

**ACTION BY
THE PRESBYTERY OF BLACKHAWK
OF THE PRESBYTERIAN CHURCH (U.S.A.)**
(November 12, 2019)

THE PRESBYTERY OF BLACKHAWK OF THE PRESBYTERIAN CHURCH (U.S.A.), an Illinois not for profit corporation ("Corporation") hereby takes the following actions:

WHEREAS, the Corporation has considered the proposed terms and conditions of the divestiture of substantially all of the assets of the Corporation related to the Stronghold Camp and Retreat Center ("Stronghold");

WHEREAS, the Corporation believes that it is in the best interests of the Corporation to divest substantially all of the assets of Stronghold to a newly formed Illinois not-for-profit corporation named "Stronghold Center, Inc." (the "New Stronghold Entity"); and

WHEREAS, the Corporation shall (a) be the sole member of the New Stronghold Entity; and (b) have a limited role in the New Stronghold Entity, as set forth in the Articles of Incorporation and Bylaws of the New Stronghold Entity attached hereto as Exhibit A, as may be modified in the future as set forth in the resolutions of this Action.

NOW, THEREFORE, BE IT:

RESOLVED, that any officers of the Corporation are hereby authorized to take such actions as they/he determine to be in the best interests of the Corporation to divest substantially all of the assets of Stronghold, create the New Stronghold Entity, and transfer substantially all of the assets of Stronghold to the New Stronghold Entity.

RESOLVED, that the Corporation hereby approves the divestiture of substantially all of the assets of Stronghold, the creation of the New Stronghold Entity, and the orderly transfer of substantially all of the assets of Stronghold to the New Stronghold Entity, which shall include, but not be limited to, the adoption by the New Stronghold Entity of the New Stronghold Entity's Articles of Incorporation and Bylaws in substantially the forms set forth on Exhibit A hereto or in such forms as the officers of the Corporation shall deem appropriate and consistent with the transaction as presented (or as modified by such officers as they/he determine to be in the best interests of the Corporation), including the approval of and/or execution and delivery of such other agreements, documents, and certificates as such officers of the Corporation shall deem necessary and appropriate.

RESOLVED, the following individuals are hereby elected to serve as Directors of the New Stronghold Entity until their terms expire or until their respective successors are appointed:

Rev. Stephen Loch Bowie
Rev. Susan D. Krummel
Pastor Ray E. Lantz
Terry Mohaupt
Rev. Rebecca White Newgren
Howard Strong
Randall Stukenberg

RESOLVED, that Danny Pierce is hereby to serve as Executive Director of the New Stronghold Entity until his term expires or until the appointment of his respective successors.

RESOLVED, that the proper officers of the Corporation are hereby authorized and directed to execute and deliver any and all such documents and to take any and all such actions as they may deem necessary or appropriate, such determination to be evidenced by the execution and delivery thereof or the taking of such action, to carry out the purposes of the foregoing resolutions.

RESOLVED, that all actions taken by the officers of the Corporation prior to the date hereof to effect the purposes and intents of the foregoing resolutions are in all respects hereby ratified, approved, and confirmed.

Being the Corporation

EXHIBIT A

(Articles of Incorporation and Bylaws of the New Stronghold Entity)

4828-5380-7249, v. 1

FORM **NFP 102.10** (rev. Dec. 2003)
ARTICLES OF INCORPORATION
 General Not For Profit Corporation Act

Secretary of State
 Department of Business Services
 501 S. Second St., Rm. 350
 Springfield, IL 62756
 217-782-9522
 www.cyberdriveillinois.com

Remit payment in the form of a cashier's check, certified check, money order or Illinois attorney's or C.P.A.'s check payable to Secretary of State.

_____ File # _____ Filing Fee: \$50 Approved: _____

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

Article 1.

Corporate Name: STRONGHOLD CENTER, INC.

Article 2.

Name and Address of Registered Agent and Registered Office in Illinois:

Registered Agent:	<u>Kristine</u>	<u>Pihl</u>	<u>Youman</u>
	First Name	Middle Name	Last Name
Registered Office:	<u>800</u>	<u>North Church Street</u>	
	Number	Street	Suite # (P.O. Box alone is unacceptable)
	<u>Rockford</u>	<u>IL</u>	<u>61103</u>
	City	ZIP Code	County

Article 3.

