

**AMENDED AND RESTATED BYLAWS OF
NEIGHBORHOOD CONCEPTS, INC.**
an Alabama nonprofit corporation

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Article I. Offices

The principal office of the Corporation shall be located in Huntsville, Alabama. The Corporation may have such other offices, within and without the State of Alabama, as the Board of Directors may determine or as the business of the Corporation may require.

The registered office of the Corporation, required by the Alabama Nonprofit Corporation Act to be maintained in the State of Alabama, may but need not be the same as its principal office in the State of Alabama. The address of the registered office may be changed from time to time by the Board of Directors in the manner provided in the Alabama Nonprofit Corporation Act.

Article II. Board of Directors

Section 2.1 Management of Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors (the "Directors") except as otherwise provided by law or the Articles of Incorporation.

Section 2.2 Number, Tenure and Qualifications. The number of Directors constituting the Board of Directors shall be not less than five (5) Directors and not more than twelve (12) Directors. At least one-third of the members of the Board of Directors shall be residents of low income neighborhoods, other low income community residents, or elected representatives of low income neighborhood organizations.

No more than one-third of the Directors may be public officials or appointed by public officials, and government-appointed Directors may not, in turn, appoint any of the remaining Directors.

Any officers or employees of a governmental entity shall not serve as officers or employees of the Board of Directors.

Members of the Board of Directors shall serve staggered terms as hereinafter provided with approximately one-third of the Directors being elected at each annual meeting and with each Director serving a three (3) year term. At each annual meeting of the Board of Directors, members of the Board of Directors elected to succeed those Directors whose terms expire upon the adjournment of such annual meeting shall be elected for a term of office to expire upon the adjournment of the third succeeding annual meeting of the Board of Directors of the Corporation following the annual meeting at which they are elected. Directors shall hold office until the adjournment of the annual meeting of the Board of Directors at which their successors are to be elected and until their successors shall have been elected and qualified or until their deaths or until they shall resign or shall have been removed from office in the manner provided herein or in the Articles of Incorporation of the Corporation. The number of Directors may be increased or decreased from time to time in the manner provided by the Bylaws for the amendment thereof, but no decrease shall have the effect of shortening the term of any incumbent Director.

Section 2.3 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected to serve for the unexpired term of his predecessor in office, and a Director elected to fill a vacancy to be filled by reason of an increase in the numbers of Directors shall be elected to serve only until the next election of Directors.

Section 2.4 Annual Meeting. The annual meeting of the Board of Directors shall be held on the third Wednesday of January in each year if not a legal holiday in the State of Alabama, and if a legal holiday, then on the next succeeding business day not a legal holiday, at 12:00 P.M. in the offices of the Corporation in Huntsville, Alabama (unless the Board of Directors shall designate another date and time and place for such annual meeting, in which case notice of such meeting shall be given in the manner hereinafter provided setting forth such different date and time and place), for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein (or any such replacement date in accordance with the terms hereof) for the annual meeting of the Board of Directors, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Board of Directors as soon thereafter as may be conveniently held.

Section 2.5 Regular and Special Meetings. Meetings of the Board of Directors, regular or special, may be held within or without the State of Alabama. Regular meetings may be held upon such notice, if any, and at such time and place as shall be determined by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman of the Board, the Executive Director or by any two directors on at least three (3) days notice to each Director, which such notice either (i) may be in writing (A) delivered personally, (B) delivered by mailing to a Director at his address as it appears in the records of the Corporation or (C) delivered by email or other electronic media customarily utilized by the Corporation, or (ii) may be verbally given either in person or by telephone.

The Secretary, at the request of the Chairman of the Board or any two directors, shall send such written notice and give such verbal notice on his, her or their behalf. If notice of the annual meeting is mailed, it will be deemed to have been given when sent, if delivered electronically, or when deposited in the mail, if delivered by the United States Postal Service. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice, if any is required, of such meeting.

Section 2.6 Meeting by Telephone. Members of the Board of Directors or any committee designated thereby may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 2.7 Quorum. A majority of the whole number of directors of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 2.8 Acts of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2.9 Actions Without a Meeting. Any action required or permitted to be taken by the Board of Directors, or a committee thereof, at a meeting may be taken without any meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote of the Directors or the members of such committee with respect to the subject matter thereof. Any such signed unanimous written consent may be electronically transmitted via email or facsimile of the instrument signed by any such Director or committee member.

