

**AMENDED AND RESTATED BYLAWS
OF
W.T.B. FINANCIAL CORPORATION**

Adopted ~~May 19,~~ 2020

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ARTICLE I.
Name

Section 1. Name The name of this corporation is W.T.B. Financial Corporation.

ARTICLE II.
Seal and Fiscal Year

Section 1. Seal The seal of this corporation shall have inscribed on it the name of this corporation and the words "Corporate Seal, State of Delaware."

Section 2. Fiscal Year The fiscal year of this corporation shall be determined by the Board of Directors.

ARTICLE III.
Shareholders Meetings

Section 1. Place of Meetings. The meetings of the shareholders shall be held at the business office of the corporation or at any other place (within or without the state of Delaware), or by means of remote communication, as shall be designated from time to time by the Board of Directors and stated in a notice of the meeting or in a duly executed waiver of notice thereof.

Deleted: the Board of Directors or the shareholders may from time to time select.

Section 2. Annual Meeting An annual meeting of the shareholders shall be held on the fourth Monday of April in each year, if not a legal holiday, and if a legal holiday, then on the next secular day following that is not a legal holiday, and the shareholders shall elect a Board of Directors and transact other business. If the annual meeting for election of directors is not held on the date designated therefor, the directors shall cause the meeting to be held as soon thereafter as convenient. If there be a failure to hold the annual meeting for a period of thirty (30) days after the date designated therefor, or if no date has been designated for a period of thirteen (13) months after the organization of the corporation or after its last annual meeting, the Court of Chancery may summarily order a meeting to be held upon the application of any shareholder or director.

Section 3. Special Meetings. Special meetings of the shareholders may be called by the President, by a majority of the Board of Directors, or by the holders of ten percent (10%) or more of the shares outstanding and entitled to vote.

Section 4. Notice of Meetings. A written or printed notice of each Shareholders' Meeting stating the place, date, and hour of the meeting, and in case of a special meeting the purpose or purposes of the meetings, and the means of remote communication, if any, for each meeting, shall be given by the secretary of the corporation or by the person authorized to call the meeting to each shareholder of record entitled to vote at the meeting. This notice shall be sent not less than ten (10) nor more than sixty (60) days before the date named for the meeting, unless a greater period of notice is required by law in a particular case, to each shareholder by United States mail, or courier service, or by electronic mail to the shareholder electronic mail address, unless the shareholder has notified the corporation in writing of an objection to receiving notice by electronic mail, charges prepaid, to his address appearing on the books of the corporation.

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Section 5. Waiver of Notice. A shareholder, either before or after a Shareholders' Meeting, may waive notice of the meeting and his waiver shall be deemed an equivalent of giving notice. Attendance at a Shareholders' Meeting, either in person or by proxy, or by means of remote communication, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he attends for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened.

Section 6. Voting Rights. Subject to the provisions of the laws of the state of Delaware, and unless otherwise provided in the Articles of Incorporation, each holder of capital stock in this corporation shall be entitled at each Shareholders' Meeting to one vote for every share of stock standing in his name on the books of the corporation provided: Transfers of shares that are transferred on the books of the corporation within ten (10) days next preceding the date set for the meeting shall not be entitled to notice, or to vote at, the meeting. The Secretary or Assistant Secretary of the corporation, who shall have charge of the stock ledger, shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during

ordinary business hours, for a period of at least ten (10) days prior to the meeting, either (a) at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The; or (b) on a reasonably accessible electronic network, provided that the information required to gain access to such list was provided in the notice of meeting. If the meeting is to be held at a place, the list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. If the meeting is held solely by means of remote communication, the list shall also be open for inspection by any stockholder during the whole time of the meeting as provided by applicable law.

Section 7. Proxies. A shareholder entitled to vote may vote in person or by proxy executed in writing by the shareholder or by his attorney-in-fact. A proxy shall not be valid after eleven (11) months from the date of its execution unless a longer period is expressly stated in it.

