

BYLAWS OF MISSION POSSIBLE NONPROFITS, INC.

ARTICLE 1

NAME, OFFICES AND PURPOSE

1.1 Name. The organization shall be called Mission Possible Nonprofits, Inc. also commonly referred to as Mission Possible Nonprofits and Mission Possible, a Delaware Nonprofit Corporation (hereinafter referred to as the ("Corporation")).

1.2 Principal Office. The principal office of the Corporation shall be located at 3932 Dumaine St., New Orleans, LA 70119 or at such place as the Board of Directors shall from time to time designate.

1.3 Registered Offices. The Corporation shall have and continuously maintain in the State of Delaware a registered office, and a registered agent as may be required by the Delaware Nonprofit Corporation Law. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Delaware, and the address of the registered office and the identity of the registered agent may be changed from time to time, in accordance with the Delaware Nonprofit Corporation Law, by the Board of Directors or by an officer of the Corporation so authorized by the Board of Directors. The registered office currently is A Registered Agent, Inc. 8 The Green, Suite A, Dover, DE 19901 in the County of Kent. A second registered office may be designated at such other place as the Board of Directors may from time to time designate.

1.4 Purpose Consistent with Articles of Incorporation and Tax-Exempt Status. The Corporation is organized and shall be operated exclusively for the purposes defined in the Articles of Incorporation of the Corporation as filed with the State of Delaware Secretary of State, Division of Corporations, as the same may be amended from time to time (the "Articles of Incorporation"), and exclusively for charitable and educational purposes as may qualify it for tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or its successor provisions.

1.5 Construing the Bylaws. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa.

1.6 Mission Statement. The Corporation's purpose is to support and guide nonprofits in their operational, financial, governance, and Human Resources needs, allowing them to focus on their vision for a changed future.

ARTICLE 2

MEMBERS

2.1 Qualifications. Membership may be granted to any individual over 18 years of age who supports the Purposes of the Corporation, who is not a member of any organization whose objectives are incompatible with those of the Corporation, and who is approved by the Members of the Corporation. All members of the Board of Directors are also Members of the Corporation.

2.2 Annual Meeting of the Members. Annual meetings of the Members shall be held in December on such other day and at such other time, pursuant to Section 3.10 herein, as shall be determined by the Board of Directors, for the purpose of electing the Board of Directors and transacting such other business as may properly be brought before the meeting.

2.3 Special Meetings of the Members. Special meetings of the members may be called at any time by the President or a majority of the Board of Directors.

2.4 Notice of Member Meetings. Written or printed notice, stating the place and time of any meeting of the members, and the general nature of the business to be considered, shall be given to each member entitled to vote thereat, at each member's last known address and/or by the email address provided by the Member for the purpose of receiving notice, at least three (3) days prior to the meeting.

2.5 Attendance as Waiver of Notice. Notice is waived by each Member present in person or represented by proxy at any meeting of Members unless at the beginning of the meeting the Member or his proxy objects to the transaction of any business at the meeting on the grounds that the meeting is not lawfully called or convened.

2.6 Quorum. Except as otherwise provided by law or the Articles of Incorporation, the presence, in person or by proxy, of a majority of the Members shall constitute a quorum at all meetings of the Members.

2.7 Voting Power of Quorum. When a quorum is present at any meeting, the vote of the holders of a majority of the 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 law or the Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question. Each member shall have one vote on all matters submitted to the members for approval.

2.8 Proxies. At any meeting of the Members, each Member shall be entitled to vote in person or by proxy appointed by an instrument in writing signed by such Member and bearing a date not more than eleven months prior to said meeting. Each Member shall have one vote on all matters that come for decision before the membership.

2.9 Lack of Quorum. If a meeting cannot be organized because a quorum has not attended, those present may 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 noticed. In the case of any meeting called for the election of directors, those who attend the second of the adjourned meetings, although less than a quorum as fixed in Section 2.6, shall nevertheless constitute a quorum for the purpose of electing directors.

2.10 Action Without a Meeting. Action may be taken by the members without a meeting on written consent, setting forth the action to be taken, signed by all the members. Such consent may be written or electronic. If the action is taken without a meeting, the consent must be signed by all members of the Corporation.

