

**GUIDELINES OF THE AMERICAN REVOLUTIONARY WAR
LIVING HISTORY CENTER INDUSTRY ADVISORY BOARD**

**A DBA under the For Profit Corporation of Mongiello Holdings, LLC
With transition to 2015 as it's Sole Corporation**

**ARTICLE I
REGISTERED OFFICE, AGENT AND MOTIVE**

Section 1. Principal Office, Name and History.

The registered office of the Advisory Board functioning under the corporation shall be the principal office of the corporation which is PO Box 114, 301 Cleveland Avenue, Grover, NC 28073. The Registered Agent for the corporation can also be contacted and telephonic voice means is available via the known and published number of 001.704.937.2940 or at marti@revwarexperience.com. The name of this Advisory Board has been the American Revolutionary War Living History Center (ARWLHC) Advisory Board (ARWLHC), but within history has also been known via the slang term of, "Board of Advisors." For legal purposes, either is accepted. This board has maintained being focused on a Strategy Plan for economic and tax-base, increased contribution to Kings Mountain, Shelby and Grover, NC as well as Blacksburg and Gaffney, SC, and the surrounding areas of the battle of Kings Mountain. Ultimately, it's economic draw could be as large as Williamsburg and impact dozens of counties in NC and SC. It utilizes intelligent execution and demonstrated action. Its results oriented, hard working Advisors motivate around publicity, marketing, branding, promotion and advertising - equating to sales. Some other, minor, emphasis will be leant to the surrounding areas of Kings Pinnacle.

At times, some of the advertising scheme has included Rev War Experience or ARWLHCE or The American Revolutionary War Living History Center and Experience. The Board of Advisors in 2008 requested this be expanded to include other genre, wars and timelines – while maintaining a primary focus on the Revolutionary War.

**ARTICLE II
ADVISORS**

Section 1. Advisors, Corporate Control, Financial Control and Backgrounder.

The activities, affairs and property of the ARWLHC is managed as a DBA of the corporation, Mongiello Holdings, LLC. Ownership in the corporation is not required for Advisors, but is available and is based on 1. cash or financial instrument or equity infusion or 2. credits built via sweat equity or product donation. For the past 33 years, it has been maintained at 100% by Martin CJ Mongiello - a private investor and individual. The ARWLHC Board of Advisors presently consists of between sixteen (16) and nineteen (19) members. Persons desirous of

ownership positions in the ARWLHC can meet with Attorney at Law Tim Moore, Chairman Michael C Mongiello, Jr. and President, Martin CJ Mongiello. Each Advisor shall be well known via resume and curriculum vitae for being energized, motivated and capable – via direct and sincere execution – of filling such position.

Advisors will bring powerful solutions and results oriented programs to permanently change and economically develop the areas. Advisors not interested in hard work and deep involvement will burden and slow the Board and therefore are discouraged from application or involvement. Advisors seeking to pad their resume and do little work will soon be evicted, this is not the board to be on for little or no work. From time to time, previously hard-charging Advisors will desire to retire from active service due to unforeseen events and this is a normal course of life.

Section 2. Appointment and Election.

Of the sixteen (16) to nineteen (19) robust members, seven members shall be ex-officio members and shall serve pursuant to the terms established by virtue of their offices and who shall have all rights as a member. The remaining nine (9) to twelve (12) members shall serve two-year terms, with at least one half (1/2) of the remaining members having terms expiring in either odd numbered years or even numbered years.

Section 3. Composition of Board and Voting Procedures.

(a) The seven Ex-officio members shall be as follows:

- i. The Cleveland County Chamber of Commerce
- ii. The Cherokee County Chamber of Commerce
- iii. The Kings Mountain Historical Museum
- iv. The Southern Arts Society
- v. Kings Mountain City
- vi. Blacksburg City
- vii. The Town of Grover

The organizations from whom the above members are taken shall select the individual to serve on the Board of Advisors. Those selected to serve at the pleasure of their appointing authority can stand for re-election. The appointing authority shall notify the board and corporation when there is a change in the person appointed to fill the position on the board.

(b) No member shall serve for more than three (3) consecutive terms; however, persons shall be eligible for further board service one (1) year following such consecutive terms.

