

**UNANIMOUS CONSENT TO ACTION WITHOUT A MEETING
OF THE BOARD OF DIRECTORS OF
CONCEPT DEVELOPMENT, INC.**

The undersigned, being the sole Director of CONCEPT DEVELOPMENT, INC. (the “Company”), finding it inconvenient to assemble in a formal meeting, hereby waives prior notice of the actions described herein and consents thereto, pursuant to the provisions of Section 607.0821 of the Florida Statutes:

WHEREAS, the Company deems it in its best interest to amend and restate its Bylaws to allow the election of a chief executive officer separate from the office of the president.

NOW THEREFORE, BE IT RESOLVED that the Company ratifies, approves and accepts the Amended and Restated Bylaws, a copy of which is attached hereto as Exhibit A;

BE IT FURTHER RESOLVED, the following persons are hereby elected to serve as officers of the Corporation for the upcoming year in the capacity set opposite their names until their successors shall have been duly elected and qualified; or until their earlier death, resignation, or removal:

Brian S. Crawford
Matthew Cason
Jeremy Scheer

Chief Executive Officer
President
Chief Financial Officer, and Chief
Operating Officer

DATED this 23rd day of May, 2019.



Brian S. Crawford, Sole Director

AMENDED AND RESTATED BYLAWS

OF

CONCEPT DEVELOPMENT, INC.

ARTICLE I - MEETINGS OF STOCKHOLDERS

Section 1. Annual Meeting. The annual meeting of the Stockholders of this Corporation shall be held immediately preceding the annual meeting of the Board of Directors each year commencing in 2016, or as designated by the Board of Directors of this Corporation.

Section 2. Special Meetings. Special meetings of the Stockholders shall be held when directed by the President or the Board of Directors, or when requested in writing by Stockholders who hold not less than ten percent (10%) of all the shares entitled to vote on any issue proposed to be considered at the proposed special meeting, such written request shall be delivered to the Corporation's Secretary describing the purpose or purposes for which the special meeting is to be held.

Section 3. Place. Meetings of Stockholders may be held either within or without the State of Florida. If no place for any annual or special meeting is stated in the notice of the meeting, the meeting shall be held at the principal office of the Corporation.

Section 4. Notice. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each Stockholder of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the meeting, either personally or by first class mail, by or at the direction of the President, the Secretary or the officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Stockholder at his address, as it appears on the stock transfer books of the Corporation, with postage thereon prepaid.

Section 5. Closing of Transfer Books and Fixing Record Date. For the purpose of determining Stockholders entitled to notice of or to vote at any meeting of Stockholders or any adjournment thereof, or entitled to receive payment of any distribution, or in order to make a determination of Stockholders for any other purpose, the Board of Directors may provide that the stock transfer books shall be closed for a stated period, but not to exceed, in any case, seventy (70) days before the meeting or action requiring a determination of Stockholders. If the stock transfer books shall be closed for the purpose of determining Stockholders entitled to notice of or to vote at a meeting of Stockholders, such books shall be closed for at least ten (10) days immediately preceding such meeting.

Section 6. Voting Record. After fixing a record date for any Stockholders' meeting, the Officers or agent having charge of the stock transfer books for shares of the Corporation shall make an alphabetical list of the names of all its Stockholders, arranged by voting group together with their addresses, and the number and class and series, if any, of the shares held by each entitled to vote at

such meeting. The list must be available for inspection by any Stockholder for a period of ten (10) days prior to the meeting, or such shorter time as exists between the record date and the meeting and such list shall be kept on file at the registered office of the Corporation, at the principal place of business of the Corporation, or at the office of the transfer agent or registrar of the Corporation and any Stockholder or his agent or attorney shall be entitled to inspect the list at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Stockholder at any time during the meeting.

If the requirements of this Section 6 have not been substantially complied with, the meeting, on demand of any Stockholder in person or by proxy, shall be adjourned until the requirements are complied with. If no such demand is made, failure to comply with the requirements of this Section shall not affect the validity of any action taken at such meeting.

