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Form **1024**
(Rev. September 1998)
Department of the Treasury
Internal Revenue Service

Application for Recognition of Exemption Under Section 501(a)

OMB No. 1545-0057

If exempt status is approved,
this application will be open
for public inspection.

Read the instructions for each Part carefully. **A User Fee must be attached to this application.**
If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.

Complete the Procedural Checklist on page 6 of the instructions.

Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.) Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- a Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
- b Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
- c Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
- d Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
- e Section 501(c)(7)—Social clubs (Schedule D, page 11)
- f Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
- g Section 501(c)(9)—Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)
- h Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
- i Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
- j Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)
- k Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
- l Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
- m Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
- n Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 7)

1a Full name of organization (as shown in organizing document) Crossroads Grassroots Policy Strategies		2 Employer identification number (EIN) (if none, see Specific Instructions on page 2) 27 : 2753378
1b c/o Name (if applicable)		3 Name and telephone number of person to be contacted if additional information is needed Margee Clancy (202) 559-6424
1c Address (number and street) 45 North Hill Drive	Room/Suite 1000	
1d City, town or post office, state, and ZIP + 4 If you have a foreign address, see Specific Instructions for Part I, page 2. Warrenton, VA 20186		
1e Web site address www.crossroadsgps.org	4 Month the annual accounting period ends December	5 Date incorporated or formed June 2, 2010
6 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.		
7 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.		

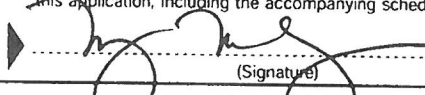
8 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a Corporation— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.
- b Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

PLEASE SIGN HERE


(Signature)

Margee Clancy, Treasurer
(Type or print name and title or authority of signer)

9/3/10
(Date)

For Paperwork Reduction Act Notice, see page 5 of the instructions.

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SERVICE CENTER

Part II. Activities and Operational Information (Must be completed by all applicants)

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

Crossroads Grassroots Policy Strategies (GPS) is a non-profit public policy advocacy organization that is dedicated to educating, equipping and engaging American citizens to take action on important economic and legislative issues that will shape our nation's future. The vision of Crossroads GPS is to empower private citizens to determine the direction of government policymaking rather than being disenfranchised victims of it.

Through issue research, public communications, events with policymakers, and outreach to interested citizens, Crossroads GPS seeks to elevate understanding of consequential national policy issues, and to build grassroots support for legislative and policy changes that promote private sector economic growth, reduce needless government regulations, impose stronger financial discipline and accountability on government, and strengthen America's national security.

Primary activities:

RESEARCH, 20%

(a) Crossroads GPS conducts research to determine how various demographic groups respond to current national policy issues, what priorities and concerns they have, and which public policy issues they might be most inclined to take action on through grassroots participation. Crossroads GPS also sponsors in-depth policy research on significant issues, especially those that are currently under-reported but are likely to have a substantial impact on government policymaking in the future.

(b) Beginning in June 2010 - through 2011 and 2012.

(c) Research is conducted by both Crossroads GPS staff and outside experts.

PUBLIC EDUCATION, 50%

(a) The organization educates the public on national policy and legislative issues such as the national debt, government spending priorities, health care policy, immigration, energy and pension reform. Crossroads GPS conducts public education through a wide variety of communications channels, including paid advertising, statements in news articles, policy information on its websites, and publicly released policy studies.

(b) Beginning in June 2010 - through 2011 and 2012.

(c) These activities are conducted by both Crossroads GPS staff and outside experts.

ACTIVITY TO INFLUENCE LEGISLATION AND POLICYMAKING, 30%

(a) The organization conducts public communications and builds grassroots to influence policymaking outcomes through grassroots mobilization and advocacy. The focus of these advocacy efforts may include legislation, budget priorities, regulations, public hearings and investigations, and other policymaking activities. The organization also engages citizens to participate in grassroots advocacy on pending legislative issues through paid advertising, mailings, e-mails, and web-based advocacy tools.

(b) Beginning in June 2010 and continuing in 2011 and 2012.


(c) These activities will be conducted by Crossroads GPS staff and paid consultants.

- 2 List the organization's present and future sources of financial support, beginning with the largest source first.

Individuals, corporations and other organizations who support the mission of the organization may donate to the organization.

