

SKATING CLUB OF ERIE, INC.

BY-LAWS OF THE CORPORATION

ARTICLE ONE - ORGANIZATION

Section One. Name. The name of the corporation shall be Skating Club of Erie, Inc. d/b/a Erie Icemen (hereinafter referred to as the “Corporation”).

Section Two. Principal Address. The principal address of the Corporation shall be 2527 West 26th Street, Erie, Pennsylvania, 16506.

Section Three. Non-profit and Exempt Status. The Corporation is organized as a charitable corporation under 15 Pa. C.S.A Section 5306 of the Pennsylvania Nonprofit Corporation Laws, for the general purpose of fostering, encouraging, or engaging in athletic exercises. The Corporation is also organized and shall be operated exclusively as an exempt organization under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended and as may be amended in the future. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended in the future.

Section Four. Use of Funds. All funds and property of the Corporation shall be used and distributed exclusively for the purposes and in the manner set forth in these By-laws.

Section Five. Fiscal Year. The fiscal year of the Corporation shall begin May 1 and end on April 30 of the following year (hereinafter referred to as the “Fiscal Year”).

Section Six. Board of Directors. The property and affairs of the Corporation shall be managed by a Board of Directors (the “Board”) composed of an odd number not more than eleven (11) elected directors (the “Directors”).

ARTICLE TWO - PURPOSE OF THE CORPORATION

Section One. Purpose. Skating Club of Erie, Inc. is a charitable corporation operating youth hockey programs for the benefit of the people of the City and County of Erie. The purposes of the Corporation are:

(a) to provide an opportunity for youth of the City and County of Erie to skate and obtain hockey instruction with the principal objective of meeting the physical, social and psychological needs of the participants by promoting their health, security, happiness and sense of self-worth;

(b) to develop character, sportsmanship and physical fitness among the youth of the City and County of Erie;

(c) to promote, encourage and improve the standard of amateur ice hockey;
and

(d) to conduct an amateur hockey program consistent with the rules, regulations, and policies of USA Hockey, the Mid-American District Hockey Association, Inc. (“Mid-Am Hockey”) and the various leagues in which the Corporation’s players participate.

ARTICLE THREE - MEMBERSHIP

Section One. Members of the Corporation. Each family consisting of Parent(s) and/or Guardian(s) having a child hockey player registered and eligible to play in the Corporation’s Instructional; Mite; Squirt; PeeWee; Bantam; Midget; program (each referred to as a “Program”) shall be a Member of the Corporation (hereinafter referred to as the “Members” or a “Member” or a “Member Family”). Each Member family shall designate in writing at registration the name of the family member entitled to one (1) vote for each hockey player in Annual Elections. Multiple players means multiple votes. A family who only participates in the Corporation’s Learn to Skate Program shall be considered a non-voting member of the Corporation. No Member family that has unpaid dues and/or fees, or alternatively, is out of compliance with a payment plan approved by the Board, shall be entitled to vote.

Section Two. Rights of Membership. Each Member shall have all of the rights and powers to participate in the governance of the Corporation as set forth in the Corporation’s Articles of Organization and these By-laws, including the election of Directors to the Board.

Section Three. Annual Membership Meeting. The annual meeting of the Corporation shall be held in March at a place and time determined by the Board.

Section Four. Special Meetings. Special Meetings of the Corporation shall be called by the Board if requested by the President or any three other Directors. The purpose of any such Special Meeting must be specifically stated by the President or the other Directors requesting that such meeting be convened.

Section Five. Notice of Corporation Meetings. The form and method of notice

to the Members with respect to the Annual or Special Meetings of the Corporation shall be determined by the Secretary, provided that at least seven (7) days notice is provided to the Members by mailing a written notice of such Annual or Special Meeting to the Members and by posting written notice of any meeting, including the time and place of such meeting, as well as the purpose of any Special Meeting, in a conspicuous place at home arenas or on the Erie Icemen Web site, and at such other place(s) designated by the Board. The failure of any Member to receive such notice shall not make any actions at the meeting invalid, provided that a good faith effort was made to comply with the provisions of this section.

