

BYLAWS OF THE
IDAHO SELF STORAGE ASSOCIATION, INC.
(Adopted August 15, 2001)

ARTICLE I – NAME

- 1.1 The name of the Corporation shall be the Idaho Self Storage Association, Inc.

ARTICLE II – PRINCIPAL OFFICE

- 2.1 The principal office of the Association shall be located at 500 W. Idaho St., Suite 202, Boise, Idaho, 83702. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE III – MISSION

- 3.1 The mission of the Association shall be to promote the self storage industry in Idaho through education and action regarding legislative issues, business operations, business management, and to create general public awareness of the industry and its benefits.

ARTICLE IV – PURPOSE

- 4.1 The purpose of the Association shall be:
- a. To enhance the quality of the self storage industry in the State of Idaho.
 - b. To provide opportunities for Members to increase their knowledge of the self storage industry through research, discussion and exchange of information.
 - c. To provide leadership and action on legislative and legal issues that affect the self storage industry at the local and State level.
 - d. To do any and all things that are appropriate to further these purposes.

ARTICLE V – DEFINITIONS

- 5.1 “Self-service storage facility” means any real property used for renting or leasing individual storage space in which the lessees themselves store and remove their own personal property on a “self-service” basis.

ARTICLE VI – MEMBERSHIP

- 6.1 The Association shall have four (4) classes of Members to be designated Regular Members, Associate Members, Vendor Member and Prospective Owner Member.
- a. Regular Members: Any individual, partnership, corporation, limited liability company, real estate investment trust or other entity which (a) is the owner of one or more self storage facilities; (b) is the owner of an under construction self storage facility; (c) manages one (1) or more self storage facilities in the State of Idaho may apply to become a Regular Member of this Association. Ownership of

shares in a publicly traded company that owns self storage property does not constitute ownership of a self storage facility. Any one owner whether it is a single individual, partnership, company, corporation, or other business entity may only have one vote per owner regardless of how many different facilities are owned by a specific owner

- b. Associate Members: Any individual who is an employee, officer, partner, investor or manager of any ISSA Member facility in good standing. This includes any affiliates of ISSA Regular Members and Vendor Members. This Membership will coincide with the Regular Member company Membership's term. The Regular Membership term expiration date is the same as the Associate Members expiration date. This is a non-voting Membership in ISSA.
 - c. Vendor Members: Any person, partnership, corporation, limited liability company or other entity which is a supplier of goods and/or services utilized within the industry or which is engaged in a business connected with or related to the self storage industry, or is an independent contractor that manages self storage facilities may apply to become a Vendor Member. Vendor Members have voting privileges.
 - d. Prospective Members: An individual or entity that does not own an existing self storage facility or a facility under construction, but is a prospective developer or purchaser of a self storage facility in the State of Idaho may apply to be a Prospective Owner Member. This is a non-voting Membership.
- 6.2 All present or future Members of the Association are subject to the regulations set forth in these Bylaws and as they may from time to time be amended.
- 6.3 A qualified applicant may be approved for Membership upon:
- a. Payment of such dues and fees as the Board of Directors may set; and
 - b. Election by affirmative vote of two-thirds of the Board of Directors.
- 6.4 Membership in the Association is not transferable or assignable.
- 6.5 Certificates shall be issued by the Association as proof of Membership. Certificates shall be surrendered to the Board of Directors or a Member thereof whenever Membership shall terminate.
- 6.6 Any Member may resign from the Association by giving written notice of such intention to the Secretary, but such resignation shall not relieve the Member of the obligation to pay any dues, assessments or other charges accrued and unpaid prior to termination.
- 6.7 If any Member shall be in default in the payment of dues or other charges for a period of 30 days from the date on which they become payable, the Member may be deemed to have resigned their Membership and said Membership may be terminated by the Board of Directors.
- 6.8 The Board of Directors, by affirmative vote of two-thirds of all the Members of the Board, may suspend or expel a Member for cause after an appropriate hearing. Violation

of these Bylaws, unethical practices or conduct inconsistent with the purposes of the Association shall be sufficient cause for suspension. All rights, privileges, and interests of a Member in the Association shall cease upon termination of Membership.

- 6.9 Upon written request by a former Member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the Members of the Board, reinstate such former Member to Membership on such terms as the Board of Directors may deem appropriate.
- 6.10 The Idaho Self Storage Association agrees to have interstate reciprocity with Members of good standing in adjacent States that have State Self Storage Associations. They may attend our meetings and workshops at the same price as our Members, but are not allowed to vote.

