BYLAWS OF

ST. WENCESLAUS PRESERVATION SOCIETY

a Michigan Nonprofit Corporation

ARTICLE I

NAME AND ORGANIZATION

1.1 Name. The name of this Michigan nonprofit corporation shall be the "**ST. WENCESLAUS PRESERVATION SOCIETY**" (the "Corporation").

1.2 Organization. The Corporation is organized on a directorship basis in accordance with the provisions of the Michigan Nonprofit Corporation Act, being Act 162 of the Public Acts of 1982, as amended (the "Act").

1.3 Registered Office. The registered office of the Corporation shall be at such place within the State of Michigan as the Corporation may establish.

1.4. Other Offices. The Corporation may establish other offices of the Corporation inside or outside the State of Michigan.

ARTICLE II

PURPOSE

The ST. WENCESLAUS PRESERVATION SOCIETY (the "Corporation") is organized exclusively as a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code, for the primary purpose of receiving and administering funds for charitable purposes within the meaning of Section 501(c)(3) of the Code, for the primary purpose of preserving the St. Wenceslaus of Gills Pier Catholic church, inclusive of the church, grounds, rectory, cemetery and church hall for the benefit of the public and those of the Catholic faith; and for maintaining the St. Wenceslaus Gills Pier Catholich Church as a "sacred space" as provided by Canon Law; and to protect its historic architecture, character and spiritual purpose through faithful stewardship and long-term care; and to honor and preserve the legacy entrusted to us by our ancestors by promoting Catholic values and education; and safeguarding it against actions which would diminish its sacred status or remove the property from those charitable purposes stated herein; and to conduct all activities incidental or necessary to accomplish the foregoing purposes or otherwise permitted by Section 501(c)(3) of the Code and the regulations promulgated thereunder.

In carrying out its purposes, the Corporation shall have all the powers conferred upon it by the provisions of Act. The Corporation, including all activities incident to its purposes, shall at all times be conducted so as to be an organization described in Section 501(c)(3) of the Code. Notwithstanding any other provision of the Corporation's Articles of Incorporation or these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; (b) a corporation, contributions to which are deductible under Section 170(c), Section 2055, Section 2106 or Section 2522 of the Code; or (c) a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of the Act.

ARTICLE III

BOARD OF DIRECTORS

3.1 General Powers. The property, business and affairs of the Corporation shall be managed under the direction of its Board of Directors (the "Board").

3.2 Number and Qualification. The Board shall consist of not less than three (3) natural persons who are at least eighteen (18) years of age (the "Directors").

3.3 Appointment/Election. The initial Directors of the Corporation shall be appointed by the incorporator of the Corporation in accordance with the Act. Thereafter, the Directors shall be elected by a majority of the Board as necessary whenever any vacancy occurs in the Board by reason of death, resignation, removal or an increase in the number of Directors, subject to the provisions of Section 3.2 above. A resolution of the Corporation confirming the appointment or election of Directors shall be filed with the applicable minutes of the Corporation.

3.4 Term. The Directors shall serve until their death, resignation or removal, unless otherwise provided for in a resolution of the Corporation.

3.5 Removal; Resignation. A Director may be removed with or without cause at any time upon the affirmative vote of a majority of the Directors then in office, not including the Director to be removed, whenever, in the judgment of the Directors, such removal will be in the best interests of the Corporation. A Director may resign at any time upon providing the Corporation with a written notice of resignation, which resignation shall be effective upon receipt by the Corporation or at a subsequent time as set forth in the notice.

3.6 Annual Meeting. An annual meeting of the Board for purposes of electing officers for the following year and to address such other business as may come before the Board shall be held each year at such time and place as the Board may designate.

3.7 Regular Meetings. The Board may, but need not, hold regular meetings of the Board, with or without notice, at such time and place as the Board may designate.

3.8 Special Meetings. Special meetings of the Board may be held at any time or place upon the call of the President, or by the President at the direction of not less than fifty percent (50%) of the other Directors. Oral, electronic or written notice of the time and place of all special meetings of the Board shall be given to each Director not less than two (2) days before the meeting, but no notice of adjourned meetings need be given. Meetings may be held at any time without notice if all the Directors are present or if those not present submit a signed waiver of notice of the time and place of such meeting, either before or after the holding thereof.