Section Six. Quorum. Except as otherwise provided by these By-laws, the presence at any meeting of the Members of the Corporation of at least fifteen (15) Members shall constitute a quorum. If any meeting of the Corporation cannot be held because a quorum is not present, the President may adjourn the meeting one or more times until a quorum is present, and the meeting may thereupon be held as adjourned without further notice.

Section Seven. Voting. At any meeting of the Members of the Corporation, each Member shall be entitled to one vote on any motion put before the meeting.

Section Eight. Order of Business - Annual Meeting. The order of business at the Annual Meetings of the Membership of the Corporation and all meetings shall be in accordance with general parliamentary procedure and shall be as follows:

- (a) Call to Order;
- (b) Reading of Minutes of Preceding Meeting;
- (c) Financial Report;
- (d) Executive Committee's Report;
- (e) Other Committee Reports;
- (f) Election of Members to the Board of Directors, if applicable;
- (g) Unfinished Business;
- (h) New Business; and
- (i) Adjournment.

ARTICLE FOUR - THE BOARD OF DIRECTORS

Section One. Board Eligibility. The Board of the Corporation shall be open only to those Members of the Corporation who are interested in and committed to the purposes of the Corporation, as stated in Article Two of these By-laws. Membership and voting powers of its governing body (Board of Directors) shall consist of not less than 10% of voting Members who have children actively skating in the association

Section Two. Terms of the Directors. The term of office for a Director shall be two (2) years, commencing on the first day of a Fiscal Year and ending on the last day of a Fiscal Year. The terms of the Directors shall be staggered so that approximately one-half of the Directors' terms shall expire at the end of each Fiscal Year. In the event that a Director resigns before his term has expired, the Board may, in its discretion, appoint another individual to fill the remaining term of the Director who has resigned. Notice shall be given to all Membership of the Corporation of the vacancy at least 7 days in advance of the meeting along with a solicitation for nominations. Unless otherwise voted by two-thirds of the Board, no Director shall be eligible to serve for more than four (4) consecutive two year terms.

Section Three. Nomination, Election and Removal of Directors. The Board shall solicit and accept nominations for Directors from Members of the Corporation and shall prepare a ballot with all of such nominations included. An election to fill the upcoming vacancies on the Board shall be supervised by the Board and held at the Annual Meeting of Members in March. Every designated Member shall be entitled to a single vote for each vacancy on the Board. No Member may cast more than one vote for a specific nominee.

Upon a vote of two-thirds of all of the Directors, any Director may be removed with cause, after reasonable notice and an opportunity to be heard is provided to such Director. Failure to attend either (a) three (3) consecutive Board meetings without advance notice to the President or Secretary, or (b) at least fifty percent (50%) of the meetings of the Board during any Fiscal Year, shall be considered cause for removal from the Board.

Section Four. Quorum. Except as otherwise provided by these By-laws, the presence at any meeting of the Board of at least six (6) Directors, including: (a) the President or Vice President; and (b) three (3) of the remaining four (4) members of the of the Executive Committee, as hereinafter defined, shall constitute a quorum for a meeting of the Board. Only Directors present at a meeting are entitled to vote on any matter, unless such absent Director provides specific written authority to another Director to vote on his or her behalf.

Section Five. Powers and Duties of the Board. The business, property and affairs of the Corporation shall be managed by the Board of Directors, who shall have and may exercise all of the powers of the Corporation, except those powers specifically

reserved to the Members under Pennsylvania law, the Articles of Organization, or these By-laws. Without in any manner limiting the general powers conferred or implied by the prior sentence, it is hereby expressly declared that the Board shall have the following specific powers and duties:

