

Exhibit 5

FIRST AMENDED AND RESTATED BYLAWS

BROKEN ARROW HERBAL CENTER, INC. *A Taxable, Not-For Profit, Alternative Health Care Corporation*

Effective: March 21, 2013

ARTICLE I – BUSINESS AND PURPOSE

The Corporation is established as a taxable, Not-For Profit entity to engage in alternative, non-traditional health care treatment as permitted by Arizona Proposition 203, passed in November of 2012. By way of example and without limitation, the Corporation may engage in herbal medicinal product cultivation, management, sales, and consulting services to legally state-sanctioned individual patients, like-structured and legally state-sanctioned businesses, associations, other entities.

In the performance of its business the Corporation shall have all powers granted by the general corporation laws of the state of Arizona that are applicable to a taxable, Not-For-Profit corporation. Specifically, and without limitation, the Corporation shall have the power to engage generally in any and all phases of the business of owning, holding, managing, controlling, acquiring, purchasing, disposing of, or otherwise dealing in or with any interest or rights in medicinal dispensaries, as outlined in Arizona Proposition 203. The foregoing shall specifically include the power to invest, trade and dispense in herbal medicinal products including without limitation the right to buy, sell, trade, barter, or otherwise exchange, acquire and dispose of herbal medicinal products, and all orally consumed, inhaled or topically applied bi-products, whether such be for the Corporation's own account or dispensed following financial compensation to a legal, state-sanctioned customer, patient; where the Corporation engages in such activities on behalf of a client or patient customer, said transactions may be conducted through a dispensary clinic approved by the State of Arizona Department of Health Services. The business and purpose shall include the conducting and engaging in such activities as is necessary or useful in connection with the foregoing.

The dispensary may:

- a. Cultivate Marijuana at some future date when financial conditions will allow.
- b. Acquire marijuana from qualifying patients, designated caregivers, or other dispensaries.
- c. Sell or provide marijuana to other dispensaries.
- d. Transport marijuana as local and state laws allow.
- e. Prepare, sell, or dispense marijuana-infused edible food products at some future date when financial conditions will allow.
- f. Prepare, sell, or dispense marijuana-infused nonedible products.
- g. Sell or provide marijuana paraphernalia or other supplies related to the administration of marijuana to qualifying patients and designated caregivers if local and state ordinances allow and when future financial conditions will allow.
- h. Deliver medical marijuana to qualifying patients as local and state laws allow.
- i. Provide patient support and related services to qualifying patients.

ARTICLE II - OFFICES

The registered office of the Corporation in the State of Arizona shall be located in the city of Tucson, State of Arizona. The Corporation may, if legal, also maintain offices at such other places within or without the State of Arizona as the Board of Directors may, from time to time, determine.

ARTICLE III - MEETING OF THE BOARD OF DIRECTORS

Section 1 - Annual Meetings:

The annual meeting of the Board of Directors of the Corporation shall be held in December of each year at such date, time and location as shall be determined, from time to time, by the Directors.

Section 2 - Special Meetings:

Special meetings of the Board may be called by the Chairperson or President of the Corporation and shall be held at such date, time and location as shall be determined, from time to time, by the Chairperson or President.

Section 3 - Place of Meetings:

Meetings of Board Members shall be held at the registered office of the Corporation, or at such other places, within or without the State of Arizona as the Chairperson may from time to time fix. If no designation is made, the meeting shall be held at the Corporation's registered office in the State of Arizona.

