

**BYLAWS
OF
OZARK OUTDOOR FOUNDATION (“OOF”)**

The name of the Foundation is Ozark Outdoor Foundation (“Foundation”).

The Foundation is organized as a public benefit domestic non-profit corporation in accordance with the Arkansas Nonprofit Corporation Act of 1993, as amended. The Foundation has not been formed for the making of any profit, or personal financial gain. The assets and income of the Foundation shall not be distributable to, or benefit the trustees, directors, or officers or other individuals other than through charitable disbursements/ sponsorships and similar philanthropic activities approved by the Board and in keeping with the Foundation’s purpose, which will never be for the benefit of related parties or their families (trustees, directors or officers). The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the Foundation. The Foundation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The Foundation shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The Foundation is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

**ARTICLE I
MEETINGS**

Section 1. Organizational Meeting. Soon after the incorporation of the Foundation, the originating officer/registered agent shall call a meeting to organize the Foundation, nominate a slate of directors, elect a temporary Chairman, elect temporary officers and authorize certain corporate transactions necessary to begin Foundation activities.

Section 2. Quarterly Meetings. Unless otherwise agreed by the Board, the Board shall meet each quarter for the purpose of providing oversight and support to Foundation activities. Such meetings shall be held at the time and place designated by the Board of Directors from time to time and attendance may be in person, telephonically, online or through any combination, as circumstances require, any and all of which will constitute attendance for purposes of record.

Section 3. Special Meetings. Special meetings may be requested by the Chairman or the Board of Directors. A special meeting of the Board is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, comment on matters submitted to the members, pose questions, and have their opinions and concerns, if any, considered by the Board.

Section 4. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be delivered to all directors of record at the email address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when sent to a director. Should an e-mail address be unavailable or non-functional for any given director, notice may be communicated by mobile telephone, facsimile or physical mail. Notice shall be deemed effective on the date on which such alternate notice is transmitted. All directors are required to keep the Foundation's records current through communication with the Foundation Secretary and/ or Chairman. Alternate forms of notice are at the Foundation's discretion, not obligation.

Section 5. Place of Meeting. Meetings shall be held in Bentonville, AR at a location to be announced by the Chairman. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting. The board has the discretion to meet at any other location, anywhere in the world, provided a majority of directors agree, no director is excluded from the meeting by virtue of the location chosen and the occurrence of the meeting outside of Bentonville, AR does not contravene any law (including any bylaw herein contained).

Section 6. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors present may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the early departure of some directors results in representation of less than a quorum.

Section 7. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote. Such consent must be signed by a majority of directors within 14 days of the decision to take the action.

Section 8. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the Foundation who is present at a meeting 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 their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 9. Adverse Interest. In the determination of a quorum of the directors, or in voting generally, a disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The Foundation shall be represented by a Board of Directors consisting of up to nine directors.

Section 2. Election and Term of Office. The first slate of directors shall be nominated at the first organizational meeting and formally elected at the first board meeting. Each director shall serve a term of 3 year(s), or until a successor has been elected and qualified.

Section 3. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 4. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the Foundation shall be an Executive Director, a Treasurer, and a Secretary. Two or more offices may be held by one person, save the Treasurer, who may hold no other offices. The Executive Director shall be the chief executive officer of the Foundation and shall receive a standing invitation to all meetings of the Board of Directors, save where the Chairman directs otherwise and will lead the Executive Committee. The Executive Director shall have the authority to conduct the general affairs of the Foundation including but not limited to executing contracts, opening and closing bank accounts, hiring and terminating personnel and other duties the Board may delegate to the Executive Director.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the Foundation. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the Foundation as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors in the calendar year. Each officer shall serve a one-year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the Foundation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV
CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The Foundation shall not have a corporate seal. Any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by a resolution of delegation of authority of the Board of Directors.

ARTICLE V
AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or Special Meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VI
OFFICER & DIRECTOR INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of the Foundation shall be indemnified and held harmless by the Foundation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Foundation to provide broader indemnification rights).

ARTICLE VII
DISSOLUTION

The Foundation may be dissolved only with authorization of its Board of Directors given at a Special Meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the directors. In the event of the dissolution of the Foundation, the assets shall be applied and distributed as follows: All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this Foundation, as determined by the Board of Directors.

Certification

Daniel Trujillo, Chairman of the Board of Directors of The Ozark Outdoor Foundation and Philip Sigsworth, Foundation Secretary certify that the foregoing is a true and correct copy of the bylaws of the above-named Foundation, duly adopted by the initial Board of Directors on [, 2021]. I certify that the foregoing is a true and correct copy of the bylaws of the above-named Foundation, duly adopted by the initial Board of Directors on [].