



BYLAWS OF TENEBBA'S HAVEN, Inc.

ARTICLE 1: NAME.

The name of this Corporation is Teneba's Haven, Inc.

ARTICLE 2: OFFICE.

The principal office of the corporation will be located within or without the State of Florida, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the board of directors may designate. The Corporation shall continuously maintain within the State of Florida a meeting space at such place as may be designated by the Board of Directors.

ARTICLE 3: PURPOSE.

This corporation has been formed with the purpose of breaking the cycle of poverty, hunger and disease in Sierra Leone by:

- Create programs to assist the poor within Sierra Leone. Creating an atmosphere of self reliance and self sufficiency.
- Provide tools and facilitate training programs for communities and individuals to be self reliant and productive citizens, thus helping to break the cycle of poverty.
- Facilitate and support partnership with other national and international organizations from Sierra Leone.
- Address issues related to health care and disease prevention.
- Advocate and promote access to food sources, to include agricultural assistance.
- Advocate and be a voice of hope for Sierra Leone.
- Advocate and promote access to education and learning materials to orphans and the poor.

The Corporation will hold and may exercise all powers as may be conferred upon a non-profit corporation by the laws of the state of Florida and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Internal Revenue Service code, which are not permitted to be carried on by a corporation exempt under section 501 (c) (3).

ARTICLE 4: ACTIVITIES

This Corporation has been formed under the Florida Non-Profit Corporation Act for charitable, education and training purposes as described above and it will be non-profit and non-partisan. No substantial part of the activities of the corporation will consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. The



corporation will not participate or intervene in any political campaign on behalf of, or in opposition to any candidate(s) for public office.

ARTICLE 5: DEDICATION OF ASSETS

The properties and assets of this Corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings or assets of this Corporation, on dissolution or otherwise, will inure to the benefit of any private dissolution or liquidation. All remaining assets of the Corporation will be distributed and paid over to an organization whose mission is to distribute supplies and educational services around the world, and has established its tax exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE 6: MEMBERSHIP.

The corporation will not have members.

ARTICLE 7: BOARD OF DIRECTORS

Section 1: General Powers.

The Board of Directors of this Corporation is vested with the management of the business and affairs of the Corporation. The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the Corporation will be managed and all corporate powers will be exercised under the ultimate direction of the Board of Directors.

Section 2: Number of Directors.

The authorized number of directors of the Corporation will consist of not less than three (3) and not more than twelve (12) directors. The initial Board of Directors will consist of the persons named in the Articles of Incorporation. Upon majority resolution of the Board of Directors, the number of directors may be increased or decreased from time to time, but in no event will a decrease have the effect of shortening the term of an incumbent director, or decreasing the total number of directors to less than three (3) directors.

The Executive Director, if any, will serve as a non-voting member of the Board of Directors. No other employees of this Corporation may serve on the Board of Directors.

Section 3: Qualification of Directors:

Each director must be at least 18 years old, except for the initial directors as described in section 5 below. The members of the Board of Directors will be appointed by the Board of Directors.



It is the intent of the corporation that the composition of the board of directors will represent a diversity of backgrounds, communities and technical skills to enable the board of directors to make informed, well-balanced decision on the economic viability and social impact of its activities.

Section 4: Term of office of Board of Directors.

Directors will serve for a term of five years, which is renewable. At the first meeting of the board of directors under these bylaws, the directors shall randomly assign directors to one of the three classes for the purpose of perfecting a staggered term structure.

Section 5: Election of Board of Directors.

The initial members of the Board of Directors named in the Articles of Incorporation will serve until their successors have been selected and seated at the corporation's first annual meeting. At each annual meeting of the Board of Directors, upon nomination by the nominating committee if any, the Board of Directors shall elect their successors by a majority vote of those present. Nominations may also be made from the floor at the annual meeting. Each director is entitled to one vote for each vacancy on the board, but no director may cast more than one vote for the same nominee. The president will announce the results of the election to the board.