(c) At the first held annual meeting the new member Board of Advisors shall be elected as follows:

The existing Advisors who are not qualified as ex-officio members shall draw numbers. Those members drawing numbers one through three shall stand for re-election to a one year term. Those drawing numbers higher than three shall stand for re-election for a term ending two years

after the date of their election and any new members necessary to increase the number shall be elected for a term ending two years from the date of the election. Thereafter at each annual meeting three members shall stand for re-election to two year terms.

The first order of business at each annual meeting shall be the election of new Advisors. A physical quorum is not necessary as attendance is allowed via email, video or phone conference of all Advisors then holding office. It has never been required to physically attend meetings and no voting is allowed at meetings that would provide an immediate answer. All voting procedures are in accordance with minutes being sent out, one week from the date of minutes - voting responses will be received and reported. Thereafter, another week shall provide for establishment of such vote. Conduct of meetings and email regarding minutes is in accordance with Roberts Rules of Order. If not ineligible for re-election by virtue of successive terms, the Advisors may vote for themselves for re-election.

Section 4. Attendance and Chairman/Chairlady as Executive Director.

Advisors are expected to attend all meetings of the Board via phone conference, in person or video tele-conference via Yahoo Video room capability or via email in accordance to the according voting procedures. If unable to attend, Advisors may contact the Chairman/Chairlady (which is by default the Executive Director unless otherwise voted into position), providing good and sufficient reasons for such absence either prior to or immediately following the applicable meeting. Such notification shall constitute an excused absence. Failure to provide notification, or responsiveness to at least email, shall be considered an unexcused absence. Two (2) unexcused absences will result in automatic removal from the Board.

Section 5. Vacancies.

Any vacancy on the Board of Advisors shall be filled for the unexpired portion of the term by the Advisors then serving by affirmative vote of a majority thereof. Any Advisor so elected shall hold office until the next succeeding annual meeting of the Advisors of the corporation and until the election and qualification of his successor.

Section 6. Resignation.

Any Advisor may resign at any time by giving written notice of such resignation to the Board of Advisors via electronic or USPS means. For the purposes of transaction and the Digital Signature Act, email in the United States is a legal form of communication.

Section 7 .Removal.

Any Advisor may be removed from office for cause by the affirmative vote of two-thirds of the full membership of the Board of Advisors, at any regular meeting or at any special meeting called for that purpose. Any Advisor proposed for removal shall be entitled to at least three (3) days written notice of the reasons for said proposed removal and of the meeting at which such

removal is to be voted upon. He/She shall be entitled to appear before and be heard at such meeting. As in all procedures, voting does not occur at physical meetings, but rather, in accordance with section three rules.

Section 8. Management of Business and General Powers.

(a) Management of Business: All Advisory powers shall be and are hereby vested on and shall be exercised by the Board of Advisors. The Board of Advisors shall use the National Heritage Area approach as a guideline for the management of business; those points include being committed to protecting and promoting the cultural, historical and natural assets of our Southern Campaign of the American Revolution region. National Heritage Areas play a vital role in maintaining both the physical character and the cultural legacy of the United States. The corporation will use this approach to enhance and manage the development of the region spreading across the two states of North and South Carolina. National Heritage Areas (NHA) expand on traditional approaches to resource stewardship by supporting large-scale, community centered initiatives that connect local citizens to the preservation and planning process. Our region, and the Southern Campaign of the American Revolution, have nationally distinctive natural, cultural, historic, and scenic resources that, when linked together, tell a unique story about our country and how it was saved during the Southern Campaign. The Board of Advisors will focus this story to share with the world in it's previously untold manner – climaxing in the first great victory in the entire region – at Kings Mountain. A focus on firsts and having been first will be emphasized by the board and it's powers.

The Board of Advisors may, by resolution, delegate to committees of their own number, or to committees comprised partly of their own members, such powers as they deem fit, subject to the provisions of these bylaws.

Business will also be conducted as modern model for all to emulate and behold. This will include a modern website and not a façade of one. It shall also include modern electronic voting with digital email receipts for verification to the Chairman/Chairlady or Executive Director. Modern means of balloting and the modern, digital age - shall be employed.