The first Board of Directors shall be 7-12 in number, their Names and Addresses being as follows
Not less than three

Director Name	Street Address	City	State	ZIP Code
Rev. Stephen Loch Bowie	1221 Custer Avenue	Rockford	IL	61103
Rev. Susan D. Krummel	815 W. Van Buren Street	Chicago	IL	60607
Pastor Ray E. Lantz	401 N. Church Street	Gibson City	IL	60936

(See attached Exhibit A for additional Directors)

Article 4.

Purpose(s) for which the Corporation is organized:

* See attached Exhibit B

(continued on back)

Article 4.(continued)

Is this Corporation a Condominium Association as established under the Condominium Property Act? (check one)

Yes No

Is this Corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? (check one)

Yes No

Is this Corporation a Homeowner's Association, which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? (check one)

Yes No

Article 5.

Other provisions (**For more space, attach additional sheets of this size.**):

See attached Exhibit C

Article 6.

Names & Addresses of Incorporators

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated _____, 2019
Month Day Year

Signatures and Names

Post Office Address

1. _____
Signature
Kristine Pihl Youman, Attorney
Name (print)

2. _____
Signature

Name (print)

3. _____
Signature

Name (print)

1. 800 North Church Street
Street
Rockford, IL 61103
City, State, ZIP

2. _____
Street

City, State, ZIP

3. _____
Street

City, State, ZIP

Signatures must be in BLACK INK on the original document.

Carbon copies, photocopies or rubber stamped signatures may only be used on the duplicate copy.

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer. Please print name and title beneath the officer's signature.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in Illinois, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation that is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that **it will comply with the State and local laws and ordinances relating to alcoholic liquors.**

Return to:

Firm Name
800 North Church Street
Mailing address

Kristine Pihl Youman

Attention
Rockford, IL 61103

City, State, ZIP

**EXHIBIT A
ATTACHMENT TO ARTICLES OF INCORPORATION
STRONGHOLD CENTER, INC.**

Names and residential addresses of additional Directors:

1	Terry Mohaupt	2315 North Alpine Road	Rockford	IL	61107
2	Rev. Rebecca White Newgren	318 North Church Street	Rockford	IL	61101
3	Howard Strong	128 6 th Street	Geneva	IL	60134
4	Randall Stukenberg	5995 N. German Church Road	Byron	IL	61010

EXHIBIT B
to
Article 4 of the Articles of Incorporation
Stronghold Center, Inc.

Section 1. Purposes. Stronghold Center, Inc. (the “Corporation”) is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any successor federal revenue law (the Code) and applicable regulations promulgated thereunder, including:

- (a) To provide an outdoor Christian-based retreat center for church, school, corporate, or other non-profit organization use; to provide a summer camp for children and youth; to combat juvenile delinquency by providing positive activities for disadvantaged youth; to offer outdoor experiences for youth who typically lack such experiences; and for any other charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) and 170(c)(2) of the Code;
- (b) Cooperate with The Presbytery of Blackhawk of the Presbyterian Church (U.S.A.) and other organizations which fall within the category of Section 501(c)(3) of the Code; and
- (c) To do and engage in any and all lawful activities that may be incidental or reasonably related to any of the foregoing purposes, and to have and exercise all other powers and authority now or hereafter conferred upon not for profit corporations under the laws of the State of Illinois.

Section 2. Prohibition Against Private Inurement. No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

Section 3. Other Prohibited Activities. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation; and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or against any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation in the order as follows:

- (a) to The Presbytery of Blackhawk of the Presbyterian Church (U.S.A.), an Illinois not-for-profit, if it is then in existence and is then qualified as an exempt organization under Section 501(c)(3) of the Code (“qualified as exempt”);
- (b) otherwise to successor organizations of The Presbytery of Blackhawk of the Presbyterian Church (U.S.A.) that are qualified as exempt;
- (c) if there are no such successor organizations, then to the Presbyterian Church (U.S.A.), if it is then in existence and is then qualified as exempt;
- (d) otherwise to successor organizations of the Presbyterian Church (U.S.A.) that are qualified as exempt;
- (e) if there are no such successor organizations, then to such organization or organizations as shall be qualified as exempt, as the Board of Directors shall determine; and
- (f) any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the Corporation is then located, exclusively for tax exempt purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for tax exempt purposes.

Section 5. Private Foundation. In the event the Corporation is or becomes a “private foundation” under Section 509 of the Code, the following shall apply:

- (a) The Corporation shall make distributions each taxable year in such amounts as not to become subject to the tax for failure to distribute income imposed by Section 4942 of the Code.
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (d) The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code.
- (e) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

4826-3646-5297, v. 1

EXHIBIT C
to
Article 5 of the Articles of Incorporation
Stronghold Center, Inc.

