

BYLAWS

OF

BLUE RIDGE CORRIDOR ALLIANCE, INC.

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BLUE RIDGE CORRIDOR ALLIANCE, INC.

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BYLAWS
OF
BLUE RIDGE CORRIDOR ALLIANCE, INC.

ARTICLE I -- NAME, OFFICES AND PURPOSES

Section 1. Name. The name of the corporation shall be Blue Ridge Corridor Alliance, Inc., hereinafter referred to as the “**Corporation.**”

Section 2. Principal Office. The principal office of the Corporation shall be located at such place, either within or without the State of North Carolina, as the Board of Directors may from time to time determine.

Section 3. Other Offices. The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine.

Section 4. Purposes. The purposes of the Corporation are as stated in the Articles of Incorporation:

- (A) To operate exclusively for charitable, educational, religious and scientific purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the “**Code**”); and
- (B) To engage in any lawful activity for which corporations may be organized under Chapter 55A of the General Statutes of North Carolina so long as the Corporation does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated in Section 501(c)(3) of the Code.

ARTICLE II -- BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors in accordance with the provisions of applicable law, the Articles of Incorporation and these Bylaws.

Section 2. Number, Term and Qualification. The number of Directors of the Corporation shall be not less than one (1) nor more than ten (10). The Directors at any annual or special meeting may by resolution fix the number of Directors to be elected at the meeting; but in the absence of such resolution, the number of Directors elected at the meeting shall constitute the number of Directors of the Corporation until the next annual or special meeting of Directors where Directors are elected, unless the number is changed by action of the Directors. Each Director shall hold office until a successor is elected and qualifies or until his or her death, resignation or removal. Directors need not be residents of the State of North Carolina.

Section 3. Election of Directors. Directors shall be elected at any annual or special meeting of the Board of Directors by a vote of a majority of the Directors at the time in office. The election of Directors shall be a part of the order of business of each annual meeting of the Board of Directors.

Section 4. Removal. Directors may be removed from office at any time with or without cause by the Directors by the vote that would be required to elect the Director to the Board of Directors. If a Director is removed, a new Director may be elected to fill the vacancy at the same meeting.

Section 5. Resignation. A Director may resign at any time by communicating such resignation to the Board of Directors, its presiding officer or to the Corporation. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 6. Vacancies. A vacancy occurring in the Board of Directors may be filled by a majority of the remaining Directors (but not less than two) at any regular meeting or special meeting of the Board.

Section 7. Compensation. Subject to the provisions of the Articles of Incorporation of the Corporation and applicable law, the members of the Board of Directors shall serve without compensation for their services as such but may be reimbursed for all expenses reasonably incurred by Directors in attending meetings of the Board or of any committee or in performance of their duties as Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and, subject to the provisions of the Articles of Incorporation of the Corporation and applicable law, receiving compensation therefor.

Section 8. Ex Officio Members of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the number of directors then in office, may from time to time designate and appoint ex officio members of the Board of Directors (the "Ex Officio Directors"). The Ex Officio Directors shall participate in meetings of the Board of Directors, but shall not have any authority to act as a member of the Board of Directors, including without limitation the right to vote. The number and term of such Ex Officio Directors shall be in the sole discretion of the Board of Directors. The Ex Officio Directors shall serve at the pleasure of the Board of Directors and may be removed at any time, with or without notice and/or cause.

Section 9. Alternate Directors. Each Director may appoint one alternate Director (an "Alternate Director") to serve in his or her place at any meeting of the Board of Directors. Alternate Directors shall have full voting authority in the absence of the appointing Director.

ARTICLE III -- MEETINGS OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held each year, at such date and time as shall be designated by the Board of Directors, for the purpose of electing Directors and officers of the Corporation and the transaction of such

other business as may be properly brought before the meeting. If the annual meeting is not held as designated by these Bylaws, a substitute annual meeting may be called by or at the request of the Board of Directors, and such meeting shall be designated and treated for all purposes as the annual meeting.

Section 2. Special Meeting. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President or any two Directors.

Section 3. Place of Meetings. Meetings of the Board of Directors may be held at the principal office of the Corporation or at such other place, either within or without the State of North Carolina, as shall either (i) be designated in the notice of the meeting or (ii) be agreed upon at or before the meeting by a majority of the Directors then in office.

