

CORPORATE BYLAWS

NETWORK A

The following Bylaws (the "Bylaws") have been properly adopted by the Board of Directors of the Network A (the "Corporation") for the regulation of the Corporate affairs.

PREAMBLE

The Corporation is a regional three county, community health network. Traditional safety-net providers, including hospitals, physicians, mental health, emergency health, public health, social service providers and other community members define the collaborative partnership. The mission of the Corporation is to 1) measurably improve health status 2) increasing access to health services for all 3) maximize resources to the area. Providers and local leaders will work as a team for the provision of health services for the tri-county area without undue financial burden for any single entity. The Corporation rests on the premise that systematic assessment, intervention, prevention, screening, and health promotion result in improved health outcomes.

Article I. DEFINITIONS

As used in these Bylaws, the term:

- 1) "Board of Directors" or "Board" means the duly elected members of the Board of Directors of the Corporation.
- 2) "Chair" means the Board member selected as the principal officer of the Board of Directors
- 3) "Executive Committee" means the Executive Committee of the Board
- 4) "Executive Director" means the individual employed and appointed by the Board to act on its behalf as executive director in the overall management of the Corporation.

Article II. OFFICES, PURPOSES AND POWERS

- 1) The principal office of the Corporation is located at within the three county area.
- 2) The Corporation at all times shall be operated exclusively for charitable, educational (health related), and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for such related purposes as may be permitted to corporations that are organized under the Georgia Nonprofit Corporation Code and that are described in

Section 501(c)(3) of the Internal Revenue Code. The Corporation shall not be operated for pecuniary gain or profit. Without limiting the purpose of the Corporation, the purpose of the Corporation is to expand access and provide health care services to the citizens of Network A.

- 3) The Corporation shall have all powers necessary to carry out its purposes, including, but not limited to all powers now or hereafter enumerated in the Georgia Nonprofit Corporation Code (subject to the limitations of Section 510(c)(3) of the Internal Revenue Code).
- 4) Except as otherwise permitted by the Georgia Nonprofit Corporation Code, the Corporation shall not make any "distributions" (as such term is defined in Section 14-3-140(9) of the Georgia Nonprofit Corporation Code) to its Board of Directors or officers.
- 5) Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code or the corresponding section of the future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. If in the even of such a distribution of assets it shall be equal among the Counties of Network A. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article III. BOARD OF DIRECTORS

1. Power and Authority

The Board of Directors shall be the governing body of the Corporation. Except as otherwise provided for in the Articles of Incorporation or these Bylaws, the business and affairs of the Corporation shall be managed by the Board of Directors, which may exercise all such powers and do all such lawful acts and things as are not inconsistent with the law, the Articles of Incorporation, or these Bylaws.

2. Board Membership

- (a) The Board of Directors shall be elected by action of the Board of Directors. The criteria for selection of the members of the Board shall be as follows:

- (i.) One (1) member shall be the Chief Executive Officer of Hospital A or if the position is vacant, a designee of the Board of Directors of Hospital A.
- (ii.) One (1) member shall be the Chief Executive Officer of Hospital B or if the position is vacant, a designee of the Board of Directors of Hospital B
- (iii.) One (1) member shall be the Chief Executive Officer of Hospital C or if the position is vacant, a designee of the Board of Directors of Hospital C.
- (iv.) Three (3) members total shall be representatives of and appointed by the local government of the respective Public or Mental Health Departments, with one (1) representing each of County A, County B, and County C.
- (v.) Three (3) members shall represent the physician community and be appointed by the medical staff, with one (1) physician representing each of County A, County B, and County C.
- (vi.) Three (3) members shall represent the county commissioners and be appointed by the Chairman of the County Commission, with one (1) representing each of County A, County B, and County C.
- (vii.) Three (3) members shall represent the local health council and shall be appointed by the local health council, with one (1) representing each of County A, County B, and County C.