Section 8. Quorum. The presence, in person, or by proxy, or by means of remote communication of the holders of a majority or more of the shares outstanding and entitled to vote shall constitute a quorum at meetings of shareholders. A shareholder that is present in person, or by proxy or by means of remote communication, shall be deemed present for all purposes herein. At a duly organized meeting, shareholders present can continue to do business until adjournment even though enough shareholders withdraw to leave less than a quorum. If a quorum is present, the acts of a majority percent of the share present and entitled to vote shall pass any resolution or motion placed before the shareholders.

Section 9. Adjournments. Any meeting of shareholders may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, shall, other than by announcement at the meeting at which the adjournment is taken, not be necessary. At an adjournment at which a quorum is present or represented, any business may be transacted which could have been transacted at the meeting originally called. If the holders of a majority of the outstanding shares of stock entitled to vote are not present at a meeting of stockholders, the holders of a majority of the stock present, or the chairman of such meeting shall have power successively to adjourn the meeting from time to time to a specified time and place, if any, or the means of remote communication, if any, without notice to anyone other than by announcement at the meeting, until a quorum shall be present. At

such adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the original meeting which was adjourned. If the adjournment is for more than thirty (30) days, or if after adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 10. Informal Action by Shareholders. An action that may be taken at a meeting of shareholders may be taken without a meeting if a consent in writing setting forth the action shall be signed by the shareholders entitled to vote on the action and shall be filed with the secretary of the corporation. This consent shall have the same effect as an unanimous vote at a Shareholders' Meeting.

ARTICLE IV.
Board of Directors

Section 1. Number, Qualification, and Term of Office. The business affairs of the corporation shall be managed under the direction of a Board of Directors consisting of not less than one (1) nor more than twenty (20) directors, none of whom need to be a resident in the state of Delaware, or hold shares in this corporation. The number of directors shall be determined by the Board of Directors prior to each meeting electing directors. Each director, except one appointed to fill a vacancy, shall be elected to serve for the term of one year and until his successor shall be elected and qualified.

Section 2. Nominating of Directors. Nominations for election to the Board of Directors may be made by the Board of Directors or by any shareholder entitled to vote for the election of directors. Nominations, other than those made by or on behalf of the Board of Directors, shall be made in writing and shall be delivered or mailed to the president or secretary of the corporation not less than fourteen (14) days nor more than fifty (50) days prior to any meeting of shareholders called for the election of directors; provided, however, that if less than twenty-one (21) days notice of the meeting is given to shareholders, such nomination shall be mailed or delivered to the president or secretary of the corporation not later than the close of business on the seventh (7) day following the day on which the notice of meeting was mailed. Such notification shall contain the following information to the extent known to the notifying shareholder:

- (a) The name and address of each nominee;

- (b) The principal occupation of each proposed nominee;
- (c) The total number of shares of stock of the corporation that will be voted for each proposed nominee;
- (d) The name and residence address of the notifying shareholder; and
- (e) The number of shares of stock of the corporation owned by the notifying shareholder.

Nominations not made in accordance herewith may, in his discretion, be disregarded by the chairman of the meeting and, upon his instructions, all votes cast for each such nominee may be disregarded.

Section 3. Vacancies. Vacancies on the Board of Directors shall be filled by a majority of the remaining members of the board. Each director so selected shall serve until his successor is elected by the shareholders at the next annual meeting, or at a special meeting earlier called for that purpose. The other members of the Board of Directors may declare vacant the office of a director who is convicted of a felony or who is declared of unsound mind by an order of court.

Section 4. Compensation. Directors shall not receive a salary for their services as a director unless otherwise determined by resolution of the Board of Directors. A director may serve the corporation in a capacity other than that of director, and receive compensation for the services rendered in that other capacity.

Section 5. Removal. At a meeting of the shareholders called for that purpose, the entire Board of Directors or any individual director may be removed from office without assignment of cause by the vote of a majority of shares entitled to vote at an election of directors.

ARTICLE V.
Meeting of the Board

Section 1. Place of Meetings. The meetings of the Board of Directors may be held at the business office of the corporation or (subject to Section 2 of Article V of these Bylaws) in any place within or without the state of Delaware that a majority of the Board of Directors may from time to time by resolution appoint.