Part II. Activities and Operational Information (continued)

3 Give the following information about the organization's governing body: **Board of Directors**

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
The Honorable Steven Law, President, 1401 New York Ave NW, Washington, DC 20005	
The Honorable Heather Wilson, Director, 1401 New York Ave NW, Washington, DC 20005	
Sally Vastola, Secretary & Director, 1401 New York Ave NW, Washington, DC 20005	
Candida Wolf, Director, 1401 New York Ave NW, Washington, DC 20005	
Bobby Burchfield, Director, 1401 New York Ave NW, Washington, DC 20005	
Margee Clancy, Treasurer, 1401 New York Ave NW, Washington DC 20005	

4 If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.
n/a

5 If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).
n/a

6 If the organization has capital stock issued and outstanding, state: (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.
n/a

7 State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.
The organization does not have members.

8 Explain how your organization's assets will be distributed on dissolution.
Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed to another organization organized and operated exclusively for charitable purposes or for social welfare purposes as described in section 501(c)(4).

Part II. Activities and Operational Information (continued)

9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? Yes No
 If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.

10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? Yes No
 If "Yes," state in detail the amount received and the character of the services performed or to be performed.

11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? Yes No
 If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.

12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? Yes No
 If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.

13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? Yes No
 If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.

14 Does the organization now lease or does it plan to lease any property? Yes No
 If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)

The organization may lease office space in the future, but has not made any final decisions on this matter. If the organization leases office space, it would likely lease a suite in an existing office building located in Washington, DC.

15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? Yes No
 If "Yes," explain in detail and list the amounts spent or to be spent in each case.

Consistent with the Supreme Court's decision in Citizens United v. Federal Election Commission, the organization may, in the future, develop and/or distribute independent political communications. Any such activity will be limited in amount, and will not constitute the organization's primary purpose.

16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? Yes No
 If "Yes," attach a recent copy of each.

Part III. Financial Data (Must be completed by all applicants)

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

Revenue	(a) Current Tax Year	3 Prior Tax Years or Proposed Budget for Next 2 Years			(e) Total
	From 6/2/10 To present	(b) 2011	(c) 2012	(d)	
1 Gross dues and assessments of members					
2 Gross contributions, gifts, etc.					
3 Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)					
4 Gross amounts from unrelated business activities (attach schedule)					
5 Gain from sale of assets, excluding inventory items (attach schedule)					
6 Investment income (see page 3 of the instructions)					
7 Other revenue (attach schedule).					
8 Total revenue (add lines 1 through 7)					
Expenses					
9 Expenses attributable to activities related to the organization's exempt purposes.					
10 Expenses attributable to unrelated business activities					
11 Contributions, gifts, grants, and similar amounts paid (attach schedule).					
12 Disbursements to or for the benefit of members (attach schedule)					
13 Compensation of officers, directors, and trustees (attach schedule)					
14 Other salaries and wages.					
15 Interest					
16 Occupancy					
17 Depreciation and depletion					
18 Other expenses (attach schedule)					
19 Total expenses (add lines 9 through 18)					
20 Excess of revenue over expenses (line 8 minus line 19)					

B. Balance Sheet (at the end of the period shown)

		Current Tax Year as of
Assets		
1	Cash	1
2	Accounts receivable, net	2
3	Inventories	3
4	Bonds and notes receivable (attach schedule)	4
5	Corporate stocks (attach schedule).	5
6	Mortgage loans (attach schedule)	6
7	Other investments (attach schedule)	7
8	Depreciable and depletable assets (attach schedule)	8
9	Land	9
10	Other assets (attach schedule)	10
11	Total assets	11
Liabilities		
12	Accounts payable	12
13	Contributions, gifts, grants, etc., payable	13
14	Mortgages and notes payable (attach schedule)	14
15	Other liabilities (attach schedule)	15
16	Total liabilities.	16
Fund Balances or Net Assets		
17	Total fund balances or net assets	17
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	18

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation.

Schedule B Organizations Described in Section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)

- 1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? . . . Yes No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

- 2 Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? . . . Yes No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

- 3 If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? . . . Yes No

If "Yes," explain.

- 4 If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

n/a

**User Fee for Exempt Organization
 Determination Letter Request**

▶ **Attach this form to determination letter application.**
 (Form 8718 is NOT a determination letter application.)

For IRS Use Only	OMB No. 1545-1798
	Control number <u>85074</u>
	Amount paid User fee screener

1 Name of organization Crossroads Grassroots Policy Strategies	2 Employer Identification Number 27 : 2753378
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Caution. Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

3 Type of request Fee

- a Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years or
 - A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years ▶ \$400
- Note.** If you checked box 3a, you must complete the *Certification* below.

