

BYLAWS
OF
PINELANDS PUBLIC IMPROVEMENT DISTRICT

A R T I C L E I

Definitions and Construction

A. Bylaws Definitions. Unless the context in which they are used clearly indicates that a different definition is intended, the following terms, when used in these Bylaws, shall have the following meanings:

1. Act: The term "Act" means Section 19-31-17 et seq. of the Mississippi Code Annotated of 1972, as presently or subsequently amended, as well as any corresponding successor statutes thereto and provisions thereof.

2. Board: The term "Board" means the Board of Directors of the Public Improvement District.

3. Public Improvement District: The term "Public Improvement District" and/or "PID" means the public body, corporate political entity referred to in Section A of Article II of these Bylaws.

B. Act Definitions. Unless the context in which they are used clearly indicates that a different definition is intended, any terms used in these Bylaws, which are not specifically defined in either this Article I or any other provisions of these Bylaws but which are specifically defined by the Act (whether for general or special and limited purposes), are defined for purposes of these Bylaws identically to the definitions of such terms as contained in the Act.

C. Bylaws Construction. Any conflicts between the provisions of these Bylaws and the nondiscretionary provisions of the Act shall be resolved in favor of and be controlled by the applicable provisions of the Act, and these Bylaws shall be interpreted and construed consistently with the applicable provisions of the Act.

ARTICLE II

Name and Offices

A. Name. The name of this public body, entity, corporate and political shall be "Pinelands Public Improvement District".

B. Principal Office. The initial principal office of the PID shall be located at 200 East Government Street, Suite, 100, Brandon, Ms. 39042, subject, however, to such initial location

C. Annual Meetings. Annual meetings of the Board shall be held each year. Unless the Act provides otherwise, notice shall not be required to be given of the date, time or place of the annual meetings of the Board, nor of the purposes of such meetings. Annual meetings may be combined with regular meetings of the board, at the discretion of the board.

D. Regular Meetings. The Board, by resolution adopted by a majority of the full Board, may designate the place (which may be within or without the State of Mississippi), date, and time for regular meetings of the Board to be held more frequently than annually. Written or printed notice of such resolution shall be given to all directors within a reasonable time after the adoption thereof. Unless the Act provides otherwise, notice of the date, time, place, or purposes of such regular meetings of the Board shall not be required to be given.

E. Special Meetings. Special meetings of the Board may be called at any date, time and place, either within or without the State of Mississippi by the Chairman of the Board, President of the PID, or a majority of the Board. Notice meeting the requirements of Article XI of these Bylaws, stating the place, date and time of such special meeting, shall be given by the Secretary to each director, at least five (5) days prior to the date of such meeting, but it shall not be necessary to describe in such notice the purpose of such special meeting.

F. Telephonic Meetings Permitted. The Board may permit any or all directors to participate in an annual, regular or special meeting by, or conduct such a meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

G. Action by Consent of Directors. Any action required or permitted to be taken at a meeting of the Board may be taken without such a meeting if one or more written consents, describing and evidencing the action so taken, shall be signed by all of the members of the Board and included in the minutes or filed with the corporate records reflecting the action taken, with such action to be effective when the last director signs the consent, unless the consent specifies a different effective date. Such a consent is to have the same effect as a meeting vote and may be described as such in any document.

H. Quorum. A majority of the number of directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

L. Voting. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. A director who is present at a meeting of the Board or a committee thereof when action is taken is deemed to have assented to the action taken unless:

1. such director objects, at the beginning of the meeting or promptly upon his arrival, to holding the meeting or transacting business at the meeting;

2. such director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

3. such director delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the PID immediately after adjournment of the meeting.

This right of dissent or abstention is not available to a director who votes in favor of the action taken.

J. Compensation. Directors of the Board may receive per diem compensation for services in an amount as provided under Section 25-3-9 of the Mississippi Code Annotated of 1972, and shall be entitled to expenses necessarily incurred in the discharge of their duties in accordance with Section 25-3-41 of the Mississippi Code Annotated of 1972. Any payments for compensation and expenses shall be paid from funds of the PID.

K. Resignation. A director may resign at any time by delivering written notice to the Board, its Chairman or to the PID. A resignation is effective when the notice thereof is delivered unless the notice specifies a later effective date.

