

**BY-LAWS  
OF  
FREEDOM FLAG FOUNDATION**

**ARTICLE I  
OFFICES**

1.01 Principal Office. The principal office of Freedom Flag Foundation is located in the County of Goochland at 302 Willway Drive, Manakin-Sabot Virginia 23103-3281.

1.02 Other Offices. Freedom Flag Foundation may have such other offices, either within or without the Commonwealth of Virginia, as the Board of Directors may designate or as the business of Freedom Flag Foundation may require from time to time.

**ARTICLE II  
MEMBERS**

Freedom Flag Foundation shall have no members.

**ARTICLE III  
DIRECTORS**

3.01 General Powers. The business and affairs of Freedom Flag Foundation shall be managed by its Board of Directors. The Directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of Freedom Flag Foundation, as they may deem proper, not inconsistent with these By-Laws and the laws of the Commonwealth of Virginia.

3.02 Number and Tenure. The number of Directors of Freedom Flag Foundation shall be no less than three and no more than ten; provided however, in no event shall Richard N. Melito and members of his family constitute a majority of the Board of Directors at any time. Except as otherwise provided with respect to the initial Directors in the Articles of Incorporation, each Director shall hold office until his or her successor shall have been elected and qualified, whichever shall be longer. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

3.03. Manner of Election of Directors. Vacancies occurring in the Board of Directors for any reason, are to be filled by a vote of a majority of the Directors of Freedom Flag Foundation, then in office, whether or not such existing Directors constitute a quorum. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unserved portion of his or her predecessor's term.

3.04. Regular Meetings. A regular meeting of the Board of Directors shall be held on proper notice annually in December of each calendar year or at such other time as the Board of Directors may in their discretion select. The Board of Directors may change the time and place of said regular meetings and may provide, by resolution and notice, the time and place for the holding of additional regular meetings.

3.05. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

3.06. Notice. Notice of any regular or special meeting shall be given at least ten (10) days prior thereto by written notice delivered personally, or by facsimile or mailed first class mail, postage prepaid to each Director at his most current address shown upon the records of Freedom Flag Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when a confirmation receipt indicating receipt of such facsimile is obtained. The attendance of a Director at a meeting shall constitute a waiver of notice of such 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 called or convened.

3.07. Quorum. At any meeting of the Board of Directors, the Directors constituting at least fifty percent of the Directors then serving shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.08. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

3.09. Removal of Directors. Any or all of the Directors may be removed at any time with or without cause by majority action of the Board of Directors of Freedom Flag Foundation.

3.10. Resignation. A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary or the Treasurer of Freedom Flag Foundation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

3.11. Compensation. No compensation shall be paid to Directors, as such, for their services, but by resolution of the Board of Directors a fixed sum and expenses for actual attendance at each regular or special meeting of the Board of Directors may be

authorized. Nothing herein contained shall be construed to preclude any Director from serving Freedom Flag Foundation in any other capacity and receiving compensation therefor.

3.12. Presumption of Assent. A Director of Freedom Flag Foundation who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

3.13. Unanimous Written Consent. The Board of Directors may act without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors of Freedom Flag Foundation either before or after such action.

#### **ARTICLE IV. COMMITTEES**

4.01 Executive Committee. The Board of Directors, by resolution, may designate from among its Directors an executive committee consisting of two or more Directors.

4.05 Other Committees. The Board, by resolution, may designate any other committees it deems advisable or desirable whose membership will consist of such persons as the Board shall deem advisable or desirable. Each such committee shall serve at the pleasure of the Board of Directors.

#### **ARTICLE V. OFFICERS**

5.01 Number. The officers of Freedom Flag Foundation shall be a president, a secretary, and a treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers, including a Chairman of the Board, as may be deemed necessary may be elected or appointed by the Board of Directors. Any two offices may be held by the same person.

5.02 Election and Term of Office. The officers of Freedom Flag Foundation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be conveniently held. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her

death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

5.03 Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment, the best interest of Freedom Flag Foundation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

5.04 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5.05 Bond. If required by the Directors, the Secretary/Treasurer (Treasurer if they are separate positions) shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Directors shall determine.

5.06 Authority. No officer shall possess any power or authority unless expressly granted by the Board of Directors.

5.07 Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prohibited from receiving such salary by reason of the fact that he is also a Director of Freedom Flag Foundation.

## **ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

6.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Freedom Flag Foundation, and such authority may be general or confined to specific instances.

6.02 Loans. No loans shall be contracted on behalf of Freedom Flag Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

6.03 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Freedom Flag Foundation, shall be signed by such officer or officers, agent or agents of Freedom Flag Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

6.04 Deposits. All funds of Freedom Flag Foundation not otherwise employed shall be deposited from time to time to the credit of Freedom Flag Foundation in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE VII.  
FISCAL YEAR**

The fiscal year of Freedom Flag Foundation shall end in each year on such date as may be set by the Board of Directors.

**ARTICLE IX  
CORPORATE SEAL**

The Board of Directors may from time to time adopt a corporate seal or seals which may simply be the words "Corporate Seal" or such other words or form as the Board of Directors adopts.

**ARTICLE X  
WAIVER OF NOTICE**

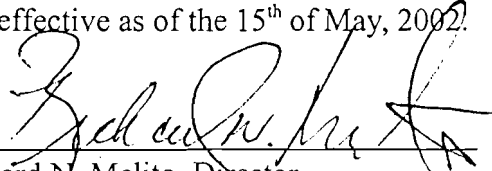
Whenever any notice is required to be given to any Director of Freedom Flag Foundation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the laws of the Commonwealth of Virginia, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

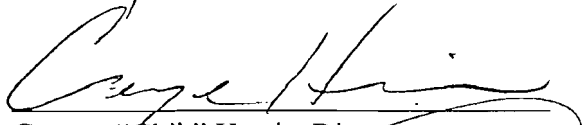
**ARTICLE XI.  
AMENDMENTS**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting; provided, however, a vote of two-thirds (2/3) of the Directors shall be required.

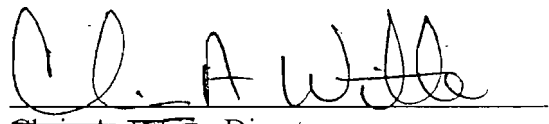

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SIGNATURE PAGE TO FOLLOW

WITNESS the following signature made effective as of the 15<sup>th</sup> of May, 2002.

  
Richard N. Melito, Director

  
George "Chip" Harris, Director

  
W. Olen Thomas, Director

  
 ~~Chris A. Witte~~, Director  
Chris A. Witte

# Commonwealth of Virginia



## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

The foregoing is a true copy of all documents constituting the charter of Freedom Flag Foundation on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
August 5, 2002*

*Joel H. Peck*  
\_\_\_\_\_  
*Joel H. Peck, Clerk of the Commission*