3.9 Statement of Purpose. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice for that meeting.

3.10 Waiver of Notice. The attendance of a Director at a Board meeting shall constitute a waiver of the required notice of the meeting, if any, 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. In addition, the Director may waive required notice of a meeting, if any, in writing or by electronic transmission (e-mail or text).

3.11 Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.12 Quorum. All of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board.

3.13 Voting. Except as otherwise provided in these Bylaws, the affirmative vote or consent of all of the Directors then in office shall be required for any action of the Board to be authorized except for a vote on the removal of a Board member.

3.14 Action by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if, either before or after the action is taken, all of the Directors consent thereto in writing or by electronic transmission (e-mail or text). The consents shall be filed with the minutes of the proceedings of the Board.

3.15 Compensation. The Directors may receive reasonable compensation for services performed on behalf of the Corporation, and they may also be reimbursed for reasonable expenses incurred in relation to services performed on behalf of the Corporation, provided such services are determined by the Board to be reasonable and necessary to carry out the exempt purposes of the Corporation and further provided that such reimbursement is determined by the Board to not be excessive.

ARTICLE IV

OFFICERS

4.1 Officers. The officers of the Corporation shall be the President, Vice-President, Secretary, and Treasurer.

4.2 Election. All officers shall be elected by a majority vote of the Board at the annual meeting of the Board. The same person may hold any two offices, but an officer shall not execute, acknowledge or verify any instrument in more than one capacity if required by law to be executed, acknowledged or verified by two or more officers.

4.3 Terms of Office. The term of office of all officers shall commence at the beginning of the Fiscal Year and shall continue until the end of the Fiscal Year, and thereafter until their respective successors are elected or until their resignation or removal. An officer may resign by written notice to the Corporation. The resignation shall be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation. The Directors shall have the power to fill any vacancy in any office occurring for whatever reason.

4.4 Removal. Any officer may be removed from office at any meeting of the Directors, with or without cause, by the affirmative vote of a majority of the Directors then in office, whenever, in the judgment of the Directors, such removal will be in the best interests of the Corporation.

4.5 Additional Officers. The Board may elect or appoint from time to time such additional officers as, in its opinion, are desirable for the conduct of the business of the Corporation. Such officers shall have duties as specified by the Board.

4.6 Vacancies. If any office becomes vacant for any reason, the remaining Board shall fill such vacancy by a unanimous vote of the remaining Board members.

4.7 President. The President shall supervise the operations of the Corporation; shall preside at all meetings of the Directors; shall have general management and control of the business and affairs of the Corporation subject to the control of the Board; and shall see that all orders and resolutions of the Board are carried into effect. The President shall be a Director of the Corporation.

4.8 Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall generally assist the President and perform such other duties as the Board shall prescribe. The Vice-President shall be a Director of the Corporation.

4.9 Secretary. The Secretary shall attend all meetings of the Board of Directors and shall cause to be reported all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall further cause to be performed like duties for the standing committees when required. The Secretary shall give or cause to be given, notice of all meetings of the Board. The Secretary shall be a Director of the Corporation.

4.10 Treasurer. The Treasurer shall oversee the care and custody of the funds of the Corporation, and other valuable effects, including inventory. The Treasurer shall ensure that full and accurate accounts of receipts and disbursements in books belonging to the Corporation are kept. The Treasurer shall render to the President and Board at the Annual Meeting of the Board, or whenever it may request, an account of all financial transactions of the Corporation and of the financial condition of the Corporation. Any and all funds received by the Corporation shall immediately be deposited in the name and to the credit of the Corporation in such accounts as may be designated by the Board. The Treasurer shall perform such other duties as may be prescribed by the Board, or the President under whose supervision the Treasurer shall act. The Treasurer shall be a Director of the Corporation.

