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09 AUG -3 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature and date 8/11/09*

**Raven Ministries, Inc.**  
133 SW 21ST WAY  
FT LAUDERDALE FL 33312 1430

TEL: 954-327-2512

FAX: 954-327-2575

Date: 7/27/09

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**RE: ARTICLES OF AMENDMENT, Raven Ministries, Inc.**

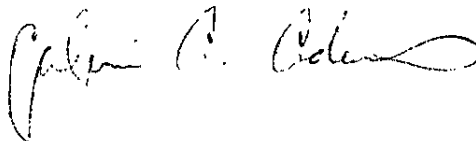
Dear Sirs/Madam:

Enclosed are (2) two originals of the Articles of Amendment of Raven Ministries, Inc.. For filing purposes pursuant to the provisions of section 617.1006, Florida Statutes. **Also enclosed is a check for \$35.00 to cover filing fees.**

Please send a stamped copy of the Articles of Amendment to

**Calvin A. Adams**  
**Raven Ministries, Inc.**  
**133 SW 21ST WAY**  
**FT LAUDERDALE FL 33312 1430**

Respectfully,



Calvin A. Adams

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
Raven Ministries, Inc.**

Pursuant to the provisions of section 617.1006, Florida Statutes, The undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**AMENDED ADOPTED ARTICLE IX ADDED**

**ADDITIONAL PROVISIONS**

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

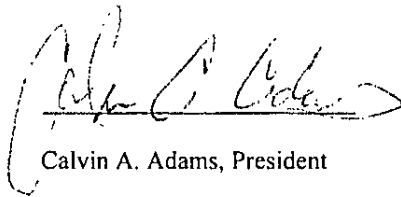
In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

09 AUG -3 AM 9:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

On motion and by unanimous vote by the board of directors, the preceding articles of amendment of Raven Ministries, Inc. were adopted. There are no members or members entitled to vote on the amendments.

The date of adoption of the amendment was: Date: 7/27/09

Raven Ministries, Inc.



Calvin A. Adams, President

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
Raven Ministries, Inc.**

Pursuant to the provisions of section 617.1006, Florida Statutes, The undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**AMENDED ADOPTED ARTICLE IX ADDED**

**ADDITIONAL PROVISIONS**

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

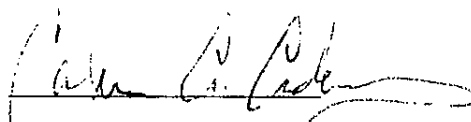
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09 AUG -3 AM 9:00  
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TALLAHASSEE, FLORIDA

On motion and by unanimous vote by the board of directors, the preceding articles of amendment of Raven Ministries, Inc. were adopted. There are no members or members entitled to vote on the amendments.

The date of adoption of the amendment was: Date:

7/27/09

Raven Ministries, Inc.

  
Calvin A. Adams, President

**GUY GARMAN MINISTRIES**  
CHURCH & NONPROFIT ACCOUNTANTS / CONSULTANTS  
4747 HOLLYWOOD BLVD #274  
HOLLYWOOD FL 33021

TEL: 1-877-4-EXEMPT

FAX: 1-954-839-6560

Calvin A. Adams  
Raven Ministries, Inc.  
FT LAUDERDALE FL 33312 1430

**RE: MINUTES AND BY-LAWS**

Dear Calvin A. Adams;

Please find enclosed the following for your review:

- ✓ Drafted Minutes
- ✓ Drafted By-laws

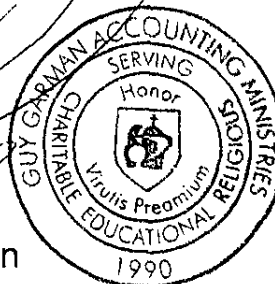
Please have all your directors assemble, discuss and review thoroughly. Please contact us for any omissions, errors and/or additions.

After, sign the minutes and by-laws. **Please do NOT send the minutes and/or the by-laws back to us.**

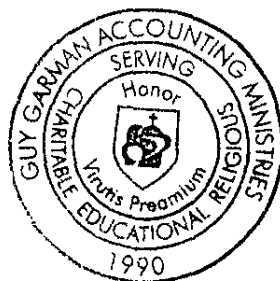
After you sign the above, please make a copy for the I.R.S 501(c)(3) application. Keep the original for your files. We will be sending the application to you soon. When you receive the IRS application from us you will need to insert your copy before you mail the application to the IRS. If you have any questions regarding the above please don't hesitate to give us a call.

