

**AMENDED BYLAWS OF
NORTH HUDSON PEPPER FESTIVAL, INC.
August 25, 2014**

EIN 39-1417182

Name, Office, and Duration

1. Name. The name of this corporation is NORTH HUDSON PEPPER FESTIVAL, INC.
2. Location. The principle place of business and administrative office shall be located at
400 Seventh Street North, Hudson WI 54016
3. Duration. The Corporation shall have perpetual existence.

ARTICLE II

Purpose

1. Purpose. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include but are not limited to:

The corporation will consist of volunteers for the community of North Hudson, Wisconsin. Exclusively to be a charitable organization that will help to raise funds to assist community organizations throughout the St. Croix Valley. The organization is a volunteer-run, non-profit organization that will donate to local youth, school, community and service organizations.

ARTICLE III

Membership

1. Membership. The membership of the corporation shall consist of any adult who during the immediate past 12-month period, attends two meetings of the corporation and consents to become a member of the corporation. There is no residency requirement for membership.

ARTICLE IV

Board of Directors

1. Election. Elections of directors shall occur at the corporation's Annual Meeting. Nominations for office may be made in advance of or during the Annual Meeting by any member of the corporation. At the discretion of the President, a nominating committee may be formed for the purpose of identifying candidates for office and presenting a slate of candidates at the Annual Meeting. Officers of the corporation shall be elected at the first meeting following the Annual Meeting by the Board of Directors by nominations and majority vote.
 - a. Only members in attendance of the Annual Meeting shall be permitted to cast a vote for election of directors. Proxy votes and absentee votes are prohibited.
2. Number. The initial number of Directors shall be ten (10) and may be increased or decreased without further amendment of these bylaws. At no time may the number of Directors be less than five (5).
3. Directors. All directors shall be elected for two-year terms. Five directors shall be elected in odd-numbered years, and five directors shall be elected in even-numbered years. Members may cast up to five votes but in no case more than the number of open positions on the Board. Cumulative voting is prohibited. Openings on the Board of Directors will be filled by the candidates receiving the highest number of votes. In the event that top five vote getters cannot be determined because of a tie, a run-off election between the tied candidates shall be conducted.
4. Qualifications. To serve as a Director, an individual shall have prior experience serving on a not for profit board, general business or entrepreneurial experience, and shall have a desire to pay it forward with what they have, know, or have access to.
5. Powers. The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of Wisconsin, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate. Decisions on the management of the corporation's assets shall be made by a simple majority vote of the Board of Directors, but the Committee's decisions may be reversed by a 2/3 majority vote of the members in attendance of a meeting of the members.
6. Meetings. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors.
7. Special Meetings. Special meetings may be called by the President of the Corporation or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.

8. Annual Meetings. Directors may meet each year for the purpose of organization, and transaction of other business. The time and location of such meeting shall be noticed in writing.
9. Notice and Waiver. Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.
10. Quorum. A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Director.
11. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting.
12. Removal. Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation, or lack of sympathy with the stated purpose of the Corporation.
13. Compensation. Directors shall receive no compensation for their services to the corporation.

ARTICLE V

Officers

1. Designation of Officers. The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. The initial officers of the Corporation shall be designated by the incorporators, and shall serve for two years. No Person may hold more than one office.
2. Election and Term. Officers of the Corporation shall be elected annually at the first meeting following the annual meeting of the Board of Directors, and shall serve a one year term or until their replacements are elected and qualified. Officers are elected by a majority of the votes cast by the Directors at the first meeting following the annual meeting.
3. Removal. At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carryout the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.
4. Compensation. Officers of the Corporation shall receive no compensation for their service on the Board of Directors.

5. Vacancy. Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office.
6. Duties of Offices.
 - A. President: The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.
 - B. Vice President: The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.
 - C. Secretary: The Secretary will keep minutes of all meetings of Members and of the Board of Directors, by the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.
 - D. Treasurer: The Treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors and at general meetings. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

ARTICLE VI

Restrictions on Actions

1. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any member of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

ARTICLE VII

Contracts, Checks, Deposits and Funds

1. Contracts. The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.

2. Checks, Drafts and Orders of Payment. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors. Funds of the corporation shall be withdrawn from the bank(s) or savings institution(s) with which they are on deposit by the signature of the Treasurer, or authorized Corporate Director. All funds of greater than \$250 must have signatures from two of the authorized corporate officers. Deposits and the withdrawal of deposits will be made only at the direction of the Board of Directors.
3. Deposits. All funds of the Corporation shall be deposited in a reasonable time to the credit of the Corporation in such banks, trust companies, of other depositories as the Board of Directors may designate.
4. Gifts. The Directors, collectively or individually or designated agent, may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.
5. Loans. No Director, Officer or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote on a specific resolution of the Board of Directors.

ARTICLE VIII

Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

ARTICLE IX

Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity or national origin.

ARTICLE X

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by a 2/3 majority vote of the members present at any Annual Meeting or duly noticed special meeting of the members.

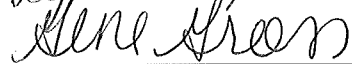
Adoption of Bylaws

Adopted by the Board of Directors by resolution and vote of all directors on the date below:

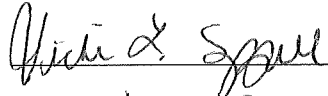
Date: August 25, 2014

2014 Officers

Ryan Copeland , President  [Signature]


Gina Gross , Vice President  [Signature]

Dan Ortner, Treasurer  [Signature]

Vicki Sippel , Secretary  [Signature]

Holly Steele, Board Member  [Signature]

Anita Stilwell, Board Member  [Signature]

Dianne Sparstad, Board Member  [Signature]

Eric Anderson, Board Member  [Signature]

Don Bouzard, Board Member  [Signature]

Tim Zais, Board Member  [Signature]