

BYLAWS
OF
BATH HIGH SCHOOL PRESERVATION

Adopted as of April 28, 2005

(A NONPROFIT CORPORATION)

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OF
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(A NONPROFIT CORPORATION)

ARTICLE I

Offices

Section 1.1 Principal Office: The principal office of the corporation shall be located in Bath, North Carolina.

Section 1.2 Registered Office: The registered office of the corporation required by the North Carolina Nonprofit Corporation Act to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 1.3 Other Offices: The corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors from time to time may determine, or as the affairs of the corporation from time to time may require.

ARTICLE II

Membership

Section 2.1 Membership: Individuals, firms, corporations, organizations, cities, counties or other private, or public entities may be admitted to membership in the corporation upon a vote of the Board of the Directors, upon satisfaction of the conditions of membership and application process established by the Board of Directors, and upon the payment of such amount as may be required by the Board of Directors. There shall be one class of members. However, within the class of members, different categories of members may be designated. The designation of various categories of members and applicable payments required among such categories of members shall be determined from time to time by the Board of Directors.

Section 2.2 Transfer of Membership: Memberships are not transferable and no member shall have any property right in the corporation, the property owned thereby, nor in any membership therein.

Section 2.3 Membership Benefits: The corporation may issue certificates, cards or other indicia of membership that the Board of Directors may determine to be appropriate, and the members shall be entitled to such other benefits as may be from time to time determined by the Board of Directors.

Section 2.4 Suspension or Termination of Membership Rights: The membership rights of a member may be suspended or terminated in any manner which is fair and reasonable and carried out in good faith, and for causes which the directors shall deem appropriate, including without limitation, the failure to pay any applicable membership dues or fees when due as the Board of Directors may from time to time require. Membership rights also shall terminate upon the resignation or death of a member.

ARTICLE III

Meeting of Members

Section 3.1 Meetings: The corporation shall not have annual or regular meetings of members. Any other meetings, if any, of members shall be held at the principal office of the corporation or at such other place within or without the State of North Carolina as shall be designated in the notice of the meeting.

Section 3.2 Special Meetings: Special meetings of the members may be called at any time by the President or the Board of Directors of the corporation.

Section 3.3 Notice of Meetings: Notice of meetings of members shall be given by the President or other persons calling the meeting by any means that is fair and reasonable, and for this purpose, written or printed notice stating the time, place and date of the meeting shall be delivered (a) not less than ten (10) nor more than sixty (60) days before the date thereof either in person or by first class, certified, or registered mail, or (b) not less than thirty (30) nor more than sixty (60) days before the date thereof, if such notice is mailed by other than first class, registered or certified mail, to each member of record. If mailed, such notice shall be deemed to be effective when deposited in the United States Mail, correctly addressed to the member's address as it appears on the current record of members of the corporation, with postage thereon prepaid. In the case of a special meeting, the notice of meeting specifically shall state the purpose or purposes for which the meeting is called, and only those matters which are stated in the notice may be acted upon at a special meeting of members.

Section 3.4 Voting Rights: Members in the corporation shall not have any voting rights.

ARTICLE IV

Directors

Section 4.1 General Powers: The activities and affairs of the corporation shall be directed by the Board of Directors or by such Executive Committee or other committees as the Board may establish pursuant to these Bylaws.

Section 4.2 Number, Term and Qualifications: The number of directors constituting the Board of Directors of the corporation shall be nine (9). The directors

shall be divided into three classes, as nearly equal in number as may be, to serve in the first instance for terms of one year, two years, and three years, respectively, and until their successors shall be elected and shall qualified, and thereafter the successors in each class of directors shall be elected to serve for terms of three years and until their successors shall be elected and shall qualify. In the event of any increase in the number of directors, the additional directors shall be so classified such that all classes of directors shall be increased equally, as nearly as may be, and, in the event of any decrease in the number of directors, all classes of directors shall be decreased equally, as nearly as may be, except as expressly provided above, each director shall hold office for a term of three (3) years or until such director's death, resignation, retirement, removal or disqualification. Despite the expiration of a director's term, the director continues to serve as such until the director's successor is elected, designated, or appointed and qualifies or there is a decrease in the number of directors. Directors need not be residents of the State of North Carolina.

Section 4.3 Election of Directors: Except as provided in Section 4.5 of this Article, the directors shall be elected and the number of directors for the upcoming year shall be determined annually at any meeting of directors.

Section 4.4 Removal: Any director may be removed from office at any time with or without cause by a majority vote of the directors then in office.

Section 4.5 Vacancies: If a vacancy occurs in the Board of Directors, including without limitation, a vacancy resulting from an increase in the number of directors, the Board of Directors may fill the vacancy. If the directors in office do not constitute a quorum of the Board, the directors may fill the vacancy by the affirmative vote of a majority of the remaining directors, or by the sole remaining director, as the case may be. The term of a director filling a vacancy expires at the end of the unexpired term that such director is filling.