ARTICLE V

COMMITTEES OF THE BOARD

5.1 Committees. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate a committee, or committees, of the Board, as it shall deem appropriate. Provided, however, that any such committee shall not have the power or authority to:

5.1.1 Amend the Articles of Incorporation of the Corporation;

5.1.2 Adopt an agreement of merger or consolidation;

5.1.3 Amend the Bylaws of the Corporation or any resolution of the Board;

5.1.4 Fill vacancies on the Board; or

5.1.5 Fix compensation of the Directors for serving on the Board or on any committee thereof.

5.2 Procedure. All committees, and each member thereof, shall serve at the pleasure of the Board. The majority of any such committee shall be comprised of Directors. The Board shall have the power at any time to increase or decrease the number of members of any such committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence thereof. The Board may designate one or more Directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. Except as otherwise provided herein, the Board shall designate the Chairman of each committee. All such committees shall keep minutes of all meetings, which shall be submitted to the succeeding meeting of the Board for approval. regular or special meetings of any such committee may be held in like manner as provided in these Bylaws for regular or special meetings of the Board, and the quorum and voting requirements of any such committee shall be the same as those required of the Board.

5.3 Committee Action Without a Meeting. If and when the members of any committee shall severally or collectively consent in writing or by electronic transmission (e-mail) to any action authorized to be taken by such committee, either before or after the action is taken, such action shall be as valid committee action as though it had been authorized at a meeting of the committee and the consents shall be filed with the minutes of the proceedings of such committee.

ARTICLE VI

INDEMNIFICATION

6.1 Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the Corporation (and, to the extent provided in a resolution of the Board or by contract, may indemnify any Director or non-director volunteer, officer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a Director, officer, non-director volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, non-director volunteer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees (which expenses may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as provided by law), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The indemnification herein provided for shall continue as to a person who has ceased to be a Director or officer of the Corporation and, to the extent provided in a resolution of the Board or in any contract between the Corporation and such person, may continue as to the person who has ceased to be a non-director volunteer, employee or agent of the Corporation. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, non-director volunteer, employee or agent of the Corporation shall continue to inure to the benefit of that person and to the benefit of the heirs and personal representatives of such person.

6.2 Determination. The determination as to whether a Director, officer, employee, non-director volunteer or agent is entitled to indemnification as provided for in Section 6.1 above shall be made in any of the following ways:

6.2.1 By the Board, by the unanimous consent of the Directors who were not parties to the action, suit or proceeding; or

6.2.2 If the consent described in Section 6.2.1 above is not obtainable, by independent legal counsel in a written opinion.

ARTICLE VII

FISCAL AND ADMINISTRATIVE PROVISIONS

7.1 Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year, unless otherwise authorized by the Board.

7.2 Financial Records. The Corporation's financial records shall be examined annually by a certified public accountant excepting those accounts which have been publicly audited. All audit reports shall be submitted to the Board for approval.

7.3 Contracts. The Directors may authorize by resolution 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 the Corporation and such authority may be general or confined to specific instances.

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

7.5 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 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.

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

ARTICLE VIII

CONFLICT OF INTEREST POLICY

The Corporation shall at all times maintain a written Conflict of Interest Policy. The current Conflict of Interest Policy of the Corporation is attached hereto.

ARTICLE IX

DISSOLUTION

Upon the termination, dissolution, or winding up of the corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to an organization in good standing designated by the Board that is organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

ARTICLE X

NOTICES

Any notice or communication required or permitted to be given, except as required by law, may be mailed by registered, certified or other first class mail to the person to whom it is directed at the address designated by the person for that purpose or, if none is designated, at the last known address of the person, or may be sent by electronic transmission (e-mail or text) to that person's e-mail address or cell phone number on file with the Corporation. Any notice or communication given to the Corporation shall be directed to the resident agent of the Corporation at the registered office of the Corporation. The notice or communication shall be deemed to have been given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States Postal Service.

ARTICLE XI

<u>AMENDMENTS</u>

These Bylaws may be amended or repealed or new Bylaws may be adopted in lieu thereof upon the affirmative vote or consent of all of the Directors then in office; provided, however, that in any event, such amendment shall not alter the tax-exempt purpose of the Corporation or otherwise cause the Corporation to relinquish its status as an exempt organization under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

Adopted and Dated: July 7, 2026