

BYLAWS OF MINIDOKA PILGRIMAGE

ARTICLE I General

1.1 Name. The name of this organization is Minidoka Pilgrimage, a Washington nonprofit Corporation (the “Corporation”).

1.2 Office. The principal office and place of business of the Corporation in the State of Washington is located at 3114 22nd Avenue South, Seattle, WA 98144, or such other place as the Board of Directors (the “Board of Directors”) may designate. The Corporation may have such other offices, either inside or outside the State of Washington, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II Purpose

The purpose of the Corporation is to organize the annual Minidoka Pilgrimage event, held at the Minidoka National Historic Site in southern Idaho, to educate the public about the incarceration of persons of Japanese ancestry during World War II, and to promote the defense of civil rights for all people within the meaning of Section 501(c)(3) of the Code.].

ARTICLE III No Members

The Corporation has no members.

ARTICLE IV Board of Directors

4.1 General Powers. The affairs of the Corporation are managed by the Board of Directors. In addition to its other powers and authority, the Board of Directors has the full power, except as prohibited by the terms of any gift, devise, bequest, or other transfer, in its sole discretion, to change the form of any investment and, for that or other purposes of the Corporation, to dispose of any property held by the Corporation. Notwithstanding the foregoing, the Board of Directors has no authority to engage in activities that are inconsistent with RCW 24.03. Directors are selected for, among other reasons, their interest and ability to carry out the purposes of the Corporation and their other special training or abilities.

4.2 Number of Directors and Term. The Board of Directors of this Corporation will be composed of no fewer than three (3) directors, the specific number to be set by resolution of the Board of Directors. The number of directors may be increased or decreased from time to time by amendment to or in the manner provided in these Bylaws. No decrease, however, will have the effect of shortening the term of any incumbent director, unless such director resigns or is removed

in accordance with the provisions of these Bylaws. The terms of the directors shall be three (3) years each, and shall be staggered so that approximately one-third (1/3) of the directors will be elected each year. Each director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified, unless he or she sooner resigns or is removed.

4.3 Election of Directors. Directors are elected by a majority vote of the Board of Directors at the annual meeting of the Board of Directors or at a special meeting of the Board of Directors called for that purpose.

4.4 Tenure. No director, whether elected or appointed, may serve more than two (2) consecutive three (3)-year terms without taking at least a one (1)-year break. However, a majority vote of the Board of Directors may nominate a director to serve a third (3rd) consecutive three (3) year term for extraordinary service to the Corporation or other reason as deemed by the Board of Directors. After at least a one-year hiatus, a previous director that had already served two (2) consecutive three (3)-year terms may serve again. The Board of Director by majority vote may suspend the tenure limits stated in this section at any time and for any reason.

4.5 Annual and Other Regular Meetings. The annual meeting of the Board of Directors will be held in the month of January of each year or on such other date as the Board of Directors may determine for the purpose of electing directors, and for the transaction of such other business as may come before the meeting. The Board of Directors may specify by resolution the time and place for the annual meeting and for any other regular meetings of the Board of Directors.

4.5.1 Emergency Meetings. If the Corporation has more than one director, two directors may call an emergency meeting of the Board of Directors for the transaction of business that requires immediate action within less than two (2) business days. Board of Directors action taken during an emergency meeting of the Board of Directors will take effect when ratified at either a special or regular meeting of the Board of Directors.

4.5.2 Open Meetings. All meetings of the Board of Directors are to be open to the public, provided that the Board of Directors by majority vote may call for an Executive Session. Directors with voting power, and such individuals as may be invited, will be allowed to attend the Executive Session.

4.6 Notice of Board of Directors Meetings. Written notice of any annual or regular meeting of the Board of Directors must be provided to directors not less than five (5) days before the date of such meeting. Such notice must specify the time and place of the meeting. The notice must be delivered either by mail, private carrier, facsimile, electronic transmission, or in person at the direction of the President or Chairperson, Secretary, or other persons calling the meeting. If mailed, such notice is deemed to be delivered when deposited in the United States mail addressed to the director at the director's address as it appears on the records of the Corporation, with postage thereon prepaid. Any director may waive notice of any annual or regular meeting. If notice is delivered via electronic transmission, such notice will be effective only with respect to directors who have consented, in the form of a record, to receive electronically transmitted notices, in accordance with RCW 24.03.