L. Committees and Employees. In furtherance of its conduct of the business of the PID and the exercise of its powers, the Board may establish such committees of the Board and assign such duties and responsibilities to such committees as they may deem necessary or appropriate in carrying out their duties and responsibilities from time to time. The Board may employ an executive director, a secretary, professional consultants, technical experts, other officers, agents, representatives, and employees, permanent, part time, and temporary, as they may deem necessary or appropriate in conducting the business of the PID from time to time. The qualifications, duties, and compensation of such shall be determined by the Board, and the Board may delegate to one or more of such persons such powers or duties as they may deem necessary or appropriate in carrying out the PID business.

ARTICLE IV

District Manager

The Board may employ and fix the compensation of a district manager ("District Manager"). If so employed, the District Manager shall have charge and supervision of the works of the PID and shall be responsibly for (a) preserving and maintaining any improvement or facility constructed or erected pursuant to the provisions of the Act, (b) maintaining and operating the equipment owned by the PID, and (c) performing such other duties as may be prescribed by the Board. The District Manager may hire or otherwise employ and terminate the employment of such other persons including, without limitation, professional and supervisory as may be necessary as authorized by the Board. The compensation and other conditions of employment of the officers and employees of the PID shall be as provided by the Board. It is not necessary that the District Manager be a member of the Board.

ARTICLE V

Officers

A. Number and Qualifications. The officers of the PID shall consist of a President, a Secretary, and a Treasurer, and may also consist of a Chairman of the Board and/or one (1) or more Vice Presidents (the number thereof and, if there is to be more than one, the division of duties and responsibilities and the respective order in the line of succession to the President, to be determined by the Board) and such other officers, assistant officers and agents as shall from time to time be determined or appointed by the Board. Any two (2) or more offices may be held simultaneously by the same person, and the same officer may execute, acknowledge, verify and/or deliver any instrument or documents in the name of and on behalf of the PID in more than one official capacity. Officers are subject to the same restrictions and qualifications as directors under these Bylaws. The Chairman of the Board must be a member of the Board, but it shall not be a requirement that any other officer of the PID also be a member of the Board.

B. Election and Term. The Board has the sole authority to appoint the officers (including assistant officers) of the PID. Each initial officer or any new officer of the PID appointed by the Board shall hold office until the first annual meeting of the Board after his or her appointment, and until his or her successor shall have been duly appointed, or until his or her earlier death, incapacity, resignation, or removal as hereinafter provided. Thereafter, each officer shall be appointed at each annual meeting of the Board and shall hold office until his or her successor shall have been duly appointed or until his or her earlier death, incapacity, resignation, or removal as hereinafter provided.

C. Compensation. The Board shall fix the salaries and other compensation of the officers of the PID. Any payment made to an officer of the PID, such as salary, commission, bonus, interest, or rent, or entertainment expense incurred by such officer, which shall be finally disallowed by the Internal Revenue Service in whole or in part as a deductible expense to the PID, shall be reimbursed by such officer to the PID to the full extent of the disallowance. In lieu of immediate payment by the officer to the PID, subject to the determination of the Board, proportionate amounts may be withheld from his or her future compensation payments until the amount owed to the PID has been recovered.

D. Resignation. An officer may resign at any time by delivering notice to the PID. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

E. Removal. Any officer or agent of the PID appointed by the Board may be removed by the Board whenever, in the Board's judgment, the best interest of the PID would be served thereby. Such removal may be made with or without cause.

F. Notice of Employment and Removal of Officers. Absent a written agreement signed by a duly authorized officer of the PID to the contrary, all employment with the PID, including any employment of officers, is at will. Election to an office does not itself constitute

employment with the PID and does not change the nature of any employment. The employment of officers, like that of all other employees and/or services of officers, may be terminated at any time, with or without cause, and without further obligation.

G. Vacancies. A vacancy in any office, because of death, incapacity, resignation, removal, disqualification, or otherwise, may be filled by the Board, at any meeting thereof, for the unexpired period of the term. If a resignation is made effective at a specific later date and the PID accepts the future effective date, the Board may fill the pending vacancy before the effective date of the resignation if the successor officer does not take office until the effective date of the resignation.