All members shall be persons chosen from the community who exhibit the desire, time, interest, commitment and ability to support the Corporation and shall be selected based upon interest in and loyalty to the objectives and purposes of the Corporation in compliance with the Articles of Incorporation and these Bylaws.

Each member of the Board shall serve as a Director for a term of three (3) years and until his or her respective successors are elected and qualified, except in the case of the Executive Director of the Corporation, whose term shall be continuous. All Board members, except as noted in the preceding provision, may serve for a maximum of 2 consecutive terms. Notwithstanding the preceding two sentences, the term of a Director serving as a member of the Board as a result of his or her position as stated in Section 2. (a) (i.) -(v.) of this Article shall expire at such time as that person ceases to serve in such position if sooner or later than expiration of the Director's term.

The Director's shall have staggered terms. Specifically, to the extent possible, the Directors shall at all times be classified into three (3) classes with county representation of two (2) members each from two (2) counties and one (1) member from the third remaining county, with each class containing approximately one-third (1/3) of the number of Directors comprising the Board. The terms of the Directors in these three

classes shall expire in successive years, such that in any given year, the terms of approximately one-third (1/3) of the Board members shall expire.

(b) Ex Officio Members

The Directors may, at anytime, and from time to time, appoint additional individuals to serve as non voting Ex Officio Members of the Board of Directors. The Ex Officio members of the Board shall not be considered when calculating the number of members of the Board in accordance to Section 2 (a) of this article. The Executive Director shall automatically be an Ex Officio Member of the Board. Such members shall not be subject to term limits except as provided in Article V Section 1.

(c) Emeritus Members

The Directors may at any time, and from time to time, designate individual members to the status of Board Member Emeritus, with their consent. Such designation shall be in recognition of distinguished and exemplary service to the Corporation. Said Members shall receive all correspondence and be notified of all Board activities and shall be welcome to participate in said activities. Such members shall not have voting rights in the affairs of the Corporation. Such members shall not be subject to term limits.

3. Vacancies

All vacancies on the board of Directors, whether due to expiration of a term of a Director, death, resignation, removal or otherwise, shall be filled by a vote of the Board of Directors from time to time as vacancies occur. The local county health care councils are responsible for forwarding a recommendation for consideration by the Board when a vacancy occurs. The local county health care council's recommendation of members to fill a vacancy shall be from the members of the particular classification in the county in which the vacancy occurs. In the event the local county health care council ceases operation, the recommendation for filling vacancies shall come from the remaining members of the county delegation to the Corporation. Notwithstanding the foregoing, all vacancies must be filled such that the composition of the Board satisfies the requirements set forth in Section 2 of this Article III regarding the Directors qualifications.

Members elected to fill vacancies on the Board of Directors due to death, removal, or resignation shall hold office for the unexpired portion of the term, which shall not count toward their initial term.

4. Resignation; Removal

Any Director may resign at any time by giving written notice to the Executive Director of the Corporation, the Chair of the Board, or the Secretary of the Board. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at a later time specified therein.

Any Director may be removed with or without cause at any time by the affirmative vote of at least two-thirds (2/3) of the members of the Board at any regular or special called meeting called for that purpose.

5. Term of Appointment

The annual term of each Board member shall begin on January 1 of each year and end on December 31 of each year. The partial term from inception of the Board until December 31, 2001 shall not be considered as a portion of the initial term.

6. Attendance

Directors are responsible for attending at least fifty percent (50%) of the meetings each calendar year. Directors will not have more than two consecutive absences from regularly scheduled meetings. Failure to meet this requirement shall first result in a warning and a second failure shall result in dismissal.