The powers of the Board of Advisors shall also encompass that unseen need for the future to grow and include up to 50 seated members – all from valid groups inside or outside of the Southern Campaign of the American Revolutionary War Heritage Area. The USA-wide heritage area concept offers an innovative method for citizens, in partnership with local, state, and Federal government, and nonprofit and private sector interests, to shape the long-term future of our communities. The partnership approach creates the opportunity for a diverse range of constituents to come together to voice a range of visions and perspectives. Partners collaborate to shape a plan and implement a strategy that focuses on the distinct qualities that make their region special

(b) Contracts and Services: The Board of Advisors may recommend, but not authorize, an Advisor or Advisors, officer or officers, agent or agents, to consider review of a contract. Unless authorized by the Corporation, no Advisor, employee or agent shall have any power or authority

to bind the corporation by any contract or obligation, or to pledge its credit, or render it liable pecuniarily for any purpose or in any amount.

The Advisors and Officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of their own private corporation, notwithstanding that they may also be acting as individuals, or as Advisors of trusts, or as agents for other persons or corporations, or may be interested in the matter as stockholders or otherwise; provided, however, that any contract, transaction or act on behalf of the corporation in a matter in which the Advisors or officers are personally interested as stockholders, trustees, or otherwise shall be at arms length and not violative of use and application of its funds for private benefit. When in doubt, ask about – IT. If a conflict of interest is felt to propose a negative situation – ask the entire Board. In no event, however, shall any person or other entity dealing with the Advisors or Officers be obligated to inquire into the authority of the Advisors and Officers to enter into and consummate any contracts, transactions or other action.

(c) Duties: The Board of Advisors shall present at the annual meeting and file with the minutes thereof a report verified by the Chairman and Treasurer showing (a) the whole amount of real property owned by the Corporation, where located and where and how invested; (b) the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; (c) the amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects and persons to or for which such applications, objects and persons to or for which such applications, appropriations or expenditures have been made; and (d) the projects, and programs initiated and implemented by the corporation in the year immediately preceding that date. The Corporation has an open book policy subjecting itself to being published at it's own request.

Section 9. Compensation

Advisors shall not receive any compensation for their services as such, but by resolution of the Board of Advisors provision may be made for the payment of their expenses, including expenses of attendance at meetings ordered on and off site to include other countries inclusive of travel and fully subject to approval by the Corporation ownership.

Advisors will also receive lunches and dinners hosted by the Corporation at no cost to them and as a commensurate favor to their work provided.

Advisors will also be afforded two free room nights per year at The Inn of the Patriots and Colonel Hambrecht / Hambright Inn (at the new resort) and these shall be transferrable to family and friends at no cost.

Advisors will be able to exercise their earned rights to attend one free lunch or dinner (for two) at the John Adams Restaurant and underground Ale Tavern, per quarter.

ARTICLE III MEETINGS OF ADVISORS

Section 1. Place of Meeting.

All meetings of the Board of Advisors shall be held at the principal office of the Corporation, or at such other place, either within or without the State of North Carolina, as may be fixed in the notice of the meeting. Notice will be by email and USPS mail. Both must be sent.

Section 2. Annual Meeting.

The annual meeting of the Board of Advisors shall be held during the month of September of each year pursuant to written notice at least thirty (30) days but not more than forty-five (45) days in advance thereof. The first order of business for such annual meeting shall be the election of Advisors, and any new Advisors elected, who are not then serving on the Board, may, if present at the meeting, proceed to participate in its deliberations.

Section 3. Regular Meetings.

Regular meetings of the Board shall be held at least bi-annually pursuant to written notice of at least fourteen (14) days in advance thereof. Oral notice shall not be allowed.

Section 4. Special Meetings.

Special meetings of the Advisors, pursuant to written notice, may be called by the Board of Advisors or by the Chairman/Chairlady or Executive Director and must be called by the Chairman/Chairlady or Vice-Chairman upon the written request of five (5) or more Advisors.

Section 5. Notice of Meetings.

Notice of the time, date and place of each meeting of the Board of Advisors as required above, shall be given by the Secretary or other person calling the meeting by required, written means of communication. The attendance of an Advisor at any meeting shall constitute waiver of notice of such meeting. When any meeting is adjourned to a day certain, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

Section 6. Quorum.

Except where otherwise provided herein, one more than a half of the Board of Advisors shall constitute a quorum for the transaction of immediate business at any meeting of the Board. However, in accordance with Article II, Section 3 – final, decisive voting does not take place at

meetings. The Advisors at a meeting where a quorum is or is not present may continue to do business until adjournment.

Section 7. Voting.