The Presbytery of Blackhawk of the Presbyterian Church (U.S.A.), an Illinois not-for-profit corporation, shall be the sole member of Stronghold Center, Inc. The powers, rights, and authority of the member shall be as set forth in the Bylaws of Stronghold Center, Inc.

4846-4790-7472, v. 1

BYLAWS
OF
STRONGHOLD CENTER, INC.

ARTICLE I
Name and Purposes

Section 1. Name. The Corporation shall be known as **STRONGHOLD CENTER, INC.** (hereinafter the “Corporation”).

Section 2. Purposes. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any successor federal revenue law (the Code) and applicable regulations promulgated thereunder, including:

- (a) To provide an outdoor Christian-based retreat center for church, school, corporate, or other non-profit organization use; to provide a summer camp for children and youth; to combat juvenile delinquency by providing positive activities for disadvantaged youth; to offer outdoor experiences for youth who typically lack such experiences; and for any other charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) and 170(c)(2) of the Code;
- (b) Cooperate with The Presbytery of Blackhawk of the Presbyterian Church (U.S.A.) and other organizations which fall within the category of Section 501(c)(3) of the Code; and
- (c) To do and engage in any and all lawful activities that may be incidental or reasonably related to any of the foregoing purposes, and to have and exercise all other powers and authority now or hereafter conferred upon not for profit corporations under the laws of the State of Illinois.

Section 3. Prohibition Against Private Inurement. No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

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- (b) otherwise to successor organizations of The Presbytery of Blackhawk of the Presbyterian Church (U.S.A.) that are qualified as exempt;
- (c) if there are no such successor organizations, then to the Presbyterian Church (U.S.A.), if it is then in existence and is then qualified as exempt;
- (d) otherwise to successor organizations of the Presbyterian Church (U.S.A.) that are qualified as exempt;
- (e) if there are no such successor organizations, then to such organization or organizations as shall be qualified as exempt, as the Board of Directors shall determine; and
- (f) any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the Corporation is then located, exclusively for tax exempt purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for tax exempt purposes.

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- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (d) The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code.
- (e) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE II
Members and Offices

Section 1. Sole Member. The Corporation shall have one member, which shall be The Presbytery of Blackhawk of the Presbyterian Church (U.S.A.) (“Blackhawk”). Blackhawk shall have powers and voting rights to do the following:

- (a) The approval/removal of a majority of the Directors on the Board;
- (b) The approval and removal of the Executive Director of the Corporation;
- (c) The approval of changes to the Corporation’s organizational documents and changes that would affect the Corporation’s purpose, not-for-profit status, and/or tax-exempt status;
- (d) The approval of all plans of mergers or consolidations of the Corporation; or the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the assets of the Corporation; or a voluntary dissolution of the Corporation;
- (e) Approval of all of the Corporation’s Contracts of Indebtedness (as defined below) that exceed Two Hundred and Fifty Thousand Dollars (\$250,000.00) in principal amount or that are effective for longer than twelve (12) months. “Contracts of Indebtedness” shall mean notes or other written evidences of borrowings; and

- (f) Approval of sales of any real estate, sales of assets that are valued greater than \$60,000, and/or sales of total assets greater than \$60,000 in one year.

Section 2. Action by Sole Member. Blackhawk shall act by executing and delivering to the Chairperson of the Corporation a written instrument or instruments, signed by an authorized officer of Blackhawk, setting forth the action taken and the applicable corporate authorization or directions from the Presbytery Council. The action of Blackhawk shall be deemed to have been taken on the dates the written instruments are so delivered unless the instruments provide otherwise.

Section 3. Offices. The principal office of the Corporation shall be located in the City of Oregon, County of Ogle, and State of Illinois. The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent, and may have such other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III **Board of Directors**

Section 1. General Powers. Subject to the reserved powers of Blackhawk set forth in Article II above, the funds, property, and affairs of the Corporation shall be managed by its Board of Directors which shall have the power and authority to do and perform all acts and functions not inconsistent with these Bylaws or the Corporation's Articles of Incorporation.