4.7 Notice of Special Meetings. Special meetings of the Board of Directors may be called by the President or Chairperson or by members of the Board of Directors constituting not less than one-half (1/2) of the total number of directors. Notice of special meetings of the Board of Directors stating the date, time, and place thereof must be given at least two (2) business days, but no more than sixty (60) days, prior to the date set for such meeting by the person or persons authorized to call such meeting, or by the Secretary at the direction of the person or persons authorized to call such meeting. The notice may be oral or written. Written notice is effective upon dispatch if such notice is sent to the director's address appearing on the records of the Corporation. Notice delivered by facsimile or other electronic transmission is effective if the content is transmitted to, and acknowledged by, the office of a director at the required address. Oral notice (by telephone or in person) is effective if personally given to the director. Notice delivered by private courier is effective if delivered to the courier by such time that the courier guarantees delivery at least two (2) business days before the meeting. If no place for such special meeting is designated in the notice thereof, the meeting will be held at the principal office of the Corporation.

4.8 Notice of Emergency Meetings. Notice of any emergency meetings of the Board of Directors may be made through any means of contact whether by deposit in the official government mail, notice delivered orally (by telephone or in person), notice by facsimile or other electronic transmission, or notice by private courier.

4.9 Waiver of Notice of Special Meeting. Whenever any notice is required to be given to any director of the Corporation pursuant to applicable law, a waiver thereof in writing signed by the director, entitled to notice, is deemed equivalent to the giving of notice. Any director may waive notice of any meeting at any time. The attendance of a director at a meeting constitutes a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting.

4.10 Quorum. More than one-third (1/3) of the number of directors specified in or fixed in accordance with these Bylaws constitutes a quorum for the transaction of any business at any meeting.

4.11 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 question is one upon which a different vote is required by express provision of law of the state of Washington, of the Articles of Incorporation, or of these Bylaws.

4.12 Participation by Telephone Conference or Similar Communications Equipment. Directors may participate in a regular, special, or emergency meeting of the Board of Directors by, or conduct the meeting through the use of, any means of communication by which all directors participating can hear and speak to each other during the meeting. Participation by such means constitutes presence in person at the meeting.

4.13 Presumption of Assent. A director, who is present at a meeting of the Board of Directors at which action is taken, is presumed to have assented to the action taken unless: (a) such director's dissent is entered in the minutes of the meeting; (b) such director files his or her written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or within a reasonable time thereafter; or (c) such director forwards notice of the dissent by registered mail to the Secretary of the Corporation immediately following adjournment of the meeting. Such right to dissent does not apply to a director who voted in favor of such action.

4.14 Action by Board of Directors Without a Meeting. Any action permitted or required to be taken at a meeting of the Board of Directors may be taken without a meeting, if one or more written consents setting forth the action so taken, is signed, either before or after the action is taken, by all the directors of the Corporation. Action taken by written consent is effective when the last director signs the consent, unless the consent specifies a later effective date.

4.15 Attendance. If a director is absent, without excuse, from four (4) or more consecutive meetings, the President or Chairperson will investigate and report to the Board of Directors as to the circumstances of such absence and may make a recommendation for removal of such director.

4.16 Resignation. Any director may resign at any time by delivering written notice to the President or Chairperson, the Vice-President or Chairperson or Vice-Chairperson, or the Secretary of the Corporation, or by giving oral notice at any meeting of the directors. Such resignation takes effect at the time specified in the notice or, if no time is specified, upon delivery.

4.17 Removal. At a meeting of the Board of Directors called expressly for that purpose, the entire Board of Directors, or any member thereof, may be removed, with or without cause, by a vote of the majority of the directors then entitled to vote at an election of such directors.

4.18 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy is elected for the unexpired term of his predecessor in office.

ARTICLE V

Officers

5.1 Officers. The Corporation has the following officers: a President or Chairperson, a Vice-President or Chairperson or Vice-Chairperson, a Secretary, a Treasurer, and such other officers as may be elected by the Board of Directors in accordance with the provisions of these Bylaws. Such officers who are elected or appointed by the Board of Directors have such authority and perform such duties as are designated from time to time by the Board of Directors. The same person may hold one or more offices, except for the offices of President or Chairperson and Secretary.

5.2 Election and Term of Office. The Board of Directors elects the officers of the Corporation, when the terms of the officers expire, at an annual meeting of the Board of Directors,

or as soon thereafter as practicable. At any annual meeting thereof, the Board of Directors may create such new offices and elect such new officers as it deems appropriate. Each of the Corporation's officers holds office until such officer's successor is elected or appointed.

The President or Chairperson, Vice-President or Chairperson or Vice-Chairperson, Secretary, and Treasurer are elected for one (1) year terms at an annual meeting of the Board of Directors. Unless an officer dies, resigns, or is removed from office, the officer holds office for one (1) year from the date the officer was first elected or, if later, until a successor is elected.

