

12/5/13

AMENDED AND RESTATED
BYLAWS
OF
OPPORTUNITY ENTERPRISES, INC.

ARTICLE I
Identification

Section 1.1. Name. The name of the Corporation is Opportunity Enterprises, Inc. (the "Corporation").

Section 1.2. Mission. Opportunity Enterprises enriches the lives of individuals with disabilities by providing exceptional support and creating meaningful opportunities that allow its consumers to serve as an inspiration to the community.

ARTICLE II
Board of Directors

Section 2.1. Duties and Qualifications. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 2.2. Number, Term, and Election. The Board of Directors shall consist of a minimum of eleven (11) directors and a maximum of eighteen (18) directors. Each director shall serve for a term of three (3) years. The term of office of directors shall be staggered by dividing the total number of directors into three (3) groups. The groups shall be as near equal in size as possible. One group of directors shall be elected at each annual meeting of the Board of Directors.

The directors shall be elected at the annual meeting of the Board of Directors by a majority of the votes cast by the directors. Despite the expiration of a director's term the director continues to serve until a successor is elected and qualifies, or until there is a decrease in the number of directors. No director who has served nine (9) years shall be eligible for re-election until a lapse of one year from the date of the expiration of the director's previous term.

Section 2.3. Vacancies. Any vacancy among the directors caused by death, resignation, removal, increase in the number of directors or otherwise may be filled by a vote of the majority of the remaining members of the Board of Directors. The term of office of a director chosen to fill a vacancy shall expire at the later of the next annual meeting of the Board of Directors, or at such time as a successor shall be duly elected and qualified.

Section 2.4. Removal. Any director may be removed, with or without cause, by a two-thirds vote of the remaining directors.

Section 2.5. Annual Meetings. Unless the Board of Directors determines otherwise, the Board of Directors shall meet on the third Thursday of June each year, at the Corporation's principal office, for the purpose of election of the Board members and officers of the Corporation and consideration of any other business, which may be brought before the meeting. No notice shall be necessary for the holding of an annual meeting.

Section 2.6. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient for the board of Directors. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the presiding officer of the Board of Directors, the Chairperson, or twenty percent (20%) of the directors then in office and upon at least forty-eight (48) hours' notice specifying the date, time, place and purpose or purposes of the meeting, given to each director either personally or by mail, electronic transmission, facsimile transmission, or telephone. Oral notice is authorized. A director may waive any required notice of an annual, regular or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 2.7. Quorum: Voting. A majority of the directors in office when action is taken, but in no event fewer than three (3) directors, shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the act is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 2.8 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

Section 2.9. Participation. A director may participate in an annual, a regular, a special, or a committee meeting by or through the use of any means of communication by

which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered to be present in person at the meeting.

Section 2.10. Executive Committee. There shall be an Executive Committee of the Corporation, which shall consist of the Chairperson, Vice Chairperson, and the immediate past Chairperson; provided, however, that no member of the Executive Committee shall continue to serve on such committee after he or she ceases to be a director. If there is a vacancy in the office of Vice Chairperson or immediate past Chairperson, the Secretary of the Corporation shall serve on the Executive Committee. The Chairperson of the Corporation shall act as Chairperson of the Executive Committee. The Vice Chairperson of the Corporation shall act, as Secretary of the Executive Committee unless the Secretary of the corporation is on the Executive Committee, in which event the Secretary of the Corporation shall also serve as Secretary of the Executive Committee.

During intervals between meetings of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation, except where prohibited by law. In addition, the Executive Committee, to the extent specified by the Board of Directors, may exercise the authority of the Board of Directors, except where prohibited by law. The Executive Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the proceedings of the Board of Directors.

Section 2.11. Other Committees and Task Forces, and Advisory Councils

(a) The Board of Directors may from time to time create and appoint standing, special or other committees or taskforces to undertake studies, make recommendations, and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation. Committees or task forces, to the extent specified by the Board of Directors, may exercise the powers, functions, or authority of the Board of Directors, except where prohibited by law; provided, however, that if a committee or task force is to exercise board powers, functions or authority, (a) there must be at least two (2) directors on the committee or taskforce, and (b) the creation of the committee or taskforce and the appointment of its members shall be by a majority of all directors in office when the action is taken.

(b) The Board of Directors may create one or more advisory councils consisting of a pool of individuals with expertise or unique insight in matters that affect Opportunity Enterprises, Inc. An advisory council may consist of past directors, potential future directors, or any other person who supports the mission of Opportunity Enterprises, Inc. Advisory council members may from time-to-time be appointed by the Board of Directors to serve on board-established committees, taskforces, or advisory panels, but are not directors of the Corporation and shall have no legal authority to act for Opportunity Enterprises, Inc. A member of an advisory council shall serve at the will of the Board of Directors until he or she is removed, resigns, or otherwise ceases to qualify as a member of the committee

ARTICLE III

Officers

Section 3.1. Officers and Qualifications Therefor. The officers of the Corporation shall consist of a Chairperson, Vice Chairperson, President, Vice Presidents, a Secretary and a Treasurer.