Each Advisor shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board of Advisors. No voting by proxy shall be allowed but modern telephonic, electronic or video conference attendance shall be allowed. A majority vote of the Advisors present at any meeting shall be required for any decision or action of the Board of Advisors. Upon request of any Advisor, the vote upon any question before the meeting shall be by ballot. If Ballot is employed during the week after the minutes are issued, then the Ballots will be counted and verified by two parties showing the names and votes cast and all records of such will be kept and recorded with each persons name and vote on digitized backup, in a fireproof safe for at least 20 years. Upon any challenge of the two counting parties, the votes and names can be released to another two parties for examination, including the challenger being one of the two.

Section 8. Action Without Meeting.

Any action which may be taken at a meeting of the Advisors may be taken without a meeting if a written consent setting forth the action so taken shall be signed by all of the Advisors to indicate their unanimous agreement and filed with the Secretary as part of the board records.

Section 9. Dissent.

An Advisor who is present at a meeting at which action on any board matter is taken shall be presumed to have assented to such action unless his contrary vote is recorded or his dissent is otherwise 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 unless he shall forward such dissent by certified mail to the Secretary of the board not later than the next day of available postal service following the adjournment of the meeting. Such right to dissent shall not apply to an Advisor who voted in favor of such action. Advisors may also vote to abstain in accordance with Roberts Rules of Order.

ARTICLE IV OFFICERS

Section 1. Number of Officers.

The Officers of the Corporation shall consist of the owners on record with the Secretary of State. The officers of the Advisory Board, who shall have the title of Chairman/Chairlady (at times combined with Executive Director) of the Board of Advisors, a Vice - Chairman/Chairlady of the Board of Advisors, a Secretary, a Treasurer, and such other officers as the Board of Advisors may from time to time elect. The Chairperson, Vice-Chair and Treasurer must be members of the Board of Advisors, but other officers need not be Advisors.

Section 2. Election of Officers and Term.

The officers of the Advisory Board shall be elected by the Board of Advisors at the annual meeting or at any special meeting of the Board held for that purpose. Each officer shall hold office for one (1) year and until his successor is elected and qualified, or until his earlier resignation, removal, incapacity, or death.

Section 3. Removal of Officers.

Any officer may be removed from office for cause by the affirmative vote of two - thirds of all the Advisors, at any regular meeting or any special meeting called for that purpose. Any officer proposed to be removed shall be entitled to at least three (3) days advance written notice of the meeting of the Board of Advisors at which such removal is to be considered and shall be entitled to appear before and be heard by the Board of Advisors at such meeting.

Section 4. Vacancies in Offices.

Any vacancy in office may be filled by the Board of Advisors. Any officers elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 5. Chairman/Chairlady or Executive Director of the Board of Advisors.

The Chairman/Chairlady can, a times also be the Executive Director of the Board of Advisors and shall be the principal executive officer of the board and, subject to the control of the Board of Advisors, shall supervise and control the management of the Advisory Board in accordance with these bylaws. The roles can be split up to have a separate Chairman/Chairlady who is different from the Executive Director. The legal corporation is controlled by a separate set of by-laws. He/she shall, when present, preside as Chairman/Chairlady at all meetings of the Advisors. He/she shall sign, with any other officer, any compacts, commissions, letters, awards or friendship agreements which may be executed on behalf of the board and fully subject to acceptance by the seated Board of Directors for the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Advisors to some other officer or agent; and, in general, he/she shall perform all duties incident to the office of the Chairman/Chairlady of the Board of Advisors and such other duties as may be prescribed by the Board of Advisors from time to time.

Section 6. Vice-Chair.

The Vice-Chairman/Chairlady of the Board of Advisors shall, in the absence or disability of the Chairman/Chairlady, perform the duties and exercise the powers of that office. In addition, he/she shall perform such other powers as the Board of Advisors shall prescribe pursuant to legal and acceptability needs by the corporation and its Board of Directors.

Section 7. Secretary

The Secretary shall keep accurate records of the acts and proceedings of all meetings of Advisors. He/she shall give all notices required by law and these bylaws. He/she shall have general charge of the board books and records and of the board seal, and shall affix the board seal to any lawfully executed instrument requiring it. He/she shall sign such instruments as may require his/her signature, and, in general, shall perform all duties incident to the Office of Secretary and such other duties as may be assigned to him from time to time by the Chair or by the Board of Advisors. He/she will work with the Corporation for mailings and lists.

Section 8. Treasurer.

