

THIRD AMENDED AND RESTATED BYLAWS
Of
PATHWAYS TO AVIATION
A Nevada Nonprofit Corporation

ARTICLE I

OFFICES

Pathways to Aviation, a Nevada nonprofit corporation (hereinafter referred to as the "Organization") may have such place or places of business as the purposes of said Organization may require, and as the Board of Trustees may from time to time appoint.

ARTICLE II

BOARD OF TRUSTEES

Section 2.1. General Powers. The property and business of the Organization shall be managed under the direction of the Board of Trustees of the Organization, who shall exercise all powers permitted under the Articles of Incorporation, these Bylaws, Nevada Law, and such other provisions of federal and state law and regulation as apply to said Organization.

Section 2.2. Number and Term of Office. The Board of Trustees shall consist of not less than seven (7) and not more than twenty five (25) Director. At each annual meeting, Trustees shall be elected to hold office for a term of two (2) years. Each Trustee shall hold office until the applicable annual meeting of the Directors and until a successor has been chosen. Should the annual meeting be postponed as hereinafter provided, said Trustees shall hold office until said annual meeting. A Trustee shall not hold office for more than three (3) consecutive terms. A Trustee's term of office shall commence on the 1st day of January following election.

Section 2.3. Filling of Vacancies. In the case of any vacancy on the Board of Trustees through death, resignation, disqualification, removal or other cause, a successor Trustee may be elected by affirmative vote of the majority of the Board of Trustees.

Section 2.4. Removal of Trustees. A Trustee may be removed from office, with or without cause, by the majority vote of the Directors entitled to vote at any special or annual meeting of the Directors.

Section 2.5. Place of Meetings. The Board of Trustees may hold their meetings and have one or more offices, either within or outside the State of Nevada, at such place or

places as they may from time to time determine by resolution or by written consent of a majority of the Trustees.

Section 2.6. Annual Meetings. Annual meetings of the Board of Trustees may be held at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of the time or place for holding meetings of the Board shall be mailed at least five (5) days prior to the meeting to each Trustee. The annual meeting of the Board of Trustees shall be held yearly on November 1st, or as soon thereafter as practicable. Any and all business may be transacted at any annual meeting of the Board.

Section 2.7. Special Meetings. Special meetings of the Board of Trustees shall be held whenever called by three (3) or more Directors of the Board of Trustees. The Chairman of the Board shall give notice of each special meeting of the Trustees by mailing at least five (5) days prior to the meeting to each Trustee. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meeting.

Section 2.8. Waiver of Notice. Whenever any notice is required to be given, a person or the persons entitled to the notice, may, in writing, waive the notice. In no instance where action is authorized by written consent in lieu of a meeting need notice be given. A Trustee may waive written notice and elect to receive notice by email.

Section 2.9. Telephonic Meetings. The Board of Trustees may participate in meetings held pursuant to these Bylaws by means of a conference telephone network or similar method of communication by which all persons participating in a meeting can hear each other. Participating in such a meeting constitutes presence in person at the meeting.

Section 2.10. Action Taken Without A Meeting. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if a written consent thereto is signed by a majority of the Board of Trustees.

Section 2.11. Quorum. A majority of the Trustees shall constitute a quorum for the transaction of business at all meetings of the Board of Trustees, but if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees except as may be otherwise specifically provided by law, by the Articles of Incorporation or by these Bylaws.

Section 2.12. Required Vote. An affirmative vote of a majority of those present at all meetings of the Board of Trustees shall be necessary for the passage of any resolution.

Section 2.13. Minutes. The Organization's Secretary shall keep minutes of each meeting in the Organization's records.

Section 2.14. Compensation for Trustees. Trustees shall not receive compensation for their services. Trustees may receive reimbursement of their reasonable expenses as approved by the Board of Trustees.

Section 2.15. Committees and Boards. The Board of Trustees, may, by resolution passed by a majority of the Board, create one or more committees. Each committee is to consist of one or more Trustees, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Trustees. Such committee shall have such names and duties as may be determined from time to time by resolution adopted by the Board of Trustees.

ARTICLE III

OFFICERS

Section 3.1. Nomination of Officers. The officers of the Organization shall be presented by a nominating committee and chosen by the Board of Trustees and shall include a Chairman, a Vice-Chairman, a Secretary and a Treasurer. These officers may be selected from among the Trustees. One person may hold two offices.

Section 3.2. Selection. The officers of the Organization shall be chosen or confirmed by the Board of Trustees at each annual meeting, as the case may be. The officers shall serve for two (2) years or until their successors are appointed.

Section. 3.3 Removal of Officer. Any officer, agent or employee may be removed by the Board of Trustees whenever, in its judgment, the best interests of the Organization shall be served thereby.

Section 3.4. Filling of Vacancies. If the office of any officer becomes vacated for any reason, the vacancy shall be filled by the Board of Trustees.

Section 3.5, Appointments. The Board of Trustees may appoint such additional officers, agents and employees as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Trustees.

Section 3.6. Chairman of the Board. The Chairman of the Board shall be the Chief Executive Officer of the Organization. The Chairman of the Board shall preside at all meetings of the Board of Trustees. The Chairman of the Board shall see that all orders and resolutions of the Board of Trustees are carried into effect.

Section 3.7. The Vice Chairman. The Vice Chairman shall be vested with all the powers and shall perform all of the duties of the Chairman in case of the absence or disability of the Chairman, and shall have such other powers and perform such other duties as the Board of Directors shall designate from time to time.

Section 3.7.1. Contractual Authority. The Chairman shall execute in the corporate name all authorized deeds, mortgages, bonds, contracts or other instruments requiring execution.

