

Bylaws

Of

Home Education Information Resource, Inc.

ARTICLE 1 OFFICES

SECTION 1.1 PRINCIPAL OFFICE

The principal office of the corporation is located in Fulton County, State of Georgia.

SECTION 1.2 CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 19__

_____ Dated: _____, 19__

_____ Dated: _____, 19__

SECTION 1.3 OTHER OFFICES

The corporation may also have offices at such other places, within its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2 PURPOSE

SECTION 2.1 VISION

That the people of Georgia and their government recognize home study, freely practiced in its diverse forms, as a legitimate choice and value it as a positive force for improving the quality of education.

SECTION 2.2 MISSION

HEIR will further its vision through:

- Providing government agencies and officials timely and accurate information about home study in Georgia;
- Disseminating information to the public about Georgia law, government activities, and regulations as they concern home study programs;
- Working to prevent or remove undue legislative, judicial, or regulatory restrictions on Georgia home study programs;
- Promoting dialog within the homeschooling community, for example through e-mail, our website, and surveys;

- Encouraging involvement of homeschoolers in Georgia government by informing them on issues and opportunities;
- Working toward fair treatment of home study programs by Georgia government through programs of information and education;
- Working to prevent or remove undue legislative, judicial, or regulatory restrictions on Georgia home study programs;
- Promoting a positive, well-informed image of home study, for example through presentations, publications, and media activities.

SECTION 2.3 PRINCIPLES

- Parents have the right to choose home study as a means of educating their children;
- Parents have the right to determine the methods, structure, and content of their home study program;
- All individuals, regardless of religious beliefs, race, national origin, educational methods, or homeschooling status, who wish to advance HEIR's mission are welcomed to participate;
- HEIR is not a support group; homeschoolers are encouraged to seek support from associations of like-minded homeschoolers; HEIR is not designed to usurp the role of such associations;
- HEIR will operate as a volunteer organization.

ARTICLE 3 MEMBERSHIP

SECTION 3.1 QUALIFICATIONS OF MEMBERS

Each person who is a member of a household that either

- (1) has paid annual dues required by the corporation, if any, within the last year and has provided a written statement requesting membership, or
- (2) has a current annual subscription to the publications of the corporation and has provided a written statement requesting membership, and

whose name is included on the written statement as a member of the household,

shall be a member of the corporation. Those who have registered with the corporation by providing their name and either an e-mail or postal address shall be considered as having provided such a written statement requesting membership, only if such registration occurs before the corporation provides the opportunity to use forms explicitly for requesting membership.

The initial Board shall establish the initial amount of annual membership dues in the special rules of order of this corporation. The dues shall be charged per household rather than per individual.

No member may transfer a membership or right arising therefrom.

The term of membership shall begin January 1 and end December 31, annually.

SECTION 3.2 MEMBER POWERS

The following actions shall require the approval of the membership at a duly called meeting and shall not be valid and effective unless and until such approval is given:

- (1) Amendment of the Articles of Incorporation or bylaws of this corporation, except as provided in Article 11.
- (2) Adoption of a plan of merger or consolidation.
- (3) The sale, lease, exchange or other disposition of all or substantially all of the property and assets of the corporation, whether or not the corporation is insolvent at the time such disposition is authorized by the Board.

- (4) The dissolution of the corporation.
- (5) Change of the amount of dues required for membership.
- (6) Election of Directors from duly nominated candidates to succeed those whose terms are next to expire or to fill any seat during a current term for which no Director has yet been elected by the membership.

SECTION 3.3 LOCATION OF MEMBERSHIP MEETINGS

Meetings of the membership shall be held at such locations as shall be approved by the Board.

SECTION 3.4 TIME OF REGULAR MEMBERSHIP MEETINGS

Regular meetings of the membership shall be held two time each year; a Spring meeting will be held in April or May, and a Fall meeting will be held in September or October.

SECTION 3.5 SPECIAL MEMBERSHIP MEETINGS

The Board may call special meetings of the membership.

