Filing at a Glance

Company: Markel Insurance Company

Product Name: MBHI - Association Approval
TOI: H21 Health - Other
Sub-TOI: H21.000 Health - Other
Filing Type: Form

SERFF Tr Num: MRKC-126005049
SERFF Status: Closed
Co Tr Num: AAOPD
Co Status:
Author: Lennie Mejia
Date Submitted: 01/23/2009

State: ArkansasLH
State Tr Num: 41896
State Status: Approved-Closed
Reviewer(s): Rosalind Minor
Disposition Date: 03/25/2009
Disposition Status: Approved-Closed

Implementation Date Requested: On Approval
Implementation Date:

State Filing Description:

General Information

Project Name: MBHI - AAOPD
Project Number: AAOPD
Requested Filing Mode: Review & Approval
Explanation for Combination/Other:
Submission Type: New Submission
Overall Rate Impact:
Filing Status Changed: 03/25/2009

Status of Filing in Domicile: Authorized
Date Approved in Domicile: 10/11/2004
Domicile Status Comments:
Market Type: Group
Group Market Size: Large
Group Market Type: Association
Explanation for Other Group Market Type:
State Status Changed: 03/25/2009

Deemer Date:
Corresponding Filing Tracking Number:

Filing Description:

Association approval for issuance of Limited Benefit Health Insurance Policy

Company and Contact

Filing Contact Information

Lennie Mejia, Regulatory Compliance Specialist lmejia@markelcorp.com
4600 Cox Road (804) 527-7702 [Phone]

Glen Allen, VA 23060

Filing Company Information

Markel Insurance Company	CoCode: 38970	State of Domicile: Illinois
4600 Cox Road	Group Code: 785	Company Type: Property & Casualty
Glen Allen, VA 23060	Group Name:	State ID Number:
(800) 431-1270 ext. [Phone]	FEIN Number: 36-3101262	

Filing Fees

Fee Required?	No
Retaliatory?	No
Fee Explanation:	
Per Company:	No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Markel Insurance Company	$0.00	01/23/2009	

Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Rosalind Minor	03/25/2009	03/25/2009

Filing Notes

Subject	Note Type	Created By	Created On	Date Submitted
Additional Information	Note To Reviewer	Lennie Mejia	03/25/2009	03/25/2009
YOUR NOTE TO REVIEWER - 3/24/09	Note To Filer	Rosalind Minor	03/24/2009	03/24/2009
Additional Information	Note To Reviewer	Lennie Mejia	03/24/2009	03/24/2009
Question on Filing Fee	Note To Filer	Rosalind Minor	01/28/2009	01/28/2009
Pending Fees	Note To Reviewer	Lennie Mejia	01/27/2009	01/27/2009

Disposition

Disposition Date: 03/25/2009

Implementation Date:

Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

SERFF Tracking Number:	*MRKC-126005049*	*State:*	*Arkansas*
Filing Company:	*Markel Insurance Company*	*State Tracking Number:*	*41896*
Company Tracking Number:	*AAOPD*		
TOI:	*H21 Health - Other*	*Sub-TOI:*	*H21.000 Health - Other*
Product Name:	*MBHI - Association Approval*		
Project Name/Number:	*MBHI - AAOPD/AAOPD*		

Item Type	Item Name	Item Status	Public Access
Supporting Document	Flesch Certification	Approved-Closed	Yes
Supporting Document	Application	Approved-Closed	Yes
Supporting Document	Health - Actuarial Justification	Approved-Closed	Yes
Supporting Document	Outline of Coverage	Approved-Closed	Yes
Supporting Document	Cover Letter	Approved-Closed	Yes
Supporting Document	Articles of Incorporation	Approved-Closed	Yes
Supporting Document	By-Laws	Approved-Closed	Yes

Note To Reviewer

Created By:
Lennie Mejia on 03/25/2009 09:01 AM
Last Edited By:
Rosalind Minor
Submitted On:
03/25/2009 12:27 PM
Subject:
Additional Information
Comments:
Dear Ms. Rosalind Minor,

I apologize for the confusion. I attached the documents in the Supporting Documentation Tab. Please see attached same documents.

Thank you.

Sincerely,
Lennie Mejia

We have received your filing regarding the above named association/ discretionary group. To determine if this organization is a qualified group under our statutes, please provide the answers to the following questions:

1. Name and address of the group.
   American Association of Professional Drivers
   2222 Lynbrook Lane, Garland, TX 75041

2. Is this group incorporated? Yes. If so, give state of incorporation. Illinois

3. Is there a current office in Arkansas? No

4. Does the Arkansas part of the organization have any officers, committees, or chapters? N/A If so, give details.

5. Are annual dues charged? Yes. If so, specify amount. $36.00

6. What are the specific activities of the organization? Provide educational, cultural, recreational and lifestyle services to members.

7. What benefits are provided to the members in addition to insurance? PLEASE ATTACH BROCHURES ON THE BENEFITS. See attachment

8. What qualifies an individual for membership?

   The qualifying member must be a professional driver. An individual or family that has the desire to benefit from the common purpose of receiving information, education, services, and products of a greater value to a member than would be available on an independent basis must apply for membership by completing the association membership application.

9. How are members recruited? If by mailing list, advise the source of this list.

   Members are recruited by enrollers and by referrals from existing members.

10. Attach a copy of the organization by-laws. Attached.

11. Also, enclose a list of dues paying members residing in Arkansas with full addresses. If the organization considers this privileged information, we will treat it as such and once it has served our purpose, it will be destroyed.

12. Please attach a copy of the organization's most recent financial statement. Attached

13. Does the organization receive any compensation of any kind from the insurer issuing contracts to its members? No

Approval of the organization as a qualified group for insurance purposes will be determined upon receipt of your reply.

American Association of Professional Drivers
Profit & Loss Statement
2008

	YTD Amount
Revenue:	
Sales	$446.39
Total Sales	$446.39
Expenses:	
Administrative Service Fees	$446.39
Total Expenses	$446.39
Net Income <Loss>	$0.00

American Association of Professional Drivers

www.aaopd.com or *www.aaopd.net*

Membership Brochure

American Association of Professional Drivers

Our Purpose…

American Association of Professional Drivers (AAOPD) was established with one thing in mind…YOU, the professional driver. We take pride in our ability to assist and empower drivers in their professional as well as personal lives by providing an exclusive benefit program designed specifically for the professional driver and their family.

We all know that knowledge is powerful, but if it's not easily accessible, then it can be a waste of time. Which is why our education and training programs are designed to offer drivers and their families exclusive benefits that will make life a little easier.

After a long day behind the wheel, the last thing you want to deal with are the lifestyle issues that exist in our society. So let us help! It is our goal to assist drivers with support programs, cost & time savings, as well as product & services in areas of Business, Lifestyle, Education, and Health.

Benefits…

The following programs are included with your Membership into the American Association of Professional Drivers. Details on how to use your membership benefits can be found in your American Association of Professional Drivers membership fulfillment packet. The AAOPD Membership guide is full of helpful web links and contact information for all of your new membership benefits.

24 hr. Nurse Helpline	Quest Hotel	Roadside Assist
Medical Air Travel Assist	Medscript	Medicard
Vitamins	Theme Parks	Car Rental
Magazines	Moving Service	HopTheShops
Floral	File Solutions	Customized Websites
Global Fit	Travel Club	LensCrafters
Accudiet	Child ID Service	Penny Wise Office Supplies
Pre-Employment Background Reports	Savers Club Book	

American Association of Professional Drivers has teamed up with Homeland HealthCare to provide AAOPD members access to insurance coverage. AAOPD members will receive special rates on the following plans through Homeland HealthCare. For more information, please visit: *http://www.homeland4one.com/AAOPD*.

- Health
- Limited Health
- Life
- Disability
- Dental

THIS IS NOT INSURANCE, NOR IS IT INTENDED TO REPLACE INSURANCE.

Benefits are subject to change at any time and without notice. Not all benefits are available in all states. The American Association of Professional Drivers is not an insurance company or an insurance agency. Endorsed insurance products are underwritten and administered by the respective independent insurance companies.

24 hr. Nurse Helpline

In an effort to assist our members to become more informed about their healthcare, the Association is pleased to offer a telephone service that allows members to ask questions and receive information about their health, illnesses and medications. Members have unlimited access to registered nurses via a toll-free number 24 hours a day, 365 days a year. These nurses are specially trained to offer prompt, confidential medical counseling to help members make informed decisions about their health and the medical care they receive. However, our nurses do not diagnose or provide treatment.

Benefits Include:

- Toll-free, confidential availability to registered nurses 24 hours a day.
- Access to a library of audiotapes on over 700 health topics found in the Nurse Helpline Booklet.
- Information about self care techniques for common symptoms.
- Explanations on what to expect during a medical test.
- Help from a registered nurse who can answer questions regarding:
  - Diagnostic and surgical procedures
  - A recently diagnosed medical condition
  - Prescription and over the counter medication information

Quest Hotel

The Association has just made travel much more affordable for its members with the Quest Travel Plan. Savings are available on hotels, motels, condominiums, airfare, cruise lines, vacation packages, car rentals and dining.