Section 2. Annual Meeting. The Board of Directors shall meet each year immediately after the annual meeting of the shareholders at the place that meeting has been held, to elect officers and consider

other business.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called at any time by the president or by a majority of the members of the board.

Section 4. Regular Meetings. Regular meetings of the Board of Directors may be set at such periodic times as is determined by resolution of the Board of Directors.

Section 5. Notice of Meetings. Notice of the annual meeting of the Board of Directors, or regular meetings of the Board of Directors need not be given. Oral or written notice of each special meeting, setting forth the time and place of the meeting, shall be given to each director at least twenty-four (24) hours before the meeting. Written notice may be given either personally or by sending a copy of the notice through the United States mail or by telegram, charges prepaid, to the address of each director appearing on the books of the corporation.

Section 6. Waiver of Notice. A director may waive in writing notice of a special meeting of the board either before or after the meeting; and his waiver shall be deemed to be equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting unless he attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 7. Quorum. At the meeting of the Board of Directors, a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the directors in attendance shall be the acts of the board. Members of the Board of Directors or any committee designated by these Bylaws or appointed by the Board of Directors may participate in a meeting of such board or committee by means of a conference, telephone, or similar communications equipment; by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 8. Adjournment. A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting of which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been

transacted at the meeting as originally called.

Section 9. Informal Action. If all of the directors, severally or collectively, consent in writing to any action taken or to be taken by the corporation in the writing or writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board.

ARTICLE VI.

Officers, Agents, and Employees

Section 1. Officers. The officers of the corporation shall be chosen by the Board of Directors and shall include a Chairman of the Board, a President, one or more Vice-Presidents, Secretary, Treasurer, or Secretary-Treasurer. Other officers, assistant officers, agents, and employees that the Board of Directors from time to time may deem necessary, may be elected by the board or be appointed in a manner prescribed by the board. Two or more offices may be held by the same person except that one person shall not at the same time hold the office of President and Secretary, unless all of the issued and outstanding stock of the corporation is owned by one shareholder, in which case one person may hold all or any combination of offices. Officers shall hold office until their successors are chosen and have qualified, unless they are sooner removed from office as provided in these Bylaws.

Section 2. Vacancies. When a vacancy occurs in one of the executive offices by death, resignation, or otherwise, it shall be filled by the Board of Directors. The officers so selected shall hold the office until a successor is chosen and qualified.

Section 3. Salaries. The Board of Directors shall fix the salaries of the officers of the corporation. The salaries of other agents and employees of the corporation may be fixed by the Board of Directors or by an officer to whom that function has been delegated by the Board.

Section 4. Removal of Officers and Agents. An officer or agent of the corporation may be removed by a majority of the Board of Directors whenever in their judgement the best interests of the corporation will be served by their removal. The removal shall be without prejudice to the contract rights, if any, of the persons so removed.

Section 5. Chairman Board of Directors - Powers and Duties. The Chairman of the Board of Directors shall preside at all meetings of

the shareholders and directors and shall discharge the duties of a presiding officer. In the absence of the Chairman, the Board of Directors shall select one of their members to perform such duties. Unless otherwise determined by the Board of Directors, the Chairman of the Board of Directors shall be the Chief Executive Officer of the Corporation. The Chairman shall also have such general powers and authorities as are granted to vice presidents of the corporation and such other powers and duties as the Board of Directors may from time to time prescribe.

Section 6. President - Powers and Duties. The President shall be the Chief Operating Officer of the corporation and shall have general supervision of the business of the corporation. He shall present at each annual meeting of the shareholders a report of the business of the corporation for the preceding fiscal year, and shall perform whatever other duties the Board of Directors may from time to time prescribe.

Section 7. Vice-President - Powers and Duties. The most senior vice president as designated by the Board of Directors shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. He shall also perform whatever duties and have whatever powers the Board of Directors may from time to time assign him.

Section 8. Secretary - Powers and Duties. The secretary shall attend all meetings of the directors and of the shareholders and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. He shall keep the corporate seal of the corporation, and when directed by the Board of Directors, shall affix it to any instrument requiring it. He shall give, or cause to be given, notice of all meetings of the directors or of the shareholders and shall perform whatever additional duties the Board of Directors and the president may from time to time prescribe.