Any such written consent without a meeting as contemplated herein, may be executed in any number of counterparts, each of which shall be deemed an original, and all of which shall be taken to be one and the same written consent, for the same effect as if all parties thereto had signed the same signature page, and a facsimile copy or electronic mail copy of an executed counterpart shall constitute the same as delivery of the original of such executed counterpart. Any signature page of any such written consent (whether original, facsimile or electronic mail) may be detached from any counterpart of any such written consent (whether original, facsimile or electronic mail) without impairing the legal effect of any signatures thereof and may be attached to another counterpart of any such written consent (whether original, facsimile or electronic mail) identical in form thereto but having attached to it one or more additional signature pages (whether original, facsimile or electronic mail).

Section 2.10 Committees Established by Directors. The Chairman of the Board may designate one or more committees, each of which shall consist of two or more Directors and may include individuals who are not then currently serving as Directors of the Corporation, which committees shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of such committee or any director or officer of the Corporation; amending the Articles of Incorporation, restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any action or resolution of the Board of Directors which by its terms provided that it shall not be amended, altered or repealed by such committee. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by the Chairman of the Board.

The Board of Directors may from time to time establish additional committees to be known as Advisory Committees which shall include at least two (2) Directors and may include individuals who are not then currently serving as Directors of the Corporation. All such committee members who are not members of the Board of Directors shall be voting members of any such Advisory Committee but shall not be voting members of the Board of Directors. Any Advisory Committee shall serve at the pleasure of the Board of Directors, and the Board of Directors shall have the authority to establish, terminate or disband any such Advisory Committee in the sole discretion of the Board of Directors. Any such Advisory Committee shall have the right to make proposals to the Board of Directors, but the Advisory Committees shall have no authority to bind the Corporation. Any proposal submitted by any such Advisory Committee to the Board of Directors may be approved or rejected by the Board of Directors in such Board of Directors' sole discretion.

Section 2.11 Compensation. The Directors of the Corporation shall serve as Directors without any compensation for such service as Directors. In the discretion of the Board of

Directors, such Directors may receive a reimbursement for any reasonable expenses incurred in attending to their authorized duties as Directors. To the extent deemed necessary or appropriate by the Directors, however, a Director may be employed by the Corporation and reasonably compensated for his services other than as a Director as the Directors may from time to time determine to be necessary or desirable, but such employment shall always remain terminable at the discretion of the Directors and shall always be provided and compensated on terms and conditions which are customary and appropriate for such services between unrelated or unaffiliated entities in commercially reasonable and ordinary “arms length” transactions.

Section 2.12 Loan to Employees and Directors. The Corporation shall not lend money to its Directors or officers.

Section 2.13 Removal of Directors. Any Director may be removed by the Board of Directors whenever the Board of Directors determines that the best interests of the Corporation will be served thereby. In addition, Directors with five (5) consecutive absences from regularly scheduled board meetings, or Directors who fail to attend at least 50% of the regularly scheduled board meetings in any twelve (12) month period may be removed from the Board by a majority vote of the Board.

Article III. Waiver of Notice

Whenever any notice is required to be given to any Director of the Corporation under the provisions of the Alabama Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors or any committee designated thereby is required to be specified in any such waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except if a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Article IV. Officers

Section 4.1 Positions. The officers of the Corporation shall be elected by the Board of Directors and shall consist of a Chairman of the Board, one or more Vice Chairmen, a Secretary, a Treasurer, an Executive Director, an Assistant Secretary, and such other officers and assistant officers (the “Officers”) as may be deemed necessary by the Board of Directors from time to time. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary.

Section 4.2 Election and Term of Office. The Officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Each Officer shall hold office at the pleasure of the Board of Directors from the date of his election until (i) the next annual meeting of the Board of Directors and until his successor shall have been duly elected and qualified, or (ii) his death, or (iii) he shall resign or shall have been removed from office in the manner hereinafter provided, but in no event shall any one term be in excess of three years from election.