Section 7. Stockholder Quorum and Voting. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Stockholders. When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of such class or series shall constitute a quorum for the transaction of such items of business by that class or series.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on any action (other than the election of the Board of Directors) shall be the act of the Stockholders, unless otherwise provided by law. The Board of Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

After a quorum has been established at a Stockholders' meeting, the subsequent withdrawal of Stockholders, so as to reduce the number of Stockholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

Section 8. Voting of Shares. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of Stockholders.

A Stockholder may vote either in person or by proxy executed in writing by the Stockholder or his duly authorized attorneys-in-fact.

At each election for Directors every Stockholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected at that time and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates. Cumulative voting, as provided herein, is permitted only if authorized by the Articles of Incorporation.

Shares standing in the name of any other corporation, domestic or foreign, may be voted by the officer, agent, or proxy designated by the bylaws of the corporate Stockholder; or, in the absence

of any applicable bylaw, by such person as the Board of Directors of the corporate Stockholder may designate. Proof of such designation may be made by presentation of a certified copy of the bylaws or other instrument of the corporate Stockholder. In the absence of any such designation, or in case of conflicting designation by the corporate Stockholder, the chairman of the board, president, any vice president, secretary and treasurer of the corporate Stockholder shall be presumed to possess, in that order, authority to vote such shares.

Shares held by an administrator, personal representative, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares held by or under the control of a receiver, a trustee in bankruptcy proceedings or an assignee for the benefit of creditors, may be voted by such person without the transfer of such shares into his name.

A Stockholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee or his nominee shall be entitled to vote the shares so transferred.

On and after the date on which written notice of redemption of redeemable shares has been mailed to the holders thereof and a sum sufficient to redeem such shares has been deposited with a bank or trust company with irrevocable instruction and authority to pay the redemption price to the holders thereof upon surrender of certificates therefor, such shares shall not be entitled to vote on any matter and shall not be deemed to be outstanding shares.

If a share or shares stand of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety, or otherwise, or if two or more persons have the same fiduciary relationship respecting the same shares, unless the secretary of the Corporation is given notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, then acts with respect to voting have the following effect: (a) if only one votes, in person or by proxy, his act binds all; (b) if more than one vote in person or by proxy, the act of the majority so voting binds all; (c) if more than one vote, in person or by proxy, but the vote is evenly split on any particular matter, each faction is entitled to vote the shares or shares in question proportionately; (d) if the instrument or order so filed shows that any such tenancy is held in unequal interest, a majority or a vote evenly split for the purpose of this subsection shall be a majority or vote evenly split in interest; (e) the principles of this subsection shall apply, insofar as possible, to execution of proxies, waivers, consents, or objections and for the purpose of ascertaining the presence of a quorum.

Section 9. Proxies. Every Stockholder (or a Stockholder's duly authorized attorney-in-fact) entitled to vote at a meeting of Stockholders or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy in writing.

Every proxy must be signed by the Stockholder or his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in

the proxy. Every proxy shall be revocable at the pleasure of the Stockholder executing it, unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest.

The authority to act by the holder of a proxy shall not be revoked by the incompetence or death of the Stockholder who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetency or of such death is received by the corporate officer responsible for tabulating votes.

If a proxy expressly provides, any proxy holder may appoint in writing a substitute to act in his place.

Section 10. Action by Stockholders Without a Meeting. Any action required by law, these Bylaws, or the Articles of Incorporation of this Corporation to be taken at any annual or special meeting of Stockholders of the Corporation, or any action which may be taken at any annual or special meeting of such Stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. If any class of shares is entitled to vote thereon as a class, such written consent shall be required of the holders of a majority of the shares of each class of shares entitled to vote as a class thereon and of the total shares entitled to vote thereon. In order to be effective the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving Stockholders having the requisite number of votes and delivered to the Corporation at its principal office or to the Secretary of the Corporation. No written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the date of the earliest dated consent, written consent signed by the number of holders required to take action is delivered to the Corporation as set forth above.

Within ten (10) days after obtaining such authorization by written consent, notice shall be given to those Stockholders who have not consented in writing or who are entitled to vote on the action. The notice shall fairly summarize the material features of the authorized action and, if the action be a merger, consolidation or sale or exchange of assets for which dissenters' rights are provided under Florida law, the notice shall contain a clear statement of the right of Stockholders dissenting therefrom to be paid the fair value of their shares upon compliance with further provisions of Florida law regarding the rights of dissenting Stockholders.