2.11 Dues. There are no annual dues for membership in the Corporation.

ARTICLE 3

BOARD OF DIRECTORS

3.1 General Powers. The business, property, and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

3.2 Number of Directors. The number of directors of the Corporation shall be a minimum of three (3) and a maximum of eleven (11). The Board of Directors may, from time to time, increase or decrease the minimum and maximum number of directors by amending these Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

3.3 Compensation. The Board of Directors receives no compensation other than reasonable expenses as incurred in the performance of their duties.

3.4 Election and Term of Directors. The members shall elect Directors, pursuant to Section 3.5 herein. Directors shall serve three (3)-year terms but may serve unlimited successive terms; provided, however, that if the Director is elected an officer of the Corporation, the Director may continue to serve on the Board until the Director's term as an officer expires.

3.5 Director Selection. By a majority vote of the Board of Directors, new Board members can be nominated and voted onto board service throughout the year, provided such a meeting meets a quorum.

3.6 Board Vacancies. Any and all vacancies occurring on the Board of Directors (including any vacancy resulting from an increase in the authorized number of Directors or from the failure to elect the full number of authorized Directors) shall be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, and until his successor is elected and qualified.

3.7 Removal of Directors. In order to serve the best interests of the Corporation, the Board of Directors, by a vote of a majority, may, at any special meeting called for the purpose, remove from office any one or more of the Directors, notwithstanding that their terms of office may not have expired, and may forthwith at such meeting proceed to elect a successor for the unexpired term.

3.8 Resignations of Directors. Except as otherwise required by law, any Director of the Corporation may resign at any time by giving written notice to the Board or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time not more than thirty (30) days after such receipt as specified in such notice or on receipt of the notice if no time is specified. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

3.9 Quorum of Directors and Manner of Acting. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a quorum of the Directors is present at a meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. If a quorum is present at any point in a meeting of the Board of Directors, the Directors present may continue to do business, taking action by vote of a majority of a quorum as fixed above. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board.

3.10 Meetings. The Board shall meet at least once annually at an agreed upon time and place. Meetings shall be at such dates, times and places as may be provided in the notice of the meeting and approved by the President of the Board of Directors. An annual meeting of the Board shall be held on in the month of December unless the Board determines otherwise.

3.11 Meeting by Telecommunications. Directors, or members of any committee created pursuant to these Bylaws, may participate in a meeting of the Board or committee by conference telephone or similar communications equipment, if all persons participating in the meeting can hear each other simultaneously. Participation in a meeting of this manner shall constitute presence in person at the meeting.

3.12 Special Meetings. Special meetings of the Directors may be called at any time upon the request of the President, or one-third of the Board. Special meetings may be

held at such place or places as may be designed by the Board of Directors. Notices of special meetings shall be sent out by the secretary to each Board member at least two weeks in advance.

3.13 Voting by Proxy. Directors who are unable to attend a meeting may vote in advance of the meeting or by proxy.

3.14 Board Actions by Unanimous Written Consent. Any action required or permitted to be taken by the Board, or any committee thereof may be taken without a meeting by a consent in writing setting forth the action so taken, signed, including e-signature, by all the Directors or by all of the members of a committee, as the case may be, and filed with the records of proceedings of the Board or committee. Such consent shall have the same force and effect as a unanimous vote taken in person.

3.15 Honorary Boards and Advisory Committees. The Board may elect or appoint any person to act in an advisory capacity to the Corporation or in an honorary capacity with respect to the Corporation and may create such honorary Boards or advisory committees and appoint to them such persons as the Board deems appropriate in its sole discretion. Persons serving in such advisory and honorary capacities shall not exercise any of the power granted to the Board of Directors by law or in these Bylaws or in the Articles of Incorporation of the Corporation.

3.16 Fiduciary Relationship of Directors. Directors and officers of the Corporation shall be deemed to stand in a fiduciary relationship to the Corporation and its members and shall discharge the duties of their respective positions in good faith, and with the diligence, care, judgment, and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

ARTICLE 4

COMMITTEES OF THE BOARD OF DIRECTORS

4.1 Committees Generally. Committees of the Board shall be standing or special. The Executive and Finance Committees may be a standing committee. The Board of Directors may authorize such other standing or special purpose committees, as it considers appropriate at any time by resolution of the Board. The Board may also discontinue committees, as it deems appropriate. Every committee shall have at least one (1) Directors among its members except for the Executive Committee which shall have at least three (3) Directors. Except as otherwise provided in this Article, the individuals who are not Directors of the Corporation may also serve as committee members. All committee chairs and committee members shall be appointed by the President. The President and Vice-President shall be ex-officio non-voting members of each Committee. The Board of Directors may from time to time establish policies concerning the

responsibilities and membership of committees which policies shall be consistent with these Bylaws.