Certification

I certify that the annual gross receipts of
name of organization

have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.

Signature ▶ Title ▶

- b Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years or
 - A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years ▶ \$850
- c Group exemption letters ▶ \$3,000

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 2009-8; 2009-1 I.R.B. 229, or latest annual update.

Check the box or boxes on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the "United States Treasury" for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Generally, the user fee will be refunded only if the Internal Revenue Service declines to issue a determination.

Where To File

Send the determination letter application and Form 8718 to:

Internal Revenue Service
 P.O. Box 12192
 Covington, KY 41012-0192

Who Should File

Organizations applying for federal income tax exemption, other than Form 1023 filers. Organizations submitting Form 1023 should refer to the instructions in that application package.

Paperwork Reduction Act Notice. We ask for the information on this form to carry out the Internal Revenue laws of the United States. If you want your organization to be recognized as tax-exempt by the IRS, you are required to give us this information. We need it to determine whether the organization meets the legal requirements for tax-exempt status.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating

to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. The rules governing the confidentiality of Form 8718 are covered in section 6104.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is 5 minutes. If you have comments concerning the accuracy of this time estimate or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Internal Revenue Service, Tax Products Coordinating Committee, SE:W:CAR:MP:T:T:SP, 1111 Constitution Ave. NW, IR-6526, Washington, DC 20224. Do not send this form to this address. Instead, see *Where To File* above.



LP

HOLTZMAN VOGEL PLLC
Attorneys at Law

45 North Hill Drive
Suite 100
Wanenton, VA 20186
p/540-341-8808
f/540-341-8809

September 3, 2010

Internal Revenue Service
P.O. Box 12192
Covington, KY 41012-0192

**Re: Application For Recognition of Exemption, Crossroads Grassroots
Policy Strategies (27-2753378)**

To Whom It May Concern:

Enclosed please find Forms 1024 (Application for Recognition of Exemption), 2848 (Power of Attorney and Declaration of Representative), and 8718 (User Fee for Exempt Organization Determination Letter Request), along with all necessary attachments, submitted on behalf of Crossroads Grassroots Policy Strategies (27-2753378).

Should you have any questions, please do not hesitate contact me. Thank you for your assistance in this matter.

Sincerely,



Michael Bayes

Enclosures

Crossroads Grassroots Policy Strategies

27-2753378

Form 1024

Part III. Financial Data

A. Statement of Revenue and Expenses

Line 18, Other Expenses, Current Tax Year

Consultants	\$
Insurance	\$
Legal fees	\$
Payroll taxes	\$
Website hosting	\$
Meeting expense	\$
Travel	\$
Payroll processing	\$

Subtotal, Line 18	\$
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Crossroads Grassroots Policy Strategies

27-2753378

Form 1024

Part III. Financial Data

A. Statement of Revenue and Expenses

Line 18, Other Expenses, 2011 and 2012 Proposed

	2011	2012
Consultants \$		
Insurance \$		
Legal fees \$		
Payroll taxes \$		
Website hosting \$		
Meeting expense \$		
Travel \$		
Payroll processing \$		
Subtotal, Line 18 \$		

Crossroads Grassroots Policy Strategies

27-2753378

Form 1024

Part III. Financial Data

B. Balance Sheet

Line 10 Other assets

Website development \$



Subtotal, Line 10 \$

Crossroads Grassroots Policy Strategies

27-2753378

Form 1024

Part III. Financial Data

B. Balance Sheet

Line 15, Other liabilities

Payroll liabilities \$

Subtotal, Line 15 \$



Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, June 2, 2010

This is to certify that the certificate of incorporation of

Crossroads Grassroots Policy Strategies

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business.

Effective date: June 2, 2010



State Corporation Commission

Attest:

Joel Heck
Clerk of the Commission

ARTICLES OF INCORPORATION
OF
CROSSROADS GRASSROOTS POLICY STRATEGIES

THE UNDERSIGNED, who is eighteen (18) years or older, for the purpose of forming a nonstock corporation pursuant to the Virginia Nonstock Corporation Act hereby certifies:

FIRST: The name of the Corporation is Crossroads Grassroots Policy Strategies.