Respectfully;

William Garman



**BY-LAWS AND MINUTES  
OF MEETING OF BOARD OF DIRECTORS  
OF  
Raven Ministries, Inc.**



Prepared by: GUY GARMAN ACCOUNTING MINISTRIES  
4747 HOLLYWOOD BLVD SUITE 274 HOLLYWOOD, Florida 33021 1-877-4-EXEMPT



**MEETING OF INCORPORATORS  
OF  
Raven Ministries, Inc.**

On May 6, 2009 at 7 o'clock, PM a meeting of the incorporator(s) of Raven Ministries, Inc. was held to elect the members of the board of directors. After nomination and discussion, the following persons were unanimously voted to serve on the board of directors of this corporation, and until their successors shall be elected and qualified:

Calvin A. Adams

Luz Gual

Gisla Bush

Dated: 7/27/09

  
Calvin A. Adams, Incorporator

**MINUTES OF MEETING OF BOARD OF DIRECTORS  
OF  
Raven Ministries, Inc.**

The Board of Directors of Raven Ministries, Inc. held a meeting on May 6, 2009  
at 41951 S.W. 18th Hollywood, Fl. 33023

The following directors, constituting a quorum of the full board, were present at the meeting:

Calvin A. Adams

Luz Gual

Gisla Bush

On motion and by unanimous vote, Calvin A. Adams was elected temporary Chairperson and then presided over the meeting. Luz Gual was elected temporary Secretary of the meeting.

**ORGANIZATION, MISSION, VISION AND GOALS**

The Chairperson presented to the meeting for discussion and adoption a proposed specific purpose, mission, vision, goals and planned activities of the organization.

**ARTICLES OF AMENDMENT**

The Chairperson then announced that the Articles of Non Profit Incorporation or similar organizing instrument of this corporation will be reviewed by GUY GARMAN ACCOUNTING MINISTRIES, a corporation, for 501(c)(3) compliance and if necessary will be amended to include such language. The articles of amendment will be reviewed by the board of directors for any errors and/ or omissions before submitting to the Secretary of State, department of corporations. RESOLVED, that the Secretary of this corporation is directed to see that a copy of the Articles of Amendment be file-stamped or certified by the Secretary of State or other appropriate state office or official, is kept at the corporation's principal office.

## **BYLAWS**

There was then presented to the meeting for adoption a proposed set of Bylaws drafted by GARMAN ACCOUNTING MINISTRIES, a corporation, for the corporation. The Bylaws were reviewed by the board of directors for any errors and/ or omissions, was considered and discussed and, on motion duly made and seconded, it was unanimously RESOLVED, that the Bylaws presented to this meeting be and hereby are adopted as the Bylaws of the corporation; RESOLVED FURTHER, that the Secretary of this corporation is directed to see that a copy of the Bylaws is kept at the corporation's principal office.

## **APPLYING FOR 501(C)(3) TAX-EXEMPT STATUS**

There was then presented to the meeting a discussion for Applying for 501(c)(3) Tax-Exempt Status, Director's commitment, responsibility, time and monies needed for successfully running a non profit.

The topics were

Why apply for 501(c)(3) status?

Who is eligible for 501(c)(3) status?

What responsibilities accompany 501(c)(3) status?

Recordkeeping

Annual Filing Requirements

Disclosure Requirements

How do you apply for 501(c)(3) tax-exempt status?

## **CORPORATE TAX EXEMPTIONS**

The Chairperson then announced that an application for recognition of exemption under section 501(c) (3) of the Internal Revenue code with a **Request For Advance Ruling** will be prepared by **GUY GARMAN ACCOUNTING MINISTRIES**, a corporation, and the primary contact for the Internal Revenue Service will be **Guy Garman** an “**authorized Representative**” as stated on the application and Form 8821. RESOLVED FURTHER that the application and all supporting documents will be reviewed by the board of directors for any errors and/ or omissions before submitting to the Internal Revenue Service.

**RESOLVED FURTHER, that when the organizations advance ruling period ends as stated on the organizations IRS Letter of Determination (Letter 1045) Granting Tax Exempt Status the organization will provide updated information to the IRS about the organizations public support by completing Form 8734, Support Schedule for Advance ruling period and filing it within 90 days after the date the Advance ruling period ends.** RESOLVED FURTHER, that an application for State Tax exemption along with a registration statement under state charitable solicitation laws if applicable will also be prepared by GUY GARMAN ACCOUNTING MINISTRIES, a corporation, and reviewed by the board of directors before submitting to the state.