In the event that an officer's successor is not elected or appointed at the end of such officer's term, the Board of Directors may suspend the term limits for such officer stated in this Section 5.2 by a two-thirds (2/3) majority vote of the directors. In such case, the officer will continue serving for a period not to exceed one (1) year or until the officer's successor is elected or appointed.

5.3 Vacancies. Any office of the Corporation, which becomes vacant prior to expiration of the normal term thereof for any reason, including resignation, removal, disqualification, or death, may be filled by the Board of Directors for the unexpired portion of such normal term.

5.4 Resignation. Any officer may resign at any time by delivering written notice to the President or Chairperson, Vice-President or Chairperson or Vice-Chairperson, or Secretary, or by giving oral notice at any meeting of the Board of Directors. Any such resignation takes effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation is not necessary to make it effective.

5.5 Removal. The Board of Directors may remove any officer of the Corporation at any time, provided it determines that such removal is in the best interest of the Corporation. Such removal is without prejudice to the contractual rights of the removed officer. In the event an officer is removed prior to the normal expiration of the officer's term of office, a substitute may be appointed by the Board of Directors in accordance with the provision of Section 5.3 above.

5.6 President or Chairperson. The President or Chairperson of the Corporation is the principal officer of the Corporation, must be a director, and must supervise the affairs of the Corporation. The President or Chairperson presides at all meetings of the Board of Directors of the Corporation. The President or Chairperson may sign, together with the Secretary or any other officer designated by the Corporation, any contract, deed, mortgage, evidence of indebtedness, or other document authorized to be executed by the Board of Directors, except where the Board of Directors, these Bylaws, or applicable law has authorized execution by other parties. To the extent permitted by applicable law and these Bylaws, the President or Chairperson has all powers and performs all duties incident to the office of President or Chairperson, or as otherwise designated by the Board of Directors.

5.7 Vice-President or Chairperson or Vice-Chairperson. The Board of Directors may elect a Vice-President or Chairperson or Vice-Chairperson. In the event a Vice-President or

Chairperson or Vice-Chairperson is elected, and in the absence of the President or Chairperson, the Vice-President or Chairperson or Vice-Chairperson (or, if there is more than one Vice-President or Chairperson or Vice-Chairperson, the Senior Vice-President or Chairperson or Vice-Chairperson as determined by the Board of Directors) acts in place of the President or Chairperson and possesses all of the authority, powers, and duties of the President or Chairperson during such time. To the extent permitted by applicable law and these Bylaws, the Vice-President or Chairperson or Vice-Chairperson has all powers and performs all duties incident to the office of Vice-President or Chairperson or Vice-Chairperson, or as otherwise designated by the Board of Directors.

5.8 Treasurer. The Treasurer is responsible for preservation and maintenance of all funds, securities, and related items of the Corporation, and must maintain full and complete books of account with respect thereto. The Treasurer will deposit funds of the Corporation in such banks, or other depositories, and in such manner as is provided in these Bylaws or as directed by the Board of Directors. The Treasurer will supervise the office manager and other staff members who may assist the Treasurer in carrying out these responsibilities. To the extent permitted by applicable law and these Bylaws, the Treasurer has all powers and performs all duties incident to the office of Treasurer, or as otherwise designated by the Board of Directors.

The Treasurer will provide all officers and directors, at each meeting of the Board of Directors, operating statements including a current Profit and Loss statement; current Balance Sheet; current income and expense comparison to the annual budget line item income and expenses; and other financial documents that may be requested by the President or Chairperson or the Board of Directors.

5.9 Secretary. The Secretary acts as custodian of the corporate records and executes documents on behalf of the Corporation as provided by these Bylaws, the authority of the Board of Directors, or applicable law. To the extent permitted by applicable law and these Bylaws, the Secretary has all powers and performs all duties incident to the office of Secretary, or as otherwise designated by the Board of Directors.

5.10 Other Officers. The Board of Directors, in addition to the offices of the Corporation specified above, may create such additional offices of the Corporation (including Assistant Secretaries and Assistant Treasurers) as it deems appropriate, and may designate duties and impose terms of office on such office(s) in a manner consistent with these Bylaws and applicable law.

5.11 General. The Board of Directors, in its sole discretion may require the holders of any of the offices described above to submit bonds, sureties, or other assurances as the Board may determine to ensure the faithful performance of such officeholder's duties to the Corporation.