The Treasurer shall have custody of all funds, property, and securities of this board, subject to such regulations as may be imposed by the Board of Advisors or the Corporation. He/she are required to give bond (Bonding Agent) for the faithful performance of his/her duties, in such sum and with such sureties as the Board of Advisors may require if and when funds under his/her charge become available. If there are no funds in a separate account then bonding will not be necessary until such time as this becomes a concern. When necessary or proper, he/she may endorse on behalf of the board for checks (must always be two party and all expenditures over \$50.00 must be approved by the board or voted on), notes, or other obligations, and shall deposit the same to the credit of the board at such bank or banks as depository as the Board of Advisors may designate. This fund is separate from the Corporation funds. Except as may be otherwise provided by the Board of Advisors, he/she shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Advisors, he/she shall sign all checks of the board and all bills of exchange and promissory notes issued by the board. He/she shall make or cause to be made such payments as may be necessary or proper to be made on behalf of the board. He/she shall cause to be entered regularly on the books of the board a full and accurate account of all monies and obligations received and paid or incurred for or on account of the board and all assets of the board, and shall exhibit such books at all reasonable times to any Advisor or on the request of the offices of the board or corporation. He/she shall cause to be made as soon as reasonably possible after the close of the fiscal year, and shall furnish a copy thereof, prior to the annual meeting, to each of the Advisors and to such other persons as the Board may direct. He/she shall, in general, perform the entire duties incident to the office of Treasurer, subject to the control of the Board of Advisors, and such other duties as it may assign to him.

Section 9. Assistant Secretary and Assistant Treasurer.

The Board of Advisors may elect an Assistant Secretary or Assistant Treasurer, and in such case, in the absence or disability of the Secretary or the Treasurer, such assistants, respective, shall perform the duties and exercise the powers of those offices, and they shall, in general, perform such other duties as shall be assigned to them from time to time by the Secretary or the Treasurer, respectively, or by the Board of Advisors.

Section 10. Executive Committee.

The Board of Advisors may designate an Executive Committee which, to the extent provided by the Board, shall have and may exercise authority of the Board in the management of the board, shall also perform the duties of establishing policy and making recommendations to the Board regarding personnel matters. Composition of such Executive Committee shall be the following: Chairman, Vice-Chairman, Secretary, Treasurer, and one additional Advisor selected at large by the Board. For the purposes of Annual Personnel Performance Review, composition of this Committee will be Chairman/lady of the Board, Design Committee Chairman, Economic Committee Chairman, Promotions Committee Chairman and Organization Committee Chairman.

Section 11. Agents and Employees.

The Board of Advisors may not appoint, employ and discharge other agents and employees and may not delegate the employment of such persons to the Chairman or any other officer or employee of the board. The Board of Advisors may not authorize other positions either full time, part time or temporary for the benefit of the board without the Corporations approval in writing, license and control to afford compliance with law. Positions desired shall be included in the annual budget or established within the budget - as a need and as funds are available, the corporation will interview and conduct such hires, maintain records, HIPPA and all other legal controls required by law. The Mongiello Corporation and it's DBA's endorse the usage of hair collection analysis and urinalysis for drug testing and background checks after an offer has been made and subject to passing, employment will occur. Polygraph with the APA is also endorsed and promulgated to all in the case of theft or incident on our properties. Mr. Mongiello requests polygraph of himself regarding all fiscal and management matters annually – however, this does not violate American law as he annually self imposes. It is illegal to polygraph anyone as a pre-condition of employment unless in specific categories of law enforcement and security fields related to high threat facilities.

Section 12. Executive Director and Advisor.

The Executive Director and Advisor, if a separate office or function and not also acting as Chairman/lady, can (but is not REQUIRED) be employed by the Corporation yet take direction ALSO from the Board of Advisors. He/she shall be in charge of the office and primary motivation of the board, shall be responsible for the day to day operations of such office, and shall carry out the programs and policies of the board and Corporation as established by the Board of Advisors and the Corporation with a results oriented strategy of work. The Executive Director and Advisor shall not act as a facilitator, but rather, as the human embodiment of execution strategies that perform, tout, produce and direct superlative results concentric to the marketing, economic development, business broadening, advertising, promotion, publicity, festivals creation and events production to bolster and strengthen the two-state Southern Campaign of the American Revolution Heritage Area. Any such Executive Director and Advisor shall attend all Advisors meetings.

Section 13. Compensation.