Section 4.6 Chairperson of the Board: There may be a Chairperson of the Board of Directors elected by the directors from their number at any meeting of the Board. The Chairperson, if elected, shall be an officer of the corporation, shall preside at all meetings of the Board of Directors, and shall perform such other duties as may be directed by the Board.

Section 4.7 Compensation: The Board of Directors shall not compensate directors for their services as such but may authorize the reimbursement of any out-of-pocket expenses incurred by directors in attending regular or special meetings of the Board and otherwise in handling the affairs of the corporation.

Section 4.8 Committees of the Board: The Board of Directors, by resolution of a majority of the directors in office, may designate two or more directors to constitute an Executive Committee and such other committees as the Board shall deem advisable, each of which, to the extent authorized by the North Carolina Nonprofit

Corporation Act and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. Each committee member serves at the pleasure of the Board of Directors. The provisions of these Bylaws governing meetings, action without meeting, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to any committees of the Board of Directors established pursuant to this Section. The designation of any committee of the Board of Directors and the delegation thereto of the Board's authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon him or her by law.

Section 4.9 Other Committees: Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Such committee shall have such duties and responsibilities as may be set forth in the resolution designating the committee.

ARTICLE V

Meetings of Directors

Section 5.1 Regular Meetings: The Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of regular meetings.

Section 5.2 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board, if any, the President or any two (2) directors. Such meetings may be held either within or without the State of North Carolina.

Section 5.3 Notice of Meetings: Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors, at least two (2) days before the meeting, shall give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Any duly convened regular or special meeting may be adjourned by the directors to a later time without further notice.

Notwithstanding the foregoing provisions of this Section, notice for any meeting of directors shall be made as may be required otherwise by the North Carolina Nonprofit Corporation Act, including without limitation, meetings of directors where any of the following matters are to be approved: (a) amendment to the corporation's Articles of Incorporation or Bylaws, (b) plan of merger or dissolution, or (c) a sale of assets other than in the regular course of the corporation's activities.

Section 5.4 Waiver of Notice: Any director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the director

entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. The attendance by a director at, or the participation of a director in, a meeting shall constitute a waiver of any required notice of such meeting, unless the director, at the beginning of the meeting (or promptly upon the director's arrival thereat), objects to holding the meeting or to transacting any business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5.5 Quorum: A majority of the Board of Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.6 Voting and Manner of Acting: Each director shall be entitled to one (1) vote on all matters that come before the corporation. Unless a higher vote is required by the corporation's Articles of Incorporation or these Bylaws or the North Carolina Nonprofit Corporation Act, 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.

Section 5.7 Presumption of Assent: A director of the corporation who is present at a meeting of the Board of Directors or at a meeting of any committee of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) such director objects at the beginning of the meeting (or promptly upon the director's arrival thereat) to holding the meeting or to transacting any business at the meeting, or (b) such director's contrary vote is recorded or such director's dissent or abstention from the action taken otherwise is entered in the minutes of the meeting, or (c) such director files written notice of dissent or abstention to such action with the person presiding at the meeting before the adjournment thereof or forwards such notice by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right of dissent or abstention is not available to a director who voted in favor of the action taken.

Section 5.8 Informal Action by Directors: Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board and evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and delivered to the Secretary of the corporation for inclusion in the minutes or filing with the corporate records.

ARTICLE VI

Officers

Section 6.1 Number: The officers of the corporation shall consist of a Chairperson of the Board, if any, a President, one or more Vice Presidents, a Secretary, a Treasurer, and such Assistant Secretaries, Treasurers and other officers as the Board of Directors from time to time may elect. Any two (2) or more offices may be held by the

same person, except that no officer may act in more than one capacity where action of two (2) or more officers is required.

Section 6.2 Election and Term: The officers of the corporation shall be elected by the Board of Directors. Such elections may be held at any regular or special meeting of the Board. Each officer shall hold office for a term of one (1) year or until such officer's death, resignation, retirement, removal or disqualification, or until the election and qualification of such officer's successor.

Section 6.3 Removal and Resignation: Any officer or agent may be removed by the Board of Directors at any time with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed. An officer may resign at any time by notifying the corporation, orally or in writing, of such resignation. A resignation shall be effective upon receipt by the corporation unless it specifies in writing a later effective date. In the event a resignation so specifies a later effective date, the Board of Directors may fill the pending vacancy prior to such date; however, the successor to the resigning officer may not take office until the effective date. An officer's resignation does not affect the corporation's contract rights, if any, with such officer.

Section 6.4 Compensation: The compensation, if any, of all officers of the corporation shall be fixed by the Board of Directors in accordance with the Articles of Incorporation of the corporation. The election of an officer does not of itself create any contract rights.

