

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
SENIOR VETERANS, INC.**

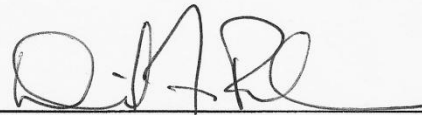
The undersigned, being all of the Directors of SENIOR VETERANS, INC., an Ohio non-profit corporation ("Corporation"), do hereby consent in writing, pursuant to the authority granted by Section 1702.25 of the Ohio Revised Code, to the adoption without a meeting of the following resolutions, to-wit:

RESOLVED, that the Conflict of Interest Policy attached hereto as Exhibit A is hereby approved and adopted; and be it

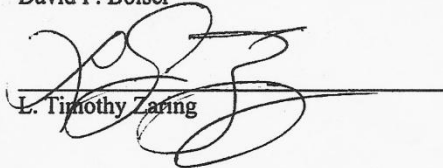
FURTHER RESOLVED, that the Code of Regulations attached hereto as Exhibit B is hereby approved and adopted; and be it

FURTHER RESOLVED, that this Action by Written Consent may be executed in 1 or more original or facsimile counterparts.

IN WITNESS WHEREOF, the undersigned, being all of the Directors, has hereunto set their hand as of the 27th day of December, 2011.



David F. Bolser



L. Timothy Zaring

**CODE OF REGULATIONS
OF
SENIOR VETERANS, INC.**

**ARTICLE I
PURPOSES AND POWERS**

Section 1. Purposes. The purposes and objectives of SENIOR VETERANS, INC., a corporation not for profit organized under Chapter 1702 of the Ohio Revised Code (sometimes hereinafter referred to as the "Corporation"), are charitable within the meaning of Sections 501(c)(3), 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), including senior veterans of the United States Armed Forces and their families throughout the United States with the preparation, prosecution, and presentation of claims for the "Aid and Attendance Special Pension" to which they may be entitled under Title 38 of the United States Code.

Section 2. Powers. The Corporation shall have such powers as are now or may hereafter be granted under Chapter 1702 of the Ohio Revised Code, as amended or superseded from time to time.

**ARTICLE II
DIRECTORS**

Section 1. Corporate Powers. The powers, property and affairs of the Corporation shall be exercised, controlled and conducted by a Board of Directors.

Section 2. Composition. The Board of Directors of the Corporation shall consist of not less than the number of Directors required by Section 1702.27 of the Ohio Revised Code. The Director(s) initially elected by the incorporator(s) shall serve as the Board of Directors until the next meeting of the Members and until their successors have been duly elected. The Board of Directors shall consist of such Directors as may be determined by the Members (as hereinafter defined), but no reduction in the number of Directors shall of itself have the effect of shortening the term of any incumbent Director.

Section 3. Election of Directors. The Directors for each applicable year shall be selected by the Members at their annual meeting, by the vote of those Members present at such annual meeting. The number elected shall constitute the authorized number for such year. Any vacancy in the Board of Directors, however arising, may be filled for the unexpired term by the vote of the remaining Directors at any meeting of the Board of Directors.

Section 4. Term. Except as otherwise provided herein, each Director shall hold office until the next annual meeting of Members and until his or her successor has been chosen in the manner hereinbefore provided.

Section 5. Resignation. A Director may resign at any time by delivering his or her written resignation to any officer of the Corporation.

Section 6. Meetings. Meetings of the Board of Directors may be held at such time and place within or without the State of Ohio as the Board of Directors may from time to time determine, and unless any meeting is a regularly scheduled meeting of the Board, it shall be called at any time by the President or Secretary or any two members of the Board of Directors, and shall be held at such time and place within or without the State of Ohio as the person or persons calling such meeting may direct.

Section 7. Notice of Board Meetings. Notice of every meeting of the Board of Directors, whether or not regularly scheduled, shall be given to each Director by the Secretary, Assistant Secretary, if any, or the person or persons calling the meeting. Unless a different type of notice is expressly required by any other provision of these Regulations, notice of each meeting shall be given to each Director either by personal delivery or by mail, telegram or cablegram to the usual address of each such Director, not less than two days prior to the meeting. Unless otherwise provided by these Regulations, such notice need not specify the purposes of the meeting; however, in the case of a special meeting, the purpose for which the meeting is called shall be stated in the notice. A Director may waive any notice required to be given to him or her by law or under these Regulations. Attendance at a meeting by a Director without stating an objection to the form of notice at the commencement of such meeting shall be deemed to be a waiver of notice by such Director.