Section 4 - Notice of Meetings:

- (a) Written or printed notice of each meeting of the Board, whether annual or special, signed by the president, vice president or secretary, stating the time when and place where it is to be held, as well as the purpose or purposes for which the meeting is called, shall be served either personally or by mail, by or at the direction of the president, the secretary, or the officer or the person calling the meeting, not less than ten (10) nor more than thirty (30) days before the date of the meeting, unless the lapse of the prescribed time shall have been waived before or after the taking of such action, upon each Board Member of record entitled to vote at such meeting, and to any other Board Member to whom the giving of notice may be required by law. If mailed, such notice shall be deemed to be given when deposited in the United States mail, addressed to the Board Member as it appears on the share transfer records of the Corporation or to the current address, which a Board Member has delivered to the Corporation in a written notice.
- (b) Further notice to a the Board is not required when notice of two consecutive annual meetings, and all notices of meetings or of the taking of action by written consent without a meeting to him or her during the period between those two consecutive annual meetings; or all, and at least two payments sent by first-class mail of dividends or interest on securities during a 12-month period have been mailed addressed to him or her at his or her address as shown on the records of the Corporation and have been returned undeliverable.

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Section 5 - Quorum:

- (a) Except as otherwise provided herein, or by law, or in the Articles of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the "Articles of Incorporation"), a quorum shall be present at all meetings of the Board of Directors of the Corporation, if the holders of a majority of the shares entitled to vote on that matter are represented at the meeting in person or by proxy.
- (b) The subsequent withdrawal of any Board Member from the meeting, after the commencement of a meeting, or the refusal of any Board Member represented in person or by proxy to vote, shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.
- (c) Despite the absence of a quorum at any meeting of the Board, the Board present may adjourn the meeting.

Section 6 - Voting and Acting:

- (a) Except as otherwise provided by law, the Articles of Incorporation, or these By-laws, any corporate action, the affirmative vote of the majority of Board members entitled to vote on that matter and represented either in person or by proxy at a meeting of the Board at which a quorum is present, shall be the act of the Board of Directors of the Corporation.
- (b) Except as otherwise provided by statute, the Certificate of Incorporation, or these By-laws, at each meeting of Board Members, each Board Member of the Corporation entitled to vote, shall be entitled to one vote; except that the Chairperson shall be entitled to two votes.
- (c) Where appropriate communication facilities are reasonably available, any or all Board Members shall have the right to participate in any Board meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

Section 7 - Proxies:

Each Board Member is entitled to vote or to express consent or dissent without a meeting, may do so either in person or by proxy, so long as such proxy is executed in writing by the Board Member himself, his authorized officer, director, employee or agent or by causing the signature of the Board Member to be affixed to the writing by any reasonable means, including, but not limited to, a facsimile signature, or by his attorney-in-fact annexed thereto and duly authorized in writing. Every proxy shall be revocable at will unless the proxy conspicuously states that it is irrevocable and the proxy is coupled with an interest. A telegram, telex, cablegram, or similar transmission by the Board Member, or a photographic, photo static, facsimile, shall be treated as a valid proxy, and treated as a substitution of the original proxy, so long as such transmission is a complete reproduction executed by the Board Member. If it is determined that the telegram, cablegram or other electronic transmission is valid, the persons appointed by the Corporation to count the votes of Board Members and determine the validity of proxies and ballots or other persons making those determinations must specify the information upon which they relied. No proxy shall be valid after the expiration of six months from the date of its execution, unless otherwise provided in the proxy. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the

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records of the Corporation. If any Board Member designates two or more persons to act as proxies, a majority of those persons present at the meeting, or, if one is present, then that one has and may exercise all of the powers conferred by the Board Member upon all of the persons so designated unless the Board Member provides otherwise.

Section 8 - Action Without a Meeting:

Any action to be taken at any annual or special Board meeting may be taken without a meeting, without prior notice and without a vote if written consents are signed by a majority of the Board Members of the Corporation. Such written consents must be filed with the minutes of the proceedings of the Board Members of the Corporation. Any meeting required or authorized to be held by these articles may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Number, Term, Election and Qualifications:

- (a) The first Board of Directors shall consist of 3 individuals. A Director's term is indefinite subject to these by-laws.
- (b) Additional Directors may be elected by a unanimous vote of the existing Board of Directors. Any Director may resign at any time upon written notice of such resignation to the Corporation or by corporate resolution signed by that Director.