The salaries and other compensation of officers, agents and employees of the Corporation shall be suggested by the Board of Advisors and pursuant to the authorization of the Corporation from time to time. Studies will be conducted to ensure viability and relevant talent is brought to bear for instant impact and avoidance of settling for second or third best. Primary considerations will be focused on the Heritage Areas Best Practices as published in 2009 and subject to continual updating:

The best practices address these disciplines:

- Cultural Conservation
- Cultural Education
- Preservation and Stewardship
- Marketing Heritage Tourism Through Partnerships – here experience from Madison Avenue in branding, publicity, advertising, marketing, sales and promotion should be explained easily and quickly by the Executive Director. The meaning and difference between each word should readily be known by the Executive Director along with explicit examples provided - demonstrating global experience in each of the six words. The ARWLHC seeks to bring a national and international visitor base to the two state region and share the survival story of freedom and liberty, worldwide.
- River, lake, dam and creek protection
- Natural Resource Management
- Cultural Resource Management
- Community Revitalization
- Strategic Engagement

ARTICLE V COMMITTEES

Section 1. Appointment and Term.

The Board of Advisors, by resolution adopted by a majority of the number of Advisors may designate one or ~ more committees to perform such duties as set forth by the Board in said resolution.

Section 2. Removal or Discharge.

Any committee may be dissolved, or any member thereof may be removed, by action of a majority of the Advisors present at a meeting at which a quorum is present.

Section 3. Committee Meetings.

The Chairman of the committee will call committee meetings as necessary or appropriate and will report on committee proceedings at each regular meeting of the Board of Advisors.

Section 4. Standing Committees.

The Board will use the Heritage Area approaches in its standing committees. Chairmen and Chairladies for standing committees shall be appointed from the Board. The standing committees include Marketing, Advertising, Reenacting, Hospitality, Branding & Design, Economic Impact for Local Citizens Assistance, Sales, Publicity, Organization and Promotions. Standing committees may be comprised of non-board members being used in an Advisory capacity. Other Standing Committees can be formed.

Section 5. Advisory Committees.

The Board will establish Advisory committees as it deems necessary. These committees may also include short term committees made up of Board members or committees may be appointed or selected from the community at large.

Section 6. Nominating Committee.

The Board can establish a Nominating Committee annually. This Committee can develop and propose a slate of officers and Advisors, as necessary, to the Board of Advisors for their consideration and approval at the September Board meeting of the Corporation. Composition of such Nominating Committee shall be appointed by the Chairman/lady of the Board, to include the Organization Committee Chairman and two additional Advisors selected at large by the Board. The Board can accept the proposed slate as received by the Nominating Committee and make recommendations or substitutions to the slate as necessary.

**ARTICLE VI
ASSETS, INVESTMENTS AND OPERATIONS**

Section I. Investments.

The Corporation has the right to retain all or any part of any securities or property acquired by it, or the Board of Advisors and to invest and reinvest any funds or property held by it, in the discretion of the Board of Advisors, without being restricted to the class of investments which a

Advisor is or may hereafter be permitted by law to make and without regard to any similar restriction; provided, however, that the Corporation shall not (a) accumulate its income except to the extent such accumulations are reasonable in amount or duration in order to carry out the charitable, historic and educational purposes for which it is organized, or (b) use any such accumulated income for purposes or functions other than the charitable, historic and educational purposes for which it is organized, or (c) invest any such accumulated income in such a manner as to jeopardize the carrying out of the charitable, historic or educational purposes for which it is organized.

Section 2. Voting Shares in Other Corporations.

Unless otherwise ordered by the Board of Advisors, the Chairman/Chairlady shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at or in connection with any such meeting may exercise all rights and powers incident to the ownership of such stock. The Board of Advisors may confer like powers upon any other person and may revoke any such granted powers at its pleasure.

Section 3. Loans to Advisors and Others.

The Corporation and Board of Advisors shall not lend any part of its assets, property or income to any Advisor or Officer of the corporation, to any member of the family of any such person, or to any corporation controlled by any such person; nor shall the corporation pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to any such person or corporation; nor shall the Corporation or Board of Advisors make any part of its services available on a preferential basis to any such person or corporation; nor shall the Corporation or Board of Advisors make any substantial purchase of securities or other property from or sell any part of its securities or other property to any such person or corporation for other than an adequate consideration in money or money's worth; nor shall the Corporation or Board of Advisors engage in any other transaction which results in a substantial diversion of its assets, property or income to any such person or corporation.