Section 6.5 President: The President shall be the principal 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, with any other proper officer, may sign any deeds, leases, mortgages, bonds, contracts or other instruments which lawfully may be executed on behalf of the corporation, except where required or permitted by law otherwise to be signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent. In general, the President shall perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Board of Directors.

Section 6.6 Vice Presidents: In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice Presidents in the order of their length of service as Vice Presidents, 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. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6.7 Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings of directors. The Secretary shall give all notices required by law and by these Bylaws. The Secretary shall have general charge of the corporate books and records and of the corporate seal, and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall keep all records required by law at the principal office of the corporation. The Secretary shall sign such instruments as may require the Secretary's signature. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6.8 Assistant Secretaries: In the absence of the Secretary or in the event of the Secretary's death, inability or refusal to act, the Assistant Secretaries in the order of their length of service as Assistant Secretaries, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. Assistant Secretaries shall perform such other duties as from time to time may be assigned by the Secretary, by the President, or by the Board of Directors.

Section 6.9 Treasurer: The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. The Treasurer shall maintain appropriate accounting records as may be required by law. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6.10 Assistant Treasurers: In the absence of the Treasurer or in the event of the Treasurer's death, inability or refusal to act, the Assistant Treasurers in the order of their length of service as Assistant Treasurers, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. Assistant Treasurers shall perform such other duties as from time to time may be assigned by the Treasurer, by the President, or by the Board of Directors.

ARTICLE VII

Contracts, Loans, Checks, and Deposits

Section 7.1 Contracts: Consistent with the purpose of the corporation as set forth in the corporation's Articles of Incorporation, the Board of Directors may authorize any officer or officers or any agent or agents, to enter into any contract or to 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. The Board of Directors may enter into employment contracts on such terms and conditions as the Board deems necessary or desirable.

Section 7.2 Loans: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or specific in nature and scope. Notwithstanding the foregoing, no loan, guaranty, or other form of security shall be made or provided by the corporation to or for the benefit of any of its directors, officers, employees, or members, if any.

Section 7.3 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 or such agent or agents of the corporation and in such manner as from time to time shall be determined by resolution of the Board of Directors; provided, however, that any check written on an account of the Corporation in excess of One Thousand and No/100 Dollars (\$1,000) shall be signed by both the President and Secretary or in the absence thereof, such other proper officers as may be designated by the Board of Directors.

Section 7.4 Deposits: All funds of the corporation not otherwise employed from time to time shall be deposited to the credit of the corporation in such depositories as the Board of Directors shall direct.

ARTICLE VIII

General Provisions

Section 8.1 Seal: The corporate seal of the corporation shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL; and such seal, in the form approved and adopted by the Board of Directors, shall be the corporate seal of the corporation.

Section 8.2. Amendments: Except as may be otherwise provided by the North Carolina Nonprofit Corporation Act, these Bylaws may be amended or repealed and new bylaws may be adopted by the Board of Directors. The corporation shall provide at least five (5) days written notice of any meeting of directors at which an amendment to the Bylaws is to be voted upon, and such notice shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and shall contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Any amendment to the Bylaws shall be approved by a majority of the directors in office at the time that such amendment is adopted.

Section 8.3 Fiscal Year: The fiscal year of the corporation shall be fixed by the Board of Directors.

Section 8.4 Creation of Funds: The Board of Directors shall have the discretion to create separate funds or accounts which shall be owned by and held in the name of the corporation.

ARTICLE IX

Indemnification

The corporation shall indemnify to the fullest extent provided by law any person who is or was a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (and any appeal therein), whether civil, criminal, administrative, arbitrative, or investigative and whether or not brought by or on behalf of the corporation, by reason of the fact that such person is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise or as a trustee or administrator under an employee benefit plan, or arising out of such party's activities in any of the foregoing capacities, against all liability and litigation expense, including reasonable attorneys' fees; PROVIDED, however, that the corporation shall not indemnify any such person against liability or expense incurred on account of such person's activities which were at the time taken known or believed by such person to be clearly in conflict with the best interests of the corporation or if such person received an improper personal benefit from such activities. The corporation likewise shall indemnify any such person for all reasonable costs and expenses (including attorneys' fees) incurred by such person in connection with the enforcement of such person's right to indemnification granted herein.

The corporation shall pay all expenses incurred by any claimant hereunder in defending a civil or criminal action, suit, or proceeding as set forth above in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such claimant to repay such amount unless it ultimately shall be determined that such claimant is entitled to be indemnified by the corporation against such expenses.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this Bylaw, including without limitation, (a) a determination by a majority vote of disinterested directors (i) that the activities giving rise to the liability or expense for which indemnification is requested were not, at the time taken, known or believed by the person requesting indemnification to be clearly in conflict with the best interests of the corporation and (ii) that the person requesting indemnification did not receive an improper personal benefit from the activities giving rise to the liability or expense for which indemnification is requested, and (b) to the extent needed, giving notice to the members of the corporation.

Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal

representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.