Section 2 - Duties and Powers:

The Board of Directors shall be responsible for the control and management of the business and affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except such as those stated under Arizona state law, are in the Articles of Incorporation or by these By-laws, expressly conferred upon or reserved to the Board Members or any other person or persons named therein. The board shall be responsible for making all major and significant legal, tax, and financial decisions including but limited to the following:

- (a) Opening bank and brokerage accounts and establishing lines of credit, margin accounts, and other borrowing authority;
- (b) Establishing written employment agreements and contractor agreements for a duration in excess of one (1) year, or where the amount to be paid hereunder exceeds \$100,000 or where any portion of the compensation is based in any manner upon the Corporation's profitability or financial performance;
- (c) Amendments to the Articles of Incorporation or By-laws are reserved to a vote by the Board of Directors.
- (d) Board Member agreement, voting trusts or proxies to which the Corporation is a party;
- (e) Tax elections.
- (f) The purchase or sale of a business or significant interest therein;

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- (g) The purchase, sale, lease, or donation of property (real or personal, tangible or intangible) used in the operation of the business, including but not limited to office buildings/space, computer systems, vehicles, patents, trademarks, or copyrights;
- (h) Merges and acquisitions;
- (i) Loans, refinancing, and issuance of bonds;
- (j) Declaration of dividends; stock splits; stock issuance; redemption or retirement of corporate shares;
- (k) Liquidation or dissolution of the Corporation will be only at the sole discretion of the Board of Directors.
- (l) The establishment, termination, increase or decrease in employee benefit plans including but not limited to pension and profit sharing plans; life, health medical, and dental insurance plans; child care plans; educational plans; or others;
- (m) The initiation, defense, settlement, compromise, or termination of lawsuits and claims;
- (n) Indemnification of Directors, Officers, or others;
- (o) Change of Registered Agent or Registered Office;
- (p) Filling vacancies on the Board of Directors or Officers will be at the sole discretion of the Board of Directors.
- (q) Establishing and terminating committees; appointing and removing members from committees;
- (r) Salary and compensation matters pertaining to corporate officers;
- (s) Ratification of prior corporate acts by Directors and Officers.

Section 3 - Regular Meetings; Notice:

- (a) A regular meeting of the Board of Directors shall be held either within or without the State of Arizona at such time and at such place as the Board shall fix.
- (b) No notice shall be required of any regular meeting of the Board of Directors and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting when such time and place was fixed before such change, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in these By-laws with respect to special meetings, unless such notice shall be waived in the manner set forth in these By-laws.

Section 4 - Special Meetings; Notice:

- (a) Special meetings of the Board of Directors shall be held at such time and place as may be specified in the respective notices or waivers of notice thereof.
- (b) Except as otherwise required by statute, written notice of special meetings shall be mailed directly to each Director, addressed to him at his residence or usual place of business, or delivered orally, with sufficient time for the convenient assembly of Directors thereat, or shall be sent to him at such place by telegram, radio or cable, or shall be delivered to him personally or given to him orally, not later than the day before the day on which the meeting is to be held. If mailed, the notice of any special meeting shall be deemed to be delivered on the second day after it is deposited in the United States mails, so addressed, with postage prepaid. If notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph

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company. A notice, or waiver of notice, except as required by these By-laws, need not specify the business to be transacted at or the purpose or purposes of the meeting.

- (c) Notice of any special meeting shall not be required to be given to any Director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

Section 5 - Chairperson:

The Chairperson of the Board, if any and if present, shall preside at all meetings of the Board of Directors. If there shall be no Chairperson, or he or she shall be absent, then the President shall preside, and in his absence, any other director chosen by the Board of Directors shall preside. In the event of a voting tie, the Chairperson may elect to break the tie at his or her discretion by voting with one additional vote.

Section 6 - Quorum and Adjournments:

- (a) At all meetings of the Board of Directors, or any committee thereof, the presence of a majority of the entire Board, or such committee thereof, shall constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or these By-laws.
- (b) A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, whether or not a quorum exists. Notice of such adjourned meeting shall be given to Directors not present at time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors who were present at the adjourned meeting.