4.2 Executive Committee. The Executive Committee, shall the Board of Directors create one, of the Board of Directors shall consist of the President, a Secretary, and a Treasurer of the Corporation and such members of the Board as the Board shall designate. This committee shall have the full authority of the Board to act on matters which must be acted upon prior to the next meeting of the Board in a manner consistent with prior actions of the Board. The Executive Committee shall meet only on an as-needed basis as determined by the President. When action is taken by the Executive Committee, it will be reported to the Board of Directors at its next meeting. The designation and appointment of any such Executive Committee and the delegation of authority to the Committee shall not relieve the Board of Directors, or any individual member of the Board of Directors, of any responsibility imposed upon it or them by law.

4.3 Finance and Audit Committee. The Finance and Audit Committee, if created by the Board of Directors, shall have the responsibility of: 1) reviewing and proposing for the full Board approval annual operating and capital budgets for the Corporation and 2) reviewing and proposing for the full Board approval the annual independent audited financial statements for the Corporation. The committee shall review the quarterly financial operating statements of the Corporation. The committee shall periodically review and update the major fiscal policies and procedures of the Corporation. The committee shall assist staff in the organization's financial planning and strategic thinking. They shall review financial projections/forecasts, long-term asset management and business plans for new and expanding ministries. The committee will assist in exploring and reviewing financing opportunities and vehicles for the Corporation.

4.4 Committee Procedures. Each committee shall record minutes of its deliberations, recommendations and conclusions and shall promptly deliver a copy of such minutes to the Secretary of the Corporation. Each committee shall also report to the Board of Directors concerning all matters upon which it has acted. Each committee shall meet as needed but no less than bi-annually. Reasonable notice of the meetings of any committee shall be given to the members thereof. A majority of the members in each committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of any committee present in person at a meeting at which a quorum is present shall be the action of the committee. Each committee may adopt rules for its own operations not inconsistent with these Bylaws or the policies of the Corporation or the Board of Directors. All members of the committee must attend at least fifty percent (50%) of the meetings of the committee held each year. Failure to do so shall constitute a reason for removal from the committee, unless the absence has been excused by the President of the committee.

ARTICLE 5
OFFICERS, AGENTS AND EMPLOYEES

5.1 Officers. The Board of Directors shall elect a President, a Secretary, and a Treasurer. No two or more offices may be held by the same person simultaneously except for Secretary and Treasurer, if so decided. All of the officers of the Corporation shall be Directors.

5.2 Officer Election and Term of Office. All Officers of the Corporation shall be elected by the Board of Directors at each annual meeting of the Board and shall assume their duties immediately after the election. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be held. Each person so elected shall hold the office to which they are selected for a period of three (3) years, although unlimited successive terms may be served. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole Board of Directors.

5.3 Resignation of Officers. Any officer or agent may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the time of receipt or at such later time as therein specified, not to exceed thirty (30) days. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

5.4 Removal of Officers. Any officer or agent may be removed by the Board of Directors with or without cause at any time, without prejudice, however, to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create any contract rights.

5.5 Powers and Duties of Officers. Subject to the authority and control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and shall perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by resolution of the Board of Directors, not inconsistent with these Bylaws, and, to the extent not so provided, as generally pertain to their respective officers.

A. President. The President shall preside at all meetings of the Board of Directors and the members. The President shall see that all orders and resolutions of the Board of Directors are carried into effect and direct to other officers in the performance of their duties; shall have the power to execute all authorized instruments; and shall generally perform all acts incident of the office of the President or which are incumbent upon the President under the provisions of the

Articles of Incorporation and these Bylaws. The President shall also be an ex-officio member of all committees. The President shall cause to be prepared at least annually a report of the condition of the Corporation.

B. Secretary. The Secretary, when such is required, shall give, or cause to be given, notice of all meetings of members, Directors, and committees, and all other notices required by law or by these Bylaws, and in case of the Secretary's absence or refusal or neglect so to do, any such notice may be given by the members or Directors upon whose request the meeting is called as provided in these Bylaws. The Secretary shall record or cause to be recorded all the proceedings of the meetings of the Directors. Except as otherwise determined by the Directors, the Secretary shall have charge of the original accounts, certificate books and transfer books.

