BYLAWS
OF
CIVIC ENGINE FUND
(a Missouri nonprofit corporation)

ARTICLE 1
OFFICES AND RECORDS

1.1 Registered Office and Registered Agent. The initial registered office and the initial registered agent of the corporation in the state of Missouri shall be as prescribed in the Articles of Incorporation. The initial registered office and the initial registered agent, and any subsequent registered office and registered agent, of the corporation in Missouri may be changed from time to time by the Board of Directors. The address of the registered office and the name of the registered agent shall be on file in the office of the Secretary of State of Missouri pursuant to applicable provisions of law. Unless otherwise permitted by law, the address of the registered office of the corporation in Missouri and the address of the office of the registered agent in Missouri shall be identical. If the registered agent is an individual he or she shall be a Missouri resident.

1.2 Corporate Offices. The corporation may have such corporate offices anywhere within and without the state of Missouri as the Board of Directors from time to time may appoint or the business of the corporation may require. The principal office of the corporation may be determined from time to time by the Board of Directors.

1.3 Records. The corporation shall keep, as permanent records of the corporation, minutes of the meetings of the Board of Directors, and of committees of the Board of Directors and a record of all actions taken by the Board of Directors or any committee thereof without a meeting, and the corporation shall maintain appropriate accounting records. The corporation shall also keep at its principal or registered office in Missouri such records and information as it may from time to time be required by law to keep at such location, if any. The records of the corporation shall be maintained in written form or in any other form that is capable of being converted into written form within a reasonable time.

1.4 Corporate Seal. The corporation may, but shall not be required to, have a corporate seal which shall be in the form prescribed by the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE 2
DIRECTORS

2.1 Powers of the Board. The corporation shall have no members. Instead, the property and activities of the corporation shall be controlled and managed by the Board of Directors. The Board of Directors shall have and is vested with all and unlimited powers and authorities, except as may be expressly limited by law, the Articles of Incorporation, or these Bylaws, to do or cause to be done any and all lawful acts and things for and on behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges, and franchises, and to seek the effectuation of its objects and purposes.

2.2 <u>Composition of the Board.</u> The Board of Directors shall at all times be comprised of:

(a) Between two (2) and five (5) individuals appointed by Arnold Development Group LLC (each, an "**<u>ADG Director</u>**"), with the exact number of ADG Directors determined by Arnold Development Group LLC through its appointment of directors; and

(b) Between one (1) and four (4) individuals elected by the Board of Directors (each, an "**<u>At-Large Director</u>**"), with the exact number of At-Large Directors determined by the Board of Directors through its election of directors.

Notwithstanding the foregoing, ADG Directors shall at all times constitute a majority of the members of the Board of Directors.

2.3 <u>Qualifications of Directors.</u>

(a) All directors must be at least eighteen (18) years of age.

(b) All At-Large Directors must be Independent Directors. An "**<u>Independent Director</u>**" is a director who (i) is not, and has not been within the last three (3) years, an employee, officer, manager, or director of, or a person with substantial influence over, Arnold Development Group LLC or any of its affiliates, (ii) does not have a family member who is, or has been within the last three (3) years, an employee, officer, manager, or director of, or a person with substantial influence over, Arnold Development Group LLC or any of its affiliates, (iii) has not received, and does not have a family member who has received, in any of the last three (3) years, more than $10,000 in direct compensation from Arnold Development Group LLC or any of its affiliates, (iv) is not a current employee, officer, manager, or director of, and does not have a substantial financial interest in, any entity that has received, in any of the last three (3) years, more than $10,000 in direct compensation from Arnold Development Group LLC or any of its affiliates, and (v) does not have a family member who is a current employee, officer, manager, or director of, or has a substantial financial interest in, any entity that has received, in any of the last three (3) years, more than $10,000 in direct compensation from Arnold Development Group LLC or any of its affiliates.

2.4 <u>Tenure of Directors.</u>

(a) There shall be staggered terms of office for directors so that one-third of the directorships shall be up for reappointment or reelection every year (or, if the number of directors does not evenly divide by thirds, the directorships shall be divided as close to thirds as possible). The initial directors were divided into three classes by the Incorporator in a Statement of Action by the Incorporator dated __________, 2026. The term of office of those of the first class shall expire at the 2027 annual meeting of the Board of Directors, the term of office of the second class shall expire at the 2028 annual meeting of the Board of Directors, and the term of office of the third class shall expire at the 2029 annual meeting of the Board of Directors. Each succeeding director shall be appointed or elected for a term of three (3) years. A director appointed or elected to fill a vacancy on the Board of Directors shall be appointed or elected for the unexpired term, if any, of his or her predecessor in office. Each director shall hold office for the term set forth in this section and thereafter until his or her successor shall have been appointed or elected and qualified, or until such director's earlier death, resignation, or removal.

