

AMENDED AND RESTATED BY-LAWS OF MICHIANA AIR ACTIVITIES, INC.

EFFECTIVE DATE: NOVEMBER 17, 2022

ARTICLE I NAME AND OFFICES

Section 1.01 The name of the corporation is Michiana Air Activities, Inc., an Indiana not-for-profit corporation (the “**Corporation**”). The principal office of the Corporation shall be located in the County of Elkhart, State of Indiana. The Corporation may also have other offices within and without the State of Indiana as the Board of Directors (the “**Board**”) may from time to time determine or the business of the Corporation may require.

ARTICLE II PURPOSE

Section 2.01 The purposes of the Corporation shall be those set forth in its Articles of Incorporation, as may be amended from time to time.

ARTICLE III MEMBERS

Section 3.01 Membership Eligibility and Qualifications. Membership in the Corporation shall be open to all persons interested in the Corporation’s purposes; provided, however, that members must be of good moral character; conduct themselves responsibly, professionally, diligently, and prudently; be financially able to meet the obligations of membership in the Corporation; comply with all rules, policies, and procedures set out in these By-Laws or otherwise established by the Board; and be approved by majority vote of the members in accordance with Section 3.10 below.

Section 3.02 Classes of Membership. The Corporation shall have three (3) classes of members: (1) Voting Members, (2) Participating Members, and (3) Honorary Members. The rights, preferences, limitations, and restrictions applicable to each class of members shall be established by the Board as it deems appropriate, except to the extent otherwise expressly stated in the Articles of Incorporation or these By-Laws.

Section 3.03 Membership Criteria and Dues. The Board may establish such other criteria for Membership—such as a schedule of dues for each class of members—as it deems appropriate.

Section 3.04 Annual Meeting. The annual meeting of the members, for the election of directors, the approval of an annual budget for the following calendar year, and the transaction of such other business as may come before the members, including the delivery of a financial statement, shall be held each year at the place, time, and date, in the month of November, as may be fixed by the Board, or, if not so fixed, as may be determined by the President of the Corporation (the “**Annual Meeting of the Members**”). The Board may, in its sole discretion, determine that the Annual Meeting of the Members be held solely by means of electronic communication, as more fully set forth in Section 3.07.

Section 3.05 Monthly Meetings. Monthly meetings of the members, for the transaction of such business as may come before the members, shall be held each month at the place, time, and date as may be fixed by the Board, or, if not so fixed, as may be determined by the President of the Corporation (the “**Monthly Meeting of the Members**”). The Board may, in its sole discretion, determine that the Monthly Meeting of the Members be held solely by means of electronic communication, as more fully set forth in Section 3.07.

Section 3.06 Special Meetings. Special meetings of the members shall be held whenever called by resolution of the Board, the President of the Corporation, or by a written demand to the Secretary of ten percent (10%) of the members eligible to vote. The Secretary, upon receiving such written demand or resolution, shall promptly give notice of such meeting as provided in Section 3.08, or if the Secretary fails to do so within five (5) business days thereafter, any member signing such demand may give such notice. The President of the Corporation shall preside at the meetings of the members, or in the absence of the President, an acting president shall be chosen by the members present. The Secretary of the Corporation shall act as Secretary at all meetings of the members, or in the absence of the Secretary, an acting secretary shall be chosen by the members present. The Board may, in its sole discretion, determine that the meeting be held solely by means of electronic communication, as more fully set forth in Section 3.07.

Section 3.07 Electronic Communication. If the Board, in its sole discretion, determines that the Annual Meeting of the Members, any Monthly Meeting of the Members, or any special meeting of the members be held solely by means of electronic communication, the platform or service of such meeting shall be the place of the meeting. If the meeting is to be held at a physical location, the Board may, in its sole discretion, authorize members not physically present, in person or by proxy, at such meeting to participate in the proceedings of such meeting and/or vote or grant proxies with respect to matters submitted to the members at such meeting by means of electronic communication. A member participating in a members’ meeting by such means is deemed to be present in person at the meeting.

Section 3.08 Notice of Meetings. Written or electronic notice of each member meeting shall be given to each member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting. The notice may be given in person, by mail or other method of delivery, or by email or other electronic means capable of verification, and shall state (i) the place, date, and time of the meeting, (ii) the means of electronic communications, if any, by which members and proxyholders may participate in the proceedings of the meeting and vote or grant proxies at such meeting, (iii) a description of any matter or matters to be considered at the meeting that must be approved by the members, and (iv) if it is a special meeting of the Members, the purpose or purposes for which the meeting is called and indicate that the notice is being issued by or at the direction of the person or persons calling the meeting.