Section 9. Treasurer - Powers and Duties. The Treasurer shall have custody of corporate funds and securities. He shall keep full and accurate accounts of receipts and disbursement, and shall deposit all corporate monies and other valuable effects in the name and to the credit of the corporation in a depository or depositories designated by the Board of Directors. He shall disburse the funds of the corporation and shall render to the President or the Board of Directors whenever they may require it, an account of his transactions as Treasurer and of the financial condition of the corporation.

Section 10. Delegation of Duties. Whenever an officer is absent

or whenever for any reason of the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

ARTICLE VII.

Share Certificates and Transfer of Shares

Section 1. Share Certificates. The share certificates shall be in a form approved by the Board of Directors. Each certificate shall be signed by the president or vice-president and the secretary, and shall be stamped with the corporate seal.

Section 2. Registered Shareholders. The corporation shall be entitled to treat the holder of record of shares as the holder-in-fact, and, except as otherwise provided by the laws of the state of Delaware, shall not be bound to recognize any equitable or other claim to or interest in the shares.

Section 3. Transfers of Shares. Shares of the corporation shall only be transferred on its books upon the surrender to the corporation of the share certificates duly endorsed or accompanied by a proper evidence of succession, assignment, or authority to transfer. In that event, the surrendered certificates shall be cancelled, new certificates issued to the person entitled to them, and the transaction recorded on the books of the corporation.

Section 4. Lost Certificates. The Board of Directors may direct a new certificate to be issued in place of a certificate alleged to have been destroyed or lost if the owner makes an affidavit that it is destroyed or lost. The board, in its discretion, may as a condition precedent to issuing the new certificate require the owner to give the corporation a bond as indemnity against any claim that may be made against the corporation on the certificated allegedly destroyed or lost.

ARTICLE VIII.

Special Corporate Acts

Section 1. Books and Records. All books and records of the corporation may be held either within or without the state of Delaware at such location as the Board of Directors may from time to time select.

Section 2. Execution of Written Instruments. Contracts, deeds, documents, and instruments shall be executed by the president under the seal of the corporation affixed and attested by the

secretary unless the Board of Directors shall, in a particular situation, designate another procedure for their execution.

Section 3. Sign ing of Checks or Notes. Checks, notes, drafts, and demands for money shall be signed by the officer or officers or such other employees from time to time designated by the Board of Directors.

Section 4. Voting Shares Held in Other Corporations. In the absence of other arrangement by the Board of Directors, shares of stock issued by any other corporation and owned or controlled by this corporation, may be votes at any Shareholders' Meeting of the other corporation by the president of this corporation, or, if he is not present at the meeting, by the vice-president of this corporation; and in the event neither the president nor the vice-president is to be present at a meeting, the shares may be voted by such person as the president and secretary of the corporation shall by duly executed proxy designate to represent the corporation at the meeting.

Section 5. Reimbursement of Disallowed Expenses. If any salary, payment, reimbursement, employee fringe benefit, expense allowance payment, or other expense incurred by the corporation for the benefit of an employee is disavowed in whole or in part as a deductible expense of the corporation for federal income tax purposes, the employee shall reimburse the corporation, upon notice and demand, to the full extent of the disallowance. This legally enforceable obligation is in accordance with the provisions of Revenue Ruling #69-115, and is for the purpose of entitling such employee to a business expense deduction for the taxable year in which the repayment is made to the corporation. In this manner, the corporation shall be protected from having to bear the entire burden of a disallowed expense item.

ARTICLE IX.
Amendments

The power to amend or repeal the Bylaws or to adopt a new code of Bylaws is vested in the Board of Directors subject to the right of the shareholders to take similar action.

EXECUTED on the ~~19th~~ day of ~~May~~, ~~2020~~.

The undersigned Secretary or Assistant Secretary of the Corporation hereby certifies that the foregoing Bylaws were duly adopted by the directors of the Corporation and the same do now constitute the Bylaws of this Corporation.

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BURKE D. JACKOWICH
Secretary, W.T.B. Financial Corporation