(b) The attendance of a director at any annual, regular, or special meeting of the Board of Directors, such director's written approval of the minutes or written waiver of notice of any such meeting, or such director's execution of a written consent to directors' action in lieu of a meeting shall constitute acceptance of the office of director.

2.5 Appointment and Election of Directors.

(a) Appointment of ADG Directors. On the same date as each annual meeting of the Board of Directors, Arnold Development Group LLC shall appoint successor directors for each ADG Director whose term in office then expires. Arnold Development Group LLC may additionally at any time fill any vacancy on the Board of Directors with respect to an ADG Director position, regardless of how such vacancy was created. All appointments shall be in writing and shall be delivered to the Board of Directors.

(b) Election of At-Large Directors. At each annual meeting of the Board of Directors at which a quorum is present, there shall be an election to elect successor directors for each At-Large Director whose term in office then expires. Each director, including each director whose term in office then expires, shall have one vote for each At-Large Director position to be filled at such election. The Board of Directors may additionally at any meeting at which a quorum is present fill any vanacy on the Board of Directors with respect to an At-Large Director position, regardless of how such vanacy was created.

2.6 Removal of Directors.

(a) Removal of ADG Directors. An ADG Director may be removed, with or without cause, by Arnold Development Group LLC at any time by providing written notice of removal to the Board of Directors.

(b) Removal of At-Large Directors. An At-Large Director may be removed, with or without cause, by the vote of seventy five percent (75%) or more of the directors then in office.

2.7 Board of Director Meetings.

(a) An annual meeting of the Board of Directors shall be held on the second Tuesday in May each year. If for any reason no meeting of the Board of Directors is held at such time or place, but the directors nevertheless designate a meeting of the Board of Directors held at another time or place as the annual meeting thereof (regardless of when such designation is made), then such meeting shall be considered to be the annual meeting of the Board of Directors. The purpose of the annual meeting shall be to elect At-Large Directors and officers, to determine actions to be taken to carry out the purposes of the corporation, and to transact such other business as may come before the meeting.

(b) Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may designate from time to time.

(c) Special meetings of the Board of Directors may be called, and may only be called, by or at the request of the President or any two directors. Such meetings shall be held at such time and place as may be designated in the notice thereof given pursuant to Section 2.8.

(d) Actions of the Board of Directors taken at any meeting of the Board of Directors that is held at a time or place other than the time or place at which such meeting is required to be held pursuant to the provisions of these Bylaws shall be valid if notice of such meeting is waived pursuant to the provisions hereof.

2.8 Notice of Board of Director Meetings.

(a) The annual meeting of the Board of Directors contemplated by the provisions of the first sentence of Section 2.7(a) shall be held without notice. If, however, a meeting of the Board of Directors is designated by the directors as the annual meeting thereof pursuant to the provisions of the second sentence of Section 2.7(a), then notice of such meeting shall be given to the directors by the person or persons who call such meeting at least two days before the date of such meeting.

(b) Regular meetings of the Board of Directors may be held without notice.

(c) Notice of each special meeting of the Board of Directors shall be given to the directors by the person or persons who call such meeting at least two days before the date of such meeting.

(d) If any meeting of the Board of Directors is permitted to be held without notice but notice of such meeting is nevertheless given, the giving of such notice shall not affect the validity of actions taken at the meeting, even if the notice is inaccurate in any respect or is improperly given.

(e) Notice of any meeting of the Board of Directors may be oral or written and shall state the date, time, place, and purpose of the meeting. Notice of any meeting of the Board of Directors may be communicated in person, by telephone, by mail addressed to such director at such director's address as it appears on the records of the Corporation, or by email, facsimile, or other means of electronic transmission.

2.9 **<u>Waiver of Notice.</u>** Any notice required to be given to a director by any provision of these Bylaws, the Articles of Incorporation, or any law may be waived in a written instrument signed by such director, whether before, at, or after the meeting for which such notice is required to be given, if the instrument is filed with the minutes of the meeting or in the corporation's records. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where such director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with these Bylaws objects to the lack of notice and does not vote for or assent to the objected to action.