SECTION 3.6 NOTICE OF MEMBERSHIP MEETINGS

The Board shall give each member prior notice of the time, location, and agenda of every membership meeting. Such notice may be included in an HEIR newsletter or other such publication. Such notice shall be written, and delivered in person or sent by first class mail or electronic mail no later than 28 days prior to the membership meeting.

SECTION 3.7 ABSENTEE BALLOTS FOR MEMBERS

The Board shall give to each member absentee ballots for actions scheduled to be considered at a membership meeting. Such ballots shall be written and delivered in person or sent by first class mail, or electronic mail. The ballots may be delivered with an HEIR newsletter or other such publication. The ballots sent by first class mail or electronic mail shall be sent no later than 28 days prior to the membership meeting.

The ballots shall set forth the proposed actions and provide an opportunity to specify approval or disapproval of each proposal.

The proposals being considered on the ballot such as nominees for Board seats, a proposed change in membership dues, or proposed amendments to the bylaws or Articles of Incorporation, shall be sent with the ballot.

To be valid and counted, a ballot must be received at least a day prior to the membership meeting. Absentee ballots shall be counted at the membership meeting.

SECTION 3.8 QUORUM FOR MEMBERSHIP MEETINGS

A quorum for a membership meeting shall consist of the number of members present.

SECTION 3.9 MEMBER VOTING

At any meeting of the members, every member may vote in person or by absentee ballot.

Each member shall have one vote.

All elections of directors shall be determined by a plurality of the votes cast and all other matters shall be determined by a majority of the votes cast.

SECTION 3.10 CONDUCT OF MEMBERSHIP MEETINGS

Meetings of the membership shall be presided over by the President, or, in the President's absence, by the Vice President, or, in the absence of each of these persons, by a member chosen by a majority of the

Directors present at the meeting. In the Secretary's absence, the presiding officer shall appoint another person to act as secretary of the meeting.

SECTION 3.11 NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE 4 BOARD OF DIRECTORS

SECTION 4.1 COMPOSITION OF THE BOARD OF DIRECTORS

The corporation shall have nine Directors and collectively they shall be known as the Board of Directors. The term "Board" as used in these bylaws shall mean the Board of Directors. The Board shall consist of nine seats numbered one through nine, and no more than one Director shall fill each seat. No Director shall fill more than one seat.

SECTION 4.2 DIRECTOR QUALIFICATIONS

Each Director shall be a member of the corporation, shall have been a member during all of the 365 days prior to nomination, and shall be of the age of majority in this state.

SECTION 4.3 BOARD POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

The Board may create committees and may appoint members from the corporation to committees it creates. Committees created by the Board shall serve at the pleasure of the Board and may exercise such authority that is provided by these bylaws or delegated by the Board, except that no committee shall have the authority of the Board to directly request approval by the membership of acts requiring membership approval. The Board may adopt rules pertaining to the conduct of meetings of committees it creates. In the special rules of order of this corporation, the Board may create one or more standing committees and define the authorities of each.

SECTION 4.4 BOARD DUTIES

It shall be the duty of the Board to:

1. Take actions necessary to advance the mission of the corporation within the principles of the corporation.
2. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, and by these bylaws;
3. Elect and remove, and, except as otherwise provided in these bylaws, prescribe the duties of all officers of the corporation;
4. Supervise all officers of the corporation to assure that their duties are performed properly;
5. Meet at such times and places as required by these bylaws;
6. Annually approve a budget;
7. Set the times and places of the membership meeting in compliance with these bylaws.
8. The Board shall give each member prior notice of membership meetings as required by these bylaws.

9. The Board shall create absentee ballots and deliver or send absentee ballots to all members of the corporation as required by these bylaws.
10. Each year, the Board shall appoint members to the nominating committee no later than the first Saturday in July.

Each Director shall register his/her mailing and E-mail addresses with the Secretary. Notices of meetings mailed or E-mailed to Directors at such addresses shall be valid.

SECTION 4.5 BOARD TERMS

The first term for each of the Board seats shall commence when the charter members have elected a Director to occupy the seat.