Section 3.2. Selection of Officers; Terms of Office; Vacancies and Removal.

(a) **President.** The President of the Corporation shall be elected by the majority vote of the Board of Directors and shall serve as an employee of the Corporation. The President shall hold office for so long as the Board of Directors allows and may be removed upon the majority vote of the Board of directors at a meeting called for such purpose. In the event of a vacancy in the office of the President for any reason, the Board of Directors shall have the right (but not the obligation) to elect an Interim President to carry out the obligations of the office until such time as a President is elected in accordance with this **Section 3.2. (a).**

(b) **Vice Presidents.** One or more positions of Vice President shall be created by the Board of Directors. The Vice Presidents of the Corporation shall be appointed by the President of the Corporation and shall serve as employees of the Corporation. The Vice Presidents shall hold office for so long as the President allows and may be removed, with cause, by the President.

(c) **Chairperson, Vice Chairperson, Secretary and Treasurer.** The Chairperson, Vice Chairperson, Secretary and Treasurer shall be elected each year at the annual meeting of the Board of Directors and shall assume office on July 1st of the same year. The Chairperson, Vice Chairperson, Secretary and Treasurer shall be elected by the majority vote of the Board of Directors and shall be elected from among the current members of the Board of Directors. These officers shall hold office for a term on one (1) year and until a successor shall be duly elected and qualified, or until resignation, removal, or death. Any two (2) or more offices may be held by the same person.

Whenever any vacancies shall occur in the offices of the Chairperson, Vice Chairperson, Secretary or Treasurer of the Corporation, for any reason, the same may be filled by the Board of Directors, and any such officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until the officer's successor shall be duly elected and qualified. These officers may be removed, with or without cause, at any time by the Board of Directors.

Section 3.3. Compensation. The Chairperson, Vice Chairperson, Secretary and Treasurer of the Corporation shall receive no compensation for their

services in such offices. The President of the Corporation shall receive such compensation as determined by the Board of Directors.

ARTICLE IV **Powers and Duties of Officers**

Section 4.1. Chairperson. The Chairperson shall preside at all meetings of the directors, discharge all the duties, which devolve upon the Chairperson, and shall exercise a general control and supervision over the President of the Corporation by direction of the Board of Directors. In the event of the death, absence, or inability to act of the Vice Chairperson, the Secretary or Treasurer, the Chairperson may act for, or appoint an interim person to fill such office, until such office shall be filled by the Board of Directors. The Chairperson shall perform such other duties as these Bylaws provide or that the Board of directors may prescribe.

Section 4.2. Vice Chairperson. The Vice Chairperson shall perform all duties incumbent upon the Chairperson during the absence, death or disability of the Chairperson and shall perform such other duties as the Board of directors may prescribe.

Section 4.3. President. At each annual meeting of the Board of Directors, the President or the President's designee shall report on the activities of the Corporation. Subject to the general control of the Board of Directors and the Chairperson, the President shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of the corporation. The President shall serve as a nonvoting ex-officio member of the Board of Directors and all standing or special committees thereof. In addition, the President shall perform such other duties as are provided in these Bylaws or as the Board of Directors may prescribe.

Section 4.4. Vice Presidents. The Vice Presidents shall perform all duties, which are the function of their respective corporate responsibility and shall perform other duties delegated to them by the President. In the absence, death or disability of the President, the Vice Presidents shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe.

Section 4.5. Secretary. The Secretary shall attend all meetings of the Board of Directors, and prepare, keep, or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents.

The Secretary shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books (except books of account) and records of the Corporation, shall be responsible for authenticating records of the

Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe.

Section 4.6. Treasurer. The Treasurer shall keep, or cause to be kept, correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. At each annual meeting of the Board of Directors, the Treasurer, or the Treasurer's designee, shall report on the financial condition of the Corporation. The Treasurer, or the Treasurer's designee, shall furnish, at meetings of the Board of Directors or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer.

Section 4.7. Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Corporation.

ARTICLE V **Miscellaneous**

Section 5.1. Corporate Seal. The Corporation may, but need not, have a Corporate seal. The form of any such corporate seal may be specified in a resolution of the Board of Directors. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.

Section 5.2. Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the Chairperson, President or a Vice President, and, if required, attested by the Secretary or an assistant secretary.

Section 5.3. Fiscal Year. The fiscal year of the Corporation shall begin on July 1st of each year and end on the immediately following June 30th.

Section 5.4. Affirmative Action. It is the policy of the Corporation to comply with all applicable state and federal requirements pertaining to non-discrimination on the

basis of race, color, religion, creed, national origin, age, gender or handicap. The Corporation encourages the full input of all relevant minority and cultural groups to its deliberations and in its policy making. The actions of the Corporation shall in all ways reflect sensitivity to the diverse groups within our pluralistic, democratic republic.

ARTICLE VI **Amendments**

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Directors. The Corporation must provide notice to the directors of any meeting at which an amendment to the Bylaws is to be considered and voted upon.

Secretary's Initials

Date:_____