

**Western States Livestock Rural Enforcement
Association
Bylaws**



Enacted March 8, 2018

Western States Livestock Rural Enforcement Association Bylaws

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***Western States Livestock Rural Enforcement
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BYLAWS***

Article I

Mission Statement

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Bylaws

ARTICLE I MISSION STATEMENT

The mission of the Western States Livestock Rural Enforcement Association is to develop solutions to the unique crime problems that afflict citizens in rural areas of the Western United States and Canada. The Association is committed to making the individuals, businesses and property of rural communities safer. To accomplish this mission, the Association seeks to forge stronger alliances between itself and rural communities, to educate the public concerning the extent and seriousness of rural crime, and to focus its efforts on the prevention of crime in rural regions of the Western States and Canadian Provinces, while seeking to improve its overall response.

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Association***

BYLAWS

Article II

Rules of Procedure

Western States Livestock Rural Enforcement Association Bylaws

ARTICLE II RULES OF PROCEDURE

Section 1. Membership

This Association shall have two (2) classes of members; Regular and Emeritus. These members are defined as any peace officer, inspector, or public officer who are currently or formerly employed by the United States, Canada, a State, Province, County, Municipality, a private organization, or other government subdivision whose duties included administering, investigating, or enforcing any laws or regulations pertaining to Livestock, Agriculture, and Wildlife. The dedicated purpose of this Association shall be for eligible members meeting the following qualifications may commence upon; application to the Board, approval of membership, timely payment of such dues and/or meeting fees as the Board may apply from time to time and attendance of meetings. If a member is an organization, it may be represented by one agent authorized to vote for the member(s) at a meeting of the members.

Definition of Regular Members

Regular members, as defined in Article II, Section 1 shall have the right to vote, as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all of the Association's assets, on any merger of its principal terms and any amendment of those terms, on any election to dissolve the Association and on any motion brought forth by the Board of Directors. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Definition of Member Emeritus

- A. Any former peace officer, inspector, or public officer who was employed by the United States, Canada, A State, Province, County, Municipality, or other government subdivision whose duties included administering, investigating, or enforcing any laws or regulations pertaining to Livestock, Agriculture, or Wildlife providing that;
- B. The Member Emeritus was a Member in good standing with the Association at the time of their retirement;
- C. The member Emeritus had no lapse in membership since the time of their retirement;
- D. The member Emeritus retired or resigned honorably or in good standing from their position as verified by the Association's Executive Board.
- E. The member Emeritus was a founding father of the Western States Livestock Investigators Association or was a member Emeritus with the Western States Livestock Investigators Association.
- F. This special class of member is a position of honor and respect for their dedication, participation, and contributions to the Association. A member Emeritus is exempt from

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paying dues and may participate in advising the Association and appointment to special committees as directed by the Board of Directors. Upon accepting a member Emeritus title (position of honor), the member will not have voting privileges and may not hold elective office.

- G. Upon enactment of this provision, any member Emeritus currently holding an elected office will be exempted from provision "F." until such time as he/she has completed his/her duties in the offices as set forth in ARTICLE IV.

Section 2. Dues; Good Standing

Each Regular member must pay at or before the annual meeting, the dues and or meeting fees, or amounts fixed by the Board. Those members who have paid the required dues and or meeting fees in accordance with these Bylaws shall be members in good standing.

Section 3. Termination of Membership

A membership may terminate on occurrence of any of the following events:

- A. Resignation of the member Agency, on reasonable notice to the Association.
- B. Failure of the member Agency to pay dues as set by the Board of Directors within three (3) months after they become due and payable.
- C. Failure of the Member to be represented at two (2) consecutive meetings of the Association unless otherwise excused by the Board;
 - 1. Such requests to be excused shall be either written or verbal and shall be directed to an Officer of the Association prior to the meeting.
- D. Occurrence of any event that renders the Member ineligible for membership or failure to satisfy membership requirements.
- E. Expulsion, suspension or termination of the Member under Section 4 of this Article is based on good faith determination and a vote by the majority of the Board, that the Member has failed in a material and serious degree to observe the rules of conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.