Section 6: Vacancies and Resignations:

A vacancy in the Board of Directors will be created by the following:

- (a) Death or resignation of any director
- (b) Failure to attend five (5) consecutive meetings of the board;
- (c) An increase in the authorized number of directors.
- (d) The failure of the directors, at any annual or other meeting at which any director(s) are elected, to elect the full authorized number of directors to be voted for at that meeting.

The Board of directors, by affirmative vote of a majority of the directors then in office, may remove any director for good cause at any regular or special meeting; provided that the director to be removed has been notified in writing that such action will be considered at the meeting. The Board may provide by appropriate resolution that the violation of any rule or regulation of this Corporation will constitute good cause for removal.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the president or the secretary, unless the notice specifies effective at a future time. The board may elect a successor to take office when the resignation becomes effective. No director may resign when the Corporation would then be left without a duly elected director in



charge of its affairs. A vacancy created by the removal of a director pursuant to this section will be filled by a majority vote of the directors then in office until the next election meeting.

Section 7: Meeting of the Board of Directors.

Board meetings will be called by the president/chairperson by written notice via e-mail, decision at a board meeting or by phone. Meetings will be held at any place designated by resolution of the board. A meeting may be changed from the regularly designated location to any other place consented to in writing, or by electronic mail, by a majority of the directors, at least 3 days before the meeting. Written consents will be filed with the minutes of the meeting. Special meetings may be held by telephone conference, video conference or similar communications technology by means of which all persons participating in the meeting can hear each other and take part in the meeting.

Section 8: Notice.

Notice of the place and time of meetings of the Board will be sent by regular mail, Electronic mail or facsimile to each director at least fourteen (14) days prior to that meeting.

Section 9: Annual meeting.

There shall be an annual meeting of the Board of Directors, at such a time and place as determined by the board. At these meetings, the Board shall elect officers and transact any and all business that may come before the Board, subject to all provisions for the notice of waiver of notice as provided in these Bylaws. Directors shall make a serious and concerted effort to attend the annual meeting in person.

Section 10: Special meetings.

Special meetings of the Board for any purpose will be called at any time by the president/chairperson of the Board upon receipt of the written or electronic mail request of members of the Board. The president/chairperson will also have the power to call a special meeting upon his/her own initiative. Notice of the date, time and place of special meetings will be delivered personally to each board member or communicated to each board member by telephone, facsimile, express or first-class mail, addressed to the board members at their addresses as shown in the records of the corporation. Unless otherwise specified in these bylaws, any and all business may be transacted at any regular or special meeting of the Board.

Section 11: Action at a Meeting and Quorum of Directors.

Presence of at least a majority of the directors then in office or three directors, whichever is greater, at a meeting of the board of directors constitutes a quorum for the transaction of



business, except as otherwise provided in these Bylaws. Voting at any meetings may be held by conference call so long as all directors can participate. Directors may be present either in person or by telephone conference, video conference or similar communications technology by means of which all persons participating in the meeting can cast their vote.

Every decision made by the majority of the quorum of the directors present at a meeting will be regarded as the act of the board of directors. Directors may not vote by proxy. Each director will have one vote on every issue submitted to a vote of the board.

Section 12: Adjourned Meeting and Notice.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place will be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 13: Action without a Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board individually or collectively consent in writing or by electronic mail to such action.

Section 14: Fees and Compensation.

Directors and members of committees may not receive any compensation for their services. Directors and members of committees may receive reimbursement of costs and expenses, where determined to be in good faith and in the best interest of the Corporation, where such service is in conformity with the purposes of the Corporation and where reimbursement is reasonable as may be fixed by resolution of the Board of Directors.

ARTICLE 8: OFFICERS

Section 1: Titles and Duties.

The officers of the Corporation will consist of a president/Chairperson, a vice-president, a secretary, and a treasurer. In addition to the duties as specified, officers will perform all other duties customarily incident to their offices and as instructed by the board of directors.

- (a) The president/Chairperson will serve as chairperson of the Board and will preside, if present, at all meetings of the Board of Directors. The president/Chairperson shall exercise



and perform such other powers and duties as may be assigned to him or her from time to time by the Board or as prescribed by these By-laws.