SECOND: The Corporation is established primarily to further the common good and general welfare of the citizens of the United States of America by engaging in research, education, and communication efforts regarding policy issues of national importance that will impact America's economy and national security in the years ahead.

No part of the net income of the Corporation shall inure to the benefit of or be distributed to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purpose and objects set forth in this Second Article.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code of 1986, or corresponding provision of any future United State Internal Revenue law.

THIRD: The Corporation shall have no members.

FOURTH: The directors of the corporation shall be elected or appointed as follows:

The Board of Directors shall have the authority to elect members of the Board of Directors, who shall be elected annually to serve one year terms. If a vacancy shall occur on the Board of Directors, the vacancy may be filled by a majority of the Directors in attendance at a meeting of the Board called for such purpose.

FIFTH: The name of the corporation's initial registered agent is:

CT Corporation System, a foreign stock corporation that is authorized to transact business in Virginia.

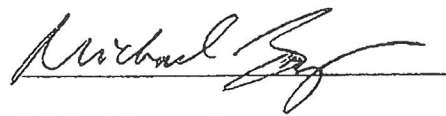
SIXTH: The corporation's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent is:

4701 Cox Road
Suite 301
Glen Allen, VA 23060
Henrico County

SEVENTH: The Corporation may be dissolved at any time by a majority vote of the Board of Directors of the Corporation who are in attendance at a meeting of the Board called for such purpose. Following such vote, the Board of Directors shall supervise the orderly dissolution of the organization, including the distribution of the remaining funds of the organization consistent with the purposes stated herein.

Upon dissolution of the corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to another organization organized and operated exclusively for charitable purposes or for social welfare purposes as described in section 501(c)(4).

IN WITNESS WHEREOF the undersigned has signed these Articles of Incorporation and acknowledged that these Articles of Incorporation are his and to the best of his knowledge, information and belief, and under penalty of perjury, the matters and facts set forth herein are true in all material respects.

A handwritten signature in black ink, appearing to read "Michael Bayes", written over a horizontal line.

Michael Bayes, Incorporator

BYLAWS
of
CROSSROADS GRASSROOTS POLICY STRATEGIES

ARTICLE I
OFFICES

SECTION 1. PRINCIPAL OFFICE. The initial principal office of the corporation shall be located at **45 North Hill Drive, Suite 100, Warrenton, VA 20186**. The Corporation may have such other offices, either within or without the **Commonwealth of Virginia**, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

SECTION 2. REGISTERED OFFICE. The registered office of the Corporation is: **4701 Cox Road, Suite 301, Glen Allen, Virginia 23060**.

ARTICLE II
BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The business, property and affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER. The number of directors of the Corporation shall be fixed by the Board of Directors, but in no event shall be less than one (1). The number of Directors may be increased or decreased from time to time by an amendment to these Bylaws. Any increase in the number of Directors shall be considered a vacancy to be filled by the remaining Directors.

SECTION 3. TENURE. Each Director shall serve a one-year term, or shall serve until he or she resigns, is incapable of serving, or is removed pursuant to these Bylaws. Each director must be reelected at the annual meeting of the Board of Directors.

SECTION 4. REMOVAL. At a special meeting of the Directors of this Corporation called for the purpose of removing any Director, such Director may be removed by a majority vote of all Directors entitled to vote. When any Director is removed, such unexpired term shall be considered a vacancy on the Board of Directors to be filled by the remaining Directors.

SECTION 5. RESIGNATION. Any Director may resign at any time with the assent of a majority of the remaining members of the Board of Directors.

Bylaws

SECTION 6. QUALIFICATIONS. Directors need not be residents of the Commonwealth of Virginia.

SECTION 7. VACANCIES. Any vacancy occurring in the Board of Directors may be filled by appointment by the Incorporator, or, if the Incorporator declines to make such an appointment, by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors may vote, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by appointment by the Incorporator until the next election of directors by the Directors.

SECTION 8. ANNUAL MEETINGS. An annual meeting of the Board of Directors to elect officers and directors and to conduct such business as may be necessary shall be held at such a time and place as shall be designated by the Board.

SECTION 9. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held at the time and place as determined by resolution of the Board without other notice than such resolution.

SECTION 10. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of the Board of Directors called by them.

SECTION 11. NOTICE. Notice of any special meeting shall be given at least two (2) days previous thereto by written notice delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If notice be given by electronic or Internet notice, such notice shall be deemed to be delivered when the electronic or Internet notice is delivered to the service provider.