ARTICLE VII – VOTING

- 7.1 Each Regular Member in good standing is entitled to one (1) vote on any matter submitted to the vote of the Members. Only one vote per owner. Each owner whether it is a single individual, partnership, company, corporation or any other business entity shall appoint one individual who shall represent and vote for that Member. (Associate Members have no voting privileges.)
- 7.2 Members entitled to vote may do so in person or by proxy. The proxy must be dated and in writing and shall be filed with the Board of Directors. A proxy is revocable at the pleasure of the Member executing it any time before it has been exercised.
- 7.3 Whenever in the judgment of the Board of Directors any question shall arise which the Board believes should be put to a vote of the Regular Members, and when the Board deems it inexpedient to call a special meeting for such purpose, the Board may submit the matter to the Regular Membership for a vote by mail (or by fax or by e-mail). The matter thus presented shall be determined according to a majority of the votes received at the office designated on the ballot by 5:00 p.m. on the twenty-first (21st) day after the date of mailing by first class mail, or after the date of faxing or by e-mail. Should the twenty-first day fall on a holiday or day in which mail is not delivered, the time for acceptance shall be extended to the next business day. Action taken by a majority mail, fax or e-mail vote shall be binding upon the Association in the same manner as action taken at a duly called meeting.

ARTICLE VIII – FISCAL YEAR

- 8.1 The fiscal year of the Association shall commence July 1 through June 30th.

ARTICLE IX – DUES AND ASSESSMENTS

- 9.1. The Board of Directors shall determine the dues and assessments payable to the Association by each class of Members. Such determination will be approved by a majority vote of Regular Members at the following annual meeting. Collection of dues and special assessments for all Members shall be the responsibility of the Treasurer.

- 9.2 Dues shall cover a Membership period of twelve (12) months and shall be payable in advance on or before the first day of July each year.
- 9.3 An applicant for Membership in the Association shall pay one (1) year's dues as established by the Board of Directors. If a new or current Member signs up or renews after April 1st, membership dues will not be due until July 1st of the subsequent year.

ARTICLE X – MEETINGS OF MEMBERS

- 10.1 There shall be an Annual Meeting of the Association (prior to May 31st) for receiving the reports of Officers, for the election of the Board of Directors, and for the transaction of other Association business. The Annual Meeting shall be held at such time and place as the Board of Directors may determine. Notice of the Annual Meeting shall be mailed to each Regular and Associate Member at least ten (10) days prior.
- 10.2 General Meetings of the Association will be held periodically to conduct the general business of the Association. Meetings will be held at least four (4) times per year at a time and place designated by the Board of Directors. Notice of General Meetings shall be mailed to each Regular and Associate Member at least ten (10) days prior.
- 10.3 Special Meetings of the Association may be called by two-thirds (2/3) of the Board of Directors or upon the written request of at least one-third (1/3) of the Regular Members. Notice of such meeting shall be given in the same manner as for the Annual Meeting and shall include the subjects to be considered. No business other than that specified in the meeting notice shall be transacted at a special meeting of the Association. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his address as it appears on the records of the Association, with postage prepaid.
- 10.4 Any action required to be taken at a meeting of the Members, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by eighty percent (80%) of the Members entitled to vote with respect to the subject matter thereof.
- 10.5 The presence, in person or by proxy, of the designated Principal Member Representative of at least twenty percent (20%) of the combined Regular Membership of the Association shall be necessary to constitute a quorum for the transaction of business. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.
- 10.6 At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. A proxy may be revoked by the Member executing it anytime before it has been exercised.
- 10.7 The Presiding Officer shall determine the order of business at Association meetings. However, the order of business may be altered or suspended at any meeting by a majority vote of the persons present and entitled to vote.

- 10.8 When not in conflict with these Bylaws, the usual parliamentary rules as laid down in the latest edition of “Robert’s Rules of Order” shall govern all deliberations.

ARTICLE XI – BOARD OF DIRECTORS

- 11.1 General Powers and Standard of Care. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors except as may be otherwise provided in the Act or the Articles. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent by such person or persons as shall be provided in the Articles.

A Director shall perform such Director’s duties as Director, including such Director’s duties as a Member of any committee of the Board upon which such Director may serve, in good faith, in a manner which Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such Director’s duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. One (1) or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
 - b. Counsel, public accountants, or other persons as to matters that the Director reasonably believes to be within such person’s professional or expert competence; or
 - c. A committee of the Board upon which such Director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence;
 - d. But such Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who performs such duties shall have no liability by reason of being or having been a Director of the Corporation.
- 11.2 The Board of Directors shall manage the property, affairs and activities of the Association. The Board shall have the power to establish dues and assessments, determine the proper disbursements of Association funds, interpret the meaning of the Bylaws, make statements of policy, positions and exercise any authority necessary for the direction, supervision or control of the Association. In the execution of the powers granted, the Board may appoint such agents as it considers necessary. (Representations, inducements, promises or agreements oral or otherwise, not embodied within these Bylaws, made by any Member of this Association shall not be of any force or effect).
- a. Two-thirds of the Board of Directors shall be comprised of Regular Members in good standing. Additional Directors (with a maximum of two) may be selected from the Associate Member and Vendor Member categories.