Whenever action is taken pursuant to this Section 10, the written consent of the Stockholders shall be filed with the minutes of proceedings of the Stockholders.

ARTICLE II - DIRECTORS

Section 1. Function. The business of this Corporation shall be managed and its corporate powers exercised by the Board of Directors.

Section 2. Number. This corporation shall have an initial Board of Directors consisting of 1 (one) member. The number of Directors of this corporation may be increased or decreased from time to time by amendment to these Bylaws; provided, however, that the total number of directors serving at any one time shall be not less than one (1) nor more than three (3).

Section 3. Qualification. All of the members of the Board of Directors must be natural persons of majority age. It shall not be necessary for Directors to be Stockholders of the Corporation or to be residents of the State of Florida.

Section 4. Election and Term. Each person named in the Articles of Incorporation as a member of the initial Board of Directors shall hold office until the first annual meeting of Stockholders, and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

At the first annual meeting of Stockholders and at each annual meeting thereafter the Stockholders shall elect Directors to hold office until the next succeeding annual meeting or special meeting of the shareholders. Each Director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors or by the Stockholders. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the Stockholders.

Section 6. Quorum. The presence of a majority of the number of Directors prescribed by the Articles of Incorporation or these Bylaws shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting where a quorum is present shall be the act of the Board of Directors.

Section 7. Place of Meetings. Directors' meetings may be held within or without the State of Florida.

Section 8. Removal of Directors. At a meeting of Stockholders called expressly for that purpose, any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors.

Section 9. Time, Notice and Call of Meetings. Annual meetings of the Board of Directors shall be held without notice on the second Tuesday in September commencing in 2015. Written notice of the time and place of special meetings of the Board of Directors shall be given to each

Director by either personal delivery, telegram or cablegram at least two (2) days before the meeting, or by notice mailed to the Directors at least five (5) days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of any and all notice as to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board of Directors need be specified in the Notice or Waiver of Notice of such meeting.

A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

Meetings of the Board of Directors may be called by the Chairman of the Board or by the President of the Corporation.

Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting may simultaneously hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 10. Executive and Other Committees. The Board of Directors, by Resolution adopted by a majority of the full Board of Directors, may designate from among its members an Executive Committee and one or more committees, each of which, to the extent provided in such Resolution, shall have and may exercise all the authority of the Board of Directors, except that no committee shall have the authority to:

- (a) approve or recommend to Stockholders actions or proposals required by law to be approved by Stockholders;
- (b) fill vacancies on the Board of Directors or any committee thereof;
- (c) adopt, amend or repeal the Bylaws;
- (d) authorize or approve the reacquisition of shares, unless pursuant to a general formula or method specified by the Board of Directors; or
- (e) authorize or approve the issuance or sale of, or any contract to issue or sell, shares or designate the terms of a series or a class of shares, except that the Board of Directors having acted regarding general authorization for the issuance or sale of shares or any contract therefor, and, in the case of a series, the designation thereof, may, pursuant to a general formula or

method specified by the Board of Directors by Resolution or by adoption of a stock option or other plan, authorize a committee to fix the terms of any contract for the sale of the shares and to fix the terms upon which such shares may be issued or sold, including without limitation, the price, rate or manner of payment of dividends, provisions for redemption, sinking fund, conversion, voting or preferential rights, and provisions for other features of a class of shares, or a series of a class of shares, with full power in such committee to adopt any final Resolution setting forth all the terms thereof and to authorize the statement of the terms of a series for filing with the Department of State.

Each committee must have two or more members who serve at the pleasure of the Board of Directors. The Board of Directors, by Resolution adopted in accordance with this Section, may designate one or more Directors as alternate members of any such committee, who may act at any meeting of such committee.

Section 11. Action by Directors Without a Meeting. Any action required by law, these Bylaws, or the Articles of Incorporation of this Corporation to be taken at any annual or special meeting of the Directors of this Corporation, or any action which may be taken at a meeting of the Directors or a committee thereof, may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so to be taken signed by all of the Directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee. Such consent shall have the same effect as a unanimous vote. Action taken under this Section 11 is effective when the last Director signs the consent, unless the consent specifies a different effective date.