ARTICLE VI

Duties of Officers

A. Chairman of the Board. The Chairman of the Board, if one is appointed by the Board, shall be the Chief Executive Officer of the PID, unless some or all of the duties incident to said position be delegated by the Chairman or the Board to some other officer. The Chairman shall preside at all meetings of directors, or shall designate some other person to preside at such meeting. The Chairman shall have general supervision and management of the business policy of the PID and shall have the power and authority to sign, make, execute, and deliver any and all deeds or conveyances, leases, contracts, assignments, releases, share certificates, and all other documents and instruments on behalf of the PID. The Chairman shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board from time to time.

B. President. The President shall be the Chief Operating Officer of the PID; shall have general supervision and management over the day-to-day business operations of the PID; shall have the power and authority to sign, make, execute, and deliver any and all deeds or conveyances, leases, contracts, assignments, releases, share certificates, and all other documents and instruments on behalf of the PID; and shall perform all other duties as are incident to the office of President and as may be required of the President by the Chairman and/or the Board from time to time. In the event that the Board does not appoint a Chairman, the President shall also perform the duties of the Chairman. The President shall perform and be vested with all the powers and duties of the Chairman in the event of the death, disability, incapacity or absence of the Chairman.

C. Vice President/Vice Chairman shall perform such duties as may be prescribed by the Chairman, Board and/or the President from time to time. A Vice President shall perform and be vested with all of the powers and duties of the President in the event of the death, disability, incapacity, or absence of the President.

D. Secretary. The Secretary shall: (a) keep and prepare the minutes of the meetings of the directors and of the Board in one or more books provided for that purpose; (b) see that all notices are given in accordance with the provisions of these Bylaws and as required by law;

(c) be custodian of the PID's records and of the seal of the PID and be responsible for authenticating records of the PID; (d) keep a register of the post office address of each director, which shall be furnished to the Secretary by such director; (e) keep or cause to be kept, and file or cause to be filed, such reports, except financial reports and statements, as the PID is required to keep and maintain pursuant to the Act; and (f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chairman, the President and/or the Board.

E. **Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for the funds, instruments and securities of the PID; (b) receive and give receipts for moneys due and payable to the PID from any source whatsoever; (c) deposit all such moneys in the name of the PID in such banking or savings institution or institutions as shall be selected in accordance with the provisions of Article VII, Section B, of these Bylaws; (d) prepare, or have prepared, such reports of the financial condition of the PID as may be required; (e) furnish to the directors on a timely basis such annual financial statements, reports of indemnification or advancement of expenses to a director in connection with a legal proceeding, and reports of issuance of shares for promissory notes or future services, and such other financial-type reports and statements, as are required to be furnished by the PID pursuant to the Act and Article XII of these Bylaws; and (f) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chairman, the President and/or the Board.

ARTICLE VII

Checks and Deposits

A. Checks. Checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the PID shall be signed by such officer or officers or representative or representatives of the PID as the Board, by resolution, shall designate.

B. Deposits. All funds of the PID, not otherwise employed, shall be deposited from time to time to the credit of the PID in such banks, savings institutions, trust companies, or other depositories as the Board, by resolution, may select.

ARTICLE VIII

Fiscal Year

The annual accounting period and taxable year of the PID shall end on the last day of the month of September of each year, unless otherwise changed by appropriate resolution of the Board.

ARTICLE IX

Seal

There shall be a corporate seal in such form as may be approved from time to time by the Board, although the initial seal of the PID may be approved by either the incorporators or the initial Board. The seal shall be affixed to such instruments and documents as required by law and may be affixed to instruments where not required by law at the discretion of the Board or any officer of the PID.

ARTICLE X

Notices

A. Applicability. Any notice required by the Act, these Bylaws, or otherwise, to be given to any director, or officer of the PID shall be governed by and given in accordance with the requirements of this Article XI of these Bylaws, unless the provisions of the Act, or other statutes applicable to particular circumstances prescribe different notice requirements for such particular circumstances, in which event such notice shall be governed by and given in accordance with such other notice requirements.

B. Delivery. Any notice so required to be given shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person; by telephone, telegraph, teletype or other form of wire or wireless communication; or by mail or private carrier.