- 11.3 All Members of the Board of Directors shall have the title of “Director”.
- 11.4 The number of Directors shall be no less than five (5) with a maximum of nine (9).
- 11.5 The term of office for a Director shall be for two years, with the term commencing and ending concurrently with the Association’s fiscal year. The terms of the first elected Board shall be staggered so that four Directors serve a one (1) year term and five Directors serve a two (2) year term. The initial elected Board shall determine which Board Members shall serve the lesser or greater terms. Directors shall continue in office until their successors shall be duly elected and take office, or until they resign, are removed or are otherwise unable to fulfill an unexpired term.
- 11.6 Nominations for Directors shall be accepted from any Regular Member in good standing. Nominations may be made in writing or at a regular meeting of the Membership as determined by the Board of Directors. Written ballots may be sent by First Class Mail or faxed to the Regular Members in good standing at the Member’s last recorded address. Ballots shall be returned to the office set forth by the Directors within twenty-one (21) days following the mailing or faxing. Ballots shall be tabulated and certified as determined by the Board of Directors. The results of the election shall be announced at the Association’s next Member meeting or through publication by mail or fax. At inception, elections will be held at the first Annual Meeting.
- 11.7 A Director may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect at the time specified, or, if no time is specified, at the time of acceptance by the Board of Directors. A Director may be removed for cause by two-thirds vote of the whole Board of Directors for the Association.
- 11.8 Any vacancy that may occur on the Board by reason of death, resignation or otherwise shall be filled without undue delay by a special election. The person elected shall fulfill the unexpired term of the Directorship being filled. However, if the unexpired portion of the terms is less than six (6) months, the position shall remain vacant until the next regularly scheduled election.
- 11.9 There shall be a quarterly meeting of the Board of Directors which will be held at a time and place to be determined by the President in the following months: January, April, July and October. There shall also be an annual meeting of the Board of Directors at the time and place of the Association’s Annual Meeting. In addition, meetings shall be held upon the call of the President or upon the call of a majority of the Board’s Members. These meetings shall be held at a time and place selected by the person or persons calling the meeting. If any question or problem should arise which the President or a majority of the Members of the Board believe necessitates a meeting of the Board, and it is inexpedient to assemble in one place for such purpose, the Board may hold a meeting by conference telephone call.
- 11.10 A simple majority of the whole Board shall constitute a quorum at any meeting of the Board. If a quorum is not present, a lesser number of Directors may adjourn the meeting, from time to time until a quorum is present. And any such adjourned meeting, provided a quorum is present with any business which might have been transacted at the meeting as

originally called may be transacted without further notice. In the absence of the President and Vice-President, the quorum may choose a Chairman for the meeting.

- 11.11 Unless otherwise provided by these Bylaws, a simple majority of the quorum present shall be necessary to carry a question. Directors may not vote by proxy.
- 11.12 If a question at issue has been published in a written ballot mailed or faxed to each Director, the Directors may cast their votes by mail or fax. Such ballots shall be returned to the Association office and shall be maintained at that office until such time as official minutes reflecting the votes shall have been approved by the Board in session.
- 11.13 Any Member of the Board of Directors unable to attend a meeting shall notify the President or the Secretary of the reason for his or her absence. If a Director is absent from two consecutive meetings for reasons which the Board fails to declare to be sufficient, his or her resignation shall be deemed to have been tendered and accepted.
- 11.14 Presumption of Assent. A Director of the Corporation who is present at a meeting of its Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action unless such Director's written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the Secretary of the Corporation within three (3) days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.
- 11.15 When not in conflict with these Bylaws, the usual parliamentary rules as laid down in the latest edition of "Robert's Rules of Order" shall govern all deliberations of the Board of Directors.
- 11.16 Waiver of Notice. Whenever any notice is required to be given to any Director or committee Member under the provisions of the Act or the Articles of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Said waiver shall be filed with the minutes or the Corporate records.
- 11.17 The attendance at or participation of a Director or committee Member in any meeting shall constitute a waiver of notice of such meeting, except where the Director or committee Member upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, or the Articles of these Bylaws objects to lack of notice and does not thereafter vote for or assent to the objected to action.
- 11.18 Quorum and Voting Requirements. A quorum of the Board of Directors consists of a majority of the Directors in office immediately before a meeting begins. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A majority of the number of committee Members fixed and appointed by the Board of Directors or the President, as the case may be, shall constitute a quorum for the transaction of business at a meeting of such committee. The act of the majority of the committee Members present at a meeting at which a quorum is present shall be the act of the committee.