SECTION 12. WAIVER OF NOTICE. The attendance of a Director at a Board meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The Director may also submit a signed waiver of notice.

SECTION 13. QUORUM. A majority of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board of Directors. A quorum shall not be established if more than 50 percent of such quorum is related by blood or marriage. If less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Bylaws

SECTION 14. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be an authorized action of the Board of Directors.

SECTION 15. ACTION WITHOUT A MEETING. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the board of directors or a committee thereof may be taken without a meeting if, before or after the action, all members of the board or of the committee consent thereto in writing. The written consents shall be filed with the minutes of the proceedings of the board or committee. The consent has the same effect as a vote of the board or committee for all purposes.

SECTION 16. MEETINGS HELD VIA CONFERENCE CALL. A member of the board or of a committee designated by the board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all participants in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting.

SECTION 17. COMPENSATION. By resolution of the Board of Directors, each director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors or both, so long as such payments are reasonable. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

SECTION 18. PRESUMPTION OF ASSENT. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to director who voted in favor of such action.

ARTICLE III OFFICERS

SECTION 1. NUMBER. The officers of the Corporation shall be a President, and a Treasurer all of whom shall be elected annually by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, including a Secretary, Vice President or Chairman. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President and Treasurer. Any two or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation

Bylaws

shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office for a one-year term, or until a successor is elected and qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. REMOVAL. Any officer, agent, or director may be removed by a unanimous vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer, agent, or director shall not of itself create contract rights, and such appointment shall be terminable at will. An officer's authority to act may be suspended by vote of a majority of the Board for cause.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. COMPENSATION. The salaries of the officers shall be reasonable and shall be fixed from time to time by the Board of Directors. No officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

SECTION 7. PRESIDENT. The President shall be the chief executive officer of the Corporation and subject to the Board of Directors, shall have authority over the general control and management of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the Board of Directors. The President shall have power to appoint or discharge employees, agents, or independent contractors, and to determine their duties and compensation, if any, which shall be reasonable. The President shall sign all corporate documents and agreements on behalf of the Corporation, unless the President or the Board expressly instructs that the signing be done with or by some other officer, agent or employee, or shall be required by law to be otherwise signed or executed. The President shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office; subject, however, to the President's right and the right of the Board to delegate any specific power to any other officer of the Corporation.

SECTION 8. VICE PRESIDENT. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

SECTION 9. SECRETARY. The Secretary shall: (a) keep minutes of the Board of meetings; (b) be responsible for providing notice to each Director as required by law, the Articles of Incorporation, or by the Bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each officer and Director; and (e) perform all duties incident to the office and other duties assigned by the President or by the Board.

Bylaws

SECTION 10. TREASURER. The Treasurer shall: (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the Corporation at such depositories in the Corporation's name as may be designated by the Board; and (d) perform all duties incident to the office and other duties assigned by the President and by the Board.

ARTICLE IV CONFLICT OF INTEREST POLICY

SECTION 1. PURPOSE. The purpose of this conflict of interest policy is to protect the Corporation's interest when the corporation contemplates entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS.

1. Interested Person- Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
3. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
4. A financial interest is not necessarily a conflict of interest. Under Section 3.3 of this article, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Bylaws

SECTION 3. PROCEDURES.

1. **Duty to Disclose-** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists-** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest**
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. **Violations of the Conflicts of Interest Policy**
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines

Bylaws

the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF PROCEEDINGS. The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. COMPENSATION.

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI INDEMNITY

The Corporation shall indemnify its directors, officers, employees, and the Incorporator as follows:

- (a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof; whether or not he

Bylaws

is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.

(b) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VI.

ARTICLE VII CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, 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.

SECTION 2. LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 5. CORPORATE DOCUMENT PROCEDURE. All corporate documents including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations shall not be signed by any officer, designated agent or attorney-in-fact unless authorized by the Board or these Bylaws.

Bylaws

**ARTICLE VIII
MEMBERS**

There shall be no members of the Corporation.

**ARTICLE IX
FISCAL YEAR**

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

**ARTICLE X
CORPORATE SEAL**

The Board of Directors may at its discretion provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of incorporation and the words: "Corporate Seal".