ARTICLE VI

Indemnification

The Corporation indemnifies any director or officer of the Corporation, who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter

amended or as defined in the Washington Nonprofit Corporation Act, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in the Corporation, to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the Corporation only indemnifies a director or officer seeking indemnification in connection with a proceeding initiated by such person, if such proceeding or part of a proceeding was authorized by the Board of Directors, or if such proceeding was brought by a director or officer to enforce a claim for indemnification under this Article and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

By means of a resolution or of a contract specifically approved by the Board of Directors, the Corporation may indemnify an employee or agent to such degree as the Board of Directors determines to be reasonable, appropriate, consistent with applicable law, and in the best interests of the Corporation.

The Board of Directors of the Corporation has the right to designate the counsel who will defend any person or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.

Reasonable expenses incurred by a director or officer, who is involved in any capacity in a proceeding by reason of the position held in the Corporation, will be advanced by the Corporation to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the Corporation may be, but is not required to be, advanced by the Corporation prior to the final disposition of such proceeding to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Expenses will not be advanced to any director, officer, employee, or agent unless that person first promises, in a writing delivered to the Corporation, to repay all amounts advanced by the Corporation in the event that it is later determined that such person is not entitled to be so indemnified.

The Corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Corporation, or is serving at the request or consent of the Corporation as an officer, employee, or agent of another Corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability incurred by such person because of such person's status, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article. In addition, the Corporation may enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts, as may be necessary or desirable to effect the indemnification and advances contemplated in this Article.

The right to indemnification conferred by this Article is interpreted to conform with, and does not create any right that is inconsistent with, applicable law, as presently in effect and as hereafter amended. To the full extent allowed by applicable law (as presently in effect and as hereafter amended), the right to indemnification conferred by this Article continues as to a person

who has ceased to be a director or officer and inures to the benefit of the heirs, executors, and administrators of such a person. The rights conferred in this Article are not exclusive of any other rights which any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these bylaws, the Articles of Incorporation of the Corporation, a vote of the Board of Directors of the Corporation, or otherwise.

If the Washington Nonprofit Corporation Act is amended to expand or increase the power of the Corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this Corporation, the powers described in this Article are expanded and increased to the fullest extent permitted by law.

Notwithstanding any other provision of this Article, no indemnification is provided to any person if in the opinion of counsel, payment of such indemnification would cause the Corporation to lose its tax exempt status, if any, from federal income taxation.

No amendment to or repeal of this Article adversely affects any right of protection of any director, officer, employee, or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

ARTICLE VII

Committees

7.1 Formation and Powers of Committees of Directors. The majority of the Board of Directors may from time to time designate and appoint one or more committees, each of which must have one (1) or more directors as members. The President or Chairperson serves as an ex officio non-voting member of each Committee to which the President or Chairperson has not otherwise been appointed. To the extent provided in the resolution authorizing creation of such committee(s), or as otherwise provided in these Bylaws or the Corporation's Articles of Incorporation, the committee(s) has the authority of the Board of Directors; provided, however, that no committee has the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any committee, any director, or any officer of the Corporation; adopting a plan of merger or sale, lease, or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; authorizing the voluntary dissolution of the Corporation; adopting a plan for the liquidation of the assets of the Corporation; amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it is not amended, altered, or repealed by such committee; or act independently of the Board of Directors on any matter concerning the Corporation.

7.2 Temporary Committees. The Board of Directors may create such temporary or ad hoc committees as it considers desirable from time to time.

7.3 Election and Term of Committee Member. The Board of Directors will appoint the individuals who serve as members of each such committee of the Corporation, if any, on an

annual basis at the annual meeting of the Board of Directors, or as soon thereafter as practicable. Each committee member serves until a successor is appointed.

7.4 Vacancies. If a vacancy on a committee of the Corporation occurs prior to expiration of the normal term of such position for any reason, including resignation, removal, disqualification, or death, such vacancy may be filled by the Board of Directors for the unexpired portion of such normal term.

7.5 Liability. The designation and appointment of any committee of the Board of Directors and the delegation thereto of any authority does not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

7.6 Standing Committees. The initial Standing Committees of the Corporation consist of the Executive Committee.

7.7 Committee Operations.

7.7.1 Committee Meetings. Committee meetings may be called by the chairperson of the committee or the President or Chairperson. The rules applicable to meetings of the Board of Directors apply to committee meetings.

7.7.2 Meeting Minutes. All committees have the discretion to keep regular minutes of their meetings, and if minutes are kept, they will be recorded in the books of the Corporation. All committee meeting minutes, if any, must be forwarded to the Secretary for distribution to directors.