Section 4. Notice of Meetings. The Secretary or other person or persons calling a meeting for which notice is required shall give notice by any usual means of communication at least five (5) days before the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Board of Directors. Attendance by a Director at a meeting shall constitute a waiver of notice, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 5. Quorum. A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

Section 6. Manner of Acting. Except as otherwise provided by law or in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Action Without Meeting. Action taken by a majority of the Directors or members of a committee without a meeting is nevertheless Board or committee action if written consent to the action in question is signed by all of the Directors or members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action is taken. Such written consents may be given electronically in accordance with Article VII, Section 7 of these Bylaws and Section 55A-1-70 of the General Statutes of North Carolina.

Section 8. Meeting by Conference Telephone. Any one or more Directors or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or similar communications device which allows all Directors participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE IV -- COMMITTEES

Section 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors then in office, may designate two (2) or more Directors to constitute an Executive Committee, which shall have and may exercise the authority

of the Board in the management of the business and affairs of Corporation during intervals between meetings. Vacancies in the membership of the Executive Committee shall be filled by a majority of the whole Board of Directors at a regular meeting or at a special meeting called for that purpose. The Executive Committee shall keep minutes of its proceedings and shall report to the Board of Directors on action taken. Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the Corporation.

Section 2. Standing or Other Committees. Standing or other committees having two (2) or more members may be designated by a resolution adopted by a majority of the number of Directors then in office. Vacancies in the membership of such committees shall be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 3. Committee Authority. No committees of the Board (including the Executive Committee) shall be authorized to take the following actions:

- (A) Authorize distributions to or for the benefit of the Directors or officers;
- (B) Approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;
- (C) Elect, appoint or remove Directors, or fill vacancies on the Board of Directors or on any of its committees, or
- (D) Adopt, amend, or repeal the Articles of Incorporation or these Bylaws.

ARTICLE V -- OFFICERS

Section 1. Titles. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also elect a Chairman of the Board of Directors, an Executive Vice President, one or more additional Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, and such other officers as it shall deem necessary. Except as otherwise provided in these Bylaws, the additional officers shall have the authority and perform the duties as from time to time may be prescribed by the Board of Directors. Any two or more offices may be held by the same individual, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. Election and Term. Officers shall be elected at any annual or special meeting of the Board of Directors by a vote of a majority of the Directors at the time in office. The election of officers shall be a part of the order of business of each annual meeting of the Board of Directors. Each officer shall hold office until a successor is elected and qualifies or his or her death, resignation or removal.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the Board with or without cause.

Section 4. Resignation. An officer or agent may resign at any time by communicating such resignation to the Corporation. A resignation is effective when it is communicated unless it specifies in writing a later effective date.

Section 5. Vacancies. Vacancies among the officers may be filled and new offices may be created and filled by the Board of Directors.

Section 6. Chairman of the Board of Directors. The Chairman of the Board of Directors, if such officer is elected, shall preside at meetings of the Board of Directors and shall have such other authority and perform such other duties as the Board of Directors shall designate.

Section 7. President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the Corporation in accordance with these Bylaws. In default of a Chairman of the Board, the President shall preside at meetings of the Board of Directors. The President shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the Board of Directors to some other officer or agent. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board of Directors from time to time.

Section 8. Vice Presidents. The Vice Presidents shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be presumptive evidence of the absence or inability to act of the President at the time the action was taken. The Vice Presidents shall have such other powers and perform such other duties as may be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors; provided, that the Board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall in general perform the duties incident to the office and such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 10. Assistant Treasurers. Each Assistant Treasurer shall have such powers and perform such duties as may be assigned by the Board of Directors, and the Assistant Treasurers shall exercise the powers of the Treasurer during that officer's absence or inability to act.

Section 11. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and shall give all notices required by law and these Bylaws. The Secretary shall have general charge of the corporate books and records and of the corporate seal and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall sign such instruments as may require the signature of

the Secretary and in general shall perform all the duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 12. Assistant Secretaries. Each Assistant Secretary shall have such powers and perform such duties as may be assigned by the Board of Directors, and the Assistant Secretaries shall exercise the powers of the Secretary during that officer's absence or inability to act.

Section 13. Compensation. The compensation of all officers of the Corporation shall be fixed by, or in the manner prescribed by, the Board of Directors.

