

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
ACCOLA**

The undersigned, the duly elected and acting Secretary of Accola, a Minnesota nonprofit corporation (the "**Corporation**"), hereby certifies that at a meeting of the Board of Directors at which all of the directors were present, the directors adopted the following resolutions by a two-thirds (2/3) vote of the directors, effective as of the date noted below:

AMENDED AND RESTATED BYLAWS

WHEREAS, the Board of Directors believes it desirable and in the best interests of the Corporation to adopt the proposed Amended and Restated Bylaws of the Corporation, as shown on Exhibit A, to replace and supersede the existing Bylaws of the Corporation adopted on October 19, 2023, it is:

RESOLVED, that the Amended and Restated Bylaws of the Corporation, as shown on Exhibit A, are hereby adopted and approved by the directors of the Board of Directors of the Corporation.

RESOLVED FURTHER, that the Secretary of the Corporation is hereby authorized, empowered and directed to sign the Amended and Restated Bylaws on behalf of the Corporation and to place such Amended and Restated Bylaws in the record book of the Corporation kept for the required records of the Corporation.

These resolutions are deemed effective as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of October, 2024.

Jean Wincek, CSJ
Board Secretary

EXHIBIT A

**AMENDED AND RESTATED
BYLAWS**

[attached]