The first term for each of the Board seats numbered 1, 2, and 3 shall expire at 2:00 A.M. on the second Saturday in November of 1999.

The first term for each of the Board seats numbered 4, 5, and 6 shall expire at 2:00 A.M. on the second Saturday in November of 2000.

The first term for each of the Board seats numbered 7, 8, and 9 shall expire at 2:00 A.M. on the second Saturday in November of 2001.

All terms, after the first, for each seat on the Board shall be staggered such that the commencement of an equal number occurs each year.

Every term, after the first, for each seat on the Board shall commence on the second Saturday in November and shall expire at 2:00 A.M. on the second Saturday in November in the third year after its commencement.

SECTION 4.6 ELECTION OF DIRECTORS

All Directors shall be elected at large.

The nominees receiving the highest number of votes shall occupy the seats to be filled by the election. In case of a tie for the last seat to be filled, the Directors whose seats are not being filled by this election shall break the tie.

The Director for the succeeding term of each seat shall be elected during a membership meeting. If a successor has not been elected when a Director's term expires, he/she may continue as the interim Director in the same seat on the Board during the next term, but only until a successor is elected or until the end of the calendar year during which the term expired, whichever occurs earliest.

A Director may be elected to succeed him/herself on the same seat.

SECTION 4.7 VACANCIES ON THE BOARD

Vacancies on the Board shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of Directors is increased by revision to these bylaws.

Any Director may resign effective upon giving written notice to the President, Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation.

Any director may be removed from office, with or without cause, at any time upon both (1) an affirmative vote for such removal by a number of Directors equal to at least two thirds (2/3) of the seats, filled and unfilled, on the Board, and (2) as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these bylaws or provisions of law, the remaining Directors, shall elect a qualified member to fill a vacated seat for the remainder of the unexpired term. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a number of directors equal to at least the majority of filled seats on the board.

A seat is considered unfilled, but not vacated, when it becomes empty because a successor has not been elected.

SECTION 4.8 COMPENSATION OF DIRECTORS

Directors shall serve without compensation; however, Directors may be reimbursed for actual expenses incurred in the maintenance of their duties.

SECTION 4.9 LOCATION OF BOARD MEETINGS

The location of Board meetings shall be as set by the Board.

SECTION 4.10 TIME OF REGULAR BOARD MEETINGS

The Regular meeting schedule of the Board shall be as set by the Board, and shall be published to the membership via the web site and e-mail.

SECTION 4.11 SPECIAL BOARD MEETINGS

Special meetings of the Board may be called by the President or by any three Directors via written request to the Secretary, provided one week notice is given to all Board members and published to the Membership via the website.

SECTION 4.12 ACTION OF BOARD WITHOUT MEETING

Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if written consent, setting forth the action so taken, is signed or e-mailed by all the Directors or committee members whose votes would have been required at a meeting and filed with the minutes of the proceedings of the Board or committee.

SECTION 4.13 TELEPHONE CONFERENCE MEETINGS

The members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of telephone conference, computer conference, or similar communications equipment by means of which each person participating in the meeting can communicate with all others participating in the meeting, and participation in a meeting pursuant to this Section shall constitute presence in person at such meetings.

SECTION 4.14 QUORUM FOR BOARD MEETINGS

A quorum shall consist of a number of Directors equal to at least the majority of seats, filled and unfilled, on the Board.

SECTION 4.15 MAJORITY ACTION AS BOARD ACTION

At a meeting duly held at which a quorum is present, every act performed or decision made by a majority of the Directors present, but no less than four, is the act or decision of the Board, unless the Articles of Incorporation, these bylaws, or provisions of law require otherwise for approval of a matter by the Board.

SECTION 4.16 CONDUCT OF BOARD MEETINGS

Meetings of the Board shall be presided over by the President, or, in the President's absence, by the Vice President, or, in the absence of each of these persons, by a Board member chosen by a majority of the Directors present at the meeting. In the Secretary's absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by whatever rules shall be established by the Board insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 4.17 NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE 5 OFFICERS

SECTION 5.1 REQUIRED OFFICES

The Officers of the Corporation shall be the President, the Vice President, the Secretary, and the Treasurer. One person may not hold more than one of these four offices. The Corporation may also have other Officers with titles and duties as delegated by the Board.

