

**BYLAWS
OF
ABBEY'S HOPE CHARITABLE FOUNDATION**

Adopted November 4, 2008

Pursuant to Chapter 317A of the Minnesota Statutes, as amended, the Board of Directors of Abbey's Hope Charitable Foundation, a Minnesota nonprofit corporation (the "Corporation"), has adopted these Bylaws.

ARTICLE I

No Members; Board Management

The Corporation shall have no voting members under Minn. Stats. Section 317A.401. The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by these Bylaws as in effect from time to time and by the terms of applicable laws. No Director shall have any right, title, or interest in or to any property of the Corporation.

ARTICLE II

Board of Directors

Section 2.1 Number and Qualifications. The Corporation shall have no less than five (5) and no more than nine (9) directors as determined from time to time by action of the Board.

Section 2.2 No Compensation. There shall be no compensation paid to Directors for acting as such. A Director may be reimbursed for specific expenses incurred while serving the interests of the Corporation, but only with the prior approval of the President, and upon submission of a detailed invoice for such expenses.

Section 2.3 Election; Term of Office. Directors shall be elected by a majority of the Board members then in office. A Director shall remain a member of the Board for a term of two years. Directors shall be divided into two classes, as nearly equal in number as may be, with the terms of office for each class staggered so that the term for only one class expires each year. There is no limit on the number of terms for which a Director may serve.

Section 2.4 Annual Meeting. An annual meeting of the Directors shall be held in the third calendar quarter each year on such date and at such time and place as the Board of Directors or President may specify. Officers shall be elected by a majority of the Board members then in office at each annual meeting.

Section 2.5 Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at such time and place within or without the State of Minnesota as may be determined by the President or the Board of Directors.

Section 2.6 Special Meetings. Special meetings of the Board of Directors may be called by the President or any two Directors and shall be held from time to time at such time and place as shall be designated in the notice of the meeting.

Section 2.7 Notice of Meetings; Attendance. At least five (5) business days' notice shall be given for any scheduled annual or regular meeting of the Board of Directors. At least three (3) business days' notice shall be given for any special meeting of the Board of Directors. Notice shall be given by the President or Secretary by mail, electronic mail, telephone, facsimile, telegram or in person; provided, however, that any Director may waive such notice as to himself or herself as provided below in Section 2.8. An *ex officio* member shall be entitled to receive notice of and attend meetings and receive meeting materials, but may be excluded from discussion of a topic at the discretion of the meeting chair. A Director may attend any duly held meeting of the Board by electronic means of communication (e.g., by telephone, world wide web, or otherwise), provided that such electronic means of communication permits each of the Directors to hear one another simultaneously. Participation in a meeting by such electronic means of communication will constitute presence in person at the meeting for the purposes of a quorum, and shall not invalidate the vote of any such Director.

Section 2.8 Waiver of Notice. Notice of any meeting of the Board of Directors, and notice of the business to be transacted at such meeting, may be waived either before, at or after such meeting in writing, signed by each of the Directors. The waiver shall be in writing and filed with the person who has been designated to act as secretary of the meeting, who shall enter it upon the records of the meeting. Moreover, presence at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

Section 2.9 Quorum A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business, unless otherwise provided by these Bylaws or by Chapter 317A of the Minnesota Statutes, as amended. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors. In the absence of a quorum at a meeting, the Board may conduct a meeting, but may not take any votes or actions. An *ex officio* member may not be counted for quorum purposes.

Section 2.10 Removal. The Board of Directors, by a majority vote of all Directors then in office, may remove a Director, with or without cause. No Director shall be removed from office unless the notice of meeting at which removal is to be considered states such purpose. When a Director has been removed, a successor Director may be elected at the same meeting to fill the vacancy created thereby. Notwithstanding anything to the contrary in this Section 2.10, neither Kathryn P. Taylor nor Scott F. Taylor may be removed from the Board of Directors.

Section 2.11 Proxy. A Director shall not appoint a proxy for himself or herself nor vote by proxy.

Section 2.12 Resignation. A Director may resign at any time. Such resignation shall be effective upon tendering such resignation to the President or upon acceptance by the Board of Directors, whichever shall first occur.

Section 2.13 Vacancies. A vacancy or vacancies within the Board of Directors occurring for any reason other than an increase in the authorized number of Directors may be filled by a majority of the Directors present at a duly held meeting, provided there is a quorum and provided that the notice of such meeting states such purpose. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill, or until such Director's successor is elected.