Benefits include:

- Quest Hotel Savings:
  - Quest is America's Premier Hotel Savings Company because of the exceptional service, the quality of participating hotels and the elegant simplicity the program has to offer. Save up to 50% off the standard, non-discounted rack rate at more than 3,100 hotels, motels, inns and resorts (based on availability). The plan includes the U.S., Canada, Mexico and over 15 different countries ranging from the Caribbean to the Netherlands.
- Quest Metro & Chainwide Hotel Savings:
  - You will receive special negotiated rates of up to 50% off at more than 1,500 hotels in 30 major cities specializing in room reservations for sold-out dates. You can also save up to 30% at more than 3,000 participating "Choice Hotels" including Clarion, Comfort Inns, Econo Lodges, MainStay Suites, Quality Inns, Rodeway Inns and Sleep Inns.
- Quest Cruise Line Savings:
  - Choose from thousands of cruise dates and itineraries on cruise lines such as Carnival, Holland America, Princess and Royal Caribbean. You can save up to 70% off published cruise line brochure rates.
- Quest Car Rental Savings:
  - Save up to 30% off rental rates from Hertz, National and Alamo.

Roadside Assist

Members can gain peace of mind on the road by registering for Emergency Roadside Assistance. Once registered, members will receive emergency roadside assistance membership materials including membership cards that will enable the member and their family to get assistance from a participating service provider whenever car troubles arise. Members will be covered for the first $50 per occurrence for each covered emergency expense, including towing, flat tire assistance, battery service and lock-out service.

You must call first to register for this benefit! Road America will send a membership kit detailing the benefits of the program.

Members are responsible for paying providers directly for any charges over $50 per occurrence and for any non-covered expenses. Payment is required at the time services are rendered. To be eligible for coverage, members must register in advance of using the service and receive their roadside assistance membership cards. Only one service call for the same cause will be covered during any seven-day period.

American Association of Professional Drivers

Medical Air Travel Assist

As a member, you receive the following benefits through the Travel Assistance Program when traveling more than one hundred (100) miles from your permanent residence. The following is a summary description only of the program's services. The master document provides complete details of services and conditions. Worldwide Assistance is the program provider of these Travel Assist services. Members have access to the following services provided Worldwide Assistance has been contacted first.

Emergency Evacuation/Repatriation. If a member suffers an illness or injury while traveling over 100 miles away from home, and cannot be treated by a local medical facility, the member is transported by the most appropriate means to the nearest hospital capable of providing necessary treatment.

Transportation of Mortal Remains. If a member loses his/her life while traveling over 100 miles from home, the member's remains will be returned to the member's place of residence.

Transportation of Escort. If the member needs emergency evacuation by air ambulance or repatriation by covered commercial airline, the member's spouse, other family member, or companion is free to accompany the member in flight, subject to space availability with priority given to medical equipment and personnel.

Family Visitation. If a member is traveling alone and is expected to be hospitalized for more than 7 days, the spouse or another family member will be flown in to be with the member. Also, expenses for accommodations and transportation during their stay, up to $100.00 per day for 10 days, are provided.

Minor Children Return/Escort. If a member requires emergency evacuation, hospitalization for over 24 hours, or in the event of death, and the minor children are left unattended, transportation home is furnished for them.

Vehicle Return. The Travel Assist Provider will return the member's vehicle home and bear the cost up to $1,000.00 when illness, injury, or death requires emergency evacuation or repatriation and the member is unable to drive the vehicle.

24-hour Information Service. Helpful information before and during travel is available to the member. The multilingual staff is prepared to assist and coordinate the management of a wide variety of travel related situations. Services include information on required documents, immunization requirements, State Department Travel Advisory warnings, weather and hazard information about foreign locations and more.

Medical Monitoring. If a member needs to be medically monitored, the Travel Assist Provider's duty physician will monitor the case, while acting as a liaison between the member, the local treating physician, and the family physician as needed.

Medical Referral. The Travel Assist Provider will arrange referrals to a local doctor or hospital, when a member needs help in locating a doctor or hospital while traveling.

Guarantee of Medical Expenses. If a member needs help for overseas claims, the Travel Assist Provider will assist in the arrangement for a payment or guarantee of payment to Providers, based on Participant's personal resources.

Insurance Coordination. If a member needs help for overseas claims, the Travel Assist Provider will assist in coordinating the claims procedure with the appropriate insurance program.

Lost Documentation Service. If a member needs help to replace lost or stolen travel documents (i.e., passport, baggage, tickets, credit cards, etc.), the Travel Assist Provider will advise and assist where possible in their replacement.

Legal Assistance. If a member needs help finding a local attorney or embassy, arranging bail, cash advances, or coordination of payment for legal services from available resources of the traveler, the Travel Assist Provider will arrange referrals.

Emergency Delivery of Prescription Items. If a member needs prescription medication or lenses not available locally, the Travel Assist Provider will organize the delivery of the prescribed item when possible and legally permissible, to the member upon written authorization of the prescribing physician.

Emergency Cash Transfer and Advances. The Travel Assist Provider will arrange for emergency cash advances and transfers through additional sources including hotels, banks, Western Union, etc. if a member needs cash as a result of loss or theft, based on Participant's personal resources. Limit of $500 per transaction.

This is NOT insurance. This is NOT available to Florida residents.

www.aaopd.com

MedScript

You can now SAVE UP TO 50% on your prescription drug needs through MedScript, the most innovative cost containment prescription program available. This exclusive membership benefit allows you to access some of the lowest possible prices on your prescription drug needs… plus, have them delivered right to your front door!

As a member, you will receive rapid service and GUARANTEED LOW PRICES. In fact, if you find a lower price on prescriptions anywhere, MedScript will beat it… GUARANTEED!

It's So Easy To Get Started!

MedScript, a subsidiary of Unity Health, is a St. Louis-based mail service pharmacy. They have saved substantial dollars on the purchase of prescription drugs for people like you. MedScript Service is one of the largest independent pharmacies in the country. They've saved hundreds of thousands of dollars for people like you. MedScript buys in massive quantities straight from manufacturers and deals directly with you, eliminating costly third parties and the expensive overhead of retail stores. They pass these savings on to you on the finest quality pharmaceuticals!

MedScript ensures prescription accuracy by employing strict quality control measures involving multiple checks by authorized pharmacy personnel and licensed pharmacists. MedScript's sophisticated computer system carefully monitors your profile for drug interactions, allergies, and unusual dosage situations. MedScript will even provide annual purchase records for insurance and tax purposes. This exclusive benefit is available to you at NO extra cost… start enjoying this fabulous time and money saving benefit today!

Medicard

In an emergency, getting vital health information to medical personnel quickly could be critical. Your Gateway Medicard keeps your personal medical profile handy at all times. Carry it with you at work, on vacation, or just walking in your neighborhood. You'll feel more secure knowing emergency medical personnel will have access to data needed to administer appropriate care.

When you send in your Gateway Medicard Data Form, it is photographed on microfilm and laminated in a durable plastic card. It is easy to read with a standard magnifying glass routinely carried by medical professionals. Only the Gateway Medicard Data Form will be copied onto microfilm. Separate paper(s) or other forms cannot be accepted; be sure all information appears on the Gateway Medicard Data Form.

As a member, you may order one free medical card per account each year. It's important to update your card annually to ensure your data is current. You will receive a reminder and renewal form every 12 months. If you need to update your card more often, you may do so for only $5 each. You may also order cards for your spouse, children and other family members for only $5 each. Similar cards cost $8 to $20 from other sources. To order extra cards, request and complete an additional Gateway Medicard Data Form for each individual.

Vitamins

"…70% of all illness is preventable" and "…preventable causes account for 980,000 deaths each year…" are statements found in a study published a few years ago in the New England Journal of Medicine. A strong immune system helps fight many of the illnesses that occur, and can delay the aging process. Study after study shows that proper supplementation with nutrients, vitamins, and herbal remedies can help prevent, and in some cases may even cure, many of the ailments we are told are inevitable.

Nutritional R & D provides a complete line of quality vitamins, nutritional supplements, herbal remedies, and health food products at discount prices. You will also receive information about achieving and maintaining optimum health.

As an added benefit, you membership entitles you to a personal consultation about your individual health concerns.

www.aaopd.net

Theme Parks

The Amusement Park Discounts benefit will allow members to receive discounted rates to well-known theme parks throughout the U.S. You will enjoy savings up to a 15% discount on every ticket. The following is a list of various parks that are included:

Cedar Point Sandusky, OH	**Holiday World & Splashin' Safari** Santa Claus, IN	**Celebration City** Branson, MO
Hyland Hills Water World Denver, CO	**HersheyPark** Hershey, PA	**Knott's Berry Farm** Buena Park, CA
LEGOLAND Carlsbad, CA	**Lake Compounce** Bristol, CT	**Michigan's Adventure** Muskegon, MI
Morey's Piers Wildwood, NJ	**Oceans of Fun** Kansas City, MO	**Raging Waters - San Dimas** San Dimas, CA
SeaWorld San Diego San Diego, CA	**Silver Dollar City** Branson, MO	**Six Flags America** Mitchellville, MD
Six Flags AstroWorld Houston, TX	**Six Flags Elitch** Gardens Denver, CO	**Six Flags Great Adventure** Jackson, NJ
Six Flags Great America Gurnee, IL	**Six Flags Hurricane Harbor, Dallas** Arlington, TX	**Six Flags Hurricane Harbor, New Jersey** Jackson, NJ
Six Flags Magic Mountain Valencia, CA	**Six Flags New Orleans** New Orleans, LA	**Six Flags Over Texas** Arlington, TX
Soak City Ohio Sandusky, OH	**Soak City USA - Orange County** Buena Park, CA	**Soak City USA - Palm Springs** Palm Springs, CA
Soak City USA - San Diego Chula Vista, CA	**Universal Studios Hollywood** Universal City, CA	**Valleyfair** Shakopee, MN
White Water Branson, MO	**Wild Rivers Water Park** Irvine, CA	**Worlds of Fun** Kansas City, MO

This list is subject to change without notice; some parks may limit the discount on certain dates.

