

**BYLAWS
OF THE
CAYCE BEAUTIFICATION FOUNDATION
Approved April 6, 2010**

Article I: Name, Form of Organization, and Purposes

Section 1.1 Name. The name of the corporation is the Cayce Beautification Foundation.

Section 1.2 Nonprofit and Tax-exempt Status. The corporation is organized as a nonprofit corporation under the South Carolina Nonprofit Corporation Act, Chapter 31, Title 33 of the Code of Laws of South Carolina 1976, as amended (the “Nonprofit Act”), and as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended. The corporation is a public benefit corporation and shall have perpetual duration and succession.

Section 1.3 No Members. The corporation shall have no members.

Section 1.4 Purposes. The corporation shall have only those purposes set forth in its Articles of Incorporation.

Section 1.5 Articles of Incorporation. These bylaws and any act of the Board of Directors or any officer or employee shall be subject to and governed by the articles of incorporation of the corporation. In the event that any provision of these bylaws conflicts with a provision of the corporation’s articles of incorporation, the provisions of the articles of incorporation shall be controlling.

Article II: Offices

Section 2.1 Principal and Other Offices. The principal office of the corporation shall be located at 1800 12th Street Extension, Cayce, Lexington County, South Carolina 29171. The corporation may change its principal office to another location within the City of Cayce, South Carolina by filing a Notice of Change of Principal Office with the South Carolina Secretary of State. The corporation shall maintain at its principal office a copy of the corporate records specified in Section 7.5 of Article VII. The corporation may have offices at such other places within the City of Cayce, South Carolina as the Board of Directors from time to time may determine, or as the affairs of the corporation may require.

Section 2.2 Registered Office and Agent. The corporation shall maintain a registered agent whose office is identical with the registered office. The corporation may change its registered office or registered agent from time to time in the manner required by law.

Article III: Board of Directors

Section 3.1 General Powers and Authority of the Board. All corporate powers shall be

exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the Board of Directors.

Section 3.2 Powers. The corporation will have such powers as are now or may hereafter be granted to corporations under the Nonprofit Act, except as may be limited by the corporation's Articles of Incorporation or these bylaws.

Section 3.3 Operating Policies, Procedures and Guidelines. From time to time, the Board of Directors may adopt, amend, or restate operating policies, procedures and guidelines to carry out the purposes and objectives of the corporation.

Section 3.4 Composition, Number, and Term.

(a) The number of directors of the corporation shall be fifteen (15).

(b) The City Council (the "Council") of the City of Cayce, South Carolina (the "City") shall appoint ten (10) directors (the "Appointed Directors") who live, work or have a business in the City as community representatives.

(c) The individuals serving, from time to time, as (1) the Mayor of the City (or the Mayor Pro Tem of the City in the event the Mayor is serving on the Board of the Cayce Public Safety Foundation), (2) a member of Council appointed by the Council in January of each year, (3) the City Manager of the City, (4) the Chairman of the City Planning Commission, and (5) the Chairman of the City Beautification Board shall also serve as directors of the corporation and shall constitute the "Designated Directors." Each such individual shall serve as a director of the corporation by virtue of holding such listed capacity. If for any reason, such individual ceases to hold such capacity, such individual shall cease to be a director of the corporation. If a vacancy occurs in any of the capacities listed in Section 3.4(c), then the number of directors on the Board of Directors of the corporation shall automatically be reduced by the number of such vacancies (and shall be automatically increased as and when any such vacancy is filled).

(d) Five of the initial Appointed Directors shall serve an initial term of two years and five of the initial Appointed Directors shall serve an initial term of three years. Thereafter, each Appointed Director shall serve a term of three years. Appointed Directors shall serve their specified terms (and until a successor is appointed and qualified) or until such director's earlier death, resignation, incapacity to serve, or removal.

(e) An Appointed Director may be reappointed for successive terms.

(f) All Appointed Directors and all Designated Directors shall have voting rights.

Section 3.5 Resignation of Appointed Directors. An Appointed Director may resign by delivering written notice to the chairperson of the Board of Directors. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Council may fill the pending vacancy before the effective date if the appointment provides that the successor does not take office until the effective date.

