

Effective March 20, 1992

CODE OF REGULATIONS

CCAO
SERVICE CORPORATION

ARTICLE I

OFFICES

Section 1. The registered office shall be in the city of Columbus, State of Ohio.

Section 2. The corporation may also have offices at such other places as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. All meetings of the stockholders for the election of directors shall be held in the City of Columbus, at such place as may be fixed from time to time by the Board of Directors, or at such other place either within or without the State of Ohio as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. Meetings of stockholders for any other purpose may be held at such time and place, within or without the State of Ohio, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual meetings of the stockholders shall be held on the same date as the annual meeting of the County Commissioners' Association of Ohio, and at such time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. At such annual meeting, the stockholders shall elect by a plurality vote a Board of

Directors, and transact such other business as may properly be brought before the meeting.

Section 3. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than ten nor more than fifty days before the date of the meeting.

Section 4. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the president or shall be called by the chairman of the Board of Directors, president or secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of stockholders owning not less than one-tenth of all shares of the entire capital stock of the corporation issued and outstanding and entitled to vote at the meeting. Such request shall state the purpose or purposes of the proposed meeting.

Section 5. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than fifty days before the date of the meeting, to each stockholder entitled to vote at such meeting. (The meeting shall be held not more than sixty days after the receipt of the request).

Section 6. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice, unless by consent of the holders of not less than two-thirds of all the shares of stock then issued and outstanding.

Section 7. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the Articles of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to

time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty days, or if after the 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 8. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Articles of Incorporation or of this Code of Regulations, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 9. Except as may be provided by the Articles of Incorporation or by resolution by the Board of Directors in accordance with authority provided by the Articles of Incorporation, each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted after eleven months from its date, unless the proxy provides for a longer period.

Section 10. Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, by any provision of the statutes, the meeting and vote of stockholders may be dispensed with if the written consent of the holders of all stock outstanding and entitled to vote is obtained.

ARTICLE III

DIRECTORS; ADVISORY BOARD

Section 1. The number of directors of the corporation shall be three (3), who shall hold office from the date of their election until their successors are elected and qualified. Election of all directors shall take place at the annual meeting of the stockholders.

Section 2. There shall be an advisory board to the board of directors. The members of the advisory board shall be the same persons as those who are the members of the board of trustees of the County Commissioners' Association of Ohio, except that the number of advisory directors may be increased by vote of the advisory board from time to time to add one person who is not a member of such board of trustees and who may be a voting director or a non-voting advisory director, as determined by the advisory board. Each advisory director shall hold office so long as he or she is a member of the board of trustees of the County Commissioners' Association of Ohio and until his or her successor shall have been elected and qualified, subject only to his or her continued membership as members of the board of trustees of the County Commissioners' Association of Ohio (except that one advisory director, if any, elected pursuant to the preceding sentence, need not be a member of such board of trustees).

Section 3. Any director may be removed, at a meeting expressly called for that purpose, with or without cause, at any time, by a vote of the stockholders holding a majority of the shares entitled to vote at an election of directors of the class or classes by which such directors were elected. Any advisory director shall cease to be such upon the cessation of his or her membership on the board of trustees of the County Commissioners' Association of Ohio.

Section 4. Any directorship not filled at the annual meeting of the shareholders and any vacancy on the Board of Directors, however caused, may be filled by the Board of Directors after it has received the advice of the advisory board.

Section 5. The business of the corporation shall be managed by its Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Regulations directed or required to be exercised or done by the stockholders.

MEETINGS OF THE BOARD OF DIRECTORS

Section 6. The Board of Directors of the corporation may hold meetings, both regular and special, either within or without the State of Ohio.

Section 7. The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

Section 8. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

Section 9. Special meetings of the Board may be called by the president on three days' notice to each director, either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors.

Section 10. At all meetings of the Board a majority of the whole Board shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the directors in office shall constitute a quorum. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting, without notice other than announcement at the meeting, to another time and place. Except as herein otherwise provided, and except as otherwise provided by the Ohio Revised Code, the act of the Board shall be by vote of a majority of the directors present at a meeting, a quorum being present. The quorum and voting provisions herein stated shall not be

construed as conflicting with any provisions of the Ohio Revised Code or any of these Regulations which govern a meeting of directors held to fill vacancies and newly created directorships in the Board.

Section 11. Unless otherwise restricted by the Articles of Incorporation or by these Regulations, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereon may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 12. Unless otherwise restricted by the Articles of Incorporation, members of the Board of Directors or any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or similar communication or equipment by means of which all persons participating in the meeting can hear each other; and participating in a meeting pursuant to this Section shall constitute presence in person at such meeting.

COMMITTEES OF DIRECTORS

Section 13. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees. Each committee shall include at least one member of the Board of Directors, and may include members of the County Commissioners' Association of Ohio who are not members of the Board of Directors. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee shall have and may exercise such powers of the Board of Directors as are provided in such resolution, except that no such committee may approve (i) an amendment of the articles of incorporation, (ii) a plan of merger or consolidation, (iii) a plan of exchange under which the corporation would be acquired, (iv) the sale, lease or exchange, or the mortgage or pledge for a consideration other than money, of all, or substantially all, the property and assets of the corporation otherwise than in the usual and

regular course of its business, (v) the voluntary dissolution of the corporation, or (vi) the revocation of voluntary dissolution proceedings. In the absence or disqualification of any member of any such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

Section 14. There shall be an Executive Committee of the advisory board, which shall be composed of the same persons as those who are members of the Executive Committee of the board of trustees of the County Commissioners' Association of Ohio. At all meetings of the Executive Committee, a majority of the members shall constitute a quorum. Between meetings of the advisory board, the Executive Committee shall have and may exercise the powers of the full advisory board in giving advice and counsel with respect to the management of the business and affairs of the Corporation.