ARTICLE III

Officers

Section 3.1 President. The President (who may also be called the "Chief Executive Officer") shall: (1) have general active management of the business of the Corporation; (2) when present, preside at meetings of the Board; (3) see that orders and resolutions of the Board are carried into effect; (4) sign and deliver in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated to another officer or agent of the Corporation; (5) maintain records of and, when necessary, certify proceedings of the Board; and (6) perform other duties prescribed by the Board from time to time. The Board may elect two persons to share the duties of President and to serve as co-Presidents each of whom shall have the duties and authority of the President set forth herein and under applicable law. References in these Bylaws to the President shall include a reference to either or both co-Presidents as applicable.

Section 3.2 Treasurer. The Treasurer (who may also be called the "Chief Financial Officer") shall: (1) keep accurate financial records for the Corporation; (2) deposit money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board; (3) endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board, making proper vouchers for the deposit; (4) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; (5) upon request, provide the President and the Board an account of transactions by the Treasurer and of the financial condition of the Corporation; and (6) perform other duties prescribed by the Board or by the President.

Section 3.3 Secretary. The Secretary shall be secretary of and shall attend all meetings of the Board of Directors and shall record all proceedings of such meetings in the minute book of the Corporation. The Secretary shall give proper notice of meetings of the Directors. The Secretary shall perform such other duties as may, from time to time, be prescribed by the Board of Directors or by the President.

Section 3.4 Other Officers. The Board may elect or appoint such other officers or agents the Board considers necessary for the operation and management of the Corporation, each

of whom shall have the powers, rights, duties, responsibilities, and terms in office provided for in the Articles or Bylaws or determined by the Board.

Section 3.5 Terms. Each Officer of this Corporation shall hold office for a term of two years or until his or her successor is duly elected or appointed by the Board of Directors. There is no limit on the number of terms for which an Officer may serve.

ARTICLE IV

Books, Record and Financial Statements

Section 4.1 Books and Records. The Corporation shall keep at its registered office correct and complete books of account and minutes of the proceedings of meetings of the Board of Directors and committees having any authority of the Board of Directors.

Section 4.2 Inspection. A Director, individually or through an attorney or other authorized agent, may inspect all books and records for any proper purpose at any reasonable time.

Section 4.3 Financial Statements. Upon request by a Director, the Corporation shall furnish the Director the statement showing the financial result of operations and transactions of income and surplus during its last annual time period and a time sheet containing a summary of its assets and liabilities as of the closing date of such accounting.

ARTICLE V

Committees

Section 5.1 Committees. The Board of Directors may establish committees (in addition to the Executive Committee, if any) from time to time making such regulations, as it deems advisable, with respect to membership, authority and procedure of such committees. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members need not be directors. An *ex officio* member may serve as a member of a committee but may not serve as the chair of any committee.

Section 5.2 Executive Committee. The members of the Executive Committee shall consist of the officers of the Corporation and up to three at large members as determined by the Board. The Executive Committee shall have the authority of the Board of Directors in the management of the business of the Corporation in the interval between meetings of the Board of Directors and the Executive Committee shall at all times be subject to the control and direction of the Board of Directors. An *ex officio* member may serve as a member of the Executive Committee but may be excluded from the discussion of a topic at the discretion of the Committee chair.

ARTICLE VI

Indemnification

Section 6.1 Director Indemnification. To the extent provided under the laws of the State of Minnesota, a Director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director, except for liability (i) based on a breach of the Director's duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or (iii) for any transactions from which the Director derived an improper personal benefit.

Section 6.2 Effect of Future Amendments. If Chapter 317A of the Minnesota Statutes hereafter is amended to authorize the further elimination or limitation of the liability of directors, then, in addition to the limitation on personal liability provided herein, the liability of a Director of the Corporation shall be limited to the fullest extent permitted by the amended Chapter 317A of the Minnesota Statutes.

Section 6.3 Indemnification as Contract Right. The right to indemnification granted in this Article VI is a contract right and includes the right to be paid by the Corporation the expenses incurred in connection with defending or settling any proceeding brought against a Director of the Corporation in his or her capacity as a Director in advance of the proceeding's final disposition. Provided however, that an advance of expenses received by a Director will be made only upon receipt of an undertaking by or on behalf of the Director to repay such amount if it will ultimately be determined by a final judgment or other final adjudication that the Director is not entitled to indemnification by the Corporation as authorized in this Article VI.

ARTICLE VII

Amendment of Bylaws

These Bylaws may be amended by the affirmative approval of a majority of the Directors then in office; provided, however, that any approval of an amendment to Section 2.10 hereof shall include the affirmative approval of each of Kathryn Taylor and Scott Taylor.

Adopted effective the 4th day of November 2008.



Rebecca B. Sandberg, Secretary