Section 2. Number, Election and Tenure. The Board of Directors (sometimes hereafter referred to as "the Board") shall initially consist of not less than seven (7) or more than twelve (12) individuals. No later than one (1) year from the incorporation of the Corporation, and thereafter, at the meeting of the Board prior to each annual meeting of the Board, or earlier if practicable, the incumbent Board shall do the following:

- (a) Determine the number of Directors to be nominated and the length of their respective terms; provided, however, (i) the terms of the Directors, except to fill vacancies or to equalize (as nearly as possible) the number of expirations each year, shall be fixed at two (2) years; and (ii) the Board shall consist of not less than seven (7) or more than twelve (12) persons; and
- (b) Nominate Directors, subject to the requirements of Blackhawk appointing a majority of the Board.

The nominations by the Board of Directors shall be promptly communicated in writing to Blackhawk. Blackhawk shall appoint the majority of the Directors of the Board and such appointment shall be effective at the next meeting of the Board, or as soon thereafter as practicable. The non-majority of Directors that are not appointed by Blackhawk shall be elected by the incumbent Board at the annual meeting of the Board, or as soon thereafter as practicable. All Directors shall serve in such capacity until their respective terms expire, they resign, the Board of Directors meeting where their respective successors are elected or appointed, or they are otherwise replaced in the manner provided herein. Newly elected Directors shall take office upon the adjournment of the Board of Directors meeting at which they are elected or appointed. Directors need not be residents of the State of Illinois, and there shall be no limit on the number of consecutive terms as a Director which any individual may serve.

Section 3. Vacancies. Subject to (a) Blackhawk filling such vacancies due to death, resignation, or otherwise occurring among the majority of members of the Board of Directors appointed by Blackhawk; and/or (b) the Corporation's Articles of Incorporation providing that a vacancy shall be filled in some other manner, in which case such provision shall control, any vacancy occurring among the members of the Board of Directors, due to death, resignation, or otherwise, shall be filled by the Board of Directors. A Director elected or appointed, as the case may be, to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 4. Regular Meetings. The regular annual meeting of the Board of Directors shall be held at such time and place as determined by the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of any three (3) Directors. The time and place of any special meeting shall be reasonable as to each member of the Board of Directors and shall be fixed by the Directors calling such special meeting.

Section 6. Notice. Where notice is required, notice of any regular or special meeting of the Board of Directors shall be given at least three (3) days prior thereto by written or printed notice delivered personally, mailed, or sent by electronic means (such as, but not limited to, e-mail, or facsimile transmission) to each Director at his or her address as shown in the records of the Corporation, except that no special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty (20) days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed

envelope so addressed, with postage thereon prepaid. If notice is given otherwise, such notice shall be deemed delivered upon receipt at the Director's address. Any Director may waive notice of any meeting. The attendance of a Director at any 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 regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise specified by these Bylaws or by law.

Section 7. Quorum. A majority of the Directors in office at the time of any meeting shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors, provided that if less than a quorum is present at any such meeting, the Director or Directors present may adjourn the meeting to another time without further notice. A Director may not attend any meeting by proxy. Any Director may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation shall constitute attendance and presence in person at the meeting.

Section 8. Manner of Acting. The act of a majority of the Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 9. Informal Action. Any action which is required by law, the Articles of Incorporation of the Corporation, or these Bylaws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the Directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors, and shall be filed with the minutes of the meetings of the Board of Directors.

ARTICLE IV

Officers

Section 1. Officers. The officers of the Corporation shall be a Chairperson, one or more Vice Chairpersons (as in the opinion of the Board the business of the Corporation requires), an Executive Director, a Secretary, a Treasurer, and such other officers as may be elected or appointed by the Board of Directors (as in the opinion of the Board the business of the Corporation requires). Any two (2) or more offices may be held by the

same person, except (a) the offices of Executive Director and Secretary, and (b) the offices of Executive Director and Treasurer.

Section 2. Election and Tenure. The Executive Director shall be nominated by the Board of Directors at the Board meeting prior to the Corporation's annual meeting, or earlier if practicable, and appointed by Blackhawk. Blackhawk's appointment of the Executive Director shall be effective at the Corporation's annual meeting, or as soon thereafter as practicable. All officers other than the Executive Director shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Each officer shall hold office until the adjournment of the next annual meeting of the Board of Directors and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal in the manner hereinafter provided.