Section 3.6 Removal of Appointed Directors. The Council shall have the power to remove an Appointed Director with or without cause and appoint a replacement for such removed Appointed Director at any time by giving written notice to such Appointed Director and to the chairperson of the Board of Directors.

Section 3.7 Vacancies in Appointed Director Seats. If a vacancy occurs on the Board of Directors in a seat held by an Appointed Director, the Council shall appoint a director to fill such vacancy (in accordance with Section 3.4(b) of these bylaws). A director appointed to fill a vacancy shall hold office (a) until the later of the end of the unexpired term that such director is filling or the date on which such director's successor is appointed and qualifies or (b) until such director's earlier death, resignation, incapacity or removal.

Section 3.8 Chairperson and Vice Chairperson. The president of the corporation (*ex officio*) shall serve as chairperson of the Board of Directors and the vice president of the corporation (*ex officio*) shall serve as vice-chairperson of the Board of Directors. The chairperson of the Board of Directors shall preside at all meetings of the Board of Directors and perform such other duties as may be prescribed from time to time by the Board of Directors. The vice chairperson of the Board of Directors, in the absence of the chairperson, or in the event of the death, inability or refusal to act of the chairperson, shall preside at all meetings of the Board of Directors.

Section 3.9 No Compensation. No member of the Board of Directors shall receive compensation for his/her services as such.

Section 3.10 Director conflict of interest. Each director shall observe the Conflicts of Interest and Compensation Policy of the corporation.

Section 3.11 Reports to Council. The treasurer of the corporation shall provide an annual financial report (and such other reports as may reasonably be requested by the Council) to the Council.

Article IV: Meetings of Directors

Section 4.1 Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place within the City of Cayce as the Board of Directors may determine.

Section 4.2 Annual Meeting. An annual meeting of the Board of Directors, for the purpose of appointing officers, approving a budget for the year, and transacting other business, shall be held each year on such date and time as the Board of Directors may determine.

Section 4.3 Regular Meetings. Additional regular meetings of the Board of Directors shall be held at such times as the Board of Directors may determine.

Section 4.4 Special Meetings. Special meetings of the Board of Directors may be called by or

at the request of the chairperson or at least 20% of the directors then in office.

Section 4.5 Notice of Meetings. Regular meetings of the Board of Directors (including the annual meeting) must be preceded by at least two (2) days notice to each director of the date, time and place, but not the purpose, of the meeting. Special meetings of the Board of Directors must be preceded by at least two (2) days' notice to each director of the date, time, place and purpose of the meeting. Notice required by the foregoing provisions may be oral or written and may be communicated in person; by telephone, facsimile transmission or other form of wire or wireless communication; or by mail or private carrier. However, any board action to approve a matter that would require approval by the members if the corporation had members, shall not be valid unless each director is given at least seven (7) days' written notice that the matter will be voted upon at a directors' meeting or unless notice is waived pursuant to Section 4.6 below. Oral notice is effective when communicated, if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) fifteen (15) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. Written notice is correctly addressed to a director if addressed to the director's address shown in the corporation's current list of directors.

Section 4.6 Waiver of Notice. A director may at any time waive any notice required by law or these bylaws. Except as hereinafter provided in this section, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with law or these bylaws objects to lack of notice and does not thereafter vote for or assent to the objected to action.

Section 4.7 Quorum. A quorum of the Board of Directors consists of a majority of the directors in office immediately before a meeting begins; *provided*, that in no event shall a quorum consist of fewer than two (2) directors.

Section 4.8 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors, unless the vote of a greater number of directors is required by law or these bylaws. No voting by proxy shall be permitted.

Section 4.9 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (a) such director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; (b) such director's dissent or abstention from the action taken is entered in the minutes of the meeting; (c) such director votes against the action and the vote is entered in the minutes of the meeting; or (d) such director delivers written notice of dissent or abstention to the presiding officer of the meeting before adjournment or to the corporation immediately after adjournment of the meeting. The right

of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 4.10 Meeting Via Communications Equipment. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.11 Action Without Meeting. Action required or permitted by law or these bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all of the duly elected and qualified directors of the corporation. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Article V: Officers

Section 5.1 Number. The officers of the corporation shall consist of a president, vice-president, secretary, treasurer, and such other officers as are appointed by the Board of Directors from time to time. The same person may simultaneously hold more than one office in the corporation. Each officer must also simultaneously be serving as a director of the corporation.