- (a) to rule on all matters and affairs affecting the operation of the Corporation, specifically with respect to its size, goals and purpose and to establish operational policies and procedures with respect to such matters;
- (b) to appoint all officers of the Corporation, assign duties to such officer, and delegate all necessary authority to each officer appointed, consistent with the provisions of these By-laws;
- (c) to determine the type and number of teams which shall represent the Corporation and the leagues in which the teams shall play;
- (d) to establish a budget, set fees for the Corporation's programs, and authorize the expenditure of Corporate funds, each consistent with the provisions of these By-laws;
- (e) to direct the purchase of equipment and uniforms as required to ensure that all teams representing the Corporation are fully equipped and in the proper uniform sanctioned by the Corporation;
- (f) to review and act upon any temporary decision of the President, as authorized under these By-laws; and
- (g) to adopt procedures, policies, rules or guidelines for the Corporation which shall supplement these By-laws and govern many of the issues and day to day operations of the Corporation, and to amend such procedures, policies, rules or guidelines from time to time.

Section Six. Regular Meetings. Regular meetings of the Board shall be held on the first Tuesday of each month at a time and place as the President may determine. The Board may determine to hold a regular meeting of the Board on a date other than the first Tuesday of the month by majority vote. It shall be the duty of the Secretary to inform the Director's of all Board meetings, including stating the purpose or purposes thereof, providing an agenda of the anticipated matters to be considered, as well as the time and place of such meeting. In addition, all Regular Meetings shall be posted on the Erie Icemen website www.erieicemen.com and all meetings shall be open to the Members.

Section Seven. Special Meetings. Special meetings may be called by the President or at the written request to the President or by at least four (4) other Directors. The Secretary shall provide at least seven (7) days' notice of any such Special Meeting to all Directors, which shall summarize its purpose and state the time and place of the

meeting. Actual presence of a Director at any meeting shall constitute a waiver of any required notice as to such Director.

Section Eight. Election of Officers. At the first regular or special meeting of the Board following election of new Directors, the new Board shall appoint its officers.

Section Nine. Fiduciary Duty: A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform the duties of the Director, including all duties as a member of any Committee of the Board upon which he/she may serve, in good faith, in a manner reasonably believed to be in the best interest of the association, and with such care, including reasonable inquiry, skill, and diligence, as person of ordinary prudence would use under similar circumstances. In performing his/her duties, a director shall be entitled to rely in good faith on information, options, reports or statement and other financial data, in each case prepared by any of the following:

1. One or more officers or employees of the association whom the Directors reasonably believe to be reliable and competent in the matters presented;
2. Counsel, public accountants or other persons as to the matters which the directors reasonably believes to be within the professional or expert competence of such person;
3. A Committee of the board upon which he/she does not serve, duly designated in accordance with law, as to matters within it designated authority which the Director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the board and individual directors shall, in considering the best interests of the association, consider the effects of any action upon the Corporations's relationship with USA Hockey and all other pertinent factors. The consideration of these factors shall not constitute violation of this section.

Absent breach of fiduciary duty, lack of good faith or self dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of the Corporation.

Section Ten. Personal Liability: A Director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

1. The director has breached or failed to perform the duties of his/her office under this article;

2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this article shall not apply to:

1. The responsibility or liability of a Director pursuant to any criminal statute or;
2. The liability of a Director for the payment of taxes pursuant to local, state, or federal law.

The Corporation shall yearly obtain Officers' and Directors' Liability insurance from USA Hockey designee or comparable offering.

Section Eleven. Indemnification: The association shall indemnify each of its directors, officers, and employees whether or not then in service as such (his/her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him/her in the defense of any litigation to which the individual may have been a party because he/she is or was a director, officer, or employee of the association.

The individual shall have no right to reimbursement, however, in relation to matters as to which he/she has been adjudged liable to the association or misconduct in the performance of his/her duties, or was derelict in the performance of his/her duty as director, officer, or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his/her office or employment.

The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

ARTICLE FIVE - OFFICERS OF THE CORPORATION

Section One. Election of Officers. The officers of the Corporation shall consist of a President; Vice president; Secretary; Treasurer; Registrar; Coaching Coordinator; Scheduling Coordinator; Program Coordinator, Fundraising Coordinator and two (2) At-Large Directors, such other officers as the Board may from time to time determine. Prior to the commencement of the Fiscal Year, all officers shall be chosen by the Board from the Directors for the next Fiscal Year to hold their offices at the pleasure of the Board, but in no case beyond the time when their successors are chosen and duly installed. The Board may appoint such temporary or acting officers as may be necessary during the temporary absence or disability of any regular officer.