C. Effectiveness. Oral notice is effective when communicated if communicated in a comprehensible manner. Written notice to a director, if in a comprehensible form, is effective when mailed, if mailed postpaid and correctly addressed to the director's address as shown in the PID's current record of directors. Otherwise, written notice, if in a comprehensible form, shall be effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the United States mail, as evidenced by the post mark, if mailed postpaid and correctly addressed; or (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

D. Written Waivers. Whenever any notice is required to be given to any director, director, or officer of the PID by the Act or any other statute, these Bylaws, or otherwise, such person or persons may waive any such notice. A waiver thereof must be in writing, signed by the person or persons entitled to such notice (whether before or after the date and time stated in the notice), and delivered to the PID for inclusion in the minutes or filing with the PID records.

E. Waivers by Attendance. A director's attendance at or participation in, a meeting thereof as the case may be, waives such person's objection (a) to lack of any required notice or a defective notice of the meeting, unless such person, at the beginning of the meeting or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does

not thereafter vote for or assent to action taken at the meeting, and (b) to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice (if the purposes are required to be described in the notice), unless such person objects to consideration of the matter when it is presented and does not thereafter vote for or assent to action taken with respect to the matter.

ARTICLE XI

Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board at any annual, regular or special meeting of the Board. Any such action shall require an affirmative vote of a majority of the directors present at a Board meeting at which a quorum is present.

ARTICLE XII

Records and Reports

A. Minutes. The PID shall keep as permanent records minutes of all meetings of its directors and Board, a record of all actions taken by the directors or Board without a meeting, and a record of all minutes of and actions taken by a committee of the Board in place of the Board on behalf of the PID.

B. Accounting and Financial Records. The PID shall maintain appropriate accounting records and shall furnish its directors' annual financial statements, which may be consolidated or combined statements of the PID that include a balance sheet as of the end of the annual accounting period, an income statement for that annual accounting period, and a statement of changes in directors' equity for such annual accounting period unless that information appears elsewhere in the financial statements. If financial statements are prepared for the PID on the basis of generally accepted accounting principles, then the annual financial statements furnished to the directors must also be prepared on that basis. If the annual financial statements are reported upon by a public accountant, such report must accompany them. If not, the statements must be accompanied by a statement of the Chairman, the President, or the person responsible for the PID's accounting records, stating his or her reasonable belief as to whether the statements were prepared on the basis of general accepted accounting principles and, if not, describing the basis of preparation and describing any respects in which the statements were not prepared on the basis of accounting consistent with the statements prepared for the preceding year. The PID shall mail the annual financial statements to each director within one hundred twenty (120) days after the close of each annual accounting period. Thereafter, on written requests from a director who was not mailed the statements, the PID shall mail such director the latest financial statements.

C. Directors List. The PID or an agent appointed by it shall maintain a record of its directors, in a form that permits preparation of a list of the names and addresses of all of its directors.

D. Written Form. The PID shall maintain its records either in written form or in another form capable of conversion into written form within a reasonable time.

E. Records at Principal Office. The PID shall keep a copy of the following records at its principal office at all times:

1. its Bylaws or restated Bylaws and all amendments to them currently in effect;
2. the minutes of all Board meetings and records of all actions taken by the Board of the PID without a meeting for the past three (3) years;
3. all written communications to directors generally within the past three (3) years, including the financial statements furnished for the past three (3) years under Section B of this Article XII of these Bylaws; and
4. a list of the names and business addresses of its current directors and officers.

ARTICLE XIII

Indemnification

A. Special Definitions. For purposes of this Article XIII of these Bylaws, the following terms shall have the following meanings:

1. Director/Officer: The term "Director/Officer" means an individual who is or was a director or officer of the PID.

2. Employee/Agent: The term "Employee/Agent" means an individual who is or was an employee or agent of the PID and who is not or was not, respectively, also a Director/Officer.

3. Both of the terms "Director/Officer" and "Employee/Agent" are further defined to include an individual who, while a Director/Officer or Employee/Agent of the PID, is or was serving at the PID's request as a director, officer, partner, trustee, employee benefit plan fiduciary, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. (An individual is considered to be serving an employee benefit plan at the PID's request if such individual's duties to the PID also impose on, or otherwise involve services by, such individual to the plan or to participants or beneficiaries of the plan.)