Section 15. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

COMPENSATION OF DIRECTORS

Section 16. The directors shall serve without compensation, but may be reimbursed for their actual and necessary expenses incurred in the performance of the duties.

NOTICE TO ADVISORY BOARD

Section 17. Members of the advisory board shall be entitled to receive notice of corporate actions as if they were members of the board of directors.

ARTICLE IV

NOTICES

Section 1. Whenever, under the provisions of the statutes or of the Articles of Incorporation or of these Regulations notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

Section 2. Whenever any notice is required to be given under the provisions of the statutes or of the Articles of Incorporation or of these Regulations, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE V

OFFICERS

Section 1. The officers of the corporation shall be a president, a vice president, a secretary and a treasurer. The Board of Directors may also choose an executive director and one or more assistant executive directors. The offices of president and vice president may not be held simultaneously by the same person.

Section 2. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 3. The salaries of all officers and agents of the corporation shall be fixed by the Board of Directors.

Section 4. The president, vice president, secretary and treasurer of the corporation shall serve until their successors are appointed or elected and shall qualify. Notwithstanding the foregoing, any officer or agent elected or appointed by the Board of Directors may be removed with or without cause at any time by the affirmative vote of a majority of the Board of Directors whenever the Board in its absolute discretion shall consider that the best interests of the corporation would be served thereby. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.

THE PRESIDENT

Section 5. The president shall be the chief executive officer of the corporation. He shall possess power to sign all certificates, contracts and other instruments of the corporation, except as such power may be limited pursuant to Article VII, Section 4 hereof. He shall preside at all meetings of the stockholders and of the Board of Directors and shall be the chair of the Executive Committee.

Section 6. [Reserved]

THE VICE PRESIDENT

Section 7. In the absence of the president or in the event of his inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to, all the restrictions upon the president. The vice president shall perform such other duties and have other powers as the Board of Directors may from time to time prescribe.

THE SECRETARY

Section 8. The secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be.

THE TREASURER

Section 9. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys 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.

Section 10. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all

his transactions as treasurer and of the financial condition of the corporation.

Section 11. If required by the Board of Directors, he shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation. The cost of any such bond shall be paid by the corporation.

THE EXECUTIVE DIRECTOR AND ASSISTANT EXECUTIVE DIRECTOR

Section 12. The executive director shall perform and supervise all the tasks required in the day-to-day operation of the corporation's activities, and such other and further duties as shall be required of him by the Board of Directors.

Section 13. The assistant executive director, or if there shall be more than one, the assistant executive directors in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the executive director or in the event of his inability or refusal to act, perform the duties and exercise the powers of the executive director and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE VI

CERTIFICATES OF STOCK

Section 1. Every holder of stock in the Corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by, the president or a vice president and the treasurer or an assistant treasurer or the secretary or

an assistant secretary of the corporation, certifying the number of shares owned by him in the corporation.

Section 2. Where a certificate is countersigned (1) by a transfer agent other than the corporation or its employees or (2) by a registrar other than the Corporation or its employee, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

LOST CERTIFICATES

Section 3. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the insurance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

TRANSFER OF STOCK

Section 4. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person

entitled thereto, and cancel the old certificate and record the transaction upon its books.

FIXING THE RECORD DATE

Section 5. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than fifty nor less than ten days before the date of such meeting or other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

REGISTERED STOCKHOLDERS

Section 6. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Ohio.

VOTING LISTS

Section 7. At least ten days before each meeting of stockholders, the officer or agent having charge of the stock transfer books for shares, shall make a complete list of the stockholders entitled to vote at such meeting or any adjournment thereof, with the address of and the number of shares held by each. For a period of ten days prior to such meeting, such list shall be kept on file at the registered office of the corporation or at its principal place of business and shall be

subject to inspection by any stockholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the whole time of the meeting for the purposes thereof.

If the requirements of this section have not been substantially complied with, the meeting shall, on the demand of any stockholder in person or by proxy, be adjourned until the requirements are complied with. Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting prior to the making of any such demand.

ARTICLE VII

GENERAL PROVISIONS

DIVIDENDS

Section 1. Dividends upon the capital stock of the corporation, subject to the provisions of the Articles of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property or in shares of the capital stock of the corporation subject to the provisions of the Articles of Incorporation and the laws of the State of Ohio.

Section 2. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other proper purpose or purposes as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

ANNUAL STATEMENT

Section 3. The Board of Directors shall present at each annual meeting, and at any special meeting of the stockholders when called for by vote of the stockholders, a full and clear statement of the business and condition of the corporation.

EXECUTION OF CORPORATE DOCUMENTS

Section 4. All checks, debt instruments and contracts shall be executed on behalf of the corporation by (1) either the

President or the Vice President and attested by the Secretary or Treasurer, or (2) as otherwise prescribed by the Board of Directors.

FISCAL YEAR

Section 5. The fiscal year of the corporation shall be the calendar year.

BOOKS AND RECORDS

Section 6. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its stockholders and Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its stockholders, in accordance with the laws of the State of Ohio.

ARTICLE VIII

INDEMNIFICATION

Section 1. (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of that fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he voted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by a judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reasons of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to

the best interests of the corporation and except that indemnification shall not be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections (a) or (b), or in defense of any claim, issue or matter herein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsection (a) or (b) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

(e) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office, except that no indemnity shall be provided against his gross negligence or willful misconduct. The indemnification provided by these Bylaws shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(g) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

ARTICLE IX

AMENDMENTS

Section 1. These Regulations may be altered, amended, or repealed or new Regulations may be adopted by a two-thirds (2/3) vote of the Board of Directors, at any regular or special meeting of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new Bylaws be contained in the notice of such meeting.

ADOPTED:

SECRETARY