ARTICLE III - OFFICERS

Section 1. Officers. The Officers of this Corporation shall consist of a Chief Executive Officer, a President and a Secretary each of whom shall be elected by the Board of Directors. In addition, the Corporation may elect one or more Vice-Presidents, a Treasurer, a Chief Operating Officer, and such other Officers and Assistant Officers and agents as may be deemed necessary from time to time by the Board of Directors. Any two (2) or more Offices may be held by the same person. The failure to elect a President, Secretary or other officer shall not affect the existence of this Corporation.

Section 2. Chief Executive Officer. The Chief Executive Officer shall have general management of the business and affairs of the Corporation, subject to the directions of the Board of Directors, and shall preside at all meetings of the Stockholders and Board of Directors.

Section 3. President. The President shall have general and active management of the day-to-day business of the Corporation, subject to the directions of the Board of Directors.

Section 4. Vice President. The Vice-President shall be an agent of the Corporation and during the death, absence or inability of the President to act, the Vice-President shall have the same powers and shall be subject to the same responsibilities hereby given to or imposed upon the President.

Section 5. Secretary. The Secretary shall have custody of and shall maintain all of the corporate records, except the financial records; shall record the minutes of all meetings of the Stockholders and Board of Directors, send out all notices of meetings, and perform such other duties as may be prescribed by the Board of Directors or President.

Section 6. Treasurer/Chief Financial Officer. The Treasurer or Chief Financial Officer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of records and disbursements and render accountings thereof at the annual meetings of Stockholders and whenever else required by the Board of Directors or President, and shall perform such other duties as may be prescribed by the Board of Directors.

ARTICLE IV - STOCK CERTIFICATES

Section 1. Issuance. Every holder of shares in this Corporation shall be entitled to have a certificate representing all shares of which he is the owner. No certificate shall be issued for any share until such share is fully paid.

Section 2. Form. Certificates representing shares in this Corporation shall be signed by the President or a Vice President and the Secretary or an Assistant Secretary, and may be sealed with the seal of this Corporation or a facsimile thereof. The signatures of the President or Vice President and the Secretary or an Assistant Secretary may be facsimiles if the certificate is manually signed on behalf of the President or Vice President and Secretary or Assistant Secretary by a transfer agent or a registrar, other than the Corporation itself or an employee of the Corporation. In case any Officer who signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such Officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such Officer at the date of its issuance.

Every certificate representing shares issued by this Corporation shall set forth or fairly summarize upon the face or back of the certificate, or shall state that the Corporation will furnish to any Stockholder upon request and without charge a full statement of, the designations, preferences, limitations and relative rights of the shares of each class or series authorized to be issued, and the variations in the relative rights and preferences between the shares of each series so far as the same have been fixed and determined, and the authority of the Board of Directors to fix and determine the relative rights and preferences of subsequent series.

Every certificate representing shares which are restricted as to the sale, disposition or other transfer of such shares shall state upon the face or back of the certificate that such shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall state that the Corporation will furnish to any Stockholder upon request and without charge a full statement of such restrictions.

Each certificate representing shares shall state upon the face thereof the name of the Corporation; that the Corporation is organized under the laws of the State of Florida; the name of the person or persons to whom issued; and the number and class of shares and the designation of the series, if any, which such certificate represents.

Section 3. Lost, Stolen, or Destroyed Certificates. The Corporation shall issue a new stock certificate in the place of any certificate previously issued if the holder of record of the certificate:

(a) makes proof in Affidavit form that it has been lost, destroyed or wrongfully taken;

(b) requests the issuance of a new certificate before the Corporation has notice that the certificate has been acquired by a purchaser for value in good faith and without notice of any adverse claim;

(c) gives bond in such form as the Corporation may direct to indemnify the Corporation, the transfer agent, and registrar against any claim that may be made on account of the alleged loss, destruction, or theft of a certificate; or

(d) satisfies any other reasonable requirements imposed by the Corporation.

ARTICLE V - BOOKS AND RECORDS

Section 1. Books and Records. This Corporation shall maintain accurate accounting records and shall keep as permanent records minutes and records of all meetings and proceedings of its Stockholders, Board of Directors and committees of Directors' meetings.

This Corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its Stockholders, giving the names, in alphabetical order, and addresses of all Stockholders and the number, class and series, if any, of the shares held by each.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 2. Stockholders' Inspection Rights. A Stockholder of this Corporation shall be entitled to inspect and copy, during regular business hours at the Corporation's principal office, any of the following records of the Corporation upon written demand to the Corporation at least five (5) business days prior to the date on which the Stockholder desires to inspect and copy the records: (a) the Articles of incorporation and amendments thereto; (b) the Bylaws and all amendments thereto; (c) resolutions adopted by the Board of Directors creating one or more classes or series of shares and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding; (d) the minutes of all Stockholder's meetings and records of all actions taken by Stockholders without a meeting for the past three (3) years; (e) written communications to all Stockholders generally, or all Stockholders of a class or series within the past three (3) years, including the financial statements furnished for the past three (3) years; (f) a list of the names and business street addresses of its current Directors and Officers; and (g) the most recent corporate annual report delivered to the Department of State.

A Stockholder of the Corporation shall also be entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation provided that the Stockholder makes a written demand upon the Corporation in good faith stating a proper purpose and such notice describes with reasonable particularity the purpose of the Stockholder's request and the records the Stockholder desires to inspect and provided that the records are directly connected with the stated purpose. Such written notice must be delivered to the Corporation at least five (5) business days before the date on which the Stockholder desires to inspect and copy the records: (a) excerpts from minutes of any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in the place of the Board of Directors on behalf of the Corporation, minutes of any meeting of the Stockholders and records of action taken by the Stockholders or Board of Directors without a meeting; (b) accounting records of the Corporation; (c) the record of shareholders; and (d) any other books and records.

ARTICLE VI - DISTRIBUTIONS TO STOCKHOLDERS

Section 1. Distributions. The Board of Directors of this Corporation may from time to time authorize and the Corporation may make distributions in respect of any of its shares to the Stockholders of this Corporation except that no distribution may be made if, after giving it effect: (a) the Corporation would not be able to pay its debts as they become due in the usual course of business; or (b) the Corporation's total assets would be less than the sum of its total liabilities, plus (unless the Articles of Incorporation permit otherwise) the amount that would be needed, if the Corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of Stockholders whose preferential rights are superior to those receiving the distribution.

For these purposes, the term "distribution" shall mean a direct or indirect transfer of money or other property (except for shares of the Corporation) or incurrence of indebtedness by the Corporation to or for the benefit of its Stockholders in respect of any of its shares. A distribution may be in the form of a declaration or payment of a dividend; a purchase, redemption, or other acquisition of its shares; a distribution of indebtedness; or otherwise.

Section 2. Share Dividends. The Board of Directors of this Corporation may from time to time declare and the Corporation may issue shares pro rata and without consideration to the Corporation's Stockholders or to the Stockholders of one or more classes or series; provided, however, that shares of one class or series may not be issued as a share dividend in respect of shares of another class or series unless: (a) the Articles of Incorporation so authorize; (b) a majority of the votes entitled to be cast by the class or series to be issued approves the issue; or (c) there are no outstanding shares of the class or series to be issued.

ARTICLE VII - CORPORATION'S ACQUISITION OF ITS OWN SHARES

Section 1. Acquisition of Shares. A corporation may, upon the affirmative vote of the Board of Directors of the Corporation, acquire its own shares and in such event the shares so acquired shall constitute authorized but unissued shares of the same class, but undesignated as to series.

ARTICLE VIII - SEAL

Section 1. Form. The Corporation's seal shall have the name of the Corporation and the words "Incorporated" (or other appropriate word indicating a corporation) and "Florida", together with the year of the incorporation inscribed thereon, and may be a facsimile, engraved, printed or an impression seal.

ARTICLE IX - AMENDMENT

Section 1. Amendments. These Bylaws may be repealed or amended, and new Bylaws may be adopted by either the Board of Directors or the Stockholders, but the Board of Directors may not amend or repeal any Bylaw adopted by the Stockholders if the Stockholders specifically provide such Bylaw not be subject to amendment or repeal by the Directors.