Discount tickets, delivered to your door. Never wait at the gate again! We ship your valid, unrestricted tickets right to your door. With amusementpark.com, there's nothing else to buy, EVER. We sell only real tickets (not vouchers or coupons for tickets), so you'll breeze on through the gate.

Car Rental

The car rental discount will allow members to receive discounts on selected car rental companies. The participating rental companies include: Alamo , Avis , Hertz, and National.

Magazines

You can save up to 85% off regular subscription rates on popular titles through your Association discount magazine subscription service. In addition to this great discount, some of our programs offer rebates of up to 35% off the purchase price if purchases are made online through eGroupManager.com. Our Magazine Discount program consists of the following companies:

Blue Dolphin: Blue Dolphin offers consumers free, opt-in services that enable them to sample, purchase and manage subscriptions to more than 1000 of America's best-known magazines - a one stop magazine manager.

Magazineline: At Magazineline you'll find over 500 popular magazines - old favorites such as Newsweek, TV Guide, BusinessWeek, Cosmopolitan and the Wall Street Journal; plus newer, edgier titles like Maxim, Vibe, Marie Claire, Fast Company, Wired, and The Source.

Magazines.com, Inc: Offers the very best in selection, price, and service by holding direct publisher authorizations for every magazine title we offer.

NetMagazines.com: NetMagazines.com is a direct marketer of over 1400 magazine titles available for subscription to both personal residences and places of business.

American Association of Professional Drivers

Moving Service

Our association has a special agreement with Cord northAmerican, an agent for North American Van Lines, that applies to relocation services for all members. This agreement provides a substantial discount for our members. Cord northAmerican was selected to provide this relocation benefit to members because of their ability to offer reduced costs while still providing the highest level of service and customer satisfaction.

The association has in place through North American Van Lines the certified Home-To-Home Handling program and a single source of contact. The Home-To-Home Process includes professional packing, loading, and transportation by NorthAmerican' s top drivers, as well as unloading, and unpacking. Each relocation can be itemized to help with your needs, wants and/or budget. Cord northAmerican is proud to present relocation discounts, features and benefits designed for our members. Estimates/Quotes are always free of charge! *Other Services Available:*

Office Moving	Record Retention	Logistics
Warehousing	Distribution	International Services

HopTheShops

By accessing your association through eGroupManager, you will receive preferred customer access to HopTheShops.com, a premium on-line shopping mall. HopTheShops.com includes more than 150 stores. Find quality items at low prices for the best deals in America. Each vendor in the mall has been scrutinized carefully. HopTheShops.com offers the best value on quality items coupled with excellent customer service. Here's a list of categories:

Health & Beauty Products	Home & Garden	Computers & Electronics
Automobiles	Cards & Gifts	Fashion
Wine, Liquor & Cigars	Learning Tools/Education	Sporting Goods
Art & Books	Music & Entertainment	Food
Pet Supplies	Savings & Coupons	Toys

Whether you are looking for a laptop or a new car, you can comparison shop and actually view the items before you purchase them. All of the vendors offer secure sites, prompt delivery service, and full customer satisfaction guarantees. If you choose to access HopTheShops.com you will receive access to special features that are for members only. HopTheShops.com will provide you with a "Member's Only" newsletter, as well as special offers and discounts from their vendors (beyond the discounts already offered). Let them find the best deals for you.

Floral

Welcome to "My Online Florist" Member benefits. Your Association membership lets you send flowers anywhere in North America from the website or by phone. As an association member, you will receive a 40-60 % discount from most retail flower shop prices. Try it and see!

You may also take advantage of these important benefits:

Convenience - You can call 24 hours a day, seven days a week, and request delivery anywhere in North America! (Please note that phone orders are priced slightly higher to reflect the additional service required.)

Quality Guarantee - They guarantee every floral product and provide a customer satisfaction department available to track an order from placement through delivery. All arrangements are guaranteed to last at least seven days.

Service - Enjoy personalized attention from My Online Florist's experienced, friendly Floral Coordinators who can assist you in selecting the perfect gift and assure you that your order will be delivered promptly. They ship UPS and FedEx next day delivery on most orders.

Diversity - Choose from a wide variety of products including fresh flowers, plants, specialty baskets, gifts, and candies.

Whether you want to send a floral gift in your own neighborhood or North America, My Online Florist can deliver your sentiments beautifully, easily, and expertly!

American Association of Professional Drivers

File Solutions

The File System benefit by File Solutions helps you organize your files. View the various services below and learn how you can start getting your files in order and save money in the process. *Select from three different time saving systems and save over retail prices:*

Business Filing System - A comprehensive guidebook shows you what files to build and use for Accounting & Taxes, Fixed Assets, Management, Personnel, and Sales/Marketing. Use any/all of the color-coded labels on ordinary file folders to build a filing system. Includes guidebook, preprinted labels and an index. (File folders or cabinets not included)

Home Filing System - Ideal for the home, you'll quickly organize receipts, bills, taxes, insurance and other family records. Includes guidebook, color-coded labels and an index. (File folders or cabinets not included)

Student's Filing System - Organizes student's paperwork, personal financial records, hobbies, and social activities. Includes guidebook, index, and pre-printed labels. (File folders or cabinets not included)

Customized Websites

eGroupManager provides the advantage of Website development and maintenance. eGroupManager boasts an experienced staff of programmers and graphic designers ready to work for you. All the latest programming capabilities including HTML, JAVA, ASP, Flash, XML and database connectivity are available to members. Designs are crisp and clean, blended with creativity and custom-built to your Website specifications. We can also host your website with our own AxisConnect web hosting service.With an Internet Website by eGroupManager your company can enjoy growth potential which is virtually limitless! *Members receive a 20% discount on all of the services below:*

Custom Web Design Evaluation & Re-design of Current Sites WebSite Hosting

Internet Marketing Consulting on Viability of Internet Projects

Global Fit

To help improve member health and well-being, your association has arranged for you and your family to take advantage of the GlobalFit Fitness Program.

With the Global Fit Fitness Program, you can take advantage of:

Guaranteed Lowest Rates-Up to 60% savings on monthly dues
Month-to-Month Memberships-No long-term contracts
Access to over 1,500 top fitness clubs nationwide, including select Bally Total Fitness, Gold's Gym and Ladies Workout Express locations
Additional discounts for family members
Membership transfer and freeze options available at selected clubs
110% Lowest Price Guarantee

GlobalFit makes it easier to gain the benefits of regular exercise:

Reach & maintain a healthy body weight
Strengthen your heart, lungs, bones and muscles
Lower your risk of many serious conditions, including heart disease, high blood pressure, diabetes and stroke
Look better, feel better and sleep better

Travel Club

Gulliver's Travel, an American Express Travel Services Representative, is the official travel agency for the Association Travel Club. Gulliver's offers competitive pricing and great service on the purchase of tours and cruises.

Discount Cruises: Receive discounts on cruises, plus special group departures.

Discount on Tours: As an Association Member, you get a 3%-5% discount on tours booked online at *www.gullivers.com*!

Receive a 5% discount on tour packages booked with the following tour companies: Funjet Vacations and Adventure Tours USA.

Receive a 3% discount on tour packages booked with the following tour companies: Aeromexico Vacations; ATA Vacations; Continental Airlines Vacations; Delta Vacations; Future Vacations; MexSeaSun Vacations; MGM Mirage Vacations; Mountain Vacations; Town & Country Tours; United Vacations; Universal Parks & Resorts Vacations; and US Airways Vacations.

www.aaopd.com

LensCrafters

At LensCrafters, one hour service is just the beginning! Your identification card brings you and your eligible family members special rates on the following services:

Freedom of Choice - Special rates on all materials and services available at LensCrafters.
Lenses ground to prescription specifications in about one hour.
Over ten times the frame selection of ordinary optical stores.
Personal and responsive service to provide you with high quality care.
Complete satisfaction guaranteed!

Welcome to the privileges of LensCrafters Vision Club!

More for your healthcare dollar.
Savings at all LensCrafters locations nationwide.
20% discount on all purchases at any LensCrafters.
10% discount on professional services including eye exams and contact lenses.*
Discount may be used by all family members.
Unlimited usage!

*(Discount on eye exams and contact lenses may vary from store to store.)

This is **not** insurance.

Accudiet

As an association member you and your family receive special pricing at accudiet.com, the all-in-one interactive toolkit for the personalized diet and exercise program made to fit just one person - you. AccuDiet.com* features Genesant's state-of-the-art nutritionist and personal trainer software, honored by Forbes magazine with its "Best of the Web" award.

Accudiet.com features:

Personalized meal plans tailored to your needs and goals
Interactive program uses your entered results to keep your diet on track
Smart weekly shopping lists
Convenient at-a-glance calorie, fat, carb, and protein totals
Customized workouts match your fitness level
Access-Anywhere online workout calendar and log

* (AccuDiet.com is a proprietary Web property of Genesant Technologies, Inc.).