Section 7 - Manner of Acting:

- (a) At all meetings of the Board of Directors, each director present shall have one vote; except that the Chairperson shall have two votes.
- (b) Except as otherwise provided by law, by the Articles of Incorporation, or these By-laws, action approved by a majority of the votes of the Directors present at any meeting of the Board or any committee thereof, at which time a quorum is present shall be the act of the Board of Directors or any committee thereof.
- (c) Any action authorized in writing made prior or subsequent to such action, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors, or any committee thereof, and have the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board or committee for all purposes.

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- (d) Where appropriate communications facilities are reasonably available, any or all directors shall have the right to participate in any Board of Directors meeting, or a committee of the Board of Directors meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

Section 8 - Vacancies:

- (a) Any vacancy in the Board of Directors occurring by reason of an increase in the number of directors, or by reason of the death, resignation, disqualification, removal or inability to act of any director, or other cause, shall be filled by an affirmative vote of a majority of Board of Directors.
- (b) When one or more Directors shall resign from the board and such resignation is effective at a future date, the Board of Directors shall have the power to fill such vacancy or vacancies, the vote otherwise to take effect when such resignation or resignations shall become effective.

Section 9 - Resignation:

A Director may resign at any time by giving written notice of such resignation to the Corporation.

Section 10 - Removal:

Unless otherwise provided for by the Articles of Incorporation, one or more or all the Directors of the Corporation may be removed if his or her behavior is deemed illegal, fraudulent, or not in good faith to the successful operation of the business or if by unanimous vote of the Board of Directors.

Section 11 - Compensation:

The Board of Directors may authorize and establish reasonable compensation of the Directors for services to the Corporation as Directors, including, but not limited to attendance at any annual or special meeting of the Board.

Section 12 - Committees:

Unless otherwise provided for by the Articles of Incorporation of the Corporation, the Board of Directors, may from time to time designate from among its members one or more committees, and alternate members thereof, as they deem desirable, each consisting of one or more members, with such powers and authority (to the extent permitted by law and these By-laws) as may be provided in such resolution. Unless the Articles of Incorporation or By-laws state otherwise, the Board of Directors may appoint natural persons who are not Directors to serve on such committees authorized herein. Each such committee shall serve at the pleasure of the Board and, unless otherwise stated by law, the Certificate of Incorporation of the Corporation or these By-laws shall be governed by the rules and regulations stated herein regarding the Board of Directors. Any meeting required or authorized to be held by this article may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in this meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

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ARTICLE V - OFFICERS

Section 1 - Number, Qualifications, Election and Term of Office:

- (a) The Corporation's officers shall have such titles and duties as shall be stated in these By-laws or in a resolution of the Board of Directors which is not inconsistent with these By-laws. The officers of the Corporation shall consist of at least a president and vice president. Any officer may hold two or more offices in the Corporation including secretary and treasurer.
- (b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board.
- (c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his/her selection and until his successor shall have been duly elected and qualified, subject to earlier termination by his or her death, resignation or removal.

Section 2 - Designation of Officers:

- (a) **PRESIDENT-** The President the Corporation shall preside over all corporate meetings, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President of the Corporation shall be the Chief Executive Officer of the Corporation and shall have active management of the business of the Corporation.
- (b) **VICE-PRESIDENT-**the Vice-President of the Corporation shall execute on behalf of the President all instruments requiring such action except to the extent the signing and execution thereof expressly designated to some other officer of the Corporation. The Vice-President will serve in a direct managerial capacity in overseeing the day-to-day operations of one or more of the medicinal dispensaries. Additionally, the Vice President will be in charge of compliance with local and state laws regarding prop 203.
- (c) **SECRETARY-** The Secretary shall act under the direction of the President and have custody of and maintain all corporate records except the financial records. He shall authenticate all non-financial records and documents of the Corporation. Subject to the direction of the President he shall attend all meetings of the Board of Directors and all meetings of the stockholders and record the proceedings. He shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all annual and special meetings of the stockholders and Board of Directors, and shall perform such other duties as may be prescribed by the President or the Board of Directors.
- (d) **TREASURER-** This officer shall act under the direction of the President. Subject to the direction of the President, he shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. He shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the President of the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at