Section 3.09 Quorum. At all meetings of members, ten percent (10%) of the members eligible to vote or fifteen (15) members eligible to vote, whichever is less, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced

at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.10 Voting. Except as otherwise provided by statute or these By-Laws, the vote of a majority of the members eligible to vote and present at the time of a vote, if a quorum is present at such time, shall be the act of the members. At any meeting of the members, only Voting Members shall be eligible to vote, and each Voting Member who is present, in person or by proxy, shall be entitled to one (1) vote. The record eligibility of voting rights shall be set by the Board three (3) days before the date of the meeting.

Section 3.11 Proxy. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for such member by proxy. Every proxy must be in writing and signed by the member or the member's duly authorized officer, director, employee, or agent, or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such member. No proxy shall be valid after the expiration of fifteen (15) days from the date thereof. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary of the Corporation or, upon the absence of a Secretary, the presiding member appointed to act as secretary of the meeting.

Section 3.12 Action Without a Meeting. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all the members. Such consent may be written or electronic. If consent is electronic, it must be able to be reasonably determined to have been sent by the member.

Section 3.13 Actions Requiring Vote of Members. The following Corporate actions may not be taken without the approval of the members:

(a) A plurality of the votes cast at a meeting of the members, at which a quorum is present, is required for the election of directors of the Corporation.

(b) A majority of the votes cast at a meeting of the members, at which a quorum is present, is required for any of the following Corporate actions:

(i) The removal of a director of the Corporation,

(ii) The approval of an annual budget for the Corporation, or

(iii) The expenditure of any Corporate funds in excess of one hundred ten percent (110%) of the amount budgeted for such expenditures in an annual budget approved by the members for the Corporation.

(c) Two-thirds of the votes cast at a meeting of the members, at which a quorum is present, is required for any of the following Corporate actions:

(i) Any amendment of the Articles of Incorporation,

- (ii) Any amendment of these By-Laws,
- (iii) A petition for judicial dissolution,
- (iv) Disposing of all, or substantially all, of the assets of the Corporation,
- (v) Approval of a plan of merger,
- (vi) Authorization of a plan of non-judicial dissolution,
- (vii) Revocation of a voluntary dissolution proceeding, or (viii)

The purchase, sale, or lease of any aircraft or hangars;

provided, however, that the affirmative votes cast in favor of any action described in this subsection (c) shall be at least equal to the minimum votes necessary to constitute a quorum. Abstentions from voting or blank votes cast by ballot shall not be counted toward the number of votes.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01 Powers and Number. The affairs and property of the Corporation shall be managed by or under the direction of the Board subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and these By-Laws. The number of directors shall be at least six (6) but no more than nine (9). Within the specified limits, the number of directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board and no decrease shall shorten the term of any director then in office. As used in these By-Laws, the term “**Entire Board**” shall mean the total number of directors entitled to vote which the Corporation would have if there were no vacancies on the Board.

Section 4.02 Election and Term of Office. To become a director, a person shall be nominated by a director and elected at a meeting of the members for the election of directors. Directors shall hold office for a term of one (1) year and each shall serve for such term and until the election and qualification of a successor, or until such director’s death, resignation, or removal. Directors may be elected to any number of consecutive terms.

Section 4.03 Qualification for Directors. Each director shall be at least 18 years of age, as well as active and in good standing as a Voting Member of the Corporation.

Section 4.04 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected

shall serve until the next Annual Meeting of the Members or until such director's successor is elected or appointed and qualified.

Section 4.05 Removal. Any director may be removed at any time, with or without cause, by a majority of the votes cast at a regular or special meeting of the members called for that purpose, if a quorum is present at the time of such meeting.

Section 4.06 Resignation. Any director may resign from the Board at any time by giving written notice to the Board, the President of the Corporation, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

Section 4.07 Meetings. The annual meeting and regular monthly meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of the President of the Corporation or as determined by the Board, in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

Section 4.08 Notice of Meetings. Notice of a meeting may be sent by mail, telephone, facsimile transmission, telegraph, courier service, electronic mail, or hand delivery, directed to each director at his or her address or contact information as it appears on the records of the President of the Corporation. Such notice shall state the time and place where the meeting is to be held and, to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each director not less than five (5) days before such meeting. Notice of a special meeting of the Board must be given to each director not less than five (5) days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission, or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to such director.

Section 4.09 Quorum. At each meeting of the Board, except as otherwise provided by law, the Articles of Incorporation, or these By-Laws, the presence of a majority of the Entire Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any directors who were not present at the time of the adjournment.

Section 4.10 Action by the Board. Except as otherwise provided by law, the Articles of Incorporation, or these By-Laws, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

Section 4.11 Meeting by Remote Communication. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a telephone conference, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

Section 4.12 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.13 Compensation. The Corporation shall not pay compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. A director may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from his or her responsibilities as a director when so authorized by a majority of the directors then in office and in accordance with Section 10.01 and Section 10.02 of these By-Laws.