Section Two. President. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board. In the absence or disability of

the President, the Board shall select one of its members to perform the duties and exercise the powers of the President until such time as such absence or disability has ended. The President shall have all of the powers and duties conferred upon him by the Board, including:

- (a) to call special meetings of the Members or the Board;
- (b) to make decisions on matters not provided for in these By-laws until the next regular or special meeting of the Board;
- (c) to oversee and supervise the implementation of all directives of the Board, including those directives made to other officers of the Corporation;
- (d) represent, or designate suitable representation for, the Corporation at all meetings of USA Hockey, Mid-Am Hockey, and any other leagues or organizations in which the Corporation participates;
- (e) unless otherwise specifically set forth in these By-laws, to appoint members of the Board's committees, including designating Chairpersons of such committees;
- (f) to serve an ex-officer member of all Corporation or Board committees;
- (g) to serve as chairman of the Executive and Disciplinary Committees; and
- (h) such other powers and duties as may be specifically delegated by the Board.

Section Three. Vice President. The Vice President shall have all of the powers and duties conferred upon him by the Board, including:

- (a) Attend all meetings;
- (b) Preside at all meetings in the absence of the President;
- (c) Carry out any duties or assignments delegated to him/her by the President;
- (d) Succeed to the office of the President in the event of the resignation, death, or the removal for incapacity of the President;
- (e) Act as the Parliamentarian;
- (f) Obtain and Maintain all necessary insurance coverage from USA Hockey;
- (g) Coordinate with Coaching Coordinator to assure that all coaches are actively

certified at appropriate levels required by USA Hockey;

(h) Coordinate with Treasurer to assure timely and accurate billing of Member's dues and fees and recordation of such payments.

(i) Perform all such additional duties usually attached to this office

Section Four. Secretary. The Secretary shall:

(a) Attend all meetings;

(b) Have custody of the corporate seal;

(c) Issue notices of all meetings of the Members and the Board;

(d) Record minutes of all such meetings in books provided for such purpose;

(e) Distribute a copy of the minutes thereof to each Director at least 5 days prior to next scheduled meeting;

(f) Originate and file all correspondences required for the operation of the Corporation;

(g) The Secretary shall have such other powers and duties as may specifically delegated by the Board.

Section Five. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall:

(a) Attend all meetings;

(b) Have charge of the Corporation's financial affairs, funds, securities and valuable papers;

(c) Record and all keep accurate records thereof of all financial transactions of the Corporation;

(d) Collect and deposit all moneys of the Corporation in the Authorized depository account.

(e) Pay all accounts payable by check;

(f) Prepare standard Monthly Financial Statements and an Annual Financial Statement at the close of the Fiscal Year in accordance with Generally Accepted Accounting Principals.

(g) Prepare and file require Tax and/or Information Returns, including IRS Form 990 or 990EZ by September 15 of each calender year;

(h) The Treasurer or the President may sign or countersign checks, stocks, securities, contracts, mortgages, deeds of trust, leases, deeds, and other instruments as required by the Corporation, and the signatures of both the Treasurer and either the President or Vice President are required for any single check in an amount greater than \$1,000.00;

(i) Neither the Treasurer nor the President shall pay out any money, invest any funds, transfer or dispose of any securities or other property, except on the authorization of the Board;

(j). The Treasurer shall have such other powers and duties as may specifically delegated by the Board.

Section Six. Registrar. The Registrar shall be responsible for:

(a) Organization and maintenance of Membership and player information and birth certificates; and

(b) Filing all required membership forms, including IMR Forms and other materials required to be filed with USA Hockey and Mid Am Hockey;

(c) The Registrar shall have such other powers and duties as may specifically delegated by the Board.