ARTICLE VI -- INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. General Policy. It shall be the policy of the Corporation to indemnify to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina any one (1) or more of the Directors, officers, employees, or agents and former Directors, officers, employees, or agents of the Corporation, and persons who serve or have served at the request of the Corporation as directors, officers, partners, trustees, employees or agents of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a "**Proceeding**") and against reasonable costs and expenses (including attorneys' fees) in connection with any Proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

Section 2. Use of Corporate Funds. The Corporation may advance expenses in connection with any Proceeding to any such person in accordance with applicable law. The use of funds of the Corporation for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in Section 1 of this Article shall be deemed a proper expense of the Corporation.

ARTICLE VII -- RECORDS AND REPORTS

Section 1. General. The Corporation shall keep all records and submit and file all reports and filings as are required by applicable law. Unless the Board of Directors otherwise directs, the Treasurer shall be responsible for keeping, or causing to be kept, all financial and accounting records of the Corporation and for submitting or filing, or causing to be submitted or filed, all reports and filings of a financial or accounting nature, and the Secretary shall be responsible for keeping, or causing to be kept, all other records and for submitting or filing, or causing to be submitted or filed, all other reports and filings.

The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by Committees of the Board of Directors. The Corporation shall maintain appropriate accounting records. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 2. Records at Principal Office. The Corporation shall keep a copy of the following records at the Corporation's principal office: (a) its Articles of Incorporation and all amendments to them currently in effect; (b) its Bylaws and all amendments to them currently in effect; (c) a list of the names and business or home addresses of its current Directors and Officers; and (d) its most recent report required to be filed with the North Carolina Secretary of State pursuant to the North Carolina Nonprofit Corporation Act.

ARTICLE VIII -- GENERAL PROVISIONS

Section 1. Seal. The seal of the Corporation shall bear the name of the Corporation and the letters "N.C."

Section 2. Waiver of Notice. A Director or other person entitled to receive a notice required to be given under the provisions of these Bylaws, the Articles of Incorporation or by applicable law, may waive such notice by signing a written waiver, whether before or after the date and time stated in the notice. The waiver shall be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless the Director, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3. Checks. All checks, drafts or orders for the payment of money shall be signed by the officer or officers or other individuals that the Board of Directors may from time to time designate.

Section 4. Bond. The Board of Directors may by resolution require any or all officers, agents or employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned upon the faithful performance of the duties of their offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

Section 5. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6. Deposits. All funds of the Corporation not otherwise employed or invested shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors directs

Section 7. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any document or instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Any resolution of the Board of Directors authorizing the execution of documents by the proper Officers of the Corporation or by the Officers generally and not specifying particular Officers shall be deemed to authorize such execution by the President or by any other Officer if such execution is within the scope of the duties of such other office. The Board of Directors may by resolution authorize such execution by means of one or more facsimile signatures.

Section 8. Fiscal Year. The fiscal year of the Corporation shall be the twelve (12) month period beginning on July 1 and ending on June 30 of each year.

Section 9. Electronic Transactions. The Corporation may conduct any transaction or transactions by electronic means, including, without limitation, any Action Without Meeting pursuant to Section 7 of Article III, and this provision shall constitute the agreement by the Corporation and the Board of Directors to the conduct of transactions by electronic means.

Section 10. Conflict of Interest. A Director shall inform the Board of Directors of any direct or indirect conflict of interest which the Director has with regard to any transaction contemplated by the Board of Directors (a “**Conflict of Interest**”). A Conflict of Interest shall exist in Board actions including, but not be limited to, actions concerning a transaction:

- (i) in which the Director has a material financial interest, or
- (ii) in which the Director is presently serving as a director, trustee, officer or general partner of another party.

Pursuant to the provisions of Section 55A-8-31 of the General Statutes of North Carolina, the Director with a Conflict of Interest may participate in the discussion, but may not vote on the transaction. The transaction is authorized, approved, or ratified by the vote of a majority of the directors in office who have no Conflict of Interest (which must be more than one Director) and when a majority of Directors who have no Conflict of Interest so vote, a quorum is deemed to be present at the meeting for purposes of that vote.

Section 11. Construction. All personal pronouns used in these Bylaws shall include persons of any gender. All term used herein and not specifically defined herein but defined in the North Carolina Nonprofit Corporation Act shall have the same meanings herein as given under the North Carolina Nonprofit Corporation Act, unless the context requires otherwise.

Section 12. Amendments. These Bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the entire Board of Directors at any meeting of the Board; provided, that notice of the meeting shall have been given which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment. Such notice may be waived as provided in these Bylaws.

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