ARTICLE V COMMITTEES

Section 5.01 Executive Committee and Other Committees of the Board. The Board, by resolution adopted by a majority of the Entire Board, may designate from among the directors an Executive Committee and other committees of the Board consisting of three (3) or more directors. Each committee of the Board shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (a) The filling of vacancies on the Board or in any committee,
- (b) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable, or
- (c) Any other matter prohibited by the Indiana Nonprofit Corporation Act of 1991, Ind. Code § 23-17-1 *et seq.*

Section 5.02 Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall

be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

Section 5.03 Alternate Members. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

ARTICLE VI OFFICERS, EMPLOYEES, AND AGENTS

Section 6.01 Officers. The officers of the Corporation shall consist of at least a President, a Vice-President, a Secretary, a Treasurer, a Maintenance Officer, and a Safety Officer. The Board may from time to time appoint such other officers as it may deem appropriate. All officers shall be chosen by the Board from slates of candidates eligible and willing to serve.

Section 6.02 Election, Term of Office, and Qualifications. The officers of the Corporation shall be elected annually by a majority vote of the Board at the annual meeting of the Board, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board choosing an officer, officers may be—but are not required to be—a director. One person may hold, and perform the duties of, more than one office, except that the same person may not hold the offices of President and Secretary. All officers shall be subject to the supervision and direction of the Board.

Section 6.03 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Entire Board.

Section 6.04 Resignations. Any officer may resign at any time by giving thirty (30) days written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

Section 6.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

Section 6.06 President. The President shall preside at all meetings of the Board and members. The President shall have the general powers and duties of supervision and management of the Corporation which usually pertain to the President's office, and shall keep the Board fully informed of the activities of the Corporation. The President shall perform all such other duties as are properly required of the President by the Board. The President has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

Section 6.07 Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall also have such powers and perform such duties as usually pertain to the Vice President's office or as are properly required of the Vice President by the Board.

Section 6.08 Secretary. The Secretary shall record and keep the minutes of all meetings of the Board and members. The Secretary shall see that all notices and reports are given and served as required by law or these By-Laws. The Secretary shall sign such instruments as require the Secretary's signature and shall perform all duties as usually pertain to the Secretary's office or as are properly required of the Secretary by the Board.

Section 6.09 Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall keep full and accurate accounts of all moneys received and paid by the Treasurer on account of the Corporation. The Treasurer shall exhibit at all reasonable times the Corporation's books of account and records to any of the directors of the Corporation upon request at the office of the Corporation. The Treasurer shall render a detailed statement to the Board of the condition of the finances of the Corporation at the annual meeting of the Board and, upon request, at any monthly or special meeting of the Board. In addition, the Treasurer shall perform such other duties as usually pertain to the Treasurer's office or as are properly required of the Treasurer by the Board.

Section 6.10 Maintenance Officer. The Maintenance Officer shall be responsible for the upkeep and maintenance of all the Corporation's aircraft, hangars, equipment, tools, supplies, and other property. The Maintenance Officer shall also make a reasonable and diligent effort to (a) keep the Corporation's aircraft airworthy, and in good condition and repair, by scheduling required, regular, and preventative inspections and maintenance; and (b) minimize the amount of time that aircraft are grounded, not airworthy, or otherwise out of commission. The Maintenance Officer shall render a detailed maintenance report to the Board at the annual meeting of the Board and, upon request, at any monthly or special meeting of the Board. In addition, the Maintenance Officer shall perform such other duties as usually pertain to the Maintenance Officer's office or as are properly required of the Maintenance Officer by the Board.

Section 6.11 Safety Officer. The Safety Officer shall be responsible for (a) developing, implementing, and overseeing a safety program for the Corporation and its members; (b) monitoring and supervising the Corporation's compliance with applicable safety laws, rules, and regulations; (c) making safety-related suggestions and recommendations to the Board, and (d) performing other safety-related duties and activities as the Board deems necessary or appropriate. The Safety Officer shall also be the chair of any accident review committee appointed by the Board. The Safety Officer shall render a detailed safety report to the Board at the annual meeting of the Board and, upon request, at any monthly or special meeting of the Board. In addition, the Safety Officer shall perform such other duties as usually pertain to the Safety Officer's office or as are properly required of the Safety Officer by the Board.

Section 6.12 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 6.13 Compensation. Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered

to the Corporation; provided, however, that such salary or compensation accords with the annual budget approved by the members, and is authorized by a majority of the Entire Board, in accordance with Section 3.13, Section 10.01, and Section 10.02 of these By-Laws.