Child ID Service

You can't be with your children all the time-especially when they go to school-but you can provide additional protection for those times when they're not with you. By registering your children with UBR Child ID Card Services, authorities will be able to provide faster, more complete help to your child should he/she be missing or abducted.

Best of all, registration of your first two children is FREE as part of your association membership. Registration of additional children is available for a nominal fee.

Penny Wise Office Supplies

Association members get huge selection, free, fast delivery and the guaranteed lowest prices on office products from Penny Wise. Penny Wise not only offers the lowest prices, but also provides a huge selection on over 20,000 items - four times the selection of the superstores. Plus, delivery is free within the contiguous U.S. and next day is virtually guaranteed from Penny Wise's 40 distribution centers nationwide.

Members get up to 36% off already discounted prices for savings of up to 80% off suggested list price. Penny Wise also offers an additional 3% savings when orders are placed through its Website (www.penny-wise.com). And, members' prices are guaranteed! If a member buys a product from Penny Wise, sees it advertised for less and sends the ad to Penny Wise within 30 days, Penny Wise will refund the difference or credit the member's account.

Just call and ask for a Members Only catalog to start saving today. Don't forget to tell the operator that you are an association member and request your special savings by mentioning member benefit code "NAC".

www.aaopd.net

Pre-Employment Background Reports

This service is offered to both business owners and individual members at discounted rates. Companies now have their own security and investigation division available when the need arises. Individual members can use these services when personal needs require services such as locating someone, conducting a background check on a future relative or any other needs that require investigative services.

ALLIED INTELLIGENCE, INC. is an internationally renowned investigative and consulting agency founded in 1980 and headquartered in St. Louis, Missouri. ALLIED provides professional services in most basic and sophisticated areas of investigations, executive protection, security consulting and electronic countermeasure surveys (debugging).

Pre-Employment Background Reports

MAKING THE RIGHT CHOICE! When trying to hire the best applicant for a position, the decision maker needs unbiased information. Pre-Employment Background Reports provide information to help you verify the applicant's qualifications as well as their character.

Some services include:

- Criminal Conviction History (one state or country)
- Financial History Report
- Bankruptcy & Tax Liens
- Alias Names Used
- Verifies Accurate Social Security #
- Assistance in Verifying Subject's Identity
- Verification of Education, Prior Employment & Prior Addresses
- Nationwide Social Security # Search
- Professional Licensing Verification
- Driving Records

* Some services require a release from your applicant. Return time varies from 48 hours to 10 days depending on the state from which information is requested. Cost can also vary depending on state, however, notification will always be made before any work is performed.

Up to 15% off Investigative Services, plus a Free Consultation.

Savers Club Book

Association members can save hundreds of dollars at home and all across the country. With the value-packed Savers Club Book, you and your family can save 50% on rooms at over 3,000 participating lodging properties, including Days Inns, Ramadas, Travelodges, Howard Johnsons, Sheratons, Radissons, and more.

The free Savers Club® Book also features money-saving offers good for:

- Theme Park Admissions - Busch Gardens, Dollywood, SeaWorld, Kings Island, Six Flags and more
- Movie Tickets - at national movie theatre chains across the country
- Car Rentals - including rentals at Alamo, Budget and Hertz
- Other Services like Dry Cleaning, Audio Books, Coffee Online and much, much more!

THIS IS NOT INSURANCE, NOR IS IT INTENDED TO REPLACE INSURANCE.

Benefits are subject to change at any time and without notice. Not all benefits are available in all states. The American Association of Professional Drivers is not an insurance company or an insurance agency. Endorsed insurance products are underwritten and administered by the respective independent insurance companies.

American Association of Professional Drivers

2222 Lynbrook Lane
Garland, Texas 75041
Toll Free: 866.973.4651
www.aaopd.com or *www.aaopd.net*

American Association of Professional Drivers Application

Date _____

APPLICANT INFORMATION

Are you a Professional Driver? ☐ Yes ☐ No

Enrollee Name _____

Enrollee Address _____

City _____ State _____ Zip _____

Social Security Number _____ Daytime Phone Number _____

Gender: ☐ Male ☐ Female Date of Birth _____ E-mail Address _____

EMPLOYER INFORMATION

Name of Employer _____

Employer Address _____

City _____ State _____ Zip _____

Daytime Phone Number _____ Fax Phone Number _____

By signing below, I acknowledge that I am a professional driver and understand that any benefits that accompany membership to American Association of Professional Drivers will become available upon processings of this application by AAOPD. I authorize AAOPD to collect any and all dues for this membership. By signing below, I acknowledge that I have read, understand, and agree to the terms and conditions of membership as they have been presented to me.

Fraud Warning: Any person who knowingly and with intent, defrauds or deceives any professional membership association by submitting an application or filing a claim that contains any false or incomplete information, or conceals information for the purpose of misleading, is guilty of fraud, which is a felony and subject to criminal and/or civil penalties.

Membership Dues: $ 36.00/ Year

AUTOMATIC BANK DRAFT

Bank Name _____

Routing Number _____ Bank Account Number _____

Member Signature _____ Date _____

_____ _____
Enrollee's Signature Date

American Association of Professional Drivers

www.aaopd.com or *www.aaopd.net*

Note To Filer

Created By:

Rosalind Minor on 03/24/2009 10:32 AM

Last Edited By:

Rosalind Minor

Submitted On:

03/25/2009 12:27 PM

Subject:

YOUR NOTE TO REVIEWER - 3/24/09

Comments:

In your Note to Reviewer, you stated that you had an attachment.

This is to advise that there were no attachments received.

Note To Reviewer

Created By:
Lennie Mejia on 03/24/2009 09:04 AM
Last Edited By:
Rosalind Minor
Submitted On:
03/25/2009 12:27 PM
Subject:
Additional Information
Comments:
Dear Ms. Rosalind Minor,

Attached are additional information (Rsponse to State Questionnaire, Financial Statement and Membership Brochure) required for this filing. We trust that we have satisfactorily met all your requirements and look forward to your approval. Thank you for your time and consideration.

Sincerely,
Lennie Mejia

Note To Filer

Created By:

Rosalind Minor on 01/28/2009 10:49 AM

Last Edited By:

Rosalind Minor

Submitted On:

03/25/2009 12:27 PM

Subject:

Question on Filing Fee

Comments:

Our Department will not charge a fee on this submission.

What we do need is additional information on the association. I am attaching a copy of questions and/or information which is needed in order to review this assocation for approval.

SERFF Tracking Number:	*MRKC-126005049*	*State:*	*Arkansas*
Filing Company:	*Markel Insurance Company*	*State Tracking Number:*	*41896*
Company Tracking Number:	*AAOPD*		
TOI:	*H21 Health - Other*	*Sub-TOI:*	*H21.000 Health - Other*
Product Name:	*MBHI - Association Approval*		
Project Name/Number:	*MBHI - AAOPD/AAOPD*		

Attachment "Discretionary Group.doc" is not a PDF document and cannot be reproduced here.

Note To Reviewer

Created By:
Lennie Mejia on 01/27/2009 07:46 AM
Last Edited By:
Rosalind Minor
Submitted On:
03/25/2009 12:27 PM
Subject:
Pending Fees
Comments:
Dear Ms. Ashley Roberts,

Please advice if there are any fees associated with this filing. We were not able to find any specific fees for association filing in the general instructions.

Thank you for your assistance.

Sincerely,
Lennie Mejia

Rate Information

Rate data does NOT apply to filing.

Supporting Document Schedules

Review Status:

Bypassed -Name: Flesch Certification — Approved-Closed — 03/25/2009

Bypass Reason: Not Applicable. This is an association filing and not a forms filing.

Comments:

Review Status:

Bypassed -Name: Application — Approved-Closed — 03/25/2009

Bypass Reason: Not applicable. This is an association filing and not a forms filing.

Comments:

Review Status:

Bypassed -Name: Health - Actuarial Justification — Approved-Closed — 03/25/2009

Bypass Reason: Not applicable. This is an association filing and not a forms filing.

Comments:

Review Status:

Bypassed -Name: Outline of Coverage — Approved-Closed — 03/25/2009

Bypass Reason: Not applicable. This is an association filing and not a forms filing.

Comments:

Review Status:

Satisfied -Name: Cover Letter — Approved-Closed — 03/25/2009

Comments:

Attachment:

AR - AAOPD cover letter.pdf

Review Status:

Satisfied -Name: Articles of Incorporation — Approved-Closed — 03/25/2009

Comments:

Attachment:

_AAOPD Articles of Incorporation.pdf

Satisfied -Name: By-Laws

Review Status:
Approved-Closed 03/25/2009

Comments:

Attachment:
_AAOPD By Laws.pdf

MARKEL INSURANCE COMPANY
4600 Cox Road Glen Allen, Virginia 23060-9817 P.O. Box 3870, Glen Allen, Virginia 23058-3870
(804) 527-2700 (800) 431-1270 Fax (804) 527-7915

January 23, 2009

Arkansas Insurance Department
Life and Health Division
1200 West Third Street
Little Rock, AR 72201-1904

Re: Markel Insurance Company
NAIC Number 38970
Request to Extend Use of Approved Forms to Association Group
Policy Form Number MAG100, et al

Dear Commissioner:

On December 18, 2000, your department approved our form series MAG100, et al, as referenced above.