SECTION 5.2 QUALIFICATIONS OF OFFICERS

Officers shall be elected from among the Board members of the corporation. Upon the removal or resignation of an officer from the Board, then that officer is thereby removed or resigned from the office. When the Board term of an officer expires and that officer has not been reelected to the Board seat, then that officer will no longer be a Director but may remain in office until the end of his/her term of office.

SECTION 5.3 ELECTION OF OFFICERS

Election of officers to succeeding terms shall be held within two months after any board members are elected by the membership. The Board shall elect officers from duly nominated candidates. Nominations may be made from the floor of the Board meeting as well as by the Nominating Committee. A person in office may be elected to succeed him/herself, if he/she still qualifies for the office. A member is elected to office upon an affirmative vote for election by a number of Directors equal to at least a majority of the number of seats, filled and unfilled, on the Board.

SECTION 5.4 TERMS OF OFFICE

The term of each office is of no set length; however, all current terms of office expire at 2:00 A.M. of the day one month after the election of officers to the succeeding terms. The term of office will expire earlier if both the outgoing and incoming officer publish notice of such earlier agreed date and time of the transition.

SECTION 5.5 VACANCY IN AN OFFICE

An Office vacancy shall exist on the death, resignation, or removal of an officer.

Any Officer may resign effective upon giving written notice to the President, Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. Acceptance of such resignation shall not be necessary to make it effective.

Any Officer may be removed, with or without cause, at any time upon an affirmative vote for such removal by a number of Directors equal to at least two thirds (2/3) of the number of seats, filled and unfilled, on the Board.

In the case of an Office vacancy, the Board shall meet and elect a replacement for the unexpired term.

SECTION 5.6 COMPENSATION OF OFFICERS

Officers shall serve without compensation; however, Officers may be reimbursed for actual expenses incurred in the maintenance of their duties.

SECTION 5.7 PRESIDENT

The President shall, subject to the control of the Board, supervise and control the affairs of the corporation and activities of the Officers. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, the President shall execute, in the name of the corporation and with the

Secretary or any other officer authorized by the Board, such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

The chairperson of each committee created by the Board shall be appointed by the President and approved by the Board.

Between meetings of the board, the president shall respond to inquiries regarding this corporation's agenda and positions and may speak on behalf of the corporation within the limits and direction given by the board during board meetings and via special rules of order, and board-approved corporate publications and position statements. The president may delegate his/her communication assignments as necessary.

Between meetings of the board, the president may issue, if urgently required, interim corporate position statements and publications, after submitting the proposed statements or publications to at least five other board members and receiving the approval of at least five other board members. Such interim position statements and publications shall be consistent with the articles of incorporation, these bylaws, special rules of order, and position statements and publications previously approved in a meeting of the board. Interim position statements and publications issued between board meetings shall remain in effect only until the next board meeting and shall be brought before the board at its next meeting for action by the board.

The chairperson of the Nominating Committee shall be appointed by the President and approved by the Board.

The President shall create the agenda for the meetings of the Board, membership. The Agenda shall include opportunities to discuss old business and introduce new business.

SECTION 5.8 VICE PRESIDENT

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

SECTION 5.9 SECRETARY

The Secretary shall:

record the minutes of the meetings of the Board and the membership.

publish the minutes of the previous meetings of the Board, prior to the next meeting, for the members via the web site.

see that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

maintain the records of the corporation, except those that the Treasurer is required by these bylaws to maintain.

keep the seal of the corporation and the records of the corporation, except those that the Treasurer is required by these bylaws to keep and maintain.

affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

exhibit corporate records, except those that the Treasurer is required by these bylaws to maintain, to members and Directors as provided for in these bylaws.