Section 4. Procedure for Expulsion, Suspension or Termination

If grounds appear to exist for expulsion, suspension or the termination of a Member under Sections 3 of these Bylaws, the procedure set forth below shall be followed:

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The Member shall be given 15 days' notice, from the date the member is notified of the proposed expulsion, suspension or termination and the reasons for the proposed expulsion, suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice.

- A. The member shall be given an opportunity to be heard, either orally or in writing at least five (5) days before the effective date of the proposed expulsion, suspension or termination. The hearing shall be held, the testimony or the written statement considered, by the Board of Directors to determine whether the expulsion, suspension or termination should take effect.
- B. The Board of Directors shall decide whether the Member should be expelled, suspended or terminated. The decision of the Board of Directors shall be final.
- C. Any action appealing the termination, expulsion or suspension, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension or termination to the Board of Directors.

Section 5. Meetings

A meeting of Members shall be held annually each year at a time and place to be determined by the Board of Directors, hereinafter referred to as "Annual Meeting." Other meetings of the Association may be called by the President or by the Board of Directors as needed.

Notice of Meetings

- A. Notice of any meeting of members shall be sent to the members at least 10 days before the meeting date. The notice shall be made by either mail, electronic mail (e-mail), or sent by other means of written communication if no other means of electronic messaging is available, all charges shall be prepaid and shall be addressed to each member, at the address of that member appearing on the books of the Association or at the address given by the member to the Association for purposes of notice.
- B. The notice shall specify the place, date and hour of the meeting and the general nature of the business to be transacted. The notice of any meeting, at which Directors are to be elected, shall include the names of all persons who are nominees when notice is given.

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Section 6. Quorum

A Quorum shall consist of one-third (1/3) of the voting members at a meeting, for any transaction of business to occur. The members present at a meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn from the meeting, leaving less than a quorum, any action taken (other than adjournment) is to be approved by at least a majority of the remaining members.

Section 7. Voting

A. Voting may be by hand, voice or ballot, except that any election of Directors must be by ballot if demanded by any Member at the meeting before the voting begins. Each Member shall be entitled to cast one vote on each matter submitted to a vote.

B. If a quorum is present; the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the member, unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law or by the Articles on Incorporation.

Section 8. Proxies

Each member entitled to vote shall have the right to do so either in person or by an agent authorized by a written proxy, signed by the authorizing member and filed with the Secretary prior to the vote being conducted.

Section 9. Rules of Conduct

Participation in the Western States Livestock Rural Enforcement Association is subject to the observance of the organization's rules and procedures. *The activities outlined below are strictly prohibited.* Any member or officer who violates this Code is subject to discipline, up to and including removal from the Association.

- Abusive language towards a member, officer, volunteer or participant.
- Discourtesy or rudeness to a member, officer, volunteer or participant.
- Verbal, physical or visual harassment of a member, officer, volunteer or participant.
- Actual or threatened violence toward a member, officer, volunteer or participant.
- Bullying or taking unfair advantage of a member, officer, volunteer or participant.
- Conduct endangering the life, safety, health or well-being of others.
- Failure to follow an individual's agency policy or procedure.
- Possession or use of illegal drugs.

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Association***

BYLAWS

Article III

Board of Directors

Western States Livestock Rural Enforcement Association Bylaws

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers and Duties

The business and affairs of the Association shall be managed and all corporate powers shall be exercised, by or under the direction of the Board of Directors. [Corp. Code section 5210]

Section 2. Number and Qualifications

Each director must be a regular member in good standing of the Association or the duly authorized representative of a regular member in good standing, which is not an individual.

- A. There shall be a Board of Directors of the Association composed of the President, Vice President, Secretary, Treasurer, Past President and up to eighteen (18) Directors.
- B. All members of the Board of Directors shall have equal voting rights.
- C. It shall be the duty of the Board of Directors to organize, foster and carry out the purposes, work and programs of the Association.