C. Treasurer. The Treasurer shall supervise and oversee all funds, securities, evidences of indebtedness, and other valuable documents of the Corporation. The Treasurer shall receive and give, or cause to be given, receipts and acquaintances for monies paid in on account of the Corporation and shall pay out of the funds on hand all just debts of the Corporation of whatever nature when due. The Treasurer shall enter, or cause to be entered, in books of the Corporation to be kept for that purpose, full and accurate accounts of all monies received and paid out on account of the Corporation, and whenever required by the President or the Board of Directors, the Treasurer shall render a statement of accounts. The Treasurer shall keep or cause to be kept such books as will show a true record of the expenses, gains, losses, assets, and liabilities of the Corporation, and shall perform all the other duties incident to the office of the Treasurer. If required by the Board of Directors, the Treasurer shall give the Corporation a bond for the faithful discharge of his duties and for restoration to the Corporation, upon termination of his tenure, of all property of the Corporation under the Treasurer's control.

D. Vice-President. The Board may select one Vice-President. In the event of absence or disability of the President, the Vice-President shall preside at meetings of the Board of Directors and shall perform such other duties as many be delegated to the Vice-President from time to time by the Board of Directors.

5.6 Fiduciary Relationship of Officers. Officers of the Corporation shall be deemed to stand in a fiduciary relationship to the Corporation and its members, and shall discharge the duties of their respective positions in good faith, and with that diligence, care, judgment and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

ARTICLE 6
ADMINISTRATIVE

6.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year, unless otherwise determined by the Board of Directors.

6.2 Corporate Seal. The corporate seal if any, shall be in such form as may be approved from time to time by the Board of Directors.

6.3 Contracts and Other Documents. The Board may, except as otherwise required by law, the Articles of Incorporation or these Bylaws, authorize any officer or agent of the Corporation to enter into any contract or to execute any delivery of any instrument or document on behalf of the Corporation. Such authority may be general or may be confined to specific instances. The Board may delegate its power under this Section 6.3 only to the President or President and only on such terms as the Board shall prescribe by resolution.

6.4 Dissolution. Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

6.5 Checks, Drafts, Loans, Etc. All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or agent of the Corporation, or a designated party to co-sign checks, and in such manner as shall be from time to time determined by the Board of Directors. The Board may delegate its power under this Section 6.4 only to the President or President or other such approved individual and only on such terms as the Board shall prescribe by resolution.

6.6 Books and Records. The Corporation shall keep at its registered office: (i) correct and complete books and records of account; and (ii) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board.

6.7 Notice. Unless otherwise provided in the Articles of Incorporation or these Bylaws, whenever any notice is required by these Bylaws to be given, personal notice is not required unless expressly so stated; any notice is sufficient if given by depositing the same in an United States mail receptacle in a sealed postage paid envelope addressed to the person entitled thereto at their last known address as it appears on the records of the Corporation or via electronic mail to the last known email address on record; and such notice is deemed to have been given on the day of such mailing.

ARTICLE 7
INDEMNIFICATION AND INSURANCE

7.1 Indemnification. The Corporation shall indemnify any officer, Director, employee or agent of the Corporation against expenses, including reasonable attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding. Such indemnification shall occur when the person serving in a capacity listed previously has acted in good faith and in a manner in which they reasonably believed to be in or not opposed to the best interests of the Corporation. Such indemnification shall occur, with respect to any criminal action or proceeding, but only when the person had no reasonable cause to believe their conduct to be unlawful. In actions by or in the right of the Corporation, the indemnification shall be limited to expenses actually and reasonably incurred in connection with the defense or settlement of such action (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion.) However, no indemnification shall be made in respect to any claim, issue or matter when such person has been adjudged to be liable for negligence or misconduct in the performance of their duty to the Corporation unless and only to the extent that the Court determines upon application that despite the adjudication of liability, they are fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper. The indemnification shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made: (a) By a majority vote of a quorum of the Board of Directors consisting of Directors who are not parties to such action, suit or proceeding or (b) a quorum of disinterested Directors.

7.2 Expenses Incurred in Defense. 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 such action, suit or proceeding, or in defense of any claim, issue or matter therein, they shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by them in connection therewith.

