



GOVERNANCE REPRESENTATION – BOARD OF DIRECTORS

RESERVE POWERS OF THE SOLE MEMBER

1. Election/Re-election/Removal of a Director; Amendment of Articles of Incorporation/Bylaws; Change in business purpose/legal name/name(s) Corporation does business as (^);
2. Capital contribution/incurrence/guaranty of any debt (*);
3. Merger/Acquisition/Division or conversion/Sale to another entity or business other than sole Member or its affiliate;
4. Sale/Lease/Encumbrance/Other disposition of all/substantially all of the Corporation's assets; filing for bankruptcy/insolvency/dissolution/liquidation;
5. Acquisition of a subsidiary or affiliate including by a related entity.

RESERVE POWERS OF THE SOLE MEMBER

In addition to all matters required by law or other provisions of these Bylaws to be approved by the Sole Member of the Corporation, the Member Assignment may approve any proposal with respect to any of the following, and if any proposal with respect to any of the following is otherwise initiated it shall not become effective unless approved by the Member Assignment of the Corporation:

1. Incurrence or debt in excess of dollar amount to be set by the Board of Directors of the Sole Member, or any guaranty of the Corporation's debt by the Sole Member;
2. Sale, purchase, lease or encumbrance with debt, in any way, of real property of the Corporation in excess of such amount as the Sole Member may designate from time to time;
3. Capital expenditure equal to or greater than an amount set by the Board of Directors of the Sole Member;
4. Expansion of the business purpose of the Corporation;
5. Amendment to the investment or spending policies of the Corporation that differs from that of the Sole Member;
6. Approval of the annual operating and capital budgets of the Corporation;
7. Changes to the fiscal year of the Corporation;
8. Selection by the Corporation of any investment advisors, outside legal counsel, or financial auditors;
9. Changes to the types, providers, and/or amounts of insurance coverage for the Corporation; and
10. Adoption of any changes in any Corporation budget, which changes will cumulative excess in capital or expenses such amount as the Sole Member may designate from time to time in any fiscal year.