**ARTICLE XI
WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XII
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

HOLTZMAN VOGEL PLLC
Attorneys at Law

45 North Hill Drive
Suite 100
Wanenton, VA 20186
p/540-341-8808
f/540-341-8809

September 3, 2010

Internal Revenue Service
P.O. Box 12192
Covington, KY 41012-0192

**Re: Application For Recognition of Exemption, Crossroads Grassroots
Policy Strategies (27-2753378)**

To Whom It May Concern:

Enclosed please find Forms 1024 (Application for Recognition of Exemption), 2848 (Power of Attorney and Declaration of Representative), and 8718 (User Fee for Exempt Organization Determination Letter Request), along with all necessary attachments, submitted on behalf of Crossroads Grassroots Policy Strategies (27-2753378).

Should you have any questions, please do not hesitate contact me. Thank you for your assistance in this matter.

Sincerely,



Michael Bayes

Enclosures

Crossroads Grassroots Policy Strategies

27-2753378

Form 1024

Part III. Financial Data

A. Statement of Revenue and Expenses

Line 18, Other Expenses, Current Tax Year

Consultants	\$
Insurance	\$
Legal fees	\$
Payroll taxes	\$
Website hosting	\$
Meeting expense	\$
Travel	\$
Payroll processing	\$

Subtotal, Line 18	\$
-------------------	----

Crossroads Grassroots Policy Strategies

27-2753378

Form 1024

Part III. Financial Data

A. Statement of Revenue and Expenses

Line 18, Other Expenses, 2011 and 2012 Proposed

	2011	2012
Consultants \$		
Insurance \$		
Legal fees \$		
Payroll taxes \$		
Website hosting \$		
Meeting expense \$		
Travel \$		
Payroll processing \$		
<hr/>		
Subtotal, Line 18 \$		

Crossroads Grassroots Policy Strategies

27-2753378

Form 1024

Part III. Financial Data

B. Balance Sheet

Line 10 Other assets

Website development \$



Subtotal, Line 10 \$

Crossroads Grassroots Policy Strategies

27-2753378

Form 1024

Part III. Financial Data

B. Balance Sheet

Line 15, Other liabilities

Payroll liabilities \$



Subtotal, Line 15 \$

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, June 2, 2010

This is to certify that the certificate of incorporation of

Crossroads Grassroots Policy Strategies

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business.

Effective date: June 2, 2010



State Corporation Commission

Attest:

Joel Hesk
Clerk of the Commission

ARTICLES OF INCORPORATION
OF
CROSSROADS GRASSROOTS POLICY STRATEGIES

THE UNDERSIGNED, who is eighteen (18) years or older, for the purpose of forming a nonstock corporation pursuant to the Virginia Nonstock Corporation Act hereby certifies:

- FIRST:** The name of the Corporation is Crossroads Grassroots Policy Strategies.
- SECOND:** The Corporation is established primarily to further the common good and general welfare of the citizens of the United States of America by engaging in research, education, and communication efforts regarding policy issues of national importance that will impact America's economy and national security in the years ahead.

No part of the net income of the Corporation shall inure to the benefit of or be distributed to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purpose and objects set forth in this Second Article.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code of 1986, or corresponding provision of any future United State Internal Revenue law.

- THIRD:** The Corporation shall have no members.
- FOURTH:** The directors of the corporation shall be elected or appointed as follows:
- The Board of Directors shall have the authority to elect members of the Board of Directors, who shall be elected annually to serve one year terms. If a vacancy shall occur on the Board of Directors, the vacancy may be filled by a majority of the Directors in attendance at a meeting of the Board called for such purpose.
- FIFTH:** The name of the corporation's initial registered agent is:

CT Corporation System, a foreign stock corporation that is authorized to transact business in Virginia.

SIXTH: The corporation's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent is:

4701 Cox Road
Suite 301
Glen Allen, VA 23060
Henrico County

SEVENTH: The Corporation may be dissolved at any time by a majority vote of the Board of Directors of the Corporation who are in attendance at a meeting of the Board called for such purpose. Following such vote, the Board of Directors shall supervise the orderly dissolution of the organization, including the distribution of the remaining funds of the organization consistent with the purposes stated herein.

Upon dissolution of the corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to another organization organized and operated exclusively for charitable purposes or for social welfare purposes as described in section 501(c)(4).

IN WITNESS WHEREOF the undersigned has signed these Articles of Incorporation and acknowledged that these Articles of Incorporation are his and to the best of his knowledge, information and belief, and under penalty of perjury, the matters and facts set forth herein are true in all material respects.