SECTION 5.10 TREASURER

The Treasurer shall:

have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

disburse, or cause to be disbursed, the funds of the corporation as directed by the Board in compliance with the provisions in Article 7, and take proper vouchers for such disbursements.

keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

exhibit the books of account and financial records to members and Directors of the corporation as provided for in these bylaws.

prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

ARTICLE 6 NOMINATING COMMITTEE

SECTION 6.1 FUNCTION OF A NOMINATING COMMITTEE

A Nominating Committee shall be appointed by the Board and shall nominate qualified candidates for the Board seats of the term next due or overdue for election. At the Board's discretion, the nominating committee shall also function to present a slate of qualified nominees for election to office. A person may not be nominated without his/her prior consent.

SECTION 6.2 COMPOSITION OF THE NOMINATING COMMITTEE

The Nominating Committee shall be composed of at least five members. No more than three members of the Nominating Committee shall also be serving as a Director or Officer. The President shall not serve on the Nominating Committee. No Director who will accept nomination by this committee for the succeeding board term shall serve on the committee. The membership of the Nominating Committee shall be published to the Membership of the Corporation no later than two months prior to the election of Board members.

SECTION 6.3 PRESENTATION OF SLATE

The Nominating Committee shall receive recommendations for candidates from the Membership of the Corporation for a period of one month, and then shall present a slate of one or more candidates for each open Director position to the Board. Each nominee will be eligible for election to any of the Board seats to be filled.

ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 7.1 EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these bylaws, may by resolution authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All contracts, deeds and other instruments shall be signed on behalf of the Corporation by the authorized officer and one other officer. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 7.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation in excess of \$500.00 shall be signed by at least two officers.

SECTION 7.3 DEPOSITS

All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

SECTION 7.4 GIFTS

The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the purpose of this corporation.

SECTION 7.5 Fiscal Year

The fiscal year for the Corporation shall be the calendar year.

ARTICLE 8 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 8.1 MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office or at such other place as the Board may determine:

1. Minutes of all meetings of directors, all committees, and, if this corporation has members, all meetings of members. All meeting minutes shall indicate the time and place of holding such meetings, whether regular or special, how called, how notice thereof was given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and accounts of its properties and business transactions including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
3. A record of its members, if any, indicating the name and addresses of each member and, if applicable the class of membership held by each member and, in the case where any membership has expired or been terminated, record of such fact together with the expiration or termination date of the membership;
4. A copy of the corporation's Articles of Incorporation and bylaws as amended or otherwise altered to date.

SECTION 8.2 CORPORATE SEAL

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

SECTION 8.3 DIRECTOR'S INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these bylaws, and provisions of law.

SECTION 8.4 MEMBER'S INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

To inspect at any reasonable time the books, records, or minutes of proceedings of the meetings of the members, the Board, or any committee of the corporation, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member. Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these bylaws, and provisions of law.

SECTION 8.5 PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 9 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this corporation filed with the Secretary of State of Georgia and used to establish the legal existence of this corporation.

All references in the these bylaws to reporting or writing may be satisfied by widely accessible electronic means such as e-mail for notices, ballots, and consent or a web site for reporting or publishing to the membership.

ARTICLE 10 PARLIAMENTARY PROCEDURES

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt. A parliamentarian shall be appointed, at the discretion of the President, for any Board meeting, or Membership meeting.

ARTICLE 11 AMENDMENT OF BYLAWS

Prior to the third Sunday of June, 2000, these Bylaws, or any one of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a number of Directors equal to at least two-thirds of the number of seats on the Board.

Effective the third Sunday of June, 2000, these Bylaws, or any one of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a number of Directors equal to at least two-thirds of the number of seats on the Board and approval of the membership.

ARTICLE 12 ADOPTION OF BYLAWS

We, the undersigned, are all Directors of the Corporation, and we consent to, and hereby do, repeal the bylaws adopted on 2/14/99 and in their place adopt the foregoing Bylaws, consisting of 11 preceding articles, as the Bylaws of this Corporation.

Dated: 10/23/99