), and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 15. CONDUCT OF MEETINGS

The Chair of the Board will preside over Board meetings. In the event the Chair is absent, the Vice-Chair will preside. In the event neither is present and assuming a quorum is present, the Directors will select one of those present to preside over the meeting. The Secretary shall act as secretary of all meetings of the Board and, in his or her absence, the Chair, Vice-Chair or presiding officer shall appoint another Director to act as secretary of the meeting. Meetings shall be governed by Roberts Rules of Order.

SECTION 16. VACANCIES

Vacancies on the Board occur: (a) on the death, resignation, or removal of any Director; or (b) whenever the Board approves an increase in the maximum number of Directors. A Director who

has a child or spouse in any Program shall, until the child or spouse has graduated, be considered to be in a suspended status. Upon graduation, the Director shall regain full right, power and authority as a director.

The Board shall remove any Director who has been declared of unsound mind by a final order of court, convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under the California Nonprofit Public Benefit Corporation Law. The Board may also, by a majority of Directors holding that office, remove any Director without specifying any cause.

Any Director may resign by giving written notice to the Chair, the Secretary or the Board. The resignation shall be effective when notice is given unless the notice specifies a later time for the effectiveness of the resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by Board approval or, if the number of Directors then in office is less than a quorum, by the unanimous approval of the Directors then in office or the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice.

SECTION 17. NONLIABILITY OF DIRECTORS

A Director is not personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 18. DEFENSE OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

The Corporation shall, to the extent that the Corporation's insurance coverage is obligated to do so, defend a Director of this Corporation with respect to any civil administrative, or investigative proceeding (collectively "proceeding") related to the performance of that Director's duties as specified in these bylaws. In no event does the Corporation have an obligation to provide individual counsel for, or otherwise defend, indemnify or hold harmless any Director with respect with respect to any proceeding except to the extent that insurance coverage is available.

SECTION 19. INSURANCE FOR CORPORATE AGENTS

The Board shall authorize the Treasurer or Executive Director to purchase and maintain insurance coverage for any act or omission on the part of any Director, contractor or employee within the course and scope of duties specified in these bylaws or any contract approved by the Board and protecting against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law).

ARTICLE 4
OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a Chair, Vice Chair Secretary (which office may be held by two or more persons), and a chief financial officer who shall be designated the Treasurer. Any

number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chair of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any Director may serve as an officer of this Corporation. The Executive Director shall, at the annual meeting or such other meeting as the Board may desire, by email invite Board members to submit nominations for any office. Board members shall respond with any nomination(s) within 7 calendar days of the meeting at which the election is scheduled and will not nominate any Board member unless first having determined that member's interest and willingness to serve. The list of nominees shall be submitted to the Board at the next regularly scheduled meeting and the Board shall vote on each office by paper ballot. The Executive Director will tally the results and notify the Board at the meeting. Officers are expected to serve a 1-year term and shall hold office from the date of the election until such time as a successor is elected, that officer resigns, the officer is removed or is otherwise disqualified to serve.

SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board at any time. Any officer may resign at any time by giving written notice to the Board or to the Chair or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified. The acceptance of a resignation is not be necessary to make it effective.

SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of the Chair, the vacancy may be filled temporarily by appointment by the Chair until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 5. DUTIES OF CHAIR

The Chair shall preside at all meetings of the members of the Board and shall make those appointments specified in these bylaws. The Chairperson shall be authorized to, on behalf of the Board and Corporation, execute contracts and sign checks or other instruments which may from time to time be authorized by the Board of directors. The Chair serves at the pleasure of the Board.

SECTION 6. DUTIES OF VICE CHAIR

In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice Chairperson shall perform all the duties of the Chair and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

(a) Ensure that the original or a certified copy of the most current version of these bylaws are on file at the principal office of the Corporation.

(b) Ensure that a book of minutes of all Board meetings is on file at the principal office of the Corporation.

(c) Unless the Board has delegated this duty to an Executive Director, the Secretary shall ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

(d) Unless the Board has delegated this duty to an Executive Director, the Secretary shall ensure that a Director's book containing the name, address and other information necessary to the filing of the Corporation's Federal or State tax return, of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.

SECTION 8. DUTIES OF TREASURER

Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits, and Funds," the Treasurer shall, unless one or more of the following has been delegated to an Executive Director:

(a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories selected by the Board.