7.7.3 Quorum. More than one-third (1/3) of the members of a committee constitutes a quorum.

7.7.4 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of committee members present is the act of the committee, unless the question is one upon which a different vote is required by express provision of law of the state of Washington, of the Articles of Incorporation, or of these Bylaws.

7.7.5 Action by Committee Without a Meeting. Any action permitted or required to be taken at a committee meeting may be taken without a meeting if one or more written consents setting forth the action so taken, is signed, either before or after the action is taken, by all the committee members. Action taken by written consent is effective when the last committee member signs the consent, unless the consent specifies a later effective date.

7.7.6 Participation by Telephone Conference or Similar Communications Equipment. Committee members may participate in a regular, special, or emergency meeting of a committee by, or conduct the meeting through the use of, any means of communication by which all committee members participating can hear and speak to each other during the meeting. Participation by such means constitutes presence in person at the meeting.

ARTICLE VIII

Finances; Execution of Contracts, Deeds, and Transfers

8.1 Loans. No loans are to be contracted on behalf of the Corporation and no evidences of indebtedness are to be issued in its name, unless authorized by a resolution of the Board of Directors. No loans are to be made by the Corporation to any officer or director.

8.2 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness for amounts exceeding one thousand and 00/100 dollars (\$1,000.00) issued in the name of the Corporation require the signature of two people, one of which must be the President or Chairperson or Treasurer, and the other may be such other officer or agent and in such manner as is designated by the Board of Directors from time to time.

8.3 Use of Income. All unrestricted gifts to the Corporation and income not otherwise designated by the donor for endowment or restricted purposes go into the general fund of the Corporation and are to be used in accordance with the general purposes of the Corporation.

8.4 Contributions and Disbursements. All contributions and other funds received by the Corporation are to be deposited in a special account or accounts in such banks, trust companies, or other depositories as the Board of Directors may select. All disbursements are to be made under proper authority of the Board of Directors. All contributions, income to, and disbursements of the Corporation must be recorded by the Treasurer, Assistant Treasurer, or Treasurer's designee in the appropriate books and records; such records are subject to examination at any reasonable time, upon request by any director.

8.5 Budget. A statement of proposed receipts, operating income, and expenditures for the following year will be prepared by the President or Chairperson and Treasurer with input from all committees regarding their projected income and expenses. Once finalized, the Budget must be submitted no later than thirty (30) days prior to the beginning of the new fiscal year to the Board of Directors for approval or as soon thereafter as practicable. When approved by the directors, such budget is the authorization for expenditures and operating expenses of the Corporation, subject to subsequent changes in such budget by the Board of Directors.

8.6 Contracts. The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

8.7 Voting Securities Owned by the Corporation. Unless otherwise provided by resolution of the Board of Directors, the President or Chairperson, Vice-President or Chairperson or Vice-Chairperson, Treasurer, Secretary, or any Assistant Treasurer has full authority on behalf of the Corporation to attend, to act, and to vote at any meetings of the stockholders, bondholders, or other security holders of any Corporation, trust, or association in which the Corporation may hold securities. At any such meeting, such person possesses all of the rights and powers incident to the ownership of such securities that the Corporation possesses, including the authority to

delegate such authority by proxy. The Board of Directors may, by resolution, confer like authority upon any other person or persons.

ARTICLE IX

Books and Records

The Corporation must keep correct and complete books and records of account and minutes of all meetings of the Board of Directors and committees, if any. In addition, the Corporation must keep, maintain, and make available for public inspection, such records as may be required by applicable provisions of the Code or regulations promulgated thereunder.

ARTICLE X

Fiscal Year

The fiscal year of the Corporation begins on January 1st and ends on December 31st of each year.

ARTICLE XI

Copies of Resolutions

Any person dealing with the Corporation may rely upon a copy of any records of the proceedings, resolutions, or votes of the Board of Directors when such records are certified by the President or Chairperson or Secretary.

ARTICLE XII

Limitation on Distribution of Funds


Subject to applicable law, the funds of the Corporation may be distributed only for the purposes of the Corporation as described in the Articles of Incorporation.

ARTICLE XIII

Amendments to Bylaws

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by the majority vote of the Board of Directors at any regular annual meeting thereof, or at any duly noticed and constituted special meeting thereof.

The undersigned, being the Secretary of the Corporation, hereby certifies that these Bylaws are the bylaws of Minidoka Pilgrimage, adopted by resolution of the directors effective as of 3/13/2019, 2019.

DocuSigned by:

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Denise Quach, Secretary