2.10 **<u>Action of Directors by Consent in Lieu of Meeting.</u>** Any action which is required to be or which may be taken at a meeting of the Board of Directors may be taken without a meeting if all of the members of the Board of Directors take such action and, to evidence such action, sign a written consent (which may be signed in two or more counterparts) that describes the action taken. Each such consent shall have the same force and effect as a unanimous vote of the directors at a meeting of the Board of Directors duly held and may be stated as such in any document executed on behalf of the corporation. The Secretary shall file such consents with the minutes of meetings of the Board of Directors of the corporation.

2.11 **<u>Meetings by Telecommunications Equipment.</u>** Unless otherwise provided in the Articles of Incorporation, any or all members of the Board of Directors may participate in any meeting of the Board of Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. A director who participates in a meeting in this manner shall be deemed to be present in person at the meeting.

2.12 **<u>Quorum; Action of Board.</u>** A majority of the directors shall, unless a greater number as to any particular matter is required by law, the Articles of Incorporation, or these Bylaws, constitute a quorum for the transaction of business at any meeting of the Board of Directors. The affirmative vote of a majority of the directors present at any meeting of the Board of Directors shall be the act of the Board of Directors if a quorum is present when the vote is taken, except as may be otherwise specifically provided by law, the Articles of Incorporation, or these Bylaws. Less than a quorum of the Board of Directors may adjourn a meeting successively until a quorum is present.

2.13 **<u>Transactions Requiring the Approval of Independent Directors.</u>** The corporation shall not enter into any transaction, agreement, contract, arrangment, or understanding with, or for the benefit of, Arnold Development Group LLC or any of its affiliates without first obtaining the prior approval of a majority of the Independent Directors.

ARTICLE 3
COMMITTEES OF THE BOARD OF DIRECTORS

3.1 Committees of the Board of Directors. The Board of Directors may, by the affirmative vote of a majority of the directors then in office, designate one or more standing or special committees of the Board of Directors and appoint members of the Board of Directors to serve on them. Each such committee of the Board of Directors shall have two or more members, all of whom shall serve at the pleasure of the Board of Directors. Each committee of the Board of Directors shall have such power and authority as is specified by the Board of Directors upon the establishment of such committee, subject to the Articles of Incorporation and applicable law.

3.2 Other Committees. In addition to designating committees of the Board of Directors in accordance with Section 3.1, the Board of Directors may designate one or more other standing or special committess of the corporation and appoint individuals to serve on them, who may but need not include members of the Board of Directors. Each such additional committee shall perform such functions as are specified by the Board of Directors upon the establishment of such committee, and each such committee shall serve at the pleasure of the Board of Directors, but no such committee may exercise any authority of the Board of Directors.

3.3 Committee Action. Each committee designated pursuant to this Article 3 shall keep regular minutes of its meetings which shall be kept in the minute books or files of the corporation. The provisions of Article 2 relating to actions by written consent in lieu of meetings and participation in meetings by means of conference telephone or similar communications equipment shall apply to all committees and members thereof. The Secretary or an Assistant Secretary of the corporation may act as secretary for any committee if the committee so requests.

ARTICLE 4
OFFICERS

4.1 Elected Officers.

(a) A President, a Secretary, and a Treasurer shall be elected each year by the Board of Directors at the annual meeting of the Board of Directors. If the Board of Directors desires, a Chairman of the Board, one or more Vice Presidents, and one or more Assistant Secretaries and Assistant Treasurers may be elected by the Board of Directors from time to time as it deems necessary or advisable. The same individual may simultaneously hold more than one office in the corporation.

(b) An elected officer shall be deemed qualified when such officer begins the duties of the office to which such officer has been elected and furnishes any bond required by the Board of Directors. The Board of Directors may require of such person, in addition to a bond, a written acceptance of office and a promise to discharge faithfully the duties of such office. The officers of the corporation need not be members of the Board of Directors.

4.2 **<u>Term of Office.</u>** Each elected officer of the corporation shall hold office for the term for which such officer was elected (but no designated term shall exceed three (3) years) and thereafter until his or her successor shall have been elected and qualified, unless such officer earlier resigns or is removed by the Board of Directors. If the Board of Directors does not designate the term for which an elected officer shall serve, such term shall be one (1) year. There shall be no limit on the number of terms an individual may serve in any office.

4.3 **<u>Appointed Officers and Agents.</u>** The Board of Directors from time to time may also appoint such other officers and agents for the corporation as it shall deem necessary or advisable. All appointed officers and agents shall hold their respective positions at the pleasure of the Board of Directors, and they shall have and exercise such powers and have and perform such duties as shall be determined from time to time by the Board of Directors or by an elected officer empowered by the Board of Directors to make such determinations.