Section 3. Removal. Any officer elected by the Board of Directors may be removed from office at any time by the vote of a majority of the Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer appointed by Blackhawk may be removed from office at any time by Blackhawk, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. Except for the office of Executive Director, a vacancy in any office may be filled or new offices created and filled by action of the Board of Directors at any meeting of the Board. A vacancy in the office of Executive Director may be filled by Blackhawk following recommendation by the Board. An officer elected or appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor, and an officer elected to fill a new office shall serve until the adjournment of the next annual meeting of the Board of Directors and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal. In the case of the absence or disability of any officer other than Executive Director, the Board of Directors may delegate the powers or duties of such officer to another officer for the period of the absence or disability. In the case of the absence or disability of the Executive Director, Blackhawk may delegate the powers or duties of the Executive Director to another officer for the period of the absence or disability.

Section 5. Chairperson. The Chairperson shall preside at meetings of the Board of Directors. The Chairperson shall advise the Executive Director on matters of general policy and shall perform such other duties as may be assigned by the Board of

Directors. The Chairperson shall appoint all committee members, subject to Board approval, and shall automatically serve as a voting member of all committees. The Chairperson shall have the authority to sign, with the Secretary, or any other proper officer of the Corporation authorized to by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors and/or Blackhawk, as applicable, has authorized to be executed, except the foregoing shall not preclude the execution of any document by any other officer where such officer's authority shall be expressly or implicitly delegated by law, the Articles of Incorporation of the Corporation, these Bylaws, or the Board of Directors.

Section 6. Executive Director. The Executive Director shall be the chief executive officer of the Corporation. The Executive Director shall have general and active supervision over the property, business, staff, and affairs of the Corporation, and over its other employees and agents. The Executive Director may sign, execute, and deliver in the name of the Corporation contracts, powers of attorney, and other obligations, and shall perform such other duties as may be assigned or prescribed from time to time by the Board of Directors or the Bylaws. The Executive Director shall present an annual report at the annual meeting of the Board of Directors.

Section 6. Vice Chairpersons. The Vice Chairpersons shall assist the Chairperson in the discharge of the duties of the Chairperson as the Chairperson may direct, and shall perform such other duties as may be assigned or prescribed from time to time by the Chairperson, the Board of Directors, or the Bylaws. The Vice Chairpersons shall possess the power, in the order of their seniority, and may perform the duties of the Chairperson, in the absence of the Chairperson or in the event of the Chairperson's disability or refusal to act.

Section 7. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation of the Corporation, and these Bylaws; shall be custodian of the corporate records, documents, and papers of the Corporation, which shall at all reasonable times be open to the inspection of any Director; shall keep a record of the mailing address of each Director and officer of the Corporation, which addresses shall be furnished to the Secretary by the Directors and officers; may sign or execute contracts with the Chairperson or a Vice Chairperson authorized in the name of the Corporation; and shall perform such other duties as may be assigned or prescribed from time to time by the Board of Directors or the Bylaws.

Section 8. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation and shall have charge of and be responsible for the maintenance of books of account for the Corporation, which shall include full and accurate

entries of all funds received and paid out by the Corporation; shall at all reasonable times make such books of account available for review by any Director of the Corporation; shall have charge and custody of all funds and securities of the Corporation, and be responsible therefor, and for the receipt and disbursement thereof; shall endorse on behalf of the Corporation checks, notes, and other funds, and shall deposit the same to the credit of the Corporation in such banks, trust companies, or other depositaries as the Board of Directors may designate; and perform such other duties as from time to time may be assigned or prescribed by the Board of Directors or the Bylaws. If required by the Board of Directors, the Treasurer shall give a bond for the faithful performance of the duties of the office in such sum and with such surety as the Board of Directors shall determine.

ARTICLE V **Advisory Board**

Section 1. Creation, Appointment, Term of Office, and Removal. The Board of Directors of the Corporation may create an advisory board and appoint all persons who shall serve on such advisory board for the terms designated by the Board of Directors. Any member of the advisory board may be removed by the Board of Directors at the discretion of the Board of Directors.

Section 2. General Powers. The advisory board shall have only the power to aid the Board of Directors in an advisory manner. The advisory board may not act on behalf of the Corporation but may make recommendations to the Board of Directors or to the officers. The advisory board shall have access to certain Corporation records, documents, and Board of Director meetings as the Board of Directors determines. The advisory board members shall have no voting powers at any Board of Directors meetings.