Section 3.8. Secretary. The Secretary shall attend and record all meetings of the Board of Trustees in a book to be kept for that purpose. The Secretary shall provide all Trustees with the notices required by law, these Bylaws and the Articles of Incorporation of this Organization. The Secretary shall otherwise keep the non-financial records of the Organization, and shall perform such other duties as assigned by the Chairman of the Board or by the Board of Trustees. The Secretary shall join in the execution in the corporate name all authorized deeds, mortgages, bonds, contracts or other instruments requiring execution.

Section 3.9. Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Organization and shall deposit all monies or other valuable effects in the name and to the credit of the Organization in such depositories as may be designated by the Board of Trustees. The Treasurer shall disburse the funds of the Organization as may be directed by the Board of Trustees and shall render to the Chairman of the Board and to the Board of Trustees at its regular meetings or when the Board of Trustees so requires, an accounting of all transactions as Treasurer and of the financial condition of the Organization. The Treasurer shall perform such other duties as shall be assigned by the Chairman of the Board or the Board of Trustees. All books and accounts shall be reviewed by an independent accountant at the end of the Treasurer's term.

ARTICLE IV

PERPETUAL EXISTENCE

This Organization shall have perpetual existence.

ARTICLE V

BANK ACCOUNTS AND LOANS

Section 5.1. Bank Accounts. Such agents and employees of the Organization as from time to time shall be designated by the Chairman of the Board and the Treasurer, shall have authority to deposit any funds of the Organization in such banks or trust companies as shall from time to time be designated by the Board of Trustees and such employees and agents as from time to time shall be authorized by the Chairman of the Board and the Treasurer, except as limited below, may withdraw any or all of the funds of the Organization from any bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Organization, and made or signed by such agents and employees; and each bank or trust company with which funds of the Organization are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn or signed by such employees and agents so designated by the Chairman of the Board and the Treasurer until written notice of the revocation of the authority of such officers or agents or employees by the Chairman of the Board or the Treasurer shall have been received by such bank or trust company. Withdrawal of funds of the Organization in excess of \$10,000.00 shall require approval of the Board of Trustees.

Section 5.2. Loans. Such agents and employees of this Organization as from time to time shall be designated by the Chairman of the Board and the Treasurer, shall have the authority to effect loans, advances or other forms of credit at any time or times for the Organization from such banks, trust companies, savings and loans, credit unions, institutions, corporations, firms or persons as the Board of Trustees shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse, deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, vouchers, bills, accounts receivable and other commercial paper and evidences of debts at any time held by the Organization; and for such loans, advances or other forms of credit, to make, execute and deliver one or more notes, acceptances, or written obligations of the Organization on such terms, and with such provisions as to the security or sale or disposition thereof as such agents and employees shall deem proper and also to sell to, discount, or rediscount with, such banks, trust companies, credit unions, savings and loans, institutions, corporation, firms or persons, any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Organization, and to that end endorse, transfer and deliver the same. Any lease agreement exceeding one year shall require approval of the Board of Trustees.

Section 5.3. Certification of Signatures. There shall from time to time be certified to each bank, credit union, savings and loan, corporation, firm or person so designated the signatures of the agents and employees so authorized; and each bank, credit union, savings and loan, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Chairman and the Treasurer of the authority of such agents and employees shall be delivered to such bank, savings and loan, credit union, corporation, firm or person.

Section 5.4. Failure to Certify Signatures. In the event that the Chairman and the Treasurer shall fail to designate the persons by who checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Article, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the Chairman and the Treasurer.

ARTICLE VI

DISSOLUTION

Upon dissolution of the Organization, the Trustees shall, after paying or making provision for the payment of all of the debts and liabilities of the Organization, transfer and convey all of the assets of the Organization to a non-profit fund, foundation or corporation for purposes similar to the stated purposes of the Organization, as provided in the Articles of Incorporation.

ARTICLE VII

AMENDMENTS OF BYLAWS

The Board of Trustees shall have the power and authority to amend, alter or repeal these Bylaws or any provisions thereof, and may from time to time make additional Bylaws by majority vote of the Board of Trustees.

ARTICLE VIII

CORPORATE RECORDS

Section 8.1. Maintenance of Records. The Organization shall keep a written copy of its corporate records, including the Articles, any amendments to the Articles, the Bylaws and any amendments to the Bylaws.

Section 8.2. Inspection of Records. Any Trustee, or any person authorized in writing by at least fifteen percent (15%) of the Directors of the Organization, is entitled to inspect the books of account and all financial records of the Organization.

ARTICLE IX

MISCELLANEOUS

Section 9.1. Fiscal Year. The fiscal year of the Organization shall be from January 1 until December 31.

Section 9.2. Notices. Whenever, under the provisions of these Bylaws, notice is required to be given to any Trustee, it shall not be construed to mean personal notice, but unless otherwise specified in the Articles or in these Bylaws, the notice shall be given in writing, by United States first class mail, by depositing the same in a post office letter box, postage prepaid, addressed to each Trustee at such address as appears in the records of the Organization, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any Trustee may waive any notice required to be given under these Bylaws.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, the Secretary of Pathways to Aviation, a Nevada nonprofit corporation, organized and existing under the laws of the State of Nevada, does hereby certify that the foregoing Third Amended and Restated Bylaws, consisting of nine (9) articles, were duly adopted as the Third Amended and Restated Bylaws of said Organization by appropriate resolution on the 6th day of September, 2021.

THOMAS HALL, Chair and Secretary

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of PATHWAYS TO AVIATION, a Nevada non-profit corporation; and

(2) That the foregoing Bylaws, comprising 8 pages, constitute the Third Amended and Restated Bylaws of said Organization duly adopted at the meeting of the Board of Trustees thereof duly held on the 2nd day of November, 2021.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 2nd day of November, 2021.

THOMAS HALL, Chair and Secretary