(b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

(c) Disburse the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements and keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(d) Exhibit at a reasonable time to any Director or to his/her agent or attorney on request the books of account and financial records of the Corporation and provide the Chair and Directors, when requested, an account of all of transactions and the financial condition of the Corporation.

(e) Perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of the Corporation, or by these bylaws.

ARTICLE 5
EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these bylaws, may by resolution or minute order authorize any officer or agent of the corporation to enter into any contract or execute and deliver

any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS AND NOTES

Unless the authority to do so is delegated to the Executive Director, except as otherwise determined by resolution or minute order of the Board, checks and orders for the payment of money, shall be signed by the Treasurer or other corporate officer.

SECTION 3. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

SECTION 4. GIFTS

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE 6
CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of the Board indicating the time and place of the meeting, whether regular or special, the notice given, the names of those present and the proceedings.

(b) Adequate and correct books and records of account, including business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

(c) A record of its Directors indicating their names and addresses as well as information necessary to the filing of the Corporation’s Federal and/or State tax return.

(d) A copy of the Corporation's current Articles and bylaws as amended to date, which shall be open to inspection by any Director at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the right at any reasonable time to inspect and copy all Corporation books, records, and documents.

ARTICLE 7
FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on the first of July and end on the thirtieth of June in each year.

SECTION 2. ANNUAL BUDGET

On or about June 15th of each year, the Treasurer or other person designated by the Board will present to the Board a proposed annual budget for the following fiscal year. The proposed budget will, at a minimum contain a summary of anticipated revenue during the upcoming fiscal year and the sources of that income as well as proposed expenditures by category.

ARTICLE 8
CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 1. NO COMPENSATION FOR DIRECTORS

Directors are not entitled to, and shall not receive, directly or indirectly, compensation for any reason including, without limitation, serving as a Director, providing services that benefit the Corporation or providing goods or other items of value.

SECTION 2. PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to augment the provisions of Section 1 of this Article and to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director of the Corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and that might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 3. DEFINITIONS

(a) Interested Person. Any Director or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(ii) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 4, paragraph (b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 4. CONFLICT OF INTEREST AVOIDANCE PRODEDURES

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest. An interested person may make a presentation to the Board, but he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The Chair may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board shall decide whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy. If the Board has reasonable cause to believe a Director or interested person has failed to disclose actual or possible conflicts of interest, it shall inform the Director or person of the basis for such belief and afford them the opportunity to explain the alleged failure to disclose. If, after hearing the Director's or persons response and after making further investigation as warranted by the circumstances, the Board determines there was a failure to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and/or corrective action.

SECTION 5. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

The minutes of meeting(s) of the Board related to this Article shall contain:

(a) The names of the Director(s) and/or person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

(b) The names of the Directors and any person(s) present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 6. ANNUAL STATEMENTS

Each Director and any employee shall, each year, sign a statement that affirms:

(a) They have received a copy of the conflicts of interest policy;

(b) They have read and understand the policy;

(c) They agree to comply with the policy;

(d) They understand the Corporation is charitable and must engage primarily in activities that its tax-exempt purposes to maintain its federal tax exemption.

SECTION 7. PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board shall conduct periodic reviews. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable; and

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

SECTION 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 9
AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to Section 2 of this Article and any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any of them, may be amended by a majority vote of Directors at a meeting at which a quorum is present.

SECTION 2. AMENDMENT – DELEGATION OF DUTIES

Any amendment to these bylaws that contemplates the delegation of any Director duty to any non-Director is effective only if approved by a majority of the Directors eligible to vote.

ARTICLE 10
AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES

Subject to the requirement for processing by the Secretary of State, the Articles may be amended by the Board.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the provisions of Section 1, this Corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 11
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Director, employee, or other person in any way connected with this Corporation, or any private individual, shall ever receive any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by minute order of the Board and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. The Directors shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are the Directors who have voted in favor of approving these bylaws as written and adopt the foregoing bylaws, consisting of 13 pages, as the bylaws of this Corporation.

Dated: 1/30/17

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Director

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CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the Corporation named in the title and that these bylaws were duly adopted by the Board of Directors of this Corporation on the date set forth below.

Dated: January 30, 2017

_____
Secretary