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OF

DABO'S ALL IN TEAM FOUNDATION

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AMENDED AND RESTATED BYLAWS

OF

DABO'S ALL IN TEAM FOUNDATION

ARTICLE I

OFFICES

- Section 1 *Principal Office.* The principal office of the corporation shall be located in the State of South Carolina or any other location designated by the Board of Directors.
- Section 2 *Registered Office.* The registered office of the corporation required by law to be maintained in the State of South Carolina may be, but need not be, identical with the principal office.
- Section 3 *Other Offices.* The corporation may have offices at such other places, either within or without the State of South Carolina, as the Board of Directors may designate or as the affairs of the corporation may require.

ARTICLE II

BOARD OF DIRECTORS

- Section 1 *General Powers.* The business and affairs of the corporation shall be managed by its Board of Directors.
- Section 2 *Number, Term and Qualifications.* The number of directors constituting the Board of Directors shall be at least three and not more than eighteen as may be fixed or changed, within the minimum and maximum, by the Board of Directors. Each director shall be elected for a three-year term and until his successor is elected and qualifies. The Board of Directors shall be divided into three classes with staggered terms, with each class as nearly equal in number as may be. Accordingly, approximately one-third of the directors' terms of office shall expire each year. Each director shall be eligible to serve on the Board of Directors for three full consecutive three-year terms. Thereafter such director must cease to serve for a least one year before being eligible for election to the Board of Directors of the corporation. Notwithstanding the foregoing, each of William Swinney and Kathleen Swinney shall be eligible to be elected to serve an unlimited number of consecutive terms as directors. Any person who is elected to replace a director whose term has expired shall be elected to serve a three-year term. Any person elected to replace a director who dies, resigns or is removed prior to the expiration of his term shall serve for the remainder of such director's unexpired term. Directors need not be residents of the State of South Carolina.

- Section 3 *Election of Directors.* The directors shall be elected by the vote of the directors then in office; and those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected. If any director so demands, the election of directors shall be by ballot.
- Section 4 *Removal.* Any director may be removed at any time with or without cause by the vote of a majority of the directors present at a meeting at which a quorum is present. Without limiting the generality of the forgoing, any director who fails to attend at least fifty percent (50%) of the meetings of the Board of Directors in any fiscal year shall be removed unless a majority of the directors present at a meeting at which a quorum is present shall vote to permit such director to complete the unexpired portion of his term as director.
- Section 5 *Vacancies.* Any vacancy occurring among the directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.
- Section 6 *Compensation.* Directors shall not be compensated for their services as such but may be reimbursed for any or all reasonable and documented expenses incurred in attending regular and special meetings of the Board.

ARTICLE III

MEETINGS OF DIRECTORS

- Section 1 *Regular Meetings.* A regular meeting of the Board of Directors shall be held annually at the principal office of the corporation or at such other place as the Board of Directors may designate. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of South Carolina, for the holding of additional regular meetings.
- Section 2 *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the Chair or of any two directors. Such a meeting may be held either within or without the State of South Carolina, as designated by the person or persons calling the meeting.
- Section 3 *Notice of Meetings.* Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least 10 days prior to the meeting, give written notice thereof delivered personally or sent by United States mail, facsimile or electronic mail to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If sent by facsimile or electronic mail, such notice shall be deemed delivered upon receipt of an electronic acknowledgment of delivery. Such notice need not specify the purpose for which the meeting is called.

- Section 4 *Waiver of Notice.* Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- Section 5 *Quorum.* A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- Section 6 *Manner of Acting.* Except as otherwise provided 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 *Presumption of Assent.* A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) his contrary vote is recorded; (b) his dissent is otherwise entered in the minutes of the meeting; (c) he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof; or (d) he shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
- Section 8 *Informal Action by Directors.* Action taken by the directors without a meeting is nevertheless Board action if written consent to the action in question is approved in writing by all of the directors, whether done before or after the action so taken. Such approval may be evidenced by signature or electronic indicia of assent, and shall be filed with the minutes of the proceedings of the Board.
- Section 9 *Committees of the Board.* The Board of Directors, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may designate certain directors to constitute an Executive Committee and any other committees, each of which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation; provided, however, that no committee of the Board shall (a) authorize or approve any dissolution, merger or sale, pledge, transfer or other distribution of all or substantially all of the corporation's assets; (b) elect, appoint or remove any directors, officers, committee chairmen or committee members, or the Chair, or fill any vacancy; (c) adopt, amend or repeal the articles of incorporation or the bylaws; or (d) engage in any other act not specifically delegated to such committee by these bylaws or by resolution of the Board. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him by law.

Section 10 *Advisory Board.* The Board of Directors, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may designate persons to serve as members of an Advisory Board. Such Advisory Board shall provide counsel to the Board of Directors and shall have no authority to manage the affairs of the corporation.

ARTICLE IV

OFFICERS

- Section 1 *Officers of the Corporation.* The officers of the corporation shall consist of a Chair, a President, a Secretary, a Treasurer and other officers as the Board of Directors may elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.
- Section 2 *Election and Term.* The officers of the corporation shall be elected from their number annually by the Board of Directors and each officer shall hold office for one year or until his successor shall have been elected and qualified. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
- Section 3 *Compensation of Officers.* Officers of the corporation shall not be compensated and no officer shall serve the corporation in any other capacity and receive compensation therefor unless such compensation shall be authorized by the Board of Directors.
- Section 4 *Removal.* Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.
- Section 5 *Chair.* The Chair shall oversee the activities of the Board of Directors and, when present, preside at all meetings of the Board of Directors.
- Section 6 *President.* In the absence of the Chair or in the event of his death, inability or refusal to act, the President, unless otherwise determined by the Board of Directors, shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The President shall perform such other duties as from time to time may be assigned to him by the Chair or by the Board of Directors, or by these bylaws.
- Section 7 *Secretary.* The Secretary shall (a) keep the minutes of the meetings of the Board of Directors and of all committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation, if any, and see that the seal of the corporation is affixed to all documents executed on behalf of the corporation which require the seal of the corporation; and (d) 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 Chair, by the Board of Directors, or by these bylaws. The Secretary may be assisted in the discharge of the duties described herein by professional staff and other persons as he deems necessary or desirable.

Section 8 *Treasurer.* The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with the provisions of these bylaws; and (c) in general, 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 Chair or by the Board of Directors, or by these bylaws. The Treasurer may be assisted in the discharge of the duties described herein by professional staff and other persons as he deems necessary or desirable.

ARTICLE V

CHIEF EXECUTIVE OFFICER

Section 1 *Chief Executive Officer.* The Chief Executive Officer, if any, shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall sign any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. In addition, he shall perform all duties incident to the office of chief executive officer and such other duties as may be prescribed by the Board of Directors. The compensation of the Chief Executive Officer shall be fixed by the Board of Directors. In the absence of a Chief Executive Officer, the duties of such office shall be discharged by or under the supervision of the President.

ARTICLE VI

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 1 *Contracts.* The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2 *Loans.* No loans shall be contracted on behalf of the corporation and no evidences 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.