4.4 **<u>Removal.</u>** Any officer or agent elected or appointed by the Board of Directors and any employee may be removed or discharged by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 **<u>Delegation of Authority to Hire, Discharge, and Designate Duties.</u>** The Board of Directors from time to time may delegate to the Chairman of the Board, the President, or other officer or executive employee of the corporation authority to hire and discharge and to fix and modify the duties of employees of the corporation under the jurisdiction of such officer or executive employee. The Board of Directors may also delegate to such an officer or executive employee similar authority with respect to obtaining and retaining for the corporation the services of attorneys, accountants, and other professionals and experts. In the absence of any designation, the President shall have such general authority with respect to all employees and independent contractors whose services, in the discretion of the President, are required by the corporation.

4.6 **<u>The President.</u>**

(a) The President shall be the chief executive officer of the corporation, unless the Board of Directors elects a Chairman of the Board and designates the Chairman of the Board as the sole or joint chief executive officer. The President shall have such general executive authority, powers, and duties of supervision and management as are usually vested in the office of the chief executive of a corporation and shall carry into effect all actions, directions, and resolutions of the Board of Directors. The President shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors. If at any time there is no Chairman of the Board, or in the absence of the Chairman of the Board, the President shall preside at all meetings of the Board of Directors.

(b) The President may execute all promissory notes, mortgages, contracts, and other instruments, and may cause the seal of the corporation to be affixed thereto, for and in the name of the corporation. The President may execute powers of attorney from the corporation to such person or persons as the President may deem fit, in order that the activities or interests of the corporation may be furthered.

4.7 The Chairman of the Board. The Board of Directors may elect a Chairman of the Board and may designate the Chairman of the Board as having the sole powers of the chief executive officer of the corporation or as having the powers of the chief executive officer coextensively with the President. If so designated, the Chairman of the Board shall have all the authority, powers, and duties of the President solely or coextensively with the President and such other authority, powers, and duties as the Board of Directors may determine, and any act required or permitted by law to be done by the President may be done instead by the Chairman of the Board. The Chairman of the Board, whether or not designated as having the powers of the chief executive officer, shall preside at all meetings of the Board of Directors.

4.8 The Vice Presidents. The Vice Presidents, in the order determined by the Board of Directors, shall, in the event of the absence, death, disability, or inability to act of the President (and the Chairman of the Board, if any), perform the duties and exercise the authority and powers of the President (and the Chairman of the Board, if any). The Vice Presidents shall have such other authority and powers and perform such other duties as the Board of Directors may from time to time prescribe.

4.9 The Secretary and Assistant Secretaries.

(a) The Secretary shall have the general authority, powers, duties, and responsibilities of a secretary of a corporation. The Secretary shall attend all meetings of the Board of Directors, and he or she shall record or cause to be recorded and shall maintain the minutes of all meetings and written consents to action without a meeting of the Board of Directors in minute books or files of the corporation to be kept for that purpose. The Secretary shall perform like duties for each committee of the Board of Directors when requested by the Board of Directors or such committee to do so. The Secretary shall have the authority and power to authenticate records of the corporation.

(b) The Secretary shall bear the principal responsibility to give, or cause to be given, notice of all meetings of the Board of Directors for which notice is required, but this shall not affect the authority of others to give such notice as is authorized elsewhere in these Bylaws. The Secretary shall see that all books, records, lists, and information required by the Articles of Incorporation or law to be maintained at the principal office of the corporation in Missouri or elsewhere are so maintained. The Secretary shall keep in safe custody the seal of the corporation and, when duly authorized to do so (including authorization given by the President or other executive officer of the corporation), shall affix the same to any instrument requiring it, and when so affixed, the Secretary shall attest the same by the Secretary's signature. The Secretary shall perform such other duties and have such other authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors or the President, under whose direct supervision the Secretary shall be.

(c) The Assistant Secretaries, in the order determined by the Board of Directors, shall, in the event of the absence, death, disability, or inability to act of the Secretary, perform the duties and exercise the authority and powers of the Secretary. In addition, they shall perform such other duties and have such other authority as the Board of Directors may from time to time prescribe.

4.10 <u>The Treasurer and Assistant Treasurers.</u>

(a) The Treasurer shall have the general authority, powers, duties, and responsibilities of a treasurer of a corporation and shall, unless otherwise provided by the Board of Directors, be the chief financial and accounting officer of the corporation. The Treasurer shall have the responsibility for the safekeeping of the funds and securities of the corporation and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the corporation. The Treasurer shall keep, or cause to be kept, all other books of account and accounting records of the corporation and shall deposit or cause to be deposited all monies and other intangible assets of the corporation in the name and to the credit of the corporation in such depositaries as may be designated by the Board of Directors (except for assets, such as the corporation's name, that are not susceptible to such deposit).