4. Both of the terms "Director/Officer" and "Employee/Agent" also are defined to include the estate or personal representative of such an individual. (Any indemnity required for a Director/Officer under this Article XIII of these Bylaws shall continue as to an individual who has ceased to be a Director/Officer with respect to liabilities and expenses incurred for events occurring while such individual was a Director/Officer and shall inure to the benefit of the heirs, executors and administrators thereof. In the discretion of the Board, any indemnity authorized for an Employee/Agent under the Act or this Article XIII of these Bylaws may continue

with respect to liabilities and expenses incurred for events occurring while such individual was an Employee/Agent as to an individual who has ceased to be an Employee/Agent and may inure to the benefit of the heirs, executors and administrators thereof.)

5. Other special and limited definitions applicable to this Article XIII of these Bylaws are contained in the Act.

B. Director/Officer Indemnification. Except to the extent otherwise prohibited or limited by the Act, the Articles of Incorporation (the "Articles") or Sections D and E of this Article XIII of these Bylaws, and in addition to the mandatory indemnification provisions of the Act, the PID (i) shall indemnify any individual who is made a party to a proceeding because such individual is or was a Director/Officer of the PID against liability incurred in such proceeding and shall pay for or reimburse the reasonable expenses incurred by a Director/Officer of the PID who is made a party to a proceeding in advance of final disposition of the proceeding, both to the fullest extent permitted from time to time by the Act; (ii) shall indemnify a Director/Officer of the PID against the expenses incurred by a Director/Officer in connection with an appearance by such Director/Officer as a witness in a proceeding at a time when such Director/Officer has not been made a named defendant or respondent to the proceeding; and (iii) may, at the discretion of the Board, enter into contracts of indemnity with any individual who is a Director/Officer of the PID.

C. Employee/Agent Indemnification. Except to the extent otherwise prohibited or limited by the Act or Sections D and E of this Article XIII of these Bylaws, the PID may, at the discretion of the Board, indemnify any individual who is made a party to a proceeding because such individual is or was an Employee/Agent, against liability incurred in such proceeding; (ii) may, at the discretion of the Board, pay for or reimburse the reasonable expenses incurred by an Employee/Agent of the PID, who is made a party to a proceeding in advance of final disposition of the proceeding; and (iii) may, at the discretion of the Board, enter into contracts of indemnity with any individual who is an Employee/Agent of the PID, and the Board or the directors of the PID may adopt general or specific resolutions of indemnification for any Employee/Agent of the PID-all to the fullest extent permitted by the Act and other laws of the State of Mississippi.

D. Determinations. Notwithstanding any authorization or requirement of indemnification otherwise contained in and provided by this Article XIII of these Bylaws, the PID may not and shall not so indemnify or advance expenses to or for any Director/Officer under Section B of this Article XIII of these Bylaws unless and until such indemnification or expense

advancement is authorized in each specific case after a determination has been made, in accordance with the applicable provisions of the Act, that indemnification of or expense advancement to or for such Director/Officer is appropriate under the circumstances because such Director/Officer has met the standards of conduct prescribed by the Act, as applicable, or their successor statutes. Such standards for Directors/Officers shall also include any other applicable provisions of the Act or other laws of the State of Mississippi required as a condition of and prerequisite to such indemnification or advance reimbursement of expenses otherwise permitted, authorized or required under the Act or required or authorized by these Bylaws. In connection with any advancement of expenses, any Director/Officer must furnish to the PID the written affirmations and undertakings required by the Act as a prerequisite to any such advance reimbursement of expenses. Whenever circumstances exist under which indemnification of, or the advancement of expenses to or for, a Director/Officer may be permitted, authorized or required by the Act and required under these Bylaws, then the PID shall, in accordance with the applicable provisions of the Act, and these Bylaws, review each such specific case and shall make an appropriate determination, based upon the facts and circumstances of each such specific case, as to whether or not indemnification or advancement of expenses is authorized or required under the Act and these Bylaws. If the application of such procedures results in a determination that indemnification of, or advancement of expenses to or for, a Director/Officer is permitted, authorized or required under the circumstances of a specific case, then the PID, also in accordance with such applicable provisions of the Act and these Bylaws, shall both evaluate the reasonableness of expenses otherwise indemnifiable or subject to advancement and shall authorize such indemnification of, or advancement of expenses to or for, such Director/Officer in each specific case as required by this Article XIII of these Bylaws, with the express intention of this Article XIII of these Bylaws being that, if a Director/Officer satisfies such standards of conduct, as required by the Act, for indemnification of, or advancement of incurred expenses to or for, such Director/Officer under Section D of this Article XIII of these Bylaws, then such Director/Officer is, under this Article XIII of these Bylaws, mandatorily entitled to indemnification from the PID against liability incurred by such Director/Officer in connection with such proceeding or to advancement by the PID of reasonable expenses incurred in connection with such proceeding by the Director/Officer under Section B of this Article XIII of these Bylaws. Unless the Articles or these Bylaws provide otherwise, any authorization of indemnification in the Articles or these Bylaws shall not be deemed to prevent the PID from providing the indemnity permitted or mandated by the Act, or its successor statutes.