Section 3. Election, Term of Office and Vacancies

- A. Directors shall be elected by the Members at the Annual Meeting to serve for a one-year term.
- B. A Director may serve in the position of Director for one or more successive terms. The term of office for the Officers and Directors will be from the Annual Meeting election until the next Annual Meeting election in the following calendar year.
- C. Vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. A Director elected to fill a vacancy shall serve during the unexpired term of the predecessor until the next election is held.

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Section 4. Nomination Committee

The President shall appoint a nominating committee prior to December 1, of the year prior to the Annual Meeting in March of each year. This committee shall consist of four (4) members of the Association, whose duty it shall be to prepare nominations for the Association's Officers and Directors, to be presented at the Annual Meeting when elections will be held. Nominations may also be made from the floor at the Annual Meeting.

Section 5. Board of Directors Meetings

A. The meetings of the Board of Directors shall be held to coincide with regular meetings of the Association at any place within or outside of the State of California, which has been designated from time to time by the Board of Directors. In absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Special Meetings

B. The President, the Vice President or any four (4) Directors may call special meetings of the Board of Directors for any purpose or purposes at any time. Notice of the time and place of any special meeting of the Board of Directors shall be given at least 96 hours before the time set for the meeting, or by forty-eight (48) hours if delivered personally, by telephone or email. [Ca. Corp. code 5211 (a)(2)].

Section 6. Quorum

Eight (8) Directors shall constitute a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors and shall be binding on the Association and its members. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for the meetings.

Section 7. Participation in Meeting by Conference Telephone

Members of the Board of Directors may participate in a meeting through the use of conference telephone or similar communications equipment so long as all members participating in such a meeting can hear one another and a quorum is present.

Section 8. Action without Meetings

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 to such

action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

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Section 9. Waiver of Notice of Meeting

A. The transactions of any meeting of the Board of Directors however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present and either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes.

B. All waives, consents and approvals shall be filled with the corporate records for made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before it at its commencement about the lack of adequate notice. [Corp. Code section 5224(c)].

Section 10. Committees

A. The Board of Directors may establish committees composed in whole or in part by persons who are not members of the Board of Directors but who are regular members of the Association. The Board or the general membership as appropriate shall identify those issues pertinent to the function of the Association, as laid out in Article I of these Bylaws.

B. The Board of Directors or general membership shall encourage or direct that a committee be formed, to be composed of members having either an interest or expertise in a certain issue. The committee shall then investigate all pertinent information relevant to the issue. The committee shall make recommendations to the Board or to the general membership as to the findings of the investigations.

C. The Board of Directors or the general membership shall direct the committee to take such actions as are appropriate, insofar as such actions do not conflict with these Bylaws.

D. The committees shall include but are not limited to an Audit Committee, a Fundraising Committee, a Website Committee, a Scholarship Committee, a Site Committee and a Nomination Committee.

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Section 11. Resignation

Except as provided in this paragraph, any Director may resign, which resignation shall be effective upon giving written notice to the President, Secretary or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. No Director may resign when the Association would be left without a duly elected Director in charge of its affairs. [Corp. Code Section 5224(c)].

Section 12. Removal of Directors

A Director maybe removed by any of the following steps:

- A. Any elected member of the Board of Directors may be removed, with cause, on the approval of a majority of all members if they number less than 50 members.
- B. Any elected member of the Board of Directors may be removed without cause when it is approved by the members if there are 50 or more. [Corp. Code Section 5222(a)(2)].

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Article IV

Officers

Western States Livestock Rural Enforcement Association Bylaws

ARTICLE IV OFFICERS

Section 1. Number and Qualifications

Any person who is a regular member or the duly-authorized agent of an organization that is a regular member of the Association may serve as an Officer of this Association. The officers of the Association shall be a President, a Vice President, a Secretary, a Chief Financial Officer, hereinafter referred to as "Treasurer", a Past President, a Director at Large, and such other Officers as may be elected to offices created by the Board of Directors.