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its regular meetings, or when the Board of Directors so requires, an account of all his transactions as the Treasurer and of the financial condition of the Corporation

Principal Officers and Board of Directors & Voting Shares:

Name	Board of Directors	Officer Position	Voting Shares
Duke Rodriguez	Director and Chairperson	President and Treasurer	2
Bryan W. Hill	Director	Vice President	1
Alan Abrams	Director	Vice President and Secretary	1

Section 3 - Resignation:

Any officer may resign at any time by giving written notice of such resignation to the Corporation.

Section 4 - Removal:

Any officer selected by the Board of Directors may be removed, either with or without cause, with an affirmative majority vote. Any officer or assistant officer, if appointed by another officer, may likewise be removed.

Section 5 - Vacancies:

A vacancy, however caused, occurring in the Board and any newly created Directorships resulting from an increase in the authorized number of Directors may be filled by the Board of Directors.

Section 6 - Bonds:

The Corporation may require any or all of its officers or Agents to post a bond, or otherwise, to the Corporation for the faithful performance of their positions or duties.

Section 7 - Compensation:

The compensation of the officers of the Corporation shall be fixed from time to time by the Board of Directors. Any meeting required or authorized to be held by this article may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE VI – BOOKS AND RECORDS

Section 1 – Books and Records:

The Corporation shall keep as permanent records the minutes of all meetings of its Board Members and Board of Directors; a record of all actions taken by the Board Members without a meeting; and, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the above named Corporation. The Corporation shall also continuously maintain accurate accounting records. Furthermore, the above named Corporation shall maintain the following:

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- (a) A record of its Board Members in a form that permits preparation of a list of the names and addresses of all Board Members in alphabetical order by class of shares showing the number and series of shares held by each;
- (b) The Corporation's Articles or Restated Articles of Incorporation and all amendments thereto currently in effect;
- (c) The Corporation's By-laws or Restated By-laws and all amendments thereto currently in effect;
- (d) Resolutions adopted by the Board of Directors creating one or more classes or series of shares and fixing their relative rights, preferences and limitations if shares issued pursuant to those resolutions are outstanding;
- (e) The minutes of all Board Members' meetings and records of all actions taken by Board Members without a meeting including the financial statements furnished to Board Members as may be required under Arizona law;
- (f) A list of the names and business street addresses of the Corporation's current directors and officers; and
- (g) A copy of the above named Corporation's most recent annual report delivered to the Department of State.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form.

ARTICLE VII - SHARES OF STOCK

As a taxable, Not-For-Profit entity, no stocks will be distributed.

ARTICLE VIII - DIVIDENDS

As a taxable, Not-For-Profit entity, no dividends will be distributed. Any residual income after overhead expenses and after salaries will be donated to Arizonan charitable organizations as the Board of Directors determines.

ARTICLE IX - INDEMNIFICATION

Section 1 - Right of Indemnification:

Every person who was or is a party, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation or for its benefit as a director or officer of another Corporation, or as a representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the General Corporation Law of the State of Arizona from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. The expenses of Officers and Directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director or Officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled

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to be indemnified by the Corporation. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-law, agreement, vote of stockholders, provisions of law or otherwise, as well as their rights under this Article.

Section 2 – Insurance for Indemnification:

The Board of Directors may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another Corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

Section 3 – Amendment:

The Board of Directors may from time to time adopt further By-laws with respect to indemnification and may amend these and such By-laws to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of Arizona.

ARTICLE X - FISCAL YEAR

The fiscal year of the Corporation is hereby fixed as the calendar year ending on December 31st. Notwithstanding, the foregoing fiscal year shall be subject to change by the Board of Directors from time to time, subject to applicable law.

ARTICLE XI - AMENDMENTS

By majority affirmative vote, the Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, By-laws of the Corporation.