- 11.19 Action without a Meeting. Any action required by the Act to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors, or all of the Members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote. Said written consent shall be included in the minutes filed with the corporate records. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date.
- 11.20 Compensation. No Director or committee Member shall receive a salary or other compensation for service in that capacity but may be reimbursed for action expenses incurred in the performance of such service.
- 11.21 Director Conflicts of Interest. Except as may otherwise be provided by the Act or the Articles, no contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which a Director of the Corporation has an interest or in which one or more of its Directors, Offices or Trustees are also Directors of the Corporation, shall be either void or voidable because of such relationship or interest or because such Director or Directors or a committee thereof that authorizes, approves or ratifies such contract or transaction or because such Director's or Director's votes are counted for such purpose, if:
- a. The material facts of the transaction and such Director's relationship or interest are disclosed or known to the Board of Directors or a committee thereof that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such action without counting the vote or consent of such interest Directors; or
 - b. The contract or transaction is fair to the Corporation at the time it is entered into.
- If a majority of the Directors then in office, who have no direct or indirect interest in the contract or transaction vote to authorize, approve or ratify the contract or transaction, a quorum is present for purposes of this Section.
- 11.22. Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or such committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting. For any meeting held by conference telephone or similar communications equipment, notice of the meeting shall be given at least one (1) hour prior thereto by telephone or other communication directly with the Directors and/or committee Members.
- 11.23. Except as otherwise provided herein, neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors or any committee designated thereby need to be specified in the notice or waiver of notice for such meeting.

ARTICLE XII – OFFICERS

- 12.1 The President, Vice-President, Secretary and Treasurer shall be the Officers of the Association.
- 12.2 The Board of Directors shall elect all Officers. All Officers must be Members of the Board at the time of their election.
- 12.3 The Board of Directors shall elect Officers annually. A majority of the votes cast shall elect.
- 12.4 Each elected Officer shall take office concurrent with the beginning of the Association Fiscal Year next following his or her election and shall serve for a term of one (1) year and until his or her successor is duly elected and takes office.
- 12.5 Any Officer can be removed by a two-thirds vote of the entire Board of Directors.
- 12.6 Vacancies may be filled for the balance of the term thereof by the Board of Directors at any Board meeting.
- 12.7 The President shall be the Chief Executive Officer of the Association. He or she shall preside at all meetings of the Association and of the Board of Directors, and shall perform such other duties as are necessary incident to the Office of President. However, the President is not charged with administrative responsibilities associated with the day-to-day conduct of the Association's affairs. The President shall be a member ex-officio of all committees.
- 12.8 In case of the death or resignation of the President or the President's permanent inability to act, the Vice-President shall become the President of the Association and the Board of Directors shall fill the unexpired term of Vice-President. In the event of the temporary disability or absence of the President, the Vice-President shall perform the President's duties.
- 12.9 The Secretary shall give notice of and attend all meetings of the Association, keep a record of all proceedings, attest documents and perform such other duties as are usual for the Secretary of a Corporation.
- 12.10 The Treasurer shall be responsible for the funds of the Association. He or she shall report on the financial condition of the Association at each meeting of the Board of Directors. The Treasurer shall prepare the annual budget and present it to the Board of Directors not more than sixty (60) days after the start of each fiscal year. The Treasurer shall have full use of any Association staff or member in carrying out his or her duties and responsibilities.

ARTICLE XIII – BONDING

- 13.1 At the direction of the Board of Directors, any officer or employee of the Association shall furnish at the expense of the Association, a fidelity bond in such sum as the Board shall prescribe.