Section 5.2 Appointment and Term. The officers of the corporation shall be appointed by the Board of Directors at its annual meeting. The Nominating Committee shall present a slate of nominees for appointment. Nominations may also be made from the floor. Each officer shall hold office for a period of one (1) year, or until such officer's earlier death, resignation, or removal. A vacancy occurring in a position of officer of the corporation may be filled at any time by the Board of Directors. The term of an officer elected to fill a vacancy shall expire at the end of the unexpired term that such officer is filling. An officer may be re-elected for successive terms.

Section 5.3 Resignation and Removal. An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future date and the Board of Directors accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. The Board of Directors may remove any officer at any time with or without cause.

Section 5.4 Contract Rights of Officers. The appointment of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the corporation. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.

Section 5.5 President. The president shall be the chief executive officer of the corporation and,

subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these bylaws. The president may sign, with the secretary or any other proper officer of the corporation so authorized by the Board of Directors, any deeds, leases, mortgages, bonds, contracts, or other instruments which lawfully may be executed on behalf of the corporation, except where the signing and execution thereof expressly shall be delegated by the Board of Directors to some other officer or agent of the corporation, or where required by law to be otherwise signed and executed. The president shall, in general, perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the Board of Directors.

Section 5.6 Vice President. In the absence of the president, or in the event of the death, inability or refusal to act of the president, the vice president, unless otherwise determined by the Board of Directors, shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as may be assigned from time to time by the president or the Board of Directors.

Section 5.7 Secretary. The secretary shall: (a) cause to be prepared minutes of all meetings of the Board of Directors; (b) authenticate records of the corporation when requested to do so; (c) give all notices required by law and by these bylaws; (d) have general charge of the corporate books and records and of the corporate seal, and affix the corporate seal to any lawfully executed instrument requiring it; (e) sign such instruments as may require such signature; (f) cause such corporate reports as may be required by state law to be prepared and filed in a timely manner; and (g) in general, perform all duties incident to the office of secretary and such other duties as may be assigned from time to time by the president or the Board of Directors.

Section 5.8 Treasurer. The treasurer shall: (a) have custody of all funds and securities belonging to the corporation and receive, deposit, or disburse the same under the direction of the Board of Directors; (b) keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose; (c) cause such returns, reports, and/or schedules as may be required by the Internal Revenue Service and the state taxing authorities to be prepared and filed in a timely manner; (d) cause a true balance sheet (statement of the assets, liabilities and fund balance) of the corporation as of the close of each fiscal year and true statements of activity (support and revenue, expenses, and changes in fund balance), functional expenses, and cash flows for such fiscal year, all in reasonable detail, to be prepared and submitted yearly to the Board of Directors and to the Cayce City Council; and (e) in general, perform all duties incident to the office of treasurer and such other duties as may be assigned from time to time by the president or the Board of Directors.

Section 5.9 No Compensation. The officers of the corporation described in the foregoing sections shall not be compensated for their services as such.

Section 5.10 Conflict of interest. Each officer shall observe the Conflicts of Interest and Compensation Policy of the corporation.

Section 5.11 Executive Director. The Board of Directors may appoint an executive director, who shall, subject to the control of the Board of Directors, have overall responsibility for the routine management of the affairs of the corporation. The executive director shall report to the Board of

Directors and shall work closely with the president of the corporation. Duties of the executive director shall include: (a) representing the corporation in the community; (b) overseeing the projects of the corporation; (c) supervising the administrative functions of the corporation; and (d) in general, performing such other duties as may be assigned from time to time by the president or the Board of Directors. The Board of Directors may approve reasonable compensation and benefits for the executive director. The executive director, while serving in that position, may not serve on the Board of Directors or as an officer of the corporation.