(b) Vice-President: The vice-president is the secondary officer of the Corporation. In the absence of the president/chairperson, or in the event of the president's inability or refusal to act, the vice-president/chairperson will perform all the duties of the president/chairperson, and when so acting will have all the powers of, and be subject to all the restrictions of the president/chairperson.

(c) Secretary: The secretary records the minutes of all the meetings of the Board of Directors and any committees, ensures that all notices are given in accordance with the provisions of these Bylaws, and serves as the custodian of the organization's records, including the names and addresses of all members of the Board.

(d) Treasurer: The treasurer is responsible for overseeing the management and reporting of the corporation's financing. Overseeing the development and observation of the organization financial policies and budget. Keep the Board informed of key financial events, concerns and assessment of the fiscal health of the organization. The treasurer is a signatory to the bank account. The treasurer shall perform such other duties as may from time to time be assigned by the Board of Directors.

Section 2: Election, Designation, and Term of Office of Officers.

All officers of the corporation will be elected by a majority vote of the Board and will hold office for two years until the next Annual meeting and may be re-elected to an unlimited number of consecutive terms.

Section 3: Removal of Officers.

Any officer elected or appointed by the Board may be removed by the Board whenever it is in the best interest of the corporation. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 4: Vacancies and Resignations.

Upon the removal, resignation, death, or incapacity of any officer, the Board of Directors will declare such office vacant and will replace the holder by a majority vote. Unless otherwise specified, any resignation will take effect on the date of the receipt of such notice or at any later time and the acceptance of the resignation will not be necessary to make it effective. Any officer may resign at any time by giving written notice to the president, without prejudice to the rights, if any, of the corporation under any contract to which such officer is a party.



ARTICLE 9: COMMITTEES

Section 1: Executive Committee.

There may be an Executive Committee of the Board of Directors composed of all officers, and such other directors as shall be elected to the Executive Committee by majority vote of a quorum of the Board of Directors at an annual, regular, or special meeting called for that purpose. Meetings of the Executive Committee may be called by the President, by any two members of the Executive committee, or by the Executive Director by giving written notice to the members of the committee of the time and place of such meeting in the manner provided for the giving of written notice to members of the Board of Directors. The Executive Committee is empowered, where in its judgment an urgent situation exists which requires prompt action on the part of the Corporation, to authorize the initiation of any action of activity by the Corporation's purposes and activities, or conduct other business of the Corporation, provided that it does not take any action contrary to any policy adopted by the Board.

Section 2: Nominations Committee.

A Nominations Committee may be established by the Board for the purpose of recommending candidates to the Board of Directors for appointment to vacancies of the Board, the Legal Committee and the Advisory Committee and such other committee or auxiliary groups as the Board may establish.

Section 3: Legal Committee.

The Board may establish a Legal Committee to consult with the Board and staff in connection with legal matters being considered or undertaken by the Corporation and to fulfill such other responsibilities in connection with litigation and other advocacy activities of the Corporation as it may be assigned by the Board of Directors.

Section 4: Advisory Committee.

The Corporation may also establish an Advisory Committee, from which the Board may solicit advice and recommendations on activities and other matters which the Corporation is considering or undertaking. The Advisory Committee will be representative of diverse interests in the communities affected by the activities of the Corporation.

Section 5: Authority of Committees.

Any committee that includes individuals who are not on the Board of Directors may not be delegated the authority or power of the Board of Directors. Any committee, whose members consist only of directors, to the extent of the powers specifically delegated in the resolution of



directors, or in these by-laws, may have all or a portion of the authority of the board of directors. The creation of, delegation of authority to, or action by a committee shall not alone relieve any director of his or her duty under law to the Corporation. Regardless of board resolution(s), no committee may:

- (a) Approve any action that, under the State of Florida Non-Profit Corporation Act, also requires the affirmative vote of the board members of a non-profit corporation;
- (b) Fill vacancies on the Board of Directors or in any committee that has the authority of the board;
- (c) Fix compensation of the directors for serving on the Board or on any committee;
- (d) Amend or repeal the Articles of incorporation or bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- (f) Appoint any other committees of the Board of Directors or the members of such committees.
- (g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke any such plan;
- (h) Approve any self-dealing transaction;
- (i) Bind the corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the board of directors.