Section Seven. Coaching Coordinator, who shall serve as Chairman of the Coaching Committee and, in that capacity, shall oversee:

(a) The selection, training, regulation and oversight of the coaches for all of the Corporation's Programs, including Instructional, Mite, Squirt, PeeWee, Bantam, and Midget;

(b) The planning and operation of all player tryouts, including establishment of the evaluation system and the selection of evaluation personnel; and

(c) The coordination and review of all coaches at mid-season with the coaching committee.

Section Eight. Scheduling Coordinator, who shall be responsible for:

(a) Coordinating the acquisition of suitable and adequate practice and game ice for the Corporation's Programs, consistent with the budget of the Corporation;

(b) Assigning the ice to the Corporation's Programs, including Instructional, Mite, Squirt, PeeWee, Bantam, and Midget, consistent with the policies established by the Board and the Coaching Committee; and

(c) The preparation and distribution of ice schedules for such practice and game ice.

Section Nine. Program Coordinator. Encompassing all Learn to Skate, Instructional, Mite, Squirt, PeeWee, Bantam, and Midget Teams, who shall be responsible for:

(a) All activities of players or participants in their respective Programs;

(b) Working with the Coaching Coordinator in an administrative capacity to plan and operate player tryouts in their respective Programs;

(c) Report to the Disciplinary Committee events reported to them which occurred within their respective Programs which are in violation of the policies of the Corporation for action in accordance with these By-laws;

(d) With respect to the Learn to Skate Program Coordinator, oversee the operation of the Learn to Skate, including the volunteers supervising the participants and the collection of registration and weekly fees for participation; and

(e) Work with the Fundraising Committee to coordinate the fundraising activities of their respective Program.

(f) They shall also be responsible for (i) maintaining an inventory of all of the Corporation's equipment; (ii) overseeing the purchase of new equipment, as authorized by the Board; (iii) maintaining the condition of the Corporation's equipment.

Section Ten. Fundraising Coordinator, shall be responsible for:

(a) obtaining and maintaining all sponsors and organize all other fundraising activities that may be approved by the Board of Directors;

(b) Chair the standing Fundraising Committee and establish temporary committees for specific events;

(c) Prepare an Annual Fundraising Report by the July Board meeting to detail fundraising goals and events for that Fiscal Year.

(d) Prepare monthly reports to the Board on status of fundraising activities.

Section Eleven. At-Large Directors. There shall be two (2) At-Large Directors who shall perform any such duties, and on such Committee's as delegated by a majority vote of the Board.

Section Twelve. Executive Committee. There shall be an executive committee consisting of the President, the Vice President, the Secretary, the Treasurer, the Coaching Coordinator; and such other Directors as the Board may appoint. The Executive Committee, under the direction of the President, shall prepare policies, programs and budgets for discussion, revision and approval by the Board. The Executive Committee shall also have and may exercise all the powers and authority otherwise specifically granted by the Board in the management of the matters and affairs of the Corporation.

Section Thirteen. Coaching Committee. There shall be a coaching committee consisting of the Coaching Coordinator, who shall serve as Chairman; the President, ex officio; one coach from each Program (except Learn to Skate), as appointed by the Board; the Scheduling Coordinator; the Program Coordinator; and one additional member of the Executive Committee if necessary to reach an odd number, as appointed by the Board. The Coaching Committee shall be responsible for (i) performing a midseason review of all coaches and reporting any disciplinary findings to the Board (ii) the review of all coaches selection, training, regulation and oversight of the coaches for all of the Corporation's Programs, including Instructional, Mite, Squirt, PeeWee, Bantam, and Midget; (iii) the planning and operation of all player tryouts, including establishment of the evaluation system and the selection of evaluation personnel; (iv) determining the number of teams at each level of a particular Program based on the player selection process; and (v) establishing the parameters for allocating practice ice to all of the Programs.

Section Fourteen. Disciplinary Committee. The Disciplinary Committee shall be created as needed to review and act upon all disputes regarding violations of Corporation's rules and regulations, including violations of the rules and regulations of USA Hockey, Mid-Am Hockey and the other programs and leagues in which the Corporation participates. The Disciplinary Committee shall consist of the President; the Coaching Coordinator; and Program Coordinator. This Committee shall be Chaired by the immediate Past President, if still remaining as a member of the Board of Directors or if not, any other member of the Executive Committee that may be appointed by the President. The Chair position shall be non-voting. Decisions of the Disciplinary Committee shall be final, subject only to the review by the full Board at the next regular or special meeting.