ARTICLE XIV – COMMITTEES

- 14.1 The Board of Director shall create such committees as are required to promote the purposes of the Association. The President, with the approval of the Board of Directors, shall appoint the Members of all committees as soon as possible following his or her election to office.
- 14.2 The Board of Directors by resolution adopted by a majority of the full Board of Directors, may designate one (1) or more committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation to the full extent permitted under the Act. Each such committee shall consist of two (2) or more Directors who shall serve at the pleasure of the Board. The designation of such committees and the delegation thereto of authority shall not operate to relive the Board of Directors, or any individual Director, of any responsibility imposed upon it or such Director by law. Nothing in this Bylaw shall be deemed to prohibit the Board of Directors from establishing committees, some or all of whose members may be Non-Directors, provided that such committees shall not have and may not exercise any of the powers of the Board of Directors.
- a. Financial Review Committee shall be a standing committee appointed by the President with the approval of the Board of Directors. It shall consist of a Board member not serving as the President or Treasurer and at least one Non-Board General Member. Purpose of the committee is to review all financial transactions made on behalf of the ISSA. The financial review must be made at least once a year with any results and discrepancies to be reported to the Board of Directors at the first Board meeting after the review was performed.
- 14.3 Directors and Committee Meetings. Meetings of the Board of Directors, regular or special, or meetings of any committee designated thereby, may be held either within or without the State of Idaho. Unless otherwise specified in this section or in the notice for such meeting, all meetings shall be held at the principal office of the Corporation.
- 14.4 Except as otherwise provided in this section, special meetings of the Board of Directors or any committee designated thereby may be called by or at the request of the President, any Director or the Chair of a committee, as the case may be, upon written, verbal, telephonic, facsimile notice or by e-mail (or any other means of notice authorized by the Act) given to all other Directors or committee Members, as the case may be, at least five (5) days before the meeting. Unless the Articles of the Act provide otherwise, regular meetings of the Board of Directors may be held without notice at the principal office of the Corporation or at such other location as may from time to time be designated as the location for such meetings. The regular Annual Meeting of the Board of Directors shall be held on or before the 15th day of September or on such other date as may from time to time be specified by resolution of the Board of Directors, with the first Annual Meeting to be held on or before September 15, 2001. Any board action to remove a Director or to approve a matter that would require approval by the Members if the corporation had Members shall not be valid unless each Director is given at least seven (7) days written notice that the matter will be voted upon at a Directors meeting unless such notice is waived pursuant to these Bylaws.

ARTICLE XV – SEAL

- 15.1 The Association may have a seal of such design that the Board of Directors may adopt. The impression of the seal may be made and attested by the Secretary of the President for the authentication on contracts or other paper requiring the seal.

ARTICLE XVI – INDEMNIFICATION

- 16.1 The Association shall defend and/or hold harmless all present and former Officers and Directors, in any legal action brought against them arising out of Association business. Except for gross negligence or dishonesty, no action taken or omitted by a present or former Officer or Director shall make either liable to the Association or to any Member thereof.
- 16.2 Loans to Directors. The Corporation shall not lend money to or use its credit to assist its Directors or Officers.
- 16.3 Liability of Directors for Wrongful Distribution of Assets. In addition to any other liabilities imposed by law upon the Directors of the Corporation, the Directors who vote for or assent to any distribution of assets, other than in payment of its debts, when the Corporation is insolvent or when such distribution would render the Corporation insolvent, or during the liquidation of the Corporation without the payment and discharge of or making adequate provisions for all known debts, obligations and liabilities of the Corporation, shall be jointly and severally liable to the Corporation for the value of such assets which are thus distributed, to the extent that such debts, obligations and liabilities of the Corporation are not thereafter paid and discharged.
- 16.4 A Director shall not be liable under this section if, in the exercise of ordinary care, such Director relied and acted in good faith upon written financial statements of the Corporation represented to such Director to be correct by the President or by the other Officer of the Corporation having charges of its books of account, or certified by an independent licensed or certified public accountant or firm of such accountants to reflect fairly the financial condition of the Corporation, nor shall such Director be so liable if, in the exercise of ordinary care and good faith, in determining the amount available for such distribution, such Director considered the assets to be equal to their book value.
- 16.5 A Director shall not be liable under this section, if, in the exercise of ordinary care, such Director acted in good faith and in reliance upon the written opinion of an attorney for the Corporation.
- 16.6 A Director against whom a claim shall be asserted under this section and who shall be held liable thereon shall be entitled to contribution from persons who accepted or received such distribution knowing such distribution to have been made in violation of this section in proportion to the amounts received by them respectively.

ARTICLE XVII – DISSOLUTION

- 17.1 Dissolution of the Corporation shall be in accordance with Article X of the Articles of Incorporation.

ARTICLE XVIII – AMENDMENTS

18.1 Amendments to these Bylaws shall be accomplished by the action of the Board of Directors, consistent with the provisions contained in the Corporation’s Articles of Incorporation, with two-thirds (2/3) approval of the full Board of Directors.

We, the undersigned, being the initial Members of the Board of Directors and the duly elected Secretary of the Corporation do hereby certify that the foregoing Bylaws were duly adopted as the official Bylaws of the Corporation by unanimous consent of the Directors of the Corporation on the ____ day of _____, 2006.

Secretary