(b) The Treasurer shall disburse, or permit to be disbursed, the funds of the corporation as may be ordered or authorized generally by the Board of Directors. The Treasurer shall render to the chief executive officer of the corporation or the Board of Directors, whenever asked by either to do so, an account of the financial condition of the corporation and an account of all transactions of the Treasurer and those under the Treasurer's supervision. The Treasurer shall perform such other duties and shall have such other responsibility and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

(c) If required by the Board of Directors, the Treasurer shall give the corporation a bond, in a sum and, if required by the Board of Directors, with one or more sureties satisfactory to the Board of Directors, for the faithful performance of the duties of office and for the restoration to the corporation, in the case of such Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in the possession or under the control of such Treasurer that belong to the corporation. The cost, if any, of said bond shall be paid by the corporation.

(d) The Assistant Treasurers, in the order determined by the Board of Directors, shall, in the event of the absence, death, disability, or inability to act of the Treasurer, perform the duties and exercise the authority and powers of the Treasurer. In addition, they shall perform such other duties and have such other authority as the Board of Directors shall from time to time prescribe.

4.11 Duties of Officers May be Delegated. If any officer of the corporation shall be absent or unable to act, or if the Board of Directors so elects for any other reason that it may deem sufficient, the Board of Directors may delegate, for the time being, some or all of the functions, authority, powers, duties, and responsibilities of any officer to any other officer or to any other agent or employee of the corporation or other responsible person.

ARTICLE 5
INDEMNIFICATION

5.1 Indemnification Required by Law. The corporation shall provide to its directors such indemnification as it is required to provide pursuant to the provisions of the Missouri Nonprofit Corporation Act.

5.2 Additional Indemnification.

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the corporation, by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, taxes imposed by Chapter 42 of the Internal Revenue Code of 1986, as amended (the "**Code**"), and expenses of correction paid pursuant to Chapter 42 of the Code) and against judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) and against amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of the action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for such expenses as the court shall deem proper.

(c) To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 5.2(a) or Section 5.2(b) or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the action, suit, or proceeding.

(d) Any indemnification under Section 5.2(a) or Section 5.2(b), unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in this Section 5.2. Such determination shall be made: (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit, or proceeding; or (ii) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

(e) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this section.

(f) The indemnification provided by this Section 5.2 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any provision of law, the Articles of Incorporation, other provisions of these Bylaws, any agreement or contract, a vote of disinterested directors, or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

(g) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person or incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Section.

(h) The provisions of this section are intended to facilitate the corporation's ability to attract and retain qualified individuals to serve as its directors and officers and at its request as directors and officers or in other capacities for other corporations or enterprises by providing and maximizing the amount of indemnification that the corporation is permitted to provide to such persons by the Missouri Nonprofit Corporation Act, and such provisions shall be construed accordingly. The provisions of this section do not limit the corporation's power to pay or reimburse expenses incurred by a director or officer of the corporation in connection with appearing as a witness in a proceeding at a time when the director or officer has not been made a named defendant or respondent to the proceeding.

ARTICLE 6
GENERAL

6.1 **Checks.** All checks, bank drafts, and other orders for the payment of money shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. If no designation is made and unless and until the Board of Directors otherwise provides, each of the President and Treasurer shall individually have power to sign all such instruments which are executed or made in the ordinary course of the corporation's business for the corporation.

6.2 **Fiscal Year.** For accounting and income tax purposes, the corporation shall operate on such fiscal year as may be designated from time to time by the Board of Directors.

6.3 **Amendments.** Subject to any restrictions contained in the corporation's Articles of Incorporation or the Missouri Nonprofit Corporation Act, these Bylaws may from time to time be altered or amended in any respect or repealed in whole or in part, and new Bylaws may be adopted, by a vote of the Board of Directors of the corporation.

6.4 **Interpretation.** As used in these Bylaws, the term "and" means and/or and the term "or" means and/or, as appropriate.

CERTIFICATE

I hereby certify that I am the Secretary of Civic Engine Fund, a Missouri nonprofit corporation, and the keeper of its corporate records; that the Bylaws to which this Certificate is attached were duly adopted by said corporation's Board of Directors as and for the Bylaws of the corporation effective as of May __, 2026; and that these Bylaws constitute the Bylaws of the corporation and are now in full force and effect.

Signed by:
Jeremy Whiteford
5A90FBE523E9485

Jeremy Whiteford, Secretary