The provisions of Article 7 of these Bylaws, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings by committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees will also be given to any and all alternate members, who will have the right to attend all meetings of the committee. Minutes will be kept of each meeting of any committee and will be filed with the corporate records. The Board of Directors or the committees may adopt rules not inconsistent with the provisions of these Bylaws or the Articles of Incorporation for the government of any committee.



ARTICLE 10: STANDARD OF CARE

Section 1: General.

Directors of the Board will perform the duties of a director, including the duties as a member of any committee of the board on which the director may serve in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director will be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by one or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented.

- (a) Counsel, independent accountants or other persons retained by the corporation, as to matters which the director believes to be within such person's professional or expert competence; or
- (b) A committee of the board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 2: Loans.

This Corporation will not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this Corporation may advance money to a director or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3: Self-Dealing Transactions.

Except as approved in Section 4 below, the Board will not approve a self-dealing transaction. A self-dealing transaction is one to which the Corporation is a party and in which one or more of the directors has a material financial interest or a transaction between this corporation and any person (other than a non-profit corporation, tax exempt under Internal Revenue Code Section 501 (c) 3 in which one or more of the directors has a material financial interest. A director will not be deemed to have a material financial interest in a contract or transaction that implements a charitable program of this Corporation solely because the contract or transaction results in a benefit to a director or his or her family by virtue of their membership in the class of persons intended to be benefitted by the charitable program, as long as the contract or



transaction is approved or authorized by the corporation in good faith and without unjustified favoritism.

Section 4: Approval.

The Board of Directors may approve a self-dealing transaction if the board determines that the transaction is in the best interests of, and is fair and reasonable to this Corporation and, after reasonable investigation into the facts and circumstances, determines that this Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the board, in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of the majority of the directors then in office, provided that a quorum is present, and the presence of the interested director can be counted for purpose of the quorum but whose vote will not be counted for the matter presented.

The Corporation will have power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such.

ARTICLE 11: EXECUTION OF CORPORATE INSTRUMENTS, AND VOTING OF STOCKS AND MEMBERSHIPS HELD BY THE CORPORATION

Section 1: Execution of Corporate Instruments.

The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature will be binding upon the Corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents will be executed, signed, or endorsed by two of the following: president, vice-president, secretary, treasurer of the Board or the CEO.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, will be signed by such person or persons as the board of directors will authorize to do so.



Section 2: Voting of Stocks Owned by Corporation.

All stock of other corporations or memberships in other corporations owned or held by the Corporation for itself, or for other parties in any capacity, will be voted by the person authorized to do so by resolution of the Board of Directors, or in the absence of such authorization, by the president of the board, the vice-president of the board, or by any other person authorized to do so by the president of the Board.

ARTICLE 12: RECORDS AND REPORTS

Section 1: Maintenance and Inspection of Articles and Bylaws.

The Corporation will keep at its office in this state, the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which will be open to inspection by the directors, at all reasonable times during office hours.

Section 2: Maintenance and Inspection of Other Corporate Records.

The Corporation will keep adequate and correct books and records of accounts; written minutes of the proceedings of its board and any committees of the board; and a record of each board member's name and address. All such records will be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the corporation. The minutes will be kept in written or typed form, and other books and records will be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation will turn over to his or her successor or the president of the board, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director will have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and will include the right to copy and make extracts of documents.

Section 3: Reports.

The Board will cause an annual report to be sent to all directors of this corporation, within 120 days after the end of the corporation's fiscal year, containing the following information:

- (a) The assets and liabilities, including the trust funds, of this corporation at the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;



- (c) The revenues or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year; and
- (d) The expenses or disbursements of this corporation, for both general and restricted purposes, during the fiscal year.

The annual report will be accompanied with an audit report periodically.

ARTICLE 13: FISCAL YEAR

The fiscal year of the Corporation will run from January 1st to December 31st.