7. Interest of Directors in Corporate Transactions

The Corporation may effect any transaction with respect to which one or more of the Directors has a "conflicting interest" (as such term is defined in Section 14-3-860 (1) of the Georgia Non Profit Corporation Code), including, without limitation, a transaction with one or more Directors or with one or more person or entity described in Section 14-3-860(1)(B) of the Georgia Non Profit Corporation Code, provided that (i) the Corporation and such Directors comply with the disclosure, approval, and other requirements of Article 8, Part 6 of the Georgia Non Profit Corporation Code respecting conflicting interest transactions; and (ii) any such transaction is not inconsistent with the status of the Corporation as a nonprofit corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. Within thirty (30) days of election or reelection to the Board and annually thereafter, each member shall file a disclosure statement in the form attached as Appendix I to these Bylaws.

8. Related-Party Transactions

Any proposed Related -Party Transaction that involves an aggregate of more than \$300 or a related group or series of Related-Party Transactions that involve in the aggregate more than \$300 including all relevant facts and circumstances and material information with respect thereto, shall first be presented to the Board of Directors for review and consideration.

The Board of Directors, upon such review and consideration, shall determine whether the proposed Related-Party Transaction is fair to and in the best interests of, the Corporation, and whether the Corporation should enter into the proposed Related-Party Transaction.

The Board of Directors shall periodically, as it deems appropriate, but in any event at least annually, review all such Related-Party Transactions in effect to determine whether such transactions continue to be fair to, and in the best interest of, the Corporation.

The term "Related-Party Transaction" shall mean and include any transaction, contract, agreement or other financial arrangement between the Corporation and a former Director, officer, or member of Senior management of the Corporation (including any such arrangement with entities or other persons in which such Director, officer or member of Senior Management has an equity interest in excess of 10percent or of which such Director, officer or member of Senior Management is a director, officer, or member of Senior Management).

The term "Senior Management" shall include an entity's president or other chief executive, any vice-president or other principal head in charge of a principal business unit, division, or function (such as sales, administration or finance) and any other officer who performs a policy-making function, or any other person who performs similar policy making functions for the entity.

9. Expenses

Members of the Board may be reimbursed for reasonable expenses actually incurred in the performance of his or her duties.

10. Voting Rights; Right to Hold Office

Each member of the Board shall have the right to vote on any issue that may properly come before any meeting of the Board and to hold any office in the Corporation to which he or she may be elected or appointed, unless these Bylaws provide otherwise. ?? If the member of the Board is unable to attend a meeting and wishes his or her vote to be recorded in the minutes of the meeting, they may submit a proxy to allow a designated member of the Board to cast their vote. Designation of vote by proxy does not qualify as attendance at a meeting under Article III, Section 6.

11. Annual Meeting

The Board shall hold an annual meeting for the purpose of electing the officers and members of the Board and the Corporation. Other business shall be conducted during

the annual meeting as may be necessary or appropriate. The annual meeting shall be held at such place, on such date and at such times as the Board may by resolution provide.

12. Regular Meeting

Regular meetings of the Board shall be held monthly at a location and time that the Board may from time to time specify.

13. Special Meetings

Special meetings of the Board may be called by the Chair or not by fewer than three (3) members of the Board.

14. Notice and Waiver of Notice

The annual meeting and regular meetings of the Board shall be held pursuant to written notice to each member of the Board stating the date, time and place of the meeting and delivered not less than seven (7) days in advance of the date for which the meeting is called. Special meetings shall be held pursuant to written notice to each member of the Board stating the date, time, place and purpose of the meeting and delivered not less than two (2) days in advance of the date for which the meeting is called. A Director may waive notice of any meeting; provided, however, that such waiver must be in writing and signed, and delivered to the Corporation for inclusion in its minutes.

15. Quorum and Majority Vote

A majority of the Board of Directors shall constitute a quorum for the transaction of business. The concurrence of a majority of Directors constituting a quorum shall be the action of the Board, except as otherwise provided by the Bylaws or by applicable law.

16. Action by the Board Without a Meeting

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if a majority of the members of the Board shall consent in writing to such action. Such consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a majority vote of the members of the Board at a meeting of the Board. By a vote of the majority of the members of the Board, authority for action may be delegated to the Executive Committee except as prohibited in Article V, Section 1.