Article VI: Committees

Section 6.1 Board Committees in General. The Board of Directors may create one or more committees of the board, in addition to the Executive Committee established by these bylaws. Committees of the board shall be composed solely of individuals currently serving as duly elected and qualified directors of the corporation. Each committee of the board shall have two or more directors, who shall be appointed by and serve at the pleasure of the board. The creation of a committee of the board and appointment of members to it must be approved by a majority of all the directors in office when the action is taken. The provisions of Article IV of these bylaws, which govern meetings of the Board of Directors, shall apply to committees of the board and their members as well, except that no committee of the board shall be required to have an annual meeting or scheduled regular meetings. To the extent specified or authorized by the Board of Directors or in these bylaws, each committee of the board may exercise the authority of the board. A committee of the board may not, however: (a) authorize distributions; (b) approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; (c) elect, appoint, or remove directors or fill vacancies on the board or on any committee of the board; (d) adopt, amend, or repeal the articles of incorporation or any bylaws; or (e) authorize the borrowing of money or issuance of debt by the corporation.

Section 6.2 Executive Committee. The Executive Committee, which is a committee of the board, shall consist of the president, vice president, secretary and treasurer and may include one or more other directors, to serve in such capacity until the next annual meeting of the Board of Directors; *provided* that the appointment of such additional directors must be approved by a majority of all the directors in office when such action is taken and that any such director may be removed from the Executive Committee at any time with or without cause by a majority of all the directors in office when such action is taken. The president shall serve as the chairperson of the Executive Committee and shall preside at all of its meetings. Except to the extent prohibited or limited by Section 6.1 above or by resolution of the Board of Directors, the Executive Committee may exercise the authority of the Board of Directors at such times as the board is not in session.

Section 6.3 Nonboard Committees in General. The Board of Directors may create one or more non-board committees, in addition to the Nominating Committee, and delegate nonboard functions to such committees. Nonboard committees may include both directors and individuals who are not directors of the corporation. Nonboard committees may not exercise the authority of the board.

Section 6.4 Nominating Committee. The Nominating Committee shall consist of at least two (2) members of the board and may include up to two persons who are not current members of the board. Retiring and former directors of the corporation shall be encouraged to consider serving on this committee. No current officer may be a member of this committee. The committee members shall be appointed by the Board of Directors on an annual basis, to serve until the next annual meeting of the board. A vacancy on this committee may be filled by the Board of Directors at any time. Members of the Nominating Committee may be appointed to successive terms. The committee shall present a slate of nominees for appointment as officers of the corporation.

Article VII: General Provisions

Section 7.1 Corporate Seal. The corporation may have a corporate seal in such form as the Board of Directors may from time to time determine.

Section 7.2 Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the Board of Directors. The corporation shall provide at least seven (7) days' written notice of any meeting of directors at which an amendment is to be approved, unless notice is waived pursuant to Section 4.6 above. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Any amendment must be approved by a majority of the directors in office at the time the amendment is adopted.

Section 7.3 Fiscal Year. The fiscal year of the corporation shall begin on July 1 and end on June 30 of the following calendar year.

Section 7.4 Financial Reports. The books of the corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the Board of Directors. The corporation shall engage an independent certified public accountant to audit the financial statements and issue its opinion thereon.

Section 7.5 Corporate Minutes and Records. The corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the directors without a meeting, and a record of all actions taken by the Executive Committee and any other committees of the Board of Directors. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The corporation shall keep a copy of the following records at its principal office: (a) its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect; (b) its bylaws or restated bylaws and all amendments to them currently in effect; and (c) a list of the names and business or home addresses of its current directors and officers. The minutes and records described above shall be made available for inspection by current directors of the corporation during normal business hours. In addition, to the extent required by applicable law, the corporation shall make available for inspection during regular business hours, by any individual, copies of: (i) any application filed with and any letter or other document issued by the Internal Revenue Service with respect to the tax-exempt status of the corporation; and (ii) the annual returns filed with the Internal Revenue Service for the three most recent years (to the extent the corporation is required to file such

returns), provided that the names and addresses of contributors to the corporation may be kept confidential.