Section 4.3 Vacancies. A vacancy in any office may be filled by an action of the Board of Directors.

Section 4.4 Removal. Any Officer may be removed by the Board of Directors whenever the Board of Directors determines that the best interests of the Corporation will be served thereby but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not of itself create contract rights.

Section 4.5 Duties of Officers. The Officers of the Corporation, if and when elected by the Board of Directors of the Corporation, shall have the following duties:

Chairman of the Board. The Chairman of the Board shall, subject to the direction of the Board of Directors, supervise and control the business and affairs of the Corporation. He shall, when present, preside at all meetings of the Board of Directors. He shall carry out the policies and directions of the Board of Directors. He shall provide direction and guidance to the Executive Director with respect to the management and major business initiatives of the Corporation. In general, he shall perform all duties incident to the office of the Chairman of the Board and such other duties as may be prescribed by the Board of Directors.

Vice Chairman. In the absence of the Chairman or in the event of his death or inability to act, the Vice Chairman (or in the event there be more than one Vice Chairman, the Vice Chairmen in the order determined by the Board of Directors) shall perform the duties of the Chairman, and when so acting, shall have all the powers of the Chairman and be subject to all the restrictions upon the Chairman. Any Vice Chairman shall perform such duties as from time to time may be assigned to him by the Chairman of the Board or by the Board of Directors.

Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal of the Corporation; see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the Chairman of the Board or the Board of Directors.

Treasurer. The Treasurer shall be responsible for oversight with respect to the bookkeeping and financial records of the Corporation, and in general shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman of the Board or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond or shall require that the Corporation secure a fidelity bond with respect to the employees and staff members responsible for the faithful discharge of their duties in such sum and with surety or sureties as the Board of Directors shall determine.

Assistant Secretary. The Assistant Secretary shall, in the absence, incapacity, disability, death or resignation of the Secretary, perform the duties and exercise the powers of the Secretary. In addition, the Assistant Secretary shall perform such duties as from time to time may be assigned to him by the Chairman of the Board, the Board of Directors, or the Secretary.

Executive Director. The Executive Director shall be the Chief Executive Officer of the Corporation and shall have general and active management of such areas and divisions of the business of the Corporation as may be designated by the Board of Directors or by the Chairman of the

Board. The Executive Director of the Corporation shall carry into effect the orders of the Chairman of the Board. The Executive Director may sign deeds, mortgages, bonds, contracts or other instruments on behalf of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. The Executive Director shall manage the staff of the Corporation and direct the primary activities of the staff of the Corporation. In general, he shall perform all management duties incident to the office of Executive Director and such other duties as may be prescribed by the Chairman of the Board or the Board of Directors.

Article V. General

Section 5.1 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 5.2 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer, officers, the Executive Director, or such person or persons as the Board of Directors may from time to time designate.

Section 5.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in one or more banks, trust companies or other depositories as the Board of Directors may from time to time designate, upon such terms and conditions as shall be fixed by the Board of Directors. The Board of Directors may from time to time authorize the opening and keeping with any such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary or appropriate.

Section 5.4 Corporate Seal. The Board of Directors shall select a corporate seal which shall have inscribed thereon the name of the Corporation, the words "Alabama" and "Corporate Seal," and such seal may include the date of incorporation of the Corporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 5.5 Voting of Corporation's Securities. Unless otherwise ordered by the Board of Directors, the Chairman of the Board, the Vice Chairman or such other officer as may be designated by the Board of Directors to act in the absence of the Chairman of the Board, the Vice Chairman, or Executive Director. shall have full power and authority on behalf of the Corporation to attend and to act and to vote, and to execute a proxy or proxies empowering others to attend and to act and to vote, at any meetings of security holders of any corporation in which the Corporation may hold securities, and at such meetings the Chairman of the Board, or such other officer of the Corporation, or such proxy shall possess and may exercise any and all rights and powers incident to the ownership of such securities, and which as the owner thereof the Corporation might have possessed and exercised, if present. The Secretary or any Assistant Secretary may affix the corporate seal to any such proxy or proxies so executed by the Chairman of the Board, or such other officer, and attest the same. The Board of Directors by resolution from time to time may confer like powers upon any other person or persons.