Article IV. OFFICERS OF THE BOARD

1. Officers

The officers of the Board shall be a Chair, a Vice Chair, a Secretary, a Treasurer and any other officers as the Board may authorize. No Director of the Board shall hold more than one (1) office concurrently. The Executive Director of the Corporation may not serve as an officer of the Board.

2. Election and Tenure

The Board at its annual meeting shall elect all officers of the Board. Each officer shall assume office at the next regular meeting of the Board and shall serve for a period of one (2) years or until a successor shall be duly elected. All officers are limited to two consecutive terms.

3. Resignation and Removal

Any officer of the Board may resign at any time by giving written notice to the Chair or to the Secretary of the Board. Such resignation shall take effect on the date of receipt or at any later time specified in it. Any elected or appointed officer of the Board may be removed with or without cause at any time by an affirmative vote of at least two-thirds (2/3) of the members of the Board at any regular or special called meeting for that purpose.

4. Vacancies

A vacancy in any office shall be filled for the unexpired portion of the term by the board upon nominations from the floor at the next regularly scheduled meeting or at a prior specially called meeting.

5. Duties of Officers

(a) Chair The Chair shall preside at all meetings of the Board. The Chair shall see that all policies, orders and resolutions of the Board of Directors are carried out and shall appoint the Chair and members of all committees created by these Bylaws. The Chair shall serve as Chair of the Executive Committee of the Board and be a non-voting ex-officio member of all other committees and shall perform other such duties as the Board may direct.

(b) Vice Chair The Vice Chair shall perform such duties as may be assigned to him / her by the Board or by the Chair. In the absence of the Chair or in the

event of his or her disability, inability or refusal to act, the Vice-Chair shall perform the duties of the Chair with the full powers of, and subject to the restrictions upon, the Chair.

- (c) Secretary/Treasurer The Secretary/Treasurer shall give or cause to be given appropriate notices with respect to meetings of the Board in accordance with these Bylaws and as required by law. The Secretary/Treasurer shall record or cause to be recorded the minutes of all meetings of the Board and the Executive Committee and sign the same following the approval thereof at the next regular meeting of the Executive Committee or the Board as applicable. The Secretary/Treasurer shall have charge of the corporate books and seal of the Corporation and shall perform all other duties incidental to the office and other such duties as may be assigned by the Chair or the Board. The Secretary/ Treasurer shall be the custodian of the funds belonging to the Corporation The Secretary/Treasurer may designate an Assistant Secretary/Treasurer from staff support for the preparation of the minutes and correspondence. The Board of Directors may elect Legal Counsel to serve as Secretary/Treasurer.

In the absence of the Chair and Vice Chair, or in the event of their concurrent disability, inability or refusal to act, the Secretary/Treasurer shall perform the duties of the Chair with full powers of, and subject to the restrictions upon, the Chair.

Article V. BOARD COMMITTEES

1) Executive Committee

The Executive Committee shall consist of all officers of the Board, of all committee chairs, the Immediate Past Chair of the Board to serve for one (1) year, and any additional Board members as appointed by the Chair of the Board. If the Immediate Past Chair is no longer a member of the Board, the Immediate Past Chair will be asked to serve for one (1) additional year as an Ex-Officio member of the Board and of the Executive Committee. The Chair of the Board shall serve as chair of this committee. Unless otherwise set forth in these bylaws, the Executive Committee shall be empowered between regular meetings to consider and make binding decisions in all matters including the review and approval of expenditure requests. All actions of the Executive Committee shall be reported to the Board at the next possible meeting. The Executive Committee shall not have the power to (i) amend or restate the Articles of Incorporation or the Bylaws of the Corporation; (ii) appoint or remove a Director or the Executive Director of the Corporation; (iii) adopt a plan of liquidation or dissolution; (iv) enter into any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation; (v) adopt a plan of merger or consolidation with another

corporation. The designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it, him or her by law.