At this time, we would like to notify you of our intent to issue a master policy to the following association: **American Association of Professional Drivers**

This association, formerly known as National Association of Bandwidth Users, was incorporated in Illinois on October 11, 2004. The name was amended to American Association of Professional Drivers on May 1, 2007. There are currently 2,557 members. Membership is open to any individual consumer 18 years of age and older who share a common interest of having a need for education, benefits and/or services offered through the association. Please see the following documents to substantiate this request:

1) Articles of Incorporation
2) ByLaws

We request that you review the attached Articles of Incorporation and By-Laws and grant us approval to issue policy to said association. Thank you for your consideration and attention.

Sincerely,

Lennie Mejia

Lennie Mejia
Regulatory Compliance Specialist
Markel Accident & Health Division
Tel. (800) 431-1270 Extension 7702, Fax (804) 527-7915
E-mail: lmejia@markelcorp.com

2004R64666

STATE OF ILLINOIS
MADISON COUNTY
FILED FOR RECORD IN
THE RECORDERS OFFICE

10/29/2004 11:17AM

DANIEL R. DONOHOO
RECORDER

DOC FEE: $18.00
PAGES: 2

FORM NFP 102.10 (rev. Dec. 2003)
ARTICLES OF INCORPORATION
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-9522
www.cyberdriveillinois.com

Remit payment in the form of a cashier's check, certified check, money order or an Illinois attorney's or CPA's check payable to the Secretary of State.

FILED

OCT 11 2004

JESSE WHITE
SECRETARY OF STATE

File # 6380-591-2 Filing Fee: $ 50.00 Approved:

Submit in duplicate — Type or Print clearly in black ink — Do not write above this line

18.00 # 978

Article 1. The name of the corporation is: National Association of Bandwidth Users

Article 2: The name and address of the initial registered agent and registered office are:

Registered Agent Timothy Trunnell
First Name Middle Name Last Name

Registered Office 707 Vivian
Number Street (Suite #) (A P.O. Box alone is not acceptable)

Collinsville IL 62234
City ZIP Code County

Article 3: The first Board of Directors shall be 3 in number, their names and addresses being as follows: (Not less than three)

Directors Names	Street Address	City	State	ZIP Code
Martin Yoakum	415 Candlewick Ct.	St. Peters	MO.	63376
Rob Miley	281 McGrath	Florrissant,	MO.	63031
Tim Trunnell	707 Vivian,	Collinsville,	IL.	62234

Article 4. The purposes for which the corporation is organized are:

Educational

Ref. ENU1
NAC INC
1819 CLARKSON #301
CHESTERFIELD, MO.
63017

(over)

C-157.14

Article 4. (continued)

Is this corporation a Condominium Association as established under the Condominium Property Act?
☐ Yes ☑ No *(Check one)*

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? ☐ Yes ☑ No *(Check one)*

Is this corporation a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? ☐ Yes ☑ No

Article 5. Other provisions (please use separate page if additional space is needed):

Article 6. **NAMES & ADDRESSES OF INCORPORATORS**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated September 30 (Month & Day), 2004 (Year).

SIGNATURES AND NAMES	POST OFFICE ADDRESS
1. [signature] Signature	1. 415 Candlewick Ct. Street
Martin Yoakum Name (please print)	St. Peters, MO. 63376 City/Town State ZIP
2. [signature] Signature	2. 281 McGrath Street
Rob Miley Name (please print)	Florissant, MO. 63031 City/Town State ZIP
3. Signature	3. Street
Name (please print)	City/Town State ZIP
4. Signature	4. Street
Name (please print)	City/Town State ZIP
5. Signature	5. Street
Name (please print)	City/Town State ZIP

(Signatures must be in BLACK INK on original document. Carbon copied, photocopied or rubber stamped signatures may only be used on the duplicate copy.)

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer. Please print name and title beneath the officer's signature.
- The registered agent cannot be the corporation itself:
- The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office:
- A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it **will comply with the State and local laws and ordinances relating to alcoholic liquors.**

FOR INSERTS – USE WHITE PAPER – SIZE 8 1/2 x 11

END OF DOCUMENT

FORM NFP 102.10 (rev. Dec. 2003)
ARTICLES OF INCORPORATION
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-9522
www.cyberdriveillinois.com

Remit payment in the form of a cashier's check, certified check, money order or an Illinois attorney's or CPA's check payable to the Secretary of State.

FILED

OCT 11 2004

JESSE WHITE
SECRETARY OF STATE

File # 6380-591-2 Filing Fee: $ 50.00 Approved:

Submit in duplicate — Type or Print clearly in black ink — Do not write above this line

Article 1. The name of the corporation is: National Association of Bandwidth Users

Article 2: The name and address of the initial registered agent and registered office are:

Registered Agent Timothy Trunnell
First Name Middle Name Last Name

Registered Office 707 Vivian
Number Street (Suite #) (A P.O. Box alone is not acceptable)

Collinsville IL 62234
City ZIP Code County

Article 3: The first Board of Directors shall be 3 (Not less than three) in number, their names and addresses being as follows:

Directors Names	Street Address	City	State	ZIP Code
Martin Yoakum	415 Candlewick Ct.	St. Peters	MO.	63376
Rob Miley	281 McGrath	Florrissant,	MO.	63031
Tim Trunnell	707 Vivian,	Collinsville,	IL.	62234

Article 4. The purposes for which the corporation is organized are:

Educational

(over)

C-157.14

Article 4. (continued)

Is this corporation a Condominium Association as established under the Condominium Property Act?
☐ Yes ☑ No *(Check one)*

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? ☐ Yes ☑ No *(Check one)*

Is this corporation a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? ☐ Yes ☑ No

Article 5. Other provisions (please use separate page if additional space is needed):

Article 6. **NAMES & ADDRESSES OF INCORPORATORS**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated September 30 (Month & Day), 2004 (Year).

SIGNATURES AND NAMES	POST OFFICE ADDRESS
1. Signature: [signature]	1. Street: 415 Candlewick Ct.
Name (please print): Martin Yoakum	City/Town, State, ZIP: St. Peters, MO. 63376
2. Signature: [signature]	2. Street: 281 McGrath
Name (please print): Rob Miley	City/Town, State, ZIP: Florissant, MO. 63031
3. Signature:	3. Street:
Name (please print):	City/Town, State, ZIP:
4. Signature:	4. Street:
Name (please print):	City/Town, State, ZIP:
5. Signature:	5. Street:
Name (please print):	City/Town, State, ZIP:

(Signatures must be in **BLACK INK** *on original document. Carbon copied, photocopied or rubber stamped signatures may only be used on the duplicate copy.)*

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer. Please print name and title beneath the officer's signature.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it **will comply with the State and local laws and ordinances relating to alcoholic liquors.**

FOR INSERTS – USE WHITE PAPER – SIZE 8 1/2 x 11

OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 11, 2004 6380-591-2

NAC INC
1819 CLARKSON #301
CHESTERFIELD, MO 63017

RE NATIONAL ASSOCIATION OF BRANDWIDTH

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION OF THE ABOVE NAMED CORPORATION. THE CORPORATION IS REQUIRED TO FILE AN ANNUAL REPORT EACH YEAR. BLANK FORMS WILL BE MAILED BY THIS OFFICE TO THE REGISTERED AGENT AS SHOWN BY OUR FILES APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH. (ORIGINAL DATE OF INCORPORATION).

THE REQUIRED FEE OF $50.00 IN THIS CONNECTION HAS BEEN RECEIVED AND PLACED TO YOUR CREDIT.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

CERTAIN NOT FOR PROFIT CORPORATIONS ORGANIZED AS A CHARITABLE CORPORATION ARE REQUIRED TO REGISTER WITH THE OFFICE OF THE ATTORNEY GENERAL. UPON RECEIPT OF THE ENCLOSED ARTICLES OF INCORPORATION, YOU MUST CONTACT THE CHARITABLE TRUST DIVISION, OFFICE OF THE ATTORNEY GENERAL, 100 W. RANDOLPH, 3RD FLOOR, CHICAGO, ILLINOIS 60601 TELEPHONE (312) 814-2595.

THE ISSUANCE OF THE ARTICLES OF INCORPORATION DOES NOT ENTITLE THE CORPORATION TO A PROPERTY TAX EXEMPTION. YOU MUST APPLY FOR THAT EXEMPTION THROUGH THE BOARD OF REVIEW IN THE COUNTY WHERE THE REAL ESTATE IS LOCATED.

THE DEPARTMENT OF BUSINESS SERVICES IS NO LONGER ISSUING A CERTIFICATE ATTACHED TO THE ARTICLES OF INCORPORATION AS OF FEBRUARY 15, 2002.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
TELEPHONE (217) 782-6961

2008R31782

STATE OF ILLINOIS
MADISON COUNTY
FILED FOR RECORD IN
THE RECORDERS OFFICE

07/07/2008 03:15PM

DANIEL R. DONOHOO
RECORDER

REC FEE: 18.00
PAGES: 2

FORM **NFP 110.30** (rev. Dec. 2003)
ARTICLES OF AMENDMENT
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-1832
www.cyberdriveillinois.com

FILED
MAY 1 - 2007
JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a check or money order payable to Secretary of State.