ARTICLE 14: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the State of Florida Non-Profit Corporation Act as amended from time to time will govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term a person includes a corporation as well as a natural person. If any competent court of law will deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws will be considered valid and operative, and (ii) effect will be given to the intent manifested by the portion deemed invalid or inoperative.

ARTICLE 15: AMENDMENTS

These Bylaws may be adopted, amended or repealed by the vote of a majority of the directors then in office, present at a meeting duly held at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws, unless such notice is waived in accordance with these Bylaws.

Unless otherwise restricted by the Articles of Incorporation, the Board of Directors may adopt one or more non substantive amendments (as prescribed by law from time to time) to the Articles of Incorporation without approval per the process outlined in the preceding paragraph. The Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by a 2/3 vote of the Board of Directors present at a regular or special meeting.

ARTICLE 16: EXECUTIVE DIRECTOR



The Board of Directors may, upon majority resolution, appoint an Executive Director to serve as the Corporation's chief operating officer and to carry out on behalf of the Corporation all decisions adopted by the Board of Directors and the Executive Committee.

The Executive Director will be paid an annual salary set by the Board of Directors. The Executive Director will serve at the discretion of the Board of Directors, but may be employed under a contract with terms established by the Board. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not of itself create contract rights.

Subject to such supervisory powers as are vested in the Board or Directors, the Executive Director will supervise, direct, and control the business of the Corporation and actively manage its business. The Executive Director exercise those powers and duties which normally pertain to the position of chief operating officer, including but not limited to the authority given by the Board of Directors: to engage in negotiations involving the commitments of the resources of the Corporation; to execute contracts or other instruments on behalf of the Corporation; to accept money or resources on behalf of the Corporation in furtherance of the purposes of the Corporation as set out in the Articles of Incorporation and these bylaws; to hire at reasonable compensation, direct and discharge employees; to engage the services of and supervise volunteers; and to present to the Board annually for its consideration a formal proposal setting forth the priorities and substantive matters on which the Corporations activities are proposed to be focused. The CEO is a signatory on the bank accounts. He or she will have such other powers and duties as may be prescribed by these bylaws or by the Board of Directors or Executive Committee, under whose direction he or she shall act.

The Executive Director will generally be expected to attend all meetings of the Board of Directors and Executive Committee.

The Board of Directors may, upon majority resolution, appoint an interim Executive Director to serve during a temporary period until a permanent Executive Director is appointed. The Board of Directors may vest the interim Executive Director with such of the powers and duties of an Executive Director as the Board deems appropriate to conduct the business of the Corporation. An interim Executive will be compensated and reimbursed according to terms established by the resolution appointing the interim Executive Director.

ARTICLE 17: CHIEF FINANCIAL OFFICER



The CFO is responsible for the maintenance and accurate accounting of the books of the corporation. The CFO will have custody of all funds and securities belonging to the corporation and will receive, deposit, or disburse the same under the direction of the CEO & the Board. The CFO is a signatory on the bank account.

The CFO shall send to the Directors of this corporation such financial statements and reports as required to be sent by law, by these bylaws or by the Board. The CFO shall (a) deposit or caused to be deposited this corporations funds or other valuables in the name and to the credit of this corporation with such depositories as may be designated by the Board; (b) disburse or caused to be disbursed the funds of this corporation in the normal course of business of the corporation; (c) participate in the development of the annual budget and in the monetary of actual financial performance in relation to the budget; (d) render or cause to be rendered, an account of all transactions entered into as CFO and of the financial condition of this corporation; and (e) have such other powers and perform such other duties as may be prescribed to him or her by the Board.

ARTICLE 18: AGENTS

The Executive Director may appoint agents who shall have such authority and perform such duties as may be prescribed by the Executive Director. The Executive Director may remove any agent at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not of itself create contract rights.

ARTICLE 19: RULES OF PROCEDURE

The proceedings and business of the Board of Directors will be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of Teneba's Haven, Inc. and that the above bylaws consisting of 14 pages, are the bylaws of this corporation as adopted by the board of directors on _____, and that they have not been amended or modified since that date.

Executed on May _____, 2016

Secretary