

**REGULATIONS
OF
VALLEY VIEW FOUNDATION**

**ARTICLE I
MEMBERS**

Section 1. Members. The Corporation shall have no members. For purposes of any provision of the Ohio Nonprofit Corporation Law requiring action to be taken by members, including, without limitation, the election of Directors, the Directors of the Corporation shall be considered to be the members of the Corporation, and they shall have all the rights and privileges of members.

**ARTICLE II
DIRECTORS**

Section 1. Authority and Duties. The Board of Directors shall have general supervision and charge of the property, affairs, and finances of the Corporation.

Section 2. Number, Term of Office, Election and Removal of Directors. The number of Directors shall be fixed from time to time by the Directors but shall be no fewer than two (2). Elected Directors shall be elected by the members to serve three-year terms and shall hold office until their respective successors are elected, except in the case of resignation, removal or death. Elected Trustee's terms should, to the extent practicable, be classified so that no more than one-half (1/2) plus one (1) of the full number of Directors is elected each year.

Any Director may be removed from office at any time, with or without cause, by a majority of the other Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires. Vacancies on the Board of Directors caused by death, resignation, removal from office, increase of the authorized number of Directors, or any other cause other than the expiration of a term shall be filled for the unexpired portion of the three-year term by the Board.

Section 3. Annual Organization Meeting. The annual organization meeting of the Board of Directors shall take place at such time and on such date each year as shall be determined by the President or by the Board, at the principal offices of the Corporation or at such other place within or without the State of Ohio as the Board of Directors or the President shall determine. The purposes of the annual organization meeting shall be to elect the officers of the Corporation, to receive the reports of officers and committees of the Board of Directors, if any, and to transact such other business as may properly come before the meeting.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates and at such times as the Board of Directors or the President shall determine. Regular meetings shall be held at the principal offices of the Corporation or at such other place within or without the State of Ohio as the Board of Directors or the President shall determine.

The purposes of regular meetings of the Board of Directors shall be to consider and act upon any matters that are proper subjects for action by the Board of Directors.

Section 5. Special Meetings. The President or one-third (1/3) of the Directors then in office may call a special meeting of the Board of Directors, to be held at any time at the principal offices of the Corporation or at such other place within or without the State of Ohio as those calling the meeting shall determine. A special meeting may be held for any purpose that would be a proper purpose of a regular meeting.

Section 6. Notice of Meetings. Not less than seven (7) days before the date fixed for an annual organization or regular meeting of Directors, or two (2) days in the case of a special meeting, written notice stating the date, time, place, and, in the case of a special meeting, the purposes of the meeting shall be given by or at the direction of the President or the Directors calling the meeting. Written notice of the date, time, and place of all annual organization and regular meetings of the Directors scheduled during a specified period may be provided to the Directors in advance of such period in lieu of separate written notices for each meeting. Notices shall be given to the Directors by mail, hand delivery, or telefacsimile, at the respective addresses or telefacsimile numbers as they appear on the records of the Corporation; provided, however, that in the case of telefacsimile notice of transmission shall be confirmed.

Section 7. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Directors.

Section 8. Voting by Directors. Except as otherwise provided in the Articles of Incorporation or these Regulations, each Director shall be entitled to one vote on any matter properly submitted to the Directors for their vote, consent, waiver, release, or other action. Except as otherwise required by statute, the Articles of Incorporation, or these Regulations, or in the election of Directors, the act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors.

Section 9. Waiver of Notice. Notice of the time, place, and purposes of any meeting of the Board of Directors may be waived by any Director in writing either before or after the holding of the meeting. The attendance of any Director at any meeting (or participation at a meeting held through the use of telephone or other communications equipment) without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by that Director of notice of the meeting.

Section 10. Action Without a Meeting. Any action that may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the Directors, which writing or writings shall be filed with or entered upon the records of the Corporation.

Section 11. Meetings by Means of Communications Equipment. Meetings of the Directors may be held through the use of any telephone or other communications equipment if all persons participating can hear each other, and participation in a meeting pursuant to this Article II, Section 11 shall constitute presence at such meeting.

ARTICLE III. COMMITTEES

Section 1. Board of Directors Committees. The Board of Directors may create an executive committee or other committees of no fewer than one Director. Such committees shall have and may exercise such powers of the Board of Directors in the management of the Corporation as may be conferred or authorized by the resolutions appointing them; however, no committee shall have the power to fill vacancies among the Directors or in any committee. The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, or to discharge any such committee.

Such committees shall act only during the intervals between meetings of the Board of Directors and subject to the direction of the Board of Directors. Acts of any committee within the authority delegated to it shall be effective for all purposes as the act or authorization of the Directors. A majority of the members of any committee may fix the time and place of its meetings. Committee members may participate at meetings by means of communications equipment if all participants can hear each other, and such participation shall constitute presence at the meeting. Such committees may act by a majority of their respective members at meetings or by a writing or writings signed by all members of such committee.

Section 2. Advisory Committees. The Board of Directors from time to time may also appoint committees to review, study, and advise the Board on various matters. Such advisory committees may include as members individuals who are not Directors; provided, however, that such advisory committees shall not be permitted to act for the Board of Directors, and the acts of such advisory committees shall not be considered acts of the Board of Directors.

ARTICLE IV OFFICERS

Section 1. Election and Designation of Officers. The Board of Directors shall elect a President, a Secretary, and a Treasurer, and may elect such other officers from time to time as the Board of Directors may deem necessary or desirable. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if the instrument is required to be executed, acknowledged, or verified by two or more officers.

Section 2. Term of Office: Vacancies. The officers of the Corporation shall hold office until the next annual organization meeting of the Board of Directors and until their respective successors are elected, except in case of resignation, removal from office, or death. The Board of Directors may remove any officer at any time, with or without cause, by a majority vote of the Directors then in office. Any vacancy in any office may be filled by the Board of Directors.

Section 3. Duties. The President shall preside at all meetings of the Board of Directors and of the Executive Committee. Subject to directions from the Board of Directors, the

President shall have general supervision over the affairs of the Corporation. The President may execute all authorized deeds, mortgages, contracts, and other obligations in the name of the Corporation and shall have such other authority and shall perform such other duties as may be determined by the Board of Directors. Officers other than the President shall have such authority and perform such duties as are customarily incident to their respective offices, or as may be specified from time to time by the Board of Directors regardless whether such authority and duties are customarily incident to such office.

Section 4. Other Officers. The other officers, if any, whom the Board of Directors elects shall have such authority and perform such duties as may be determined by the Board of Directors.

Section 5. Delegation of Authority and Duties. The Board of Directors is authorized to delegate the authority and duties of any officer to any other officer, and generally to require the performance of duties in addition to those mentioned herein.

**ARTICLE V
LIMITATION OF LIABILITY IN DAMAGES
AND INDEMNIFICATION**

The Corporation shall indemnify, to the full extent permitted by the Nonprofit Corporation Law of Ohio, 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, by reason of the fact that he is or was a director, officer, employee or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, member, employee or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, limited liability company, joint venture, trust or other enterprise, and the Corporation may, but shall not be required to, indemnify any other person whom it may indemnify under the provisions of the Nonprofit Corporation Law of Ohio.

**ARTICLE VI
FISCAL YEAR**

The fiscal year of the Corporation shall end on December 31 of each year or on such other date as may be fixed from time to time by the Board of Directors.

**ARTICLE VII
AMENDMENTS**

These Regulations of the Corporation may be amended, or new Regulations may be adopted, by the affirmative vote of a majority of the Board of Directors.