18.00 CK# 4724

File # 63805912 Filing Fee: $25 Approved:

---- Submit in duplicate ---- Type or Print clearly in black ink ---- Do not write above this line ----

1. Corporate Name **(See Note 1 on back.)**: National Association of Bandwidth Users

2. Manner of Adoption of Amendment:
The following amendment of Articles of Incorporation was adopted on March 30, 2007 (Month, Day & Year) in the manner indicated below (check one only):

☑ By affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. **(See Note 2 on back.)**

☐ By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45. **(See Note 3 on back.)**

☐ By members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of Incorporation or the bylaws, in accordance with Section 110.20. **(See Note 4 on back.)**

☐ By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of Incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20. **(See Note 5 on back.)**

3. Text of Amendment:
(a.) When an amendment effects a name change, insert the new corporate name below. Use 3(b.) below for all other amendments. *Article 1: The Name of the Corporation is:

American Association of Professional Drivers
New Name

(b.) All amendments other than name change.
If the amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to add the full text of the amendment, attach additional sheets of this size.

Ret.
NAC
16476 Chesterfield Airport
Chesterfield MO.
63017

4. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

All signatures must be in BLACK INK.

Dated April 2 , 07
Month & Day Year

National Association of Bandwith Users
Exact Name of Corporation

Rob Miley
Any Authorized Officer's Signature

Rob Miley, Vice President
Name and Title (type or print)

5. If there are no duly authorized officers, the persons designated under Section 101.10(b)(2) must sign below and print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____ , _____
Month & Day Year

Signature	Name and Title (print)
Signature	Name and Title (print)
Signature	Name and Title (print)
Signature	Name and Title (print)

NOTES

1. State the true and exact corporate name as it appears on the records of the Secretary of State BEFORE any amendment herein is reported.
2. Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15.
3. Director approval may be:
   a. by vote at a director's meeting (either annual or special), or
   b. by consent, in writing, without a meeting.
4. All amendments not adopted under Sec. 110.15 require that:
   a. the board of directors adopt a resolution setting forth the proposed amendment, and
   b. the members approve the amendment.

   Member approval may be:
   a. by vote at a members meeting (either annual or special), or
   b. by consent, in writing, without a meeting.

   To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least two-thirds of the outstanding members entitled to vote on the amendment (but if class voting applies, also at least a two-thirds vote within each class is required).

   The Articles of Incorporation may supersede the two-thirds vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote, and not less than a majority within each when class voting applies. (Sec. 110.20)
5. When member approval is by written consent, all members must be given notice of the proposed amendment at least five days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

Printed by Authority of the State of Illinois March 2007 - 10M - C 130.15

END OF DOCUMENT

FIRST AMENDED AND RESTATED BY-LAWS OF AMERICAN ASSOCIATION OF PROFESSIONAL DRIVERS

ARTICLE I
PURPOSES

The purpose of "American Association of Professional Drivers" ("association") is: "Educational" as stated in the Certificate of Incorporation; as well as any powers as are now or may hereafter be granted by the General Not-For-Profit Law of the State of Illinois.

ARTICLE II
OFFICES

The Association shall have and continuously maintain in this state a registered office and a registered agent, and the registered office of the association shall be identical with that of it registered agent. The Association may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III
MEMBERS

3.01 Class of Members. The Association shall have two (2) classes of members. The designation of such classes and qualifications of the members of such classes shall be as follows:

(a) **Individual membership.** The individual is entitled to participate in all benefit programs offered by the Association.

(b) **Family membership.** The primary member is entitled to participate in all benefit programs offered by the Association. The enrolled spouse of primary member and enrolled children of the primary member are entitled to participate in each applicable benefit program offered by the Association in accordance with the limitations, if any, of each such program.

3.02 Voting Rights. Each primary member shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors. Voting may be in person or by proxy; provided that no proxy may be used for voting purposes unless the original of the proxy is filed with the Secretary of the Association at least seven (7) days before the meeting at which it is to be used.

3.03 Termination of Membership. Each individual member and all family members who shall be in default in the payment of dues for the period fixed in Article XI of the By-Laws is automatically ineligible for membership and loses all privileges and rights of membership in the Association, subject to the sole discretion of the Board of Directors to extend such time period for the payment of dues.

3.04 Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not entitle such member to any refund of dues and the member shall immediately lose all privileges and rights of membership in the Association.

3.05 Reinstatement. Upon written reapplication a former member may be reinstated to membership in the Association in the sole discretion of the Board of Directors.

3.06 Membership Not Transferable. Membership in the Association is not transferable or assignable.

ARTICLE IV
MEETINGS OF MEMBERS

4.01 Annual Meetings. An annual meeting of the primary members of the Association shall be held for the purpose of electing Directors and the transaction of any other business as may come before the meeting. The date of the annual meeting shall be determined by the Board of Directors.

4.02 Special Meeting. Special meetings of the primary members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President and shall be called by the Secretary at the direction of a majority of the Board of Directors, or at the request in writing of members representing at least one hundred (100) votes entitled to be cast at such meeting.

4.03 Place of Meeting. The Board of Directors may designate any place, within or without the State of Illinois as the place of meeting for any annual meeting. The President or Board of Directors may designate any place within or without the State of Illinois as the place of the meeting for any special meeting. If no designation is made, the place of meeting shall be the registered office of the Association.

4.04 Notice of Meetings. Written or printed notice stating the place, day and hour of any regular or special meeting of the Association's primary members shall be delivered to each primary member (i) in person, (ii) by mail, (iii) by facsimile, (iv) by e-mail, or (v) by the Association's internet website not less than seven (7) or more than forty (40) days before the date of such meeting, by or at the direction of the President, or Secretary, or the Board of Directors or person calling the meeting. In the case of special meetings, the purpose for which the meeting is called shall be stated in the notice. The notice of meeting shall be deemed delivered when (i) personally handed to the primary member, (ii) deposited in the United States mail addressed to the primary member at the address as it appears on the records of the Association, with postage thereon paid, (iii) faxed to the facsimile phone number of the primary member as it appears on the records of the Association, (iii) sent by e-mail to the e-mail address of the primary member as it appears in the records of the Association, or (iv) posted on the Association's internet website. Notice of meetings may be included in any publication that is distributed to the primary member.

4.05 Cancellation of Meetings – Notice. Meetings called and noticed in accordance with Section 4.04 above, maybe cancelled upon twenty four (24) hours notice delivered by e-

mail or posting at the Association's internet website. The notice of cancellation shall be deemed delivered when (i) the e-mail is sent to the e-mail address of the primary member as it appears in the records of the Association, or (ii) the posting on the Association's internet website occurs.

4.06 Quorum. There shall be no minimum number of members necessary to be present at any regular meeting or special meeting, in order to constitute a quorum. Those members present shall therefore constitute a quorum.

4.07 Manner of Acting. The vote majority of the primary members present on any matter of business presented during any regular or special meeting shall constitute the act of the members.

4.08 Written Consent of Primary Members. Upon approval by the Directors, any action required to be taken at a meeting of the members of the Association or any other action which may be taken at a meeting, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by a majority of the members with respect to the subject matter thereof.

4.09 Parliamentary Procedures. Parliamentary Procedure for all meetings of the primary members shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these By-Laws.

4.10 Voting. At all meetings of the primary members, each primary member of record shall be entitled to one (1) vote. A vote may be cast either orally or in writing in person or by proxy. A "primary member of record" is a person who is a member in good standing of the Association as of the close of business on a date, selected by the Board of Directors, not less than forty (40) days nor more than fifty (50) days before the date of the meeting (the "record date"). When a quorum is present at any meeting, the vote of the holders of a majority of primary members present shall decide any questions properly brought before such meeting, unless the questions are ones upon which, by express provision of law or of the Association's Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

4.11 Matters Reserved to Membership Vote. The following matters shall be authorized only upon a vote "thereon" by the primary members at a meeting called to consider such matter:

(a) An amendment to the Association's Articles of Incorporation;
(b) The election of the Board of Directors; and
(c) Any other matter which the Board of Directors, in their sole discretion, by resolution shall commit to a vote of the members.

ARTICLE V
BOARD OF DIRECTORS

5.01 Number of Directors. The number of Directors shall be no fewer than three (3) and no more than twenty-five (25); provided however, that whenever numerically possible, the Directors shall be divided into three (3) equal classes each serving staggered terms of three (3) years in accordance with Section 5.02.

5.02 Nominating Committee and Classes of Directors. The Board of Directors shall appoint a committee each year for the purposes of nominating successor Directors in accordance with the provisions of these By-Laws. At the 2006 annual meeting of the members of the Association, five (5) Directors will be elected, who will be divided into three classes. There will be one (1) Director in the first class, who will hold office until the 2007 annual meeting of the membership of the Association after their election and until their successors are elected and qualified; there will be two (2) Directors in the second class, who will hold office until the 2008 annual meeting of the Association after their election and until their successors are elected and qualified; and there will be two (2) Directors in the third class, who will hold office until the 2009 annual meeting of the membership of the Association after their election and until their successors are elected and qualified. At each annual meeting of membership after 2006, Directors will be elected for the class whose term of office expires at that meeting, and such newly elected Directors will hold office until the third annual meeting of the membership of the Association following the date of their election and until their successors are elected and qualified.

5.03 Directors as Members. Directors must be residents of the United States and members of the Association.

5.04 Time for Acceptance of Office. The Board of Directors may declare the office of Director vacant if the person elected to that office does not accept office within sixty (60) days, either in writing or by attending a meeting of the Board of Directors.