ARTICLE XII - WAIVER OF NOTICE:

Whenever any notice is required to be given by law, the Articles of Incorporation or these By-laws, a written waiver signed by the person or persons entitled to such notice, whether before or after the meeting by any person, shall constitute a waiver of notice of such meeting.

ARTICLE XIII - INTERESTED DIRECTORS AND OFFICERS:

No contract or transaction shall be void or voidable if such contract or transaction is between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other Corporation, partnership, association, or other organization in which one or more of its Directors or Officers, are directors or officers, or have a financial interest, when such Director or Officer is present at

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or participates in the meeting of the Board, or the committee of the Board Members which authorizes the contract or transaction or his, her or their votes are counted for such purpose, if:

- (a) The material facts as to his, her or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee and are noted in the minutes of such meeting, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
- (b) The material facts as to his, her or their relationship or relationships or interest or interests and as to the contract or transaction are disclosed or are known to the Board Members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Board Members; or
- (c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee of the Board Members; or
- (d) The fact of the common directorship, office or financial interest is not disclosed or known to the Director or Officer at the time the transaction is brought before the Board of Directors of the Corporation for such action.

Such interested Directors may be counted when determining the presence of a quorum at the Board of Directors' or committee meeting authorizing the contract or transaction.

ARTICLE XIV - ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT:

The Corporation shall, within sixty days after the filing of its Articles of Incorporation with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of incorporation occurs each year, file with the Secretary of State a list of its president, secretary and treasurer and all of its Directors, along with the post office box or street address, either residence or business, and a designation of its resident agent in the state of Arizona. Such list shall be certified by an officer of the Corporation.

ARTICLE XV - GENERAL PROVISIONS

Section 1 - Execution.

This First Amended and Restated Bylaws may be signed in as many counterparts as may be convenient. Upon execution of one or more copies by each signatory, the copies, so executed (even if each individual does not sign the same copy), shall constitute the original executed Bylaws. Facsimile and electronic signatures shall be effective as an original.

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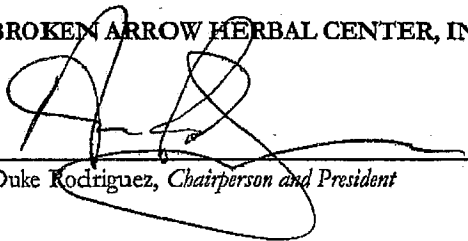
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Section 2 – Effective Date.

This First Amended and Restated Bylaws shall be effective as of March 21, 2014.

BROKEN ARROW HERBAL CENTER, INC.



Duke Rodriguez, *Chairperson and President*

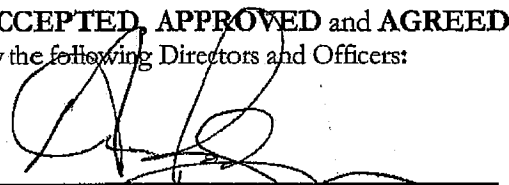
CERTIFIED TO AND ATTESTED BY:

BROKEN ARROW HERBAL CENTER, INC.



Alan Abrams, *Secretary*


ACCEPTED, APPROVED and AGREED to
By the following Directors and Officers:



Duke Rodriguez, *Chairperson, President and Treasurer*

**Signed In
Counterpart**

Bryan W. Hill, *Director and Vice President*



Alan Abrams, *Director, Vice President and Secretary*

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Section 2 – Effective Date.

This First Amended and Restated Bylaws shall be effective as of March 21, 2014.

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**Signed In
Counterpart**

Duke Rodriguez, *Chairperson and President*

CERTIFIED TO AND ATTESTED BY:

BROKEN ARROW HERBAL CENTER, INC.
**Signed In
Counterpart**

Alan Abrams, *Secretary*

ACCEPTED, APPROVED and AGREED to
By the following Directors and Officers:

**Signed In
Counterpart**

Duke Rodriguez, *Chairperson, President and Treasurer*



Bryan W. Hill, *Director and Vice President*

**Signed In
Counterpart**

Alan Abrams, *Director, Vice President and Secretary*