Section Fifteen. Fundraising Committee. The Fundraising Committee shall consist of the Fundraising Coordinator, who shall serve as Chairman, the Vice President, the Registrar, the Coaching Coordinator, and Program Coordinator. The Committee shall solicit regular Members of the Corporation to participate in committee meetings, without a vote, but for suggestions and to help coordinate the fundraisers.

Section Sixteen. Other Committees. The Board may create standing and special committees with such powers and duties as the Board may determine, with the members and chairpersons of such committees being appointed by the President.

Section Seventeen. Prohibition on Multiple Capacities. Except as specifically provided in these By-laws, in order to avoid the appearance of a conflict of interest, no Director may serve as more than one officer at any given time. However, if a vacancy in an Officer position does arise during a year, the position may be filled by an existing Officer if no other non-officer is interested in taking said position.

ARTICLE SIX - FISCAL MANAGEMENT

Section One. Annual Budget. The Executive Committee shall prepare and the Board shall adopt prior to each March 1, an estimated annual budget for the Fiscal Year beginning on the next May 1 (the “Annual Budget”). Included in this Annual Budget shall be the following:

(a) the estimated cost of operating the Corporation for the next Fiscal Year;
and

(b) the projected revenues for the Corporation for the next Fiscal Year, including an estimated annual dues payment for each player participating in the Corporation’s Programs during the next Fiscal Year and a proposed fundraising goal for the next Fiscal Year.

Section Two. Expenditure of Funds. The President, the Vice President and the Treasurer have the power to expend the Corporation’s funds provided such expenditures are consistent with the Annual Budget and other motions approved by the Board. The Treasurer shall report on expenditures made by the Corporation to the Board at each regularly scheduled Board meeting. All checks that are drawn in excess of \$1,000.00 shall require the signature of both the Treasurer and either President or Vice President.

Section Three. Books and Accounts. The books and accounts of the Corporation shall be kept under the direction of the Treasurer.

Section Four. Review of Books and Records. At the close of each Fiscal Year, the books and records of the Corporation shall be examined, reviewed and, if requested by a majority of the Board, audited. An audit shall occur each time a new Treasurer is named, or at least every third year. The President of the Corporation shall cause the Treasurer to annually prepare a full and correct statement of the financial affairs of the Corporation for the preceding Fiscal Year, which upon completion shall be submitted to the Board and thereupon placed in the official records.

ARTICLE SEVEN - MISCELLANEOUS

Section One. Amendments. These Bylaws may be amended by a two-thirds (2/3) majority vote of the Directors at any annual, regular or special meeting of the Board, provided notice of the proposed amendment is given in writing to all of the Members of the Corporation at least seven (7) days before the meeting.

Section Two. Majority Vote. Unless otherwise provided for in the Articles of Organization or these Bylaws, for any meeting of the Members, the Board or any committee formed by the Board, a majority vote shall mean the votes of one more than fifty percent (50%) of the Members, Directors, or committee member's present at the respective meeting. For purposes of any of the aforementioned meetings, all Members, Directors or committee members must be present at the meeting to vote unless they have provided a written proxy votes to another Member or Director.

Section Three. Corporate Documents. The corporate By-Laws and the Procedures, Policies, Rules and Guidelines shall be posted on the Erie Icemen website www.erieicemen.com and can be provided in printed form upon request by any Member.

Section Four. Effective Date. These By-laws shall be effective immediately, except for the provisions relating to the establishment and election of Officers, which shall take effect for the Fiscal Year beginning May 1, 2007.

Section Five. Adoption of By-Laws. The undersigned have been authorized to execute and file this certificate by a concurring vote of a majority of the Directors of the Corporation present at the March __, 2007 special meeting held upon due notice .

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged this Certificate this ___ day of March , 2007.

President

Date

Secretary

Date

Notary Seal