ARTICLE VII EXECUTION OF INSTRUMENTS

Section 7.01 Contracts and Instruments. The Board, subject to the provisions of Section 3.13, Section 10.01, and Section 10.02 of these By-Laws, may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 7.02 Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 8.01 Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person, or such person's testator or intestate, was a director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees; provided, however, no indemnification may be made to or on behalf of any such person if (a) such person's acts were committed in bad faith, or were the result of such person's active and deliberate dishonesty, criminal conduct, or malfeasance, and were material to such action or proceeding, or (b) such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled.

Section 8.02 Advancement of Expenses. Necessary and reasonable expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification shall be given under Section 8.01 may be paid by the Corporation in advance of the final disposition of such action or proceeding upon the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found (a) not to be entitled to indemnification; or (b) where indemnification is granted, to the extent that the advanced expenses exceed the indemnification to which the director or officer is entitled.

Section 8.03 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation that it incurs as a result of its indemnification of directors and officers pursuant to Section 8.01 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 8.01 above.

ARTICLE IX GENERAL PROVISIONS

Section 9.01 Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board.

Section 9.02 Corporate Seal. The Board may designate the design, and cause the Corporation to obtain and use, a Corporate seal. However, the failure of the Board to designate a seal or the absence of the impression of the seal from any document shall not affect in any way the validity or effect of the document.

Section 9.03 Books and Records. The Corporation shall keep, at the principal office of the Corporation or the office of its legal counsel, correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these By-Laws, all resolutions of the Board, and all minutes of meetings of the members and meetings of the Board and committees thereof.

Section 9.04 Annual Returns. The Entire Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

Section 9.05 Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE X INTERESTED PARTY TRANSACTIONS

Section 10.01 In any instance where the Corporation proposes to enter into a contract or transaction with:

- (a) one (1) or more of the Corporation's members, directors, or officers, or
- (b) any other corporation, partnership, association, or entity in which one (1) or more of the Corporation's members, directors, or officers:
 - (i) are members, directors, or officers,
 - (ii) hold a similar position, or
 - (iii) have a financial interest

(each, an "Interested Party Transaction"), the material facts as to the relationship or interest of the interested member, director, or officer, and the material facts as to the Interested Party Transaction, shall be fully disclosed in writing and made known to the Board or, if the Interested Party Transaction requires the approval of the members under Section 3.13, all members entitled to vote on the proposed Interested Party Transaction as soon as practicable after the Interested Party Transaction is proposed and, in any event, not fewer than ten (10) days before any vote is taken on the proposed Interested Party Transaction; and submitted for authorization by majority vote of the

disinterested members of the Board or approval by majority vote of the members entitled to vote on the proposed Interested Party Transaction, as applicable.

Section 10.02 Any Interested Party Transaction shall be voidable by the Corporation, at the option and election of a majority of the disinterested members of the Board or a majority of the members entitled to vote on the proposed Interested Party Transaction, as applicable, unless (a) the material facts as to the relationship or interest of the interested member, director, or officer, and the material facts as to the Interested Party Transaction, were fully disclosed and made known to the Board or, if the Interested Party Transaction requires the approval of the members under Section 3.13, all members entitled to vote on the proposed Interested Party Transaction, as required in Section 10.01 above, and (b) one (1) or more of the following apply:

(a) The Board in good faith authorized the Interested Party Transaction by the affirmative votes of a majority of the disinterested directors (even if the disinterested directors are less than a quorum), if the Interested Party Transaction does not require the approval of the members under Section 3.13.

(b) The Interested Party Transaction was specifically approved in good faith by a majority vote of the members entitled to vote on the Interested Party Transaction, if the Interested Party Transaction requires the approval of the members under Section 3.13.

(c) The Interested Party Transaction is fair as to the Corporation at the time the Interested Party Transaction is authorized, approved, or ratified by majority vote of the disinterested members of the Board or majority vote of the members entitled to vote on the Interested Party Transaction, as applicable.

ARTICLE XI AMENDMENTS

Section 11.01 These By-Laws may be altered, amended, or repealed only with the approval of the members as provided Section 3.13(c), and such action is authorized only at a duly called and held meeting of the members for which written notice of such meeting, setting forth the proposed alteration, amendment, or repeal, is given in accordance with the notice provisions for special meetings of the members as set forth in these By-Laws.

ARTICLE XII NON-DISCRIMINATION

Section 12.01 In all of its dealings, neither the Corporation nor its duly authorized directors, officers, employees, or agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category or characteristic protected by state or federal law.

ARTICLE XIII REFERENCE TO ARTICLES OF INCORPORATION

Section 13.01 References in these By-Laws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these By-Laws. In the event of a conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall govern.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Amended and Restated By-Laws of Michiana Air Activities, Inc., an Indiana not-for-profit corporation, as in effect on the date first set forth above.

MICHIANA AIR ACTIVITIES, INC.

By: Mark Duszynski

Printed: Mark Duszynski

Title: Secretary