E. Insurance. The PID may purchase and maintain insurance on behalf of a Director/Officer or Employee/Agent against liability asserted against or incurred by such individual in that capacity or arising from such individual's status as a Director/Officer or Employee/Agent, whether or not the PID would have the power to indemnify such individual against the same liability under the Act or this Article XIII of these Bylaws, to the fullest extent consistent with the public policy of the State of Mississippi. If the PID, on behalf of such a Director/Officer or Employee/Agent, does purchase and maintain insurance against liability asserted against or incurred by such individual in such capacity or arising from such individual's status as a Director/Officer or Employee/Agent, or if another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, on behalf of such a Director/Officer or Employee/Agent, purchases and maintains insurance against liability asserted against or incurred by such individual serving in such capacity, for which liability the PID would otherwise, from time to time, be permitted under the Act or required or authorized under this Article XIII of these Bylaws to indemnify such a Director/Officer or Employee/Agent against such liability or to advance expenses to or for such a Director/Officer or Employee/Agent, then, notwithstanding any such permission for indemnification contained in the Act, or authorization or requirement of indemnification contained in or provided by this Article XIII of these Bylaws, the PID shall neither indemnify such a Director/Officer or Employee/Agent for

any such liability for which indemnification would otherwise be so permitted under the Act, or authorized or required under this Article XIII of these Bylaws, nor make any advancements to or for such a Director/Officer or Employee/Agent for any such expenses, for which payment would otherwise be so permitted under the Act, or authorized or required under this Article XIII of these Bylaws, to the extent that any such insurance policy would provide coverage for such liability and expenses absent such indemnification or advancement by the PID under the Act or this Article XIII of these Bylaws but would exclude from its coverage any such liability or expenses in connection with any claim or claims made against such Director/Officer or Employee/Agent for which such Director/Officer or Employee/Agent is indemnified by, or is entitled to indemnification from, the PID either under the permissive indemnification provisions of the Act or under the required or authorized indemnification provisions of this Article XIII of these Bylaws. Provided, however, that the PID may indemnify such a Director/Officer or Employee/Agent against such liability incurred by such individual, and make payment of expense advances to or for such a Director/Officer or Employee/Agent, to the extent that such liability and expenses are not payable under any such insurance policy for any reason, such as, by way of amplification but not limitation, such liability or expenses either being within the retention/deductible amount or the co-insurance provisions of the policy, or in amounts in excess of the aggregate dollar limits of coverage stated on the face of the policy.

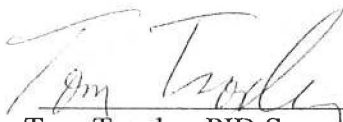
F. Reporting. If the PID indemnifies or advances expenses to a Director/Officer or Employee/Agent under this Article XIII of these Bylaws or under the Act in connection with a proceeding by or in the right of the PID, the PID shall report such indemnification or advance in writing to the directors with or before the notice of the next directors' meeting.

ARTICLE XIV

Severability

If any provision of these Bylaws or its application to any person or circumstance is held invalid by a court of competent jurisdiction, such invalidity shall not affect any other provisions or applications of these Bylaws that can be given effect without the invalid provision or application, and, to this end, the provisions of these Bylaws are severable.

CERTIFIED as adopted and approved as the Bylaws of Pinelands Public Improvement District effective the 19th day of July, 2004.


Tom Troxler, PID Secretary