A handwritten signature in black ink, appearing to read "Michael Bayes", written over a horizontal line.

Michael Bayes, Incorporator

BYLAWS
of
CROSSROADS GRASSROOTS POLICY STRATEGIES

ARTICLE I
OFFICES

SECTION 1. PRINCIPAL OFFICE. The initial principal office of the corporation shall be located at **45 North Hill Drive, Suite 100, Warrenton, VA 20186**. The Corporation may have such other offices, either within or without the **Commonwealth of Virginia**, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

SECTION 2. REGISTERED OFFICE. The registered office of the Corporation is: **4701 Cox Road, Suite 301, Glen Allen, Virginia 23060**.

ARTICLE II
BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The business, property and affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER. The number of directors of the Corporation shall be fixed by the Board of Directors, but in no event shall be less than one (1). The number of Directors may be increased or decreased from time to time by an amendment to these Bylaws. Any increase in the number of Directors shall be considered a vacancy to be filled by the remaining Directors.

SECTION 3. TENURE. Each Director shall serve a one-year term, or shall serve until he or she resigns, is incapable of serving, or is removed pursuant to these Bylaws. Each director must be reelected at the annual meeting of the Board of Directors.

SECTION 4. REMOVAL. At a special meeting of the Directors of this Corporation called for the purpose of removing any Director, such Director may be removed by a majority vote of all Directors entitled to vote. When any Director is removed, such unexpired term shall be considered a vacancy on the Board of Directors to be filled by the remaining Directors.

SECTION 5. RESIGNATION. Any Director may resign at any time with the assent of a majority of the remaining members of the Board of Directors.

Bylaws

SECTION 6. QUALIFICATIONS. Directors need not be residents of the Commonwealth of Virginia.

SECTION 7. VACANCIES. Any vacancy occurring in the Board of Directors may be filled by appointment by the Incorporator, or, if the Incorporator declines to make such an appointment, by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors may vote, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by appointment by the Incorporator until the next election of directors by the Directors.

SECTION 8. ANNUAL MEETINGS. An annual meeting of the Board of Directors to elect officers and directors and to conduct such business as may be necessary shall be held at such a time and place as shall be designated by the Board.

SECTION 9. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held at the time and place as determined by resolution of the Board without other notice than such resolution.

SECTION 10. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of the Board of Directors called by them.

SECTION 11. NOTICE. Notice of any special meeting shall be given at least two (2) days previous thereto by written notice delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If notice be given by electronic or Internet notice, such notice shall be deemed to be delivered when the electronic or Internet notice is delivered to the service provider.

SECTION 12. WAIVER OF NOTICE. The attendance of a Director at a Board meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The Director may also submit a signed waiver of notice.

SECTION 13. QUORUM. A majority of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board of Directors. A quorum shall not be established if more than 50 percent of such quorum is related by blood or marriage. If less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Bylaws

SECTION 14. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be an authorized action of the Board of Directors.

SECTION 15. ACTION WITHOUT A MEETING. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the board of directors or a committee thereof may be taken without a meeting if, before or after the action, all members of the board or of the committee consent thereto in writing. The written consents shall be filed with the minutes of the proceedings of the board or committee. The consent has the same effect as a vote of the board of committee for all purposes.

SECTION 16. MEETINGS HELD VIA CONFERENCE CALL. A member of the board or of a committee designated by the board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all participants in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting.

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Bylaws

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Bylaws

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 - b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
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Bylaws

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2. Determining Whether a Conflict of Interest Exists- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
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 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
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Bylaws

the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF PROCEEDINGS. The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. COMPENSATION.

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI INDEMNITY

The Corporation shall indemnify its directors, officers, employees, and the Incorporator as follows:

- (a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof; whether or not he

Bylaws

is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.

(b) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VI.

ARTICLE VII CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, 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.

SECTION 2. LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 5. CORPORATE DOCUMENT PROCEDURE. All corporate documents including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations shall not be signed by any officer, designated agent or attorney-in-fact unless authorized by the Board or these Bylaws.

Bylaws

**ARTICLE VIII
MEMBERS**

There shall be no members of the Corporation.

**ARTICLE IX
FISCAL YEAR**

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

**ARTICLE X
CORPORATE SEAL**

The Board of Directors may at its discretion provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of incorporation and the words: "Corporate Seal".

**ARTICLE XI
WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XII
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the Board of Directors at any regular or special meeting of the Board of Directors.