Section 8. Quorum and Voting. A majority of the Directors then in office shall constitute a quorum at all meetings of the Board of Directors. At every meeting of the Board of Directors at which a quorum is present, the Board may act by or through a majority of those in attendance. If less than a quorum is present at any such meeting, the meeting may be adjourned to such time and place as those present shall determine. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

Section 9. Action Without Meeting. The Board of Directors may act without a meeting, upon the unanimous written consent of all Directors then in office.

Section 10. Meetings Held Through Communications Equipment. Meetings of the Board of Directors or any committee of the Board may be held through communications equipment if all persons participating can hear each other, and such participation shall constitute attendance at such a meeting.

Section 11. Advisory Committees. The Board of Directors may at any time appoint advisory committees to assist it in the performance of its functions, the members of which advisory committees need not be Directors of the Corporation. The name and purpose of each such advisory committee shall be determined by the Board of Directors.

Section 12. Compensation of Directors. The Directors shall not receive compensation for their services as Directors, but a Director may be reimbursed for actual expenses incurred in discharging the business of the Corporation.

Section 13. Removal of Directors. Any Director may be removed from office by the affirmative vote of a majority of the Directors then in office and present at any meeting of the

Board at which a quorum is present and in respect of which five days prior written notice of such proposed removal has been given to all Directors in the notice of said meeting required by these Regulations.

ARTICLE III **MEMBERS**

The Directors of the Corporation shall be the Members of the Corporation.

ARTICLE IV **OFFICERS**

Section 1. Officers. The Corporation may have a Chairman of the Board of Directors and shall have a President, a Secretary and a Treasurer, all of whom shall be chosen by the Board of Directors. The Corporation may also have an Executive Vice-President, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers and such other officers as the Board may deem necessary, all of whom shall be chosen by the Board of Directors or by an officer or officers designated by it. The Chairman of the Board shall be, but the other officers may but need not be, a member of the Board of Directors.

Any two or more offices may, in the discretion of the Board of Directors, be held at the same time by the same person. However, no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument shall be required by law or by the Regulations to be executed, acknowledged or verified by any two or more officers.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at the regular 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 convenient.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the affirmative vote of two-thirds of the Directors present at any meeting at which a quorum is present and in respect of which prior notice of such proposed removal has been given to all Directors in the notice of said meeting required by these Regulations, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Members and of the Board of Directors, and shall have such other duties and powers as may be assigned to or vested in him or her by the Board of Directors.

Section 5. The President. The President shall be the chief executive officer of the Corporation, and in the absence of the Chairman of the Board shall preside at all meetings of the Members and of the Board of Directors. Subject to the direction of the Board of Directors, he or she shall have general charge and authority over the business of the Corporation. The President shall from time to time make such reports of the business of the Corporation as the Board of Directors may require, and shall make a report of the business of the Corporation for the preceding fiscal year to the Members at each annual meeting. The President shall have such other duties and powers as may be assigned to or vested in him by the Board of Directors.

Section 6. The Vice-President. The Executive Vice-President, or, if there be none, the Vice-Presidents, in the order of their seniority by designation (or, if not designated, in the order of their seniority of election), shall perform the duties of the President in his or her absence or during his or her disability to act. The Executive Vice-President and the Vice-Presidents shall have such other duties and powers as may be assigned to or vested in them by the Board of Directors or by the President.

Section 7. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation. He or she shall:

- (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation and shall provide the Board of Directors with regular reports of the Corporation's financial condition;
- (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefor, and for the receipt and disbursement thereof;
- (c) prepare or cause to be prepared an annual audit of the books of the Corporation and shall present a report of such audit at the meeting of the Board of Directors next following the completion of the audit; and
- (d) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall:

- (a) be custodian of the corporate records other than those records which are within the custody of the Treasurer; and
- (b) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9. Other Officers. Other officers of the Corporation shall have such duties and powers as may be assigned to or vested in them by the Board of Directors.

Section 10. Vacancies. Any vacancy occurring in any office as a result of death, resignation, removal or inability or unwillingness to serve shall be filled by the Directors.

ARTICLE V

CONTRACTS AND ADMINISTRATION OF FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Regulations, 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.

Section 2. 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(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. Voluntary gifts and donations and contributions of cash, securities, or other property from any source whatever, either outright or in trust, may be made to the Corporation; subject, however, to acceptance thereof by the Board of Directors, to enable the Corporation to carry out its purposes as set forth in its Articles of Incorporation. The Corporation, by its Board of Directors, may accept devises, bequests, donations, contributions, and gifts of property of any kind and agree to administer the same in accordance with any conditions which the testator or donor may impose, provided the conditions and purpose of any such devises, bequests, donations, contributions, and gifts of property shall be consistent with and in furtherance of the purposes and within the powers of the Corporation.