2. Other Committees of Directors

The Board of Directors of the Corporation may designate other committees having and exercising the authority of the Board of Directors in the management of the Corporation to the extent provided by the Board of Directors. The Board of Directors of the Corporation shall determine the purpose, duration and number of members of Other Committees. Except as otherwise provided in such resolution or in these Bylaws, the Chair of the Board of Directors shall appoint members of such committee. Any member of any committee may be removed by the person or persons authorized to appoint such member wherever in their judgement the best interests of the Corporation shall be served by such removal.

3. Advisory and Other Committees

The Board of Directors may provide for such other committees, including advisory groups, work groups, task forces, etc., consisting in whole or in part of persons who are not Directors of the Corporation, as it is deemed necessary and desirable, and discontinue any such committees at its pleasure. It shall be the function and the purpose of the of each such committee to advise the Board of Directors or the responsible officers of the corporation on matters relating to the business and affairs of the corporation; and each such committee shall have such power and perform such specific duties or functions, not inconsistent with the Articles of Incorporation of the Corporation or these Bylaws, as may be prescribed for by the Board of Directors. Appointments to and the filling of vacancies on any such committee shall be made by the Chair of the Board of Directors or his / her designee or in such manner as the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its next meeting succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

4. Term of Committee Appointment

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such members shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

5. Chair

One member of each committee shall be appointed chair thereof.

6. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for in the case of the original appointments.

7. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole of the committee shall constitute a quorum; and the act of the majority of members present at a meeting at which a quorum is present shall be the act of the committee.

8. Rules

Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with the rules adopted by the Board of Directors.

Article VI. OFFICERS OF THE CORPORATION

1. General Provisions

The officers of the Corporation shall consist of a Executive Director; and other such officers as the Board may authorize, each of whom shall be elected by, and shall serve at the pleasure of, the Board of Directors.

2. Removal

Any officer may be removed from office, with or without cause, upon the majority vote of the members of the Board of Directors.

3. Executive Director

The Board of Directors shall select and employ a competent and experienced person who shall be the Executive Director of the Corporation. The Executive Director shall be the Board's representative in the management and operation of the Corporation and shall be given the necessary authority to exercise his / her duties responsibilities. The Executive Director shall be responsible for the affairs of the Corporation and the administration of the Corporation of all of its activities subject to such policies as may be adopted and such orders and directives as may be issued by the Board or by any of its committees to which the Board has delegated authority or power for such action.

The Executive Director shall:

- (a) prepare and implement business strategies approved by the Board of Directors
- (b) represent the Corporation with organizations doing business with it;
- (c) sign legal documents and contracts approved by the Board of Directors;
- (d) select, evaluate, remove and replace all other employees of the Corporation in accordance with personnel policies and procedures established by the Board of Directors;
- (e) prepare and propose annual budgets;
- (f) assure that the affairs of the Corporation are conducted in a manner that is effective, efficient, fiscally responsible and in substantial compliance with corporate plans, policies and standards established by the Board of Directors;
- (g) make reports to the Board of Directors concerning the operation and financial condition of the Corporation;
- (h) represent the Corporation to the public;
- (i) attend meetings of and work cooperatively with, Committees of the Corporation.

4. Other Officers

Other officers shall have such authority, duties and responsibilities as the Executive Director shall direct and assign to them from time to time as approved by the Board.

5. Performance Evaluations

Performance evaluations of the Executive Director of the Corporation (and such other Officers as may be determined by the Board) shall be conducted annually and utilized by the Board of Directors in an annual assessment of the performance of the Executive Director.

Article VII. POLICIES

The power to make or establish policies and directives shall remain exclusively with the Board and its Executive Committee, subject to the limitations contained in Article V, Section 1 and no other committee pursuant to these Bylaws shall have the right to alter, amend, repeal, change, or supplement any policy or policies established by the Board and its Executive Committee.