Section 2. Election, Term of Office and Vacancies

- A. The selection of Officers shall be made at the Annual Meeting.
- B. Officers shall be elected by the members at the Annual Meeting to serve under a progression of chairs from Director at Large, Secretary, Vice President, President and Past President. The Treasurer is a voted member of the Board of Directors, but is not subject to the Progression of Chairs. The Treasurer's term shall be a four (4) year term and is eligible for re-election by nomination by the Nomination Committee.
- C. If an Officer is unable to complete the term of office, the Board of Directors shall appoint a successor to hold office until the next election.

Section 3. Duties of President

The President shall, if present, preside at all meeting of the Board of Directors. The President shall, subject to the control of the Board of Directors, generally supervise, direct and control the business and the officers of the Association. The President shall perform such other duties as may from time to time be assigned to the President by the Board of Directors.

Section 4. Duties of Vice President

The Vice President shall, in the absence or disability of the President, perform all the duties of the President and when so acting, shall have all the power of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such duties as from time to time may be prescribed by the Board of Directors.

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Section 5. Duties of Secretary

The Secretary shall be responsible for the proper and legal mailing of notices and notifications of the meeting(s) of the Board of Directors. The Secretary shall keep, or cause to be kept, a book of minutes of all meetings and actions of the Board of Directors, with the time and place of the meeting. The minutes shall consist of how the notice of the meeting was given, the names of those present at the meeting, and the proceedings thereof.

Section 6. Duties of Treasurer

- A. The Treasurer shall serve as an appointee and an ex-officio, voting member of the Board of Directors.
- B. The Treasurer shall keep and maintain, or cause to be kept and maintained, accurate books and financial records for the Association. The Treasurer shall collect or supervise expenditures; shall have established proper accounting procedures for handling of the Association's funds; and shall be responsible for the keeping of the funds in such banks as approved by the Board of Directors.
- C. The Treasurer shall report on the financial condition of the Association, in writing at the Annual Meeting, at all meetings of the Board of Directors, or when called upon by the President and shall provide a written summary to the Secretary as an attachment to the Association Minutes.
- D. The Treasurer shall submit to the Audit Committee, a full disclosure of the financial records of the Association every quarter and before the Annual Meeting.
- E. The Treasurer shall submit a budget to the Board of Directors for the physical year to be approved by the membership at the Annual Meeting.
- F. The Treasurer shall, at the conclusion of each fiscal year, file or cause to be filed the Association's Federal and State tax returns and a year-end fiscal report for the Board of Directors.
- G. All bills against the Association shall be approved by the individual incurring such bill and the payment of bills must be approved by the Board of Directors.
- H. All checks issued by the Association shall require one signature with regular audits.
- I. The Treasurer shall during the auction supervise and assist in the collection of revenue from the auction and shall report the results of the auction to the Board of Directors.

J. The Treasurer shall issue checks and/or pay bills against the association.

K. The Treasurer may issue release monies for operating expenses up to \$300.00 without the approval of the Board of Directors. The approval may be obtained by email correspondence with a quorum (1/3) the Board of Directors.

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Section 7. Duties of Past President

The Past President shall serve as an ex-officio, voting member of the Board of Directors and mentor new officers of the association and assist in maintaining the goals and mission of the Association.

Section 8. Duties of the Director At Large

The Director at Large shall be responsible for learning the duties of the other officers in preparing for ascending through the chairs of the Association.

Section 9. Removal and Resignation

A. The Board may remove any Officer, either with or without cause, at any time.

B. Any officer may resign at any time by giving written notice to the Association, but without prejudice to the rights, if any, of the Association under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt or such notice or at any later time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

***Western States Livestock Rural Enforcement
Association***

BYLAWS

Article V

***Corporate Records
and Contracts***

Western States Livestock Rural Enforcement Association Bylaws

ARTICLE V CORPORATE RECORDS AND CONTRACTS

Section 1. Books and Financial Records

The Association shall keep at its principal office a copy of the Articles and Bylaws as amended to date. The Association shall also keep complete records of accounts, minutes of meetings of the Board of Directors, and records of the names and addresses of the Association Directors at the Association's principle office.