5.05 Compensation of Directors. Directors will not receive any stated salary for their services as Directors, but, (i) Association membership dues shall be waived for each Director during their term of office, (ii) by resolution of the Board, a fixed fee maybe paid to each Director for their attendance at Board and/or Committee meetings, and (iii) by resolution of the Board, reasonable expenses incurred by Directors in the performance of their service to the Association maybe reimbursed.

Nothing contained in this Paragraph will be construed to preclude any Director from serving the association in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore.

5.06 Powers of Directors. All corporate powers of the Association will be exercised by or under the authority of the Board of Directors, and the business and affairs of the Association will be managed under the direction of the Board of Directors, subject to limitations set forth in (i) the Articles of Incorporation, (ii) these Bylaws, and (iii) applicable state law. These powers are also subject to the duties of the Directors as prescribed by these Bylaws. Without limitation or prejudice to their general powers, the Directors have the following specific powers:

(a) **Appointment and Removal of Officers.** To select, appoint, remove, and supervise all the other officers, agents, and employees of the Association, prescribe powers and duties for them that are not inconsistent with applicable law, the Articles of Incorporation, or the Bylaws, and fix their compensation. The Board of Directors may delegate the power of appointment and removal and the power to fix the compensation of such other officers, agents, and employees to any officer of the association;

(b) **Management of Association.** To conduct, manage, and control the affairs and business of the Association, or to direct the conduct and management of such affairs and business, and to make any rules and regulations therefore not inconsistent with law, the Articles of Incorporation, or these Bylaws, that they may deem appropriate;

(c) **Offices.** To change the principal office for the transaction of the business of the Association from one location to another, and to fix and locate from time to time one or more subsidiary offices of the Association;

(d) **Member Meetings--Books and Records.** To designate any place for the holding of any shareholders' meeting or meetings except annual meetings, and to cause to be kept open to the inspection of any person entitled thereto and making proper demand therefore, a book of minutes of all meetings of the Directors and members of the Association, adequate and correct books of account of the properties and business transactions of the Association;

(e) **Borrowing Money.** To borrow money and incur indebtedness for the purposes and use of the Association, including the power and authority to borrow money from any of the members, Directors, or officers of the Association, and to cause to be executed, issued, and delivered therefore, in the Association's name, promissory notes or other evidences of indebtedness, and to secure the repayment thereof by deeds of trust, mortgages, pledges, hypothecations, or otherwise;

(f) **Contracts and Obligations.** To assume any obligations, incur liabilities, enter into any contracts, or do any acts incidental to the transaction of the Association's business, and to secure any obligations by mortgage or pledge of all or any of its property, franchises, and income;

(g) **Business Outside of Illinois.** To qualify the Association to do business in any other state, territory, dependency, or foreign country;

(h) **Donations and Gifts.** To make donations on behalf of the Association of its property for the public welfare or for charitable, scientific, or educational purposes;

(i) **Sale and Use of Corporate Property.** To sell, convey, alienate, transfer, lease, assign, exchange, and otherwise dispose of, mortgage, pledge, hypothecate, and otherwise encumber the property, real and personal, and the franchises of the Association, subject to the provisions of applicable law;

(j) **Amendment of Bylaws.** Unless a bylaw adopted by the primary members of the Association provides otherwise as to all or some portion of the Bylaws, to amend or repeal any of these Bylaws and to adopt new bylaws, unless the primary members, in amending, repealing, or adopting a particular bylaw, expressly provide that the Board of Directors may not amend or repeal that bylaw; (provided, however, any amendment or repeal of these Bylaws or adoption of new bylaws by the Board of Directors will be effected only by the affirmative vote of at least two thirds of the Directors)

(k) **Executive Committee.** To appoint an Executive Committee and other committees, and to delegate to the Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the Association, except the powers to adopt, amend, or repeal bylaws, or such other powers as are required by law to be exercised by the Board of Directors. The Board of Directors has the power to prescribe the manner in which proceedings of the Executive Committee and other committees will be conducted. The Executive Committee will be composed of two or more Directors. The President shall be an ex-officio member of all Executive Committees of directors. Unless the Board of Directors otherwise provides, the Executive Committee will be governed by the following:

(1) **Regular Meetings.** Regular meetings of the Executive Committee will be held at those times determined by the Board of Directors, or by the Executive Committee, and may be held without notice;

(2) **Special Meetings.** Special meetings of the Executive Committee will be held at the principal office of the Association, or at any place that has been designated from time to time by resolution of the Executive Committee or by written consent of all members thereof;

(3) **Calling and Notice of Special Meetings.** Special meetings may be called by the President, any Vice President who is a member of the Executive Committee, or any two members thereof. Written notice of the special meeting must be given to the members of the Executive Committee, stating the time and place of the special meeting. The notice must be given in the same manner provided

for giving notice to Directors of special meetings of the Board of Directors;

(4) **Minutes at Executive Committee Meetings.** Minutes will not be required for any meeting of the Executive Committee;

(5) **Vacancies.** Vacancies in the membership of the Executive Committee will be filled by the Board of Directors;

(6) **Quorum.** A majority of the authorized number of members of the Executive Committee will constitute a quorum for the transaction of business; and

(7) **Waiver of Notice or Consent to Meeting.** Transactions of any meeting of the Executive Committee, however called and noticed or wherever held, will be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the members not present signs a written waiver of notice or a consent to holding that meeting or an approval of the minutes thereof. All waivers, consents, or approvals will be filed with the corporate records or made a part of the minutes of the meeting.

5.07 Board of Director Regular Meetings. A regular annual meeting of the Board of Directors shall be held each year immediately after the annual meeting of the primary members of the Association for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The regular annual meeting of Directors shall be held without other notice than these By-Laws.

5.08 Board of Director Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. All special meetings shall be held at the registered office of the Association unless otherwise agreed upon by a majority of the Board of Directors in attendance at the meeting.

5.09 Notice. Notice of any special meeting of the Board of Directors and the business to be transacted shall be given at least five (5) days previously thereto by written notice delivered to each Director (i) in person, (ii) by mail, (iii) by facsimile, (iv) by e-mail, or (v) by the Association's internet website In the case of special meetings, the purpose for which the meeting is called shall be stated in the notice. The notice of meeting shall be deemed delivered when (i) personally handed to the Director, (ii) deposited in the United States mail addressed to the Director at the address as it appears on the records of the Association, with postage thereon paid, (iii) faxed to the facsimile phone number of the Director as it appears on the records of the Association, (iii) sent by e-mail to the e-mail address of the Director as it appears in the records of the Association, or (iv) posted on the Association's internet website. Notice of meetings may be included in any publication that is distributed to the Director.

5.10 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

5.11 Place of Directors' Meetings. Regular and Special meetings of the Board of Directors will be held at the locations selected by the Board of Directors.

5.12 Meetings by Telephone. Any meeting of the Board of Directors may be held by telephone conference call in which all or some of the Directors are not physically present at the place of the meeting, but all participate in the conduct of the meeting by telephone. For the purpose of determining the presence of a quorum and for all voting purposes at such a meeting, all participating Directors are considered present and acting.

5.13 Rules for Directors' Meetings. Directors' meetings will be presided over by the Chairperson of the Board of Directors or, in his or her absence, by the President or a Vice President of the Association, or, if no such officer is present, by any Director chosen by a majority of the Directors present. The Secretary, or an Assistant Secretary, of the Association will attend and take minutes of those meetings. In the absence of that officer, the presiding officer will designate some person present to take minutes of the meeting. The precedence of, and procedure on, motions and other procedural matters at those meetings will be governed so far as practicable by Robert's Rules of Order insofar as those rules are not inconsistent with law, the Association's Articles of Incorporation, or these Bylaws.

5.14 Rules for Board Committee Meetings. Every meeting of a Board committee will be presided over by the committee chairperson or, in the absence of a chairperson, by any member chosen by a majority of the members present.

5.15 Action of Directors by Written Consent. Any action required or permitted to be taken by the Board of Directors or by any Board committee may be taken without a meeting, if all members of the Board or Board committee] individually or collectively consent in writing to that action. Written consent or consents will be filed with the minutes of the proceedings of the, and any action by written consent has the same force and effect as a unanimous vote of the Directors or Board committee members.

5.16 Vacancies. Vacancies created by the death, resignation, or removal of a director may be filled by a majority vote of the directors then in office though less than a quorum, and each director so chosen shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. A director may be removed at any time, with or without cause, by a vote of majority of the remaining directors. If there are not directors in office, then an election of directors may be held in the manner provided by law. Newly created directorships shall be filled by election at an annual meeting or special meeting called for that purpose.

ARTICLE VI
OFFICERS

6.01 Officers. The Officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary or combination thereof, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and on or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.02 Election and Term of Office. The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new officers created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

6.03 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 Association would be served thereby.

6.04 Vacancies. 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.

6.05 President. The President of the Association shall be the principal executive officer of the Association. He shall supervise and conduct the affairs of the Association in such manner as will best accomplish the purposes set forth in the Articles of Incorporation of the Association. He shall preside at all meetings of the Association members and Board of Directors. He shall countersign all checks together with the Treasurer.

6.06 Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

6.07 Treasurer. The Treasurer or Assistant Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies received by the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws.