Section 5.6 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of the Corporation.

Section 5.7 Limitation of Pecuniary Obligations. No pecuniary obligation which had not been previously approved by the Board of Directors in connection with its approval of the annual budget for the Corporation of more than \$10,000.00 shall be undertaken by the Corporation without the approval of a majority of the members of the Board of Directors of the Corporation.

Section 5.8 Additional Organizations. The Board of Directors may authorize the formation of such subsidiary, auxiliary, associated and affiliated organizations as will in the opinion of the Board of Directors assist in effecting the purposes of the Corporation. The organizational and governing documents and instruments of any subsidiary, auxiliary, associated or affiliated organization so authorized shall be subject to the approval of the Board of Directors. Each such authorization shall, regardless of its terms, be revocable at any time in the sole discretion of the Board of Directors. Upon the direction of the Chairman of the Board or the Executive Director, the Corporation may cause any such entity to be legally organized and formed prior to the ratification of the Board of Directors, provided that any such entity shall not enter into any contracts or conduct any material business operations unless and until the formation of such entity and the transactions to be performed by such entity are duly ratified, confirmed and approved by the Board of Directors.

Section 5.9 Community Involvement and Purposes. The Corporation will actively seek community input to further the Corporation's express purposes to provide, develop and manage decent and affordable housing for low and moderate income persons.

Article VI. Exculpation of Directors and Officers.

Section 6.1 Acts of Director or Officer. No Director or officer shall be liable to anyone for any acts on behalf of the Corporation or any omissions with respect to the Corporation committed by such Director, except for his or her own willful or wanton misconduct or fraud.

Section 6.2 Other Acts of Directors or Officers. No Director or officer shall be liable to anyone for any act of neglect or default on the part of anyone or more of the other Directors in the absence of specific knowledge on the part of such Director of such neglect or default.

Section 6.3 Indemnification of Directors, Officers and Others. The Corporation shall, to the fullest extent allowed by, permissible under and provided for by the laws of the State of Alabama, indemnify any individual made a party to a proceeding because such individual is or was a Director or Officer of the Corporation against liability and reasonable expenses incurred in the proceeding in accordance with the provisions of the Alabama Nonprofit Corporation Act (or any future provisions of any future Alabama law governing indemnification of officers and directors of a nonprofit Corporation). In addition, the Corporation shall indemnify any member of the Board of Directors or officer or former member of the Board of Directors or former officer, or any person who is serving or who has served at the request of the Corporation as a Director or officer of another corporation, whether such other corporation be for profit or not for profit, in which the Corporation owns shares of capital stock or of which it is a creditor, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of his being or having been such Director or officer, except in relation to matters as to which he shall have been adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duty with respect to the matter in which indemnity is sought. By order of the Board of Directors, the Corporation may, under comparable terms and limitations, indemnify employees and agents of the Corporation with respect to activities within the scope of services.

Section 6.4 Insurance. Nothing herein provided shall limit or otherwise affect the powers of the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation in any of such capacities with respect to another corporation, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power or would be required to indemnify him against such liability under the provisions of these Bylaws or any applicable law.

Article VII. Amendment of Bylaws, Severance, Gender and Numbers

Section 7.1 Amendment of Bylaws. These Bylaws may be altered, amended or repealed and new bylaws may be adopted by vote of a simple majority of all of the members of the Board of Directors at any time.

Section 7.2 Severance. If any provision of these Bylaws is void or illegal, such provision will not impair nor affect the rest of these Bylaws.

Section 7.3 Gender and Numbers. The use of the masculine gender herein includes the feminine and neuter genders and vice versa, and the singular includes the plural and the plural the singular, unless otherwise clear from the context used.

The undersigned Chairman of the Board and Secretary of Neighborhood Concepts, Inc., an Alabama nonprofit corporation, hereby certify that the foregoing is a true and complete copy of the Amended and Restated Bylaws of the Corporation as adopted by the Board of Directors of the Corporation on and as of the 25th day of September, 2019.

NEIGHBORHOOD CONCEPTS, INC.

By: 
Name: Joanna Broad White
Its: Chairman of the Board

ATTEST:

By: 
Name: Bill McDowell
Its: Secretary