Section 4. Internal Revenue Code Restrictions for the Corporation, Board of Advisors and Colonel Cleaveland Museum.

The Board of Advisors shall not have members or capital stock and no stock or shares shall be issued. No Advisor shall at any time be considered to be the owner of any of the assets, property or income of the Corporation unless they separately are private stock owners of the Corporation via purchase or equity share, nor shall he/she, by distribution, liquidation, dissolution or in any other manner, be entitled to or receive any of said assets, property or income, all of which shall be devoted exclusively and forever to the purposes of the Corporation or disposed of as hereinafter provided. The Corporation is organized for, and shall operate for, profit, and part of its net earnings can inure or may lawfully inure to the benefit of any private shareholder, incorporator, Advisor, officer or individual. The above provisions, however, shall not prevent the payment of reasonable compensation to any person, organization, firm or corporation for

services rendered to this Corporation or Board of Advisors in the ordinary course of its operation for the purposes set forth herein. No substantial part of the activities of the Corporation or Board of Advisors shall consist of attempting to influence legislation. The Corporation or Board of Advisors shall not participate in any political campaign on behalf of any candidate for public office.

A portion of guidance provided by the Corporation and Board of Advisors will include, in the future, the Colonel Cleaveland Museum, which shall operate as a non-profit entity. Also, several government agencies will operate on our property and other non-profits – like the South Fork Militia and Society of Interpretive Historians.

The Corporation shall distribute its income for each taxable year at such time as it deems fit. Distribution for the Colonel Cleaveland Museum, which shall operate as a non-profit entity, must be in such manner as not to subject that museum corporation to the tax provided by Section 4942 of the Internal Revenue Code of 1954, as amended. That museum corporation shall not:

- (a) Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended;
- (b) Retain any excess business holdings as defined in Section 4943(c) of said Code, as amended;
- (c) Make any investments in such manner as to subject to the corporation to tax under Section 4944 of said Code, as amended;
- (d) Make any taxable expenditure as defined in Section 4945(d) of said Code, as amended.

The references herein to the Internal Revenue Code of 1954, as amended, shall include the regulations issued there under and the corresponding provisions of subsequent United States Internal Revenue laws and regulations.

ARTICLE VII GENERAL PROVISIONS

Section 1. Seal

The seal impressed on the margin hereof is hereby adopted as the corporate seal of the Corporation. The Board of Advisors shall not use nor have a separate seal.

Section 2. Examination of Books and Records.

The books and records of the Corporation or Board of Advisors shall, at all reasonable times, be subject to examination by any Advisor or by any committee appointed for that purpose at any

meeting of the Advisors. All receipts turned in will always be witnessed by two signatures and dated. This includes receipts for any reason - whatsoever.

Section 3. Checks and Drafts.

All checks, drafts, and other orders for the payment of money issued in the name of the Board of Advisors shall be signed by such officer or officers, agent or agents of the board and in such manner as shall from time to time be determined by resolution of the Board of Advisors. Specifically, no check, payment or contract shall ever be conducted without two signatures on such instrument.

Section 4. Deposits.

All funds of the board not otherwise employed shall be deposited from time to time to the credit of the board in such depositories as the Board of Advisors shall direct.

Section 5. Waiver of Notice.

Whenever any notice is required to be given to any Advisor under the provisions of the charter or bylaws of this corporation, a waiver shall never be allowed.

Section 6. Fiscal Year.

The fiscal year for the Corporation shall be January 1 through December 31. The Board of Advisors shall call for an annual audit of themselves with said results to be presented at the annual meeting of the Corporation within six months of the close of the fiscal year.

Section 7 .Annual Budget and Semi-annual Budget Review.

The Executive Director of the board will present an operating budget to the Board for their consideration and approval at any board meeting. A semi-annual budget review will be held by the Board of Advisors.

Section 8. Annual Goal-Setting Session.

The Board will establish an annual goal-setting session to review their and the Corporation's mission and objectives.

**ARTICLE VIII
AMENDMENTS**

The bylaws of the board may be altered, amended, or repealed at any meeting of the Board of Advisors by a majority vote of all the members thereof, provided that written notice of the proposed change shall be given in the manner required by these bylaws no less than fifteen (15) nor more than thirty (30) days in advance of such meeting, and provided further that any bylaw provision which is contained in or copied from the Articles of Incorporation may be changed only after amendment of said Articles and fully subject to acceptance and approval by the Corporation Board of Directors.