Article VIII. INDEMNIFICATION AND INSURANCE

1. Indemnification

(a) Actions Against Directors, Officers, Employees and Agents

The Corporation shall indemnify, to the fullest extent permitted by, and in the manner provided by, the Georgia Nonprofit Corporation Code, and if applicable, Section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a Director, officer, employee or agent of the Corporation against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interests of the Corporation and, in the case of a criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful. Such indemnification shall include the cost of defense in any litigation or other proceeding.

(b) Advance for Expense of Directors, Officers, Employees and Agents

The Corporation shall pay for or reimburse the reasonable expenses incurred by a Director, officer, employee, or agent who is a party to a proceeding, in advance of final disposition of the proceeding if:

- (1) The Director, officer, employee or agent furnishes the Corporation with written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Section 1 (a) of this Article VIII; and
- (2) The Director, officer, employee or agent furnishes the Corporation a written undertaking, executed personally or on his behalf, to repay any advances if it is ultimately determined that the Director, officer, employee or agent is not entitled to indemnification.

The written undertaking requires by 1(b)(2) of this Article VII must be unlimited general obligation of the Director, officer, employee or agent but need not be secured and may be accepted without reference to financial ability to make repayment.

2. Indemnification Not Exclusive to Other Rights

The indemnification provided in Section 1 of this Article VIII shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Corporation's Articles of Incorporation or these Bylaws, or any agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

3. Insurance

To the extent permitted by the Georgia Nonprofit Corporation Code, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

Article IX. CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

1. Contracts

Subject to the provisions of these bylaws, 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 instrument in the name of or on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

2. Checks, Drafts, Notes, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by officers of the Corporation or the Executive Director. Two signatures will be required on any such instruments over five hundred dollars (\$500).

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 direct.

4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

Article X. CORPORATE SEAL

The Corporation's Board shall provide for a corporate seal in such form and with such inscription as it may determine.

Article XI. BOOKS AND RECORDS

The Corporation shall keep correct and complete accounting books (subject to annual audit by independent contract within two months of the end of the fiscal year) and records and shall also keep minutes of the proceeding of its Board of Directors, and any committees having any authority of the Board, and any other matters required by the Georgia Nonprofit Corporation Code.

Article XII. AMENDMENTS

1. Amendments

The Bylaws of the Corporation may be amended by an affirmative vote of two-thirds (2/3) of the members present, at any regular or special called meeting at which a quorum is present, provided that notice shall have been mailed or delivered personally to each member of the board at least seven (7) days prior to said meeting, and provided further, that such written notice shall fully represent the proposed amendments.

2. Review

The Board of Directors shall review the Bylaws at least once every two (2) years, or as deemed necessary by the board, for appropriate amendments.

Article XIII. EFFECTIVE DATE

These Bylaws, and any amendments or revisions thereof, shall become effective at midnight on the day of their adoption.

In witness whereof, we have hereunto subscribed our names this _____ day of _____
2001.

_____ Chairman

_____ Secretary

Sworn and subscribed to in my presence this the _____ day of _____ 2001.

_____ Notary

APPENDIX I
Disclosure of Interest Statement

1. **Name** _____
Address _____

Profession _____
Employer _____
Title _____
Principal Activity _____

2. **Identify any business relationships, transactions or contracts between the Corporation and yourself, any member(s) of your immediate family, or any firm in which you have a substantial interest.** _____

3. **Identify and list any other activities in which you, any member(s) of your immediate family, or any firm in which you have a substantial interest, are engaged in that constitute a conflict of interest.** _____

4. **Identify the monetary value to you, any member(s) of your immediate family, or any firm in which you have a substantial interest, resulting from the transactions, contracts, business relationships or activities listed in response to 2 and 3 above.**
\$ _____

5. **I hereby agree to file an amendment to this statement if subsequent events should cause the information contained herein to be inaccurate or misleading.**

Date _____