6.08 Secretary. The Secretary or Assistant Secretary of the Association shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records of the Association;

see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal, if any, is duly authorized in accordance with the provision of these By-Laws; keep a register of the post office address of each members with shall be furnished to the Secretary or Assistant Secretary by such member; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary or Assistant Secretary by the President or by the Board of Directors.

ARTICLE VII
OTHER COMMITTEES

7.01 Committees of Directors. The Board of Directors may designate one or more committees (other than an Executive Committee), each which shall consist of two (2) or more directors, which committees shall have and exercise the authority delegated and assigned to it by the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. The President shall be an ex-officio member of all other committees of directors.

7.02 Committees of Non-Directors. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by the Board of Directors or the President. Members of each such committee shall be members of the Association. Any member thereof may be removed by the President.

7.03 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.04 Quorum. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.05 Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

8.01 Contracts. The Board of Directors may authorize the officers or agents of the Association to enter into contracts or to execute and deliver documents in the name of and on behalf of the Association. Such authority shall be confined to specific instances. Such contracts may be for any purpose deemed by the Board of Directors to be appropriate, including the contracting with a third party for any or all administrative and other services and functions necessary for the Association to achieve its purpose.

8.02 Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Association.

8.03 Deposits. All funds coming into possession of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

8.04 Gifts. The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or device for the general purpose or for the special purpose of the Association.

8.05 Loans. The Association may, upon authorization of the Board of Directors, from time to time accept or negotiate loans of financial assistance to be repaid at such time as the Association is reasonably able to repay.

ARTICLE IX
CERTIFICATES OF MEMBERSHIP
FULFILLMENT BROCHURES

9.01 Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and shall be sealed with the seal of the Association, if any. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

9.02 Issuance of Certificates. When a member has applied for and is eligible for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

9.03 Fulfillment Brochures. The Board of Directors may provide for the issuance of fulfillment brochures or kits to new members outlining the rights, privileges, and benefits of membership in the Association.

ARTICLE X
BOOKS AND RECORDS

The Association shall keep correct and complete corporate minute of the proceedings of its members and Board of Directors at the registered or principal office or the Association. The corporate minute book of the Association may be inspected by any member, or his agent or attorney for any purpose at any reasonable time in the offices of the Association or at any other place in the same city designated by the President.

ARTICLE XI
DUES AND INITIATION FEES

11.01 Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each class.

11.02 Payment of Dues. Dues shall be payable in advance.

11.03 Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the period from which dues because payable, such member shall be automatically dropped from membership unless the Board of Directors, in its discretion, extends the time for payment of dues.

11.04 Initiation Fee. Each member may be required to pay, in addition to applicable dues, the amount of any initiation fee designated by the Board of Directors as a prerequisite to membership. The Board of Directors may provide that the initiation fee is waived for members who are part of a group where the sponsor pays a stated initiation fee on behalf of all group members.

ARTICLE XII
FISCAL YEAR

The fiscal year of the Association shall begin the first day of January and end the last day of December.

ARTICLE XVIII
DISPUTE RESOLUTION PROCEDURES

As used in these By-Laws and Dispute Resolution Procedures, the term "Dispute" shall mean any action, complaint, claim or controversy of any kind, whether in contract or in tort, statutory or common law, legal or equitable or otherwise, now existing or hereafter occurring between the Association or any officer, director, agent, employee, representative, heir, assign, beneficiary, successor, or affiliate of the Association on the one hand, and any member or prospective member of the Association, or any agent, representative, heir, assign, beneficiary, or successor of such member or prospective member on the other hand, which in any way arises out of or pertains to, directly or indirectly, (i) the Association (ii) the rights, privileges or benefits of membership in the Association, (iii) governance of the Association, or (iv) any other matter involving the Association membership enrollment process, dues, assessments, any representation, modification, extension, interpretation, violation, renewal, termination of this

Association or Association membership, as well as the content of any documents related to (i), (ii), (iii), (iv) including, without limitation, advertising brochures, membership materials, member benefit descriptions, applications, correspondence and similar documents, or any past, present or future incidents, omissions, acts, errors, claims, benefits, claims for benefits, practices or occurrences causing any alleged injury or damage to any party whereby the other parties or their agents, employees or representatives may be liable, in whole or in part.

13.01 Mediation of Disputes. Any and all Disputes arising out of or relating to the Association shall be submitted to the Judicial Arbitration and Mediation Services, Inc. ("JAMS"), or its successor, for mediation, and if the matter is not resolved through mediation, then it shall be submitted to JAMS, or its successor, for final and binding arbitration pursuant to the arbitration procedures provided herein.

13.02 Mediation Procedures. Either party may commence mediation by providing to JAMS and the other party a written request for mediation, setting forth the subject of the dispute and the relief requested. The parties will cooperate with JAMS and with one another in selecting a mediator from JAMS panel of neutrals, and in scheduling the mediation proceedings. The parties will participate in the mediation in good faith, and they will share equally in its costs. All offers, promises, conduct and statements, whether oral or written, made in the course of the mediation by any of the parties, their agents, employees, experts and attorneys, and by the mediator or any JAMS employees, are confidential, privileged and inadmissible for any purpose, including impeachment, in any arbitration involving the parties, provided that evidence that is otherwise admissible or discoverable shall not be rendered inadmissible or non-discoverable as a result of its use in the mediation.

13.03 Deadline for Resolution of Disputes by Mediation. In the event the parties do not amicably resolve the Dispute at mediation or within forty five (45) days following the date of the mediation, then either party may initiate arbitration in accordance with these By-Laws with respect to the dispute that was submitted to mediation. The mediation may continue after the commencement of arbitration if the parties so desire. Unless otherwise agreed by the parties, the mediator shall be disqualified from serving as arbitrator in the case.

13.04 Mandatory and Binding Arbitration of Disputes. Any Dispute arising out of or relating to the Association, directly or indirectly, including the determination of the scope or applicability of these Dispute Resolution Procedures that is not amicably resolved by the parties under the Mediation provisions above shall be decided by mandatory and binding arbitration conducted in the state in which the Dispute arose. Mandatory and binding arbitration is intended to be the exclusive means by which Disputes not resolved by mediation are finally resolved. In no event shall any member or other applicable party file a lawsuit or cause legal proceedings to be commenced as a result of any Dispute that is connected to or in any way involves the Association. No Disputes shall be decided in Federal or state courts or before a judge or jury, and the courts shall bar and dismiss any such attempted litigation. Any member or other applicable party who initiates or attempts to initiate any legal action in contravention of these Dispute Resolution Procedures shall be barred by the court from proceeding in such action, and shall pay the attorneys' fees and court costs incurred by the responding parties in defending against such legal action.

13.05 Commencement of Arbitration. In accordance with Section 13.03 above, arbitration shall be commenced by filing a written demand for arbitration served upon all affected parties.

13.06 Selection of Arbitrator. The arbitration shall be decided before one arbitrator, who must be a member of the panel of neutrals maintained by Judicial Arbitrations and Mediation Services, Inc. ("JAMS"), or its successor. The arbitration shall be administered by JAMS, or its successor, pursuant to its Comprehensive Arbitration Rules and Procedures. The arbitrator shall be chosen by the parties from the roster of neutrals maintained by JAMS, and in the event the parties are unable to mutually agree to the selection of the arbitrator, then the arbitrator will be selected in accordance with the JAMS Comprehensive Arbitration Rules and Procedures from the JAMS roster of neutrals. In the event that JAMS is not available in the state in which the Dispute arose, the arbitrator shall be selected by the American Arbitration Association from its list of neutrals who are retired judges.

13.07 Additional Rules. In addition to administration of the arbitration under the JAMS Comprehensive Arbitration Rules and Procedures, the arbitrator shall apply the substantive law of the state in which the dispute arose, including laws governing limitations of actions.

13.08 Arbitration Hearing and Award. The arbitrator shall schedule the hearing as soon as reasonably possible and upon conclusion of the hearing shall make a determination in the context of an "Award" specifying the recovery, if any, and reasons for such determination.

13.09 Enforcement of Award. The arbitration Award may be enforced by any Court of competent jurisdiction, and the party seeking enforcement shall be entitled to an award of all costs, fees and expenses, including attorneys' fees, to be paid by the party against whom enforcement is ordered.

13.10 Allocation of Fees and Costs. The arbitrator may, in the Award, allocate all or part of the costs of the arbitration, including the fees of the arbitrator and the reasonable attorneys' fees of the prevailing party.

13.11 Severability. Should any provision of these Dispute Resolution Procedures be held or otherwise determined unlawful, invalid or unenforceable, such defect shall not affect the legality, validity or enforceability of the remaining parts of these Dispute Resolution Procedures, and all such remaining parts hereof shall be valid and enforceable and have full force and effect as if the illegal, invalid or unenforceable part had not been included. It is agreed that any claim that any provision of these Dispute Resolution Procedures is somehow unlawful, invalid, unconscionable, or unenforceable shall be submitted to binding arbitration for resolution, and in any such arbitration proceeding such claim or challenge shall be urged and addressed specifically and separately.

ARTICLE XIV
SEAL

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE XV
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Law of Illinois under the provisions of the Articles of Incorporation or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI
INDEMNIFICATION

The Association shall provide for indemnification by the Association of any and all of its directors of officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

ARTICLE XVII
DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Bylaws adopted and approved this 30th day of March, 2007.

Vice President