ARTICLE VI **Committees**

Section 1. Creation, Purpose, and Members. The Board of Directors may designate and/or terminate one or more committees. These committees, to the extent provided by the Board of Director's resolution and not restricted by law, shall have such duties as assigned to it by the Board of Directors. Each committee shall have two or more directors, a majority of its membership shall be directors, and all committee members shall serve as approved by the Board of Directors; provided, however, committees appointed by the Board of Directors related to the election, nomination, qualification, or credentials of Directors or other committees involved in the process of electing Directors may be composed entirely of non-Directors. The Chairperson shall appoint all committee members, subject to Board of Director approval, and shall automatically serve as a voting member of all committees. Each member of a committee shall continue until his or her

successor is appointed or until such member's death, resignation or removal, or until the committee is terminated.

Section 2. Quorum and Attendance. Unless otherwise provided in the resolution of the Board of Directors designating the committee, a majority of the membership of each committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Any committee member may participate in and act at any meeting of the committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation shall constitute attendance and presence in person at the meeting.

Section 3. Informal Action and Meetings. Any action which may be taken at a meeting of the committee may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the committee members entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the committee members shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the committee. Subject to the action by the Board of Directors, the committee by majority vote of its members shall determine the time and place of meetings and the notice required thereof.

ARTICLE VII **Conflict of Interest**

Section 1. Conflicts. A Director, officer, or committee member must carry out his or her fiduciary duties to the Corporation free of the conflicting influence of any personal financial interests. A conflict of interest exists when, in the judgment of disinterested Directors, a Director, officer, or committee member cannot be expected to exercise his or her fiduciary duty free of the influence of those personal financial interests that may be affected by any transaction or course of action in which the Corporation engages or proposes to engage. Conversely, despite the existence of a personal financial interest that may be affected, a conflict of interest does not exist if, in the judgment of disinterested Directors, a Director, officer, or committee member can be expected to exercise his or her fiduciary duty free of such influence. Directors are "disinterested" with respect to any transaction or course of action in which the Corporation engages or proposes to engage, if they have no financial interest that may be affected.

Section 2. Policy. The Board shall adopt by resolution a policy (or policies) of the Corporation setting forth (a) a mechanism for disclosing all potential and perceived

conflicts of interest of Directors, officers, and committee members and (b) a process for disinterested Directors to reach a determination as to whether a conflict of interest exists.

ARTICLE VIII **Contracts, Checks, Deposits and Gifts**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent, or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any document in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences 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 of Directors. In the absence of such specific determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chairperson of the Corporation.

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 of Directors may select.

Section 4. Gifts. The Board of Directors or its designee may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX **Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors. The use of a corporate seal shall not be required.

ARTICLE X **Fiscal Year**

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XI
Waiver of Notice

Whenever any notice is required to be given under applicable law, the Articles of Incorporation of the Corporation, or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XII
Indemnification of Officers, Directors,
Employees and Agents; Insurance

Section 1. Indemnification. The Corporation shall indemnify any and all of its officers, Directors, advisory board members, committee members, employees, and agents or former officers, Directors, advisory board members, committee members, employees, or agents or any person who may have served at its request or by its election as a Director, officer, advisory board member, committee member, employee, or agent of another association, Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of any threatened, pending, or completed action, suit, or proceeding in which they, or any of them, are made or threatened to be made parties, or a party, by reason of being or having been Directors, officers, advisory board members, committee members, employees, or agents of the Corporation, or such other association, Corporation, partnership, joint venture, or other enterprise, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, advisory board member, committee member, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, advisory board member, committee member, employee, or agent of another association, Corporation, partnership, joint

venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of Section 1.

ARTICLE XIII **Compensation**

Directors, officers (other than the Executive Director), advisory board members, and committee members shall not receive any compensation for their services as Directors, officers (other than Executive Director), advisory board members, and/or committee members; however, the Board of Directors may authorize the reimbursement of reasonable expenses actually incurred in carrying out any activity of the Corporation which is within the scope of its purposes as set forth in Article I. Nothing herein contained shall be construed to preclude any Director, officer, advisory board member, or committee member from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE XIV **Amendments**

Section 1. Articles of Incorporation. The Articles of Incorporation may be altered, amended, or restarted as follows: (a) the Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted for approval to the sole corporate member, Blackhawk; and (b) Blackhawk shall vote on the proposed amendment.

Section 2. Bylaws. The Bylaws may be altered, amended, or repealed as follows: (a) the Board shall adopt a resolution setting forth the proposed changes in the Bylaws and directing that the changes to the Bylaws be submitted for approval to the sole corporate member, Blackhawk; and (b) Blackhawk shall vote on the proposed changes to the Bylaws.

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