Section 7.6 Investments. The corporation shall have the right to retain all or any part of any securities or property acquired by the corporation in whatever manner, and to invest and reinvest any funds held by the corporation in such property, real, personal and mixed, and in such manner as the Board of Directors shall deem proper, and from time to time to change investments as the Board of Directors shall deem advisable; to invest in or retain any stocks, shares, bonds, notes, obligations, or personal or real property (including without limitation any interests in or obligations of any corporation, association, business trust, investment trust, common trust fund, or investment company) although some or all of the property so acquired or retained is of a kind or size which but for this express authority would not be considered proper, all according to the judgment of the Board of Directors, without being restricted to the class of investments which a director or trustee is or may hereafter be permitted by law to make or any similar restriction; *provided*, that no action shall be taken by or on behalf of the corporation if such action would result in the denial of tax-exempt status under Section 501(c)(3) of the Code.

Section 7.7 Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, *provided* that any check, draft or other order for the payment of an amount in excess of Five Thousand Dollars (\$5,000.00) shall require two (2) authorized signatures; *provided further* that the Board of Directors may provide by resolution for exceptions to the two-signature requirement for specified checks or drafts or categories of checks or drafts (for example, the payment of recurring obligations such as debt service).

Section 7.8 No Loans to or Guaranties For Directors. The corporation may not lend money to or guarantee the obligation of a director or officer of the corporation, but the fact that a loan or guaranty is made in violation of this section does not affect the borrower's liability on the loan.

Section 7.9 Indemnification.

(a) Intention. The corporation shall indemnify its directors and officers as provided herein. Such provisions shall be interpreted to provide for indemnification of the directors and officers to the extent permitted by the South Carolina Nonprofit Corporation Act.

(b) Definitions.

(i) “Director” means an individual who is or was a director of the corporation or an individual who, while a director of the corporation, is or was serving at the corporation’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or a nonprofit corporation, partnership, joint venture, trust or other enterprise.

(ii) “Expenses” include counsel fees.

(iii) “Liability” means the obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses actually incurred with respect to a proceeding.

(iv) “Official capacity” means (A) when used with respect to a director, the office of director in the corporation, and (B) when used with respect to an officer, the office in the corporation held by the officer. “Official capacity” does not include service for any other foreign or domestic business or nonprofit corporation or any partnership, joint venture, trust or other enterprise.

(v) “Party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(vi) “Proceeding” means a threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative and whether formal or informal.

(c) Indemnification of Directors.

(i) Except as provided in subsection (iii), the corporation shall indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if the individual (A) conducted himself in good faith; and (B) reasonably believed (I) in the case of conduct in his official capacity with the corporation, that his conduct was in the corporation’s best interest; and (II) in all other cases, that his conduct was at least not opposed to the corporation’s best interests; and (C) in the case of a criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

(ii) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in subsection (c)(i).

(iii) The corporation shall not indemnify a director under this Section 7.9: (A) in connection with a proceeding by or in the right of a corporation in which the director was adjudged liable to corporation; or (B) in connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in his official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

(iv) Indemnification permitted under this Section 7.9 in connection with a proceeding by or in the right of corporation is limited to reasonable expenses incurred in connection with the proceeding.

(d) Determination and Authorization of Indemnification.

(i) The corporation shall not indemnify a director under this Section 7.9 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of

conduct set forth in Section 7.9(c)(i).

(ii) The determination must be made (A) by the board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (B) if a quorum cannot be obtained under item (A), by a majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (C) by special legal counsel (I) selected by the board of directors or its committee in the manner prescribed in items (A) or (B) above; or (II) if a quorum of the board cannot be obtained under item (A) and a committee cannot be designated under item (B), selected by a majority vote of the full board (in which selection directors who are parties may participate). Directors who are at the time parties to the proceeding may not vote on the determination.

(iii) Authorization of indemnification and evaluation as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses must be made by those entitled under subsection (ii)(C) to select counsel.

(iv) A director may not be indemnified until 20 days after the effective date of written notice to the Attorney General of the State of South Carolina of the proposed indemnification.

(e) Indemnification of Officers. An officer of the corporation is entitled to indemnification to the same extent as a director.

(f) Insurance. The corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the corporation, or who, while a director, officer, employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, or other enterprise, against liability asserted against or incurred by him/her in that capacity or arising from his/her status as a director, officer, employee or agent, whether or not the corporation would have the power to indemnify the person against the same liability under the foregoing provisions of this section or the provisions of the Nonprofit Act.

Adopted _____, 2010

_____, Secretary