7.3 Indemnification Upon Determination. Any indemnification under Section 7.1 (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made: (i) by the Board of Directors by a majority vote or of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable or a quorum of disinterested Directors so directs, by independent legal counsel, or (iii) members.

7.4 Undertaking to Repay Expenses. Expenses incurred in defending such an action, suite or proceeding may be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in Section 7.3 above, 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 Article 7.

7.5 Non-Exclusivity of Indemnification. The indemnification provided by this Article 7 shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any bylaw, agreement, authorization of members or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of his heirs and legal representative.

7.6 Procurement of Insurance. The Corporation may procure insurance on behalf of any persons who is or was a Director, officer, employee or agent of the Corporation, against any liability asserted against or incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability under the law.

7.7 Severance. If any part of Article 7 shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

ARTICLE 8

CONFLICT OF INTEREST

8.1 Policy. It is the policy of this Corporation that Directors and officers do not use their offices for individual personal advantage and that they avoid conflicts of interest. By way of illustration and not limitation, a Director or officer of the Corporation shall not, directly or indirectly, receive anything of material economic value (1) for the performance of any duties and responsibilities of his or her office or position with the Corporation, (2) from a person or organization to whom the director or officer has directed business of the Corporation, or (3) for assisting a person or entity engaged in a covered transaction or event with the Corporation.

8.2 Disclosure of Conflicts. Directors and officers should be conscious of the potential for conflicts of interest to arise and should act with candor and care in dealing with such situations. Directors and officers shall disclose to the Board of Directors any conflict of interest of which they are aware involving the Corporation. Each director shall sign an

annual certification acknowledging their understanding and compliance with the Corporation's Conflict of Interest Policy.

8.3 Conflicts of Interest. A conflict of interest exists when a Director or officer, directly or indirectly, has a material personal interest in a contract or transaction to which the Corporation may be a party, or in an event or activity sponsored or promoted by the Corporation (each a "covered transaction or event").

8.4 Material Personal Interest. A material personal interest of a Director or officer in a covered transaction or event may be direct, such as when the Director or officer is a party to or participant in the covered transaction or event, or it may be indirect, such as when he or she is an employee, officer, director, shareholder, partner or member of a corporation or other organization that is a party to or participant in a covered transaction or event. A conflict of interest may also exist if a close family member of a Director or officer, including parents, grandparents, children, grandchildren and siblings, directly or indirectly, has a material interest in a covered transaction or event.

8.5 Board Power to Determine. The existence and effect of a conflict of interest shall be determined by the Board of Directors after full disclosure. The decision of the Board of Directors shall be final.

8.6 Loans to Directors, Officers, Employees and Agents. No loans shall be made by the Corporation to any of its Directors, officers, or agents. Loans to employees may be made with consent from the Executive Director and the President of the Corporation. Any such loan shall be repaid within the year the loan was made.

8.7 Transactions with Interested Parties. No contract or transaction between the Corporation and one or more of the Directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of the Directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for that reason or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or a committee of the Board of Directors that authorizes the contract or transaction or solely because of the vote of any such Director is counted for such purpose, if:

- A. The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or such committee, and to Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors though the disinterested Directors be less than a quorum; or
- B. The contract or transaction is fair to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee of the Board of Directors or the members.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorizes the contract or transaction

ARTICLE 9
AMENDMENT OF BYLAWS.

9.1. Notice to Amend. Notice must be provided to the Board for the amendment of these Bylaws.

9.2. Majority Vote to Amend. The Bylaws of the Corporation may be adopted, amended, or repealed by a majority vote of the Board of Directors present or represented at any regular or special meeting.

CERTIFICATION

These Bylaws were approved at a meeting of the Board of Directors by a majority vote on the 11th day of March, 2024.

Emily Packard

Signature of Corporation Secretary

Dated: 2024-03-13

Signature Certificate

Reference number: OTBUV-NYT5C-JYUOR-DIRPC

Signer

Timestamp

Signature

Emily Packard

Email: emilypackard84@gmail.com

Sent:

12 Mar 2024 15:48:45 UTC

Viewed:

13 Mar 2024 15:37:51 UTC

Signed:

13 Mar 2024 15:38:15 UTC



Recipient Verification:

✓ Email verified

13 Mar 2024 15:37:51 UTC

IP address: 104.62.139.1

Location: Olathe, United States

Document completed by all parties on:

13 Mar 2024 15:38:15 UTC

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