Section 2. Endorsement of Documents; Contracts

A. Subject to the provisions of applicable law, any mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Association and any other person, when signed either by the President or the Vice President and the Secretary or the Treasurer of the Association. The mortgage, evidence of indebtedness, contract, conveyance, or other instrument shall be valid and binding on the Association even if the director signing the document did not have the authority to sign the document(s).

B. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount not obtainable from funds on hand as of the date of the expenditure.

***Western States Livestock Rural Enforcement
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BYLAWS

Article VI

Indemnification

Article VII

Amendments to Bylaws

Article VIII

Fiscal Year

Article IX

Principal Office

Western States Livestock Rural Enforcement Association Bylaws

ARTICLE VI INDEMNIFICATION

The Board of Directors may, in its discretion, and to the extent allowed by law:

- A. Authorize the Association to indemnify its present and former Directors, Officers, employees and other agents against damages and liabilities, including court costs, attorney's fees, expenses, judgments, fines, settlements or other amounts actually and reasonably incurred in the course and scope of their employment or duties on behalf of the Association or arising out of their status as such Directors, Offices, employees and other agents in connection with any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, as permitted by Section 5238 of the California Corporations Code; and
- B. Authorize the purchase of insurance on behalf of such persons for the foregoing purposes.

ARTICLE VII AMENDMENTS TO BYLAWS

Subject to then applicable law, the Board of Directors may adopt, amend, or repeal Bylaws, unless the action would materially and adversely affect the members' rights as to voting or transfer. New Bylaws may be adopted, or these Bylaws may be amended or repealed by approval of a majority of the regular members. No amendment may extend the term of a Director beyond that for which the Director was elected. [Ca. Corp. Code 5150(a)(b)].

ARTICLE VIII FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX PRINCIPAL OFFICE

The principal office of the Association shall be at 2800 Gateway Oaks Drive, Sacramento, California 95833. The Board of Directors may change the principal office from one location to another.

***Western States Livestock Rural Enforcement
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BYLAWS***

***Articles of
Incorporation***

Western States Livestock Rural Enforcement Association Bylaws

ARTICLES OF INCORPORATION OF WESTERN STATES LIVESTOCK RURAL ENFORCEMENT ASSOCIATION

A California Nonprofit Public Benefit Corporation

I. The name of this corporation is WESTERN STATES LIVESTOCK RURAL ENFORCEMENT ASSOCIATION.

II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Benefit Corporation Law for charitable purposes.

B. The specific purpose for this corporation is to provide a forum for the exchange of workable ideas and possible solutions to the problems of livestock and rural crimes; establish new and more broadly based livestock and rural crime enforcement and prevention programs for use by farmers and business people, as well as law enforcement agencies; to make recommendations for the development of crime enforcement programs that will be distributed to law enforcement agencies and citizens residing in rural areas; and to disseminate information to the public designed to prevent rural crime.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Chad Parker
2800 Gateway Oaks Drive
Sacramento, CA 95833

IV

A. This corporation is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of these Article's the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 170(c)(2) of the Internal Revenue Code. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or other-wise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

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V

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, Officer or member thereof, or to the benefit on any private person.

VI

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to one or more nonprofit funds, foundations or corporations organized and operated exclusively for education purposes and which have established their tax exempt status under Sections 501(c)(3) of the Internal Revenue Code.

DATED: March 8, 2018

/s/ Christian Reister
Christian Reister

/s/Janice Goodwin
Janice Goodwin

/s/Chad Parker
Chad Parker

/s/ Travis Elings
Travis Elings

/s/Daron Brown
Daron Brown

Each of the undersigned hereby declares as follows: I am one of the persons who executed the foregoing Articles of Incorporation, which execution is my act and deed.

/s/ Christian Reister
Christian Reister

/s/Janice Goodwin
Janice Goodwin

/s/Chad Parker
Chad Parker

/s/ Travis Elings
Travis Elings

/s/Daron Brown
Daron Brown