Section 5. Investments. The Board of Directors may retain and hold property of any kind or nature given to the Corporation by will, deed, or gift or otherwise without incurring any liability to any person or entity for any subsequent depreciation thereof, and may manage and control any funds, money, property, or proceeds of property or proceeds of the sale of property coming into the hands of the Corporation from any source and may invest and reinvest the same in such loans, stocks, bonds, securities, or other property of any duration, character or kind as the Board of Directors may from time to time determine, notwithstanding any rule of court or statute now or hereafter in force to the contrary, and in so doing shall incur no liability to any person or entity for any act taken or omitted in good faith.

Section 6. Management of Assets. The Board of Directors may compromise, settle, and adjust any claims on behalf of or against the Corporation arising from or by reason of any devises, gifts, contributions, or donations of property to the Corporation, or otherwise, on such terms and conditions and at such time or times as it may decide, without liability to any person or persons whomever for any such compromise, settlement, or adjustment of any claim made by the Board of Directors in good faith. No person or entity, being or claiming to be a beneficiary of any of the purposes of the Corporation, shall, as such, have or be given any claim or right of action against the Corporation by reason thereof.

Section 7. Use of Income and Principal. Any money or other property of the Corporation, whether income or principal, shall be used or distributed by the Board of Directors as it may from time to time determine, in accordance with the purposes set forth in the Articles of Incorporation of the Corporation. The Board of Directors may establish such mechanisms, criteria or committees as may be selected by it to effectuate said purposes. Without limitation upon the generality of the foregoing, the funds of the Corporation may be distributed for the purposes of paying all charges and expenses incidental to the care, management, and preservation of the property of the Corporation, including attorneys' and accountants' fees and

expenses and reasonable compensation to any person or persons whom the Board may deem it advisable to employ in order to effectively carry out the purposes of the Corporation.

Section 8. Accounts. The Board of Directors shall cause to be kept adequate and correct accounts and records of its assets, liabilities, receipts, disbursements, gifts, and donations.

ARTICLE VI **BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VII **FISCAL YEAR**

The fiscal year of the Corporation shall be the period beginning January 1 and ending December 31, unless otherwise specified by the Board of Directors.

ARTICLE VIII **DISSOLUTION AND LIQUIDATION**

The Corporation may be dissolved upon the affirmative vote of a majority of the Directors present at any meeting of the Directors at which a quorum is present and acting, or upon the written consent of all the Directors. Written notice of a meeting of Directors at which a vote is to be taken to dissolve the Corporation shall be given to all the Directors at least ten (10) days in advance of such meeting. The Board of Directors shall thereupon take such actions as may be necessary to wind up the affairs of the Corporation and to effect the termination of its corporate existence, and shall distribute the property of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as the Board of Directors may select, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX **INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES**

The Corporation shall indemnify and reimburse any person who then is or shall have been a Director, Officer, Member or employee of the Corporation, or who then is serving or shall have served at its request as a Director, officer, member or employee of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, for expenses (including attorneys' fees), judgments, decrees, fines, penalties or settlements incurred or paid in

connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he or she then is or may be made a party by reason of being or having been such Director, Officer, Member or employee, other than an action by or in the right of the Corporation; provided that:

- (1) it shall be determined that he or she acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or other corporation or entity of which he or she then is or shall have been a Director, officer or employee; and
- (2) in any matter the subject of a criminal action, suit or proceeding, it shall be determined that he or she had no reasonable cause to believe that his or her conduct was unlawful.

The determination with respect to (1) or (2) of the preceding paragraph, shall be made as follows:

- (a) By the Board of Directors of the Corporation acting at a meeting at which a quorum consisting of Directors who shall not be parties to or threatened with any such action, suit or proceeding shall be present, provided that any Director who shall be a party to or threatened with any such action, suit or proceeding shall not be qualified to vote on such determination.
- (b) If a quorum of qualified Directors cannot be obtained to vote on such determination, it shall be made by independent legal counsel, selected by the Directors, in the form of a written opinion.

The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which such person may be entitled, and shall inure to the benefit of the heirs, executors and administrators of such person. The Corporation may purchase and maintain insurance against any liability asserted against or incurred by any person who, in his or her capacity of being or having been a Director, Officer, Member or employee as aforesaid, may be indemnified or reimbursed pursuant to the provisions of this Article IX, whether or not the Corporation would have the power to indemnify or reimburse such person under the provisions of this Article IX.

ARTICLE X **AMENDMENTS**

These Regulations may be amended, altered, repealed, or superseded, either in whole or in part, by the affirmative vote of a majority of the Directors present at any meeting of the Directors at which a quorum is present and acting. These Regulations may likewise be amended, altered, repealed, or superseded upon the written consent of all of the Directors.