## **RECORDKEEPING**

The Chairperson then announced that a Recordkeeping system will be set up to keep books and records detailing all activities, both financial and non financial. Financial information, particularly information on its sources of support (contributions, grants, sponsorships, and other sources of revenue) is crucial to determining an organization's private foundation status. The Chairperson also announced that the annual accounting period ends in December and the annual financial records will be prepared on the cash receipts and disbursements method based on the calendar year. RESOLVED FURTHER that the organization will make available to all, on request, complete annual financial statements prepared in accordance with generally accepted accounting principles RESOLVED FURTHER That the organization is committed to raising funds from the public, and will seek outside counsel to make sure the organization is showing its sources of support and that it is maintaining sufficient yearly public support during its advance ruling period to maintain public charity classification. **RESOLVED FURTHER the organization will also seek outside counsel to make sure it is complying with annual Information Returns and requirements for documenting charitable contributions.**

### **ELECTION OF OFFICERS**

The Chairperson then announced that the next item of business was the election of officers. Upon motion, the following persons were unanimously elected to the offices shown after their names:

Calvin A. Adams, President

Luz Gual, Secretary

Gisla Bush, Treasurer

Each officer who was present accepted his or her office. Thereafter, the President presided at the meeting as Chairperson of the meeting, and the Secretary of the corporation acted as secretary of the meeting.

### **PRINCIPAL OFFICE**

After discussion as to the exact location of the corporation's principal office for the transaction of business in the county named in the Bylaws, upon motion duly made and seconded, it was RESOLVED, that the principal office of this corporation shall be located at 133 S.W.

21 Way, Ft. Lauderdale, Fl. 33312

### **BANK ACCOUNT**

Upon motion duly made and seconded, it was RESOLVED, that the funds of this corporation shall be deposited with a local bank. RESOLVED FURTHER, that the Treasurer of this corporation be and hereby is authorized and directed to establish an account with said bank and to deposit the funds of this corporation therein.

RESOLVED FURTHER, that any officer, employee or agent of this corporation be and is authorized to endorse checks, drafts or other evidences of indebtedness made payable to this corporation, but only for the purpose of deposit.

RESOLVED FURTHER, that all checks, drafts and other instruments obligating this corporation to pay money shall be signed on behalf of this corporation by any one or more of the following persons:

Calvin A. Adams

---

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RESOLVED FURTHER, that said bank be and hereby is authorized to honor and pay all checks and drafts of this corporation signed as provided herein. RESOLVED FURTHER, that the authority hereby conferred shall remain in force until revoked by the Board of Directors of this corporation and until written notice of such revocation shall have been received by said bank. RESOLVED FURTHER, that the Secretary of this corporation be and hereby is authorized to certify as to the continuing authority of these resolutions, the persons authorized to sign on behalf of this corporation and the adoption of said bank's standard form of resolution, provided that said form does not vary materially from the terms of the foregoing resolutions. RESOLVED FURTHER that all Assets cash and non cash of this organization must be permanently dedicated to an exempt purpose.

### **FUNDRAISING**

The chairperson then announced that the organization will seek outside counsel regarding fundraising and solicitation regulations in the state of incorporation. There was then presented to the meeting for discussion a proposed set of fundraising programs. The organization may include but not be limited to the following fundraising programs. Mail solicitations, email solicitations personal solicitations ,vehicle, boat, plane, or similar donations, foundation grant solicitations, phone solicitations, accept donations on website, receive donations from another organization's website, government and state grant solicitations. RESOLVED FURTHER that the organization may also have written or oral contracts with certain individuals or organizations to raise funds. The organization will make sure that the individual or other organization is duly registered with the state and is allowed to solicit for funds within the state. The organization will make sure that all solicitations and informational materials, distributed by any means, are accurate, truthful and not misleading, both in whole and in part. The organization will substantiate that the timing and nature of its expenditures are in accordance with what is stated, expressed, or implied in the charity's solicitations.

## STANDARDS FOR CHARITY

Then the Chairperson presented to the meeting for discussion the Better Business Bureaus STANDARDS FOR CHARITY ACCOUNTABILITY found at [www.give.org/standards/](http://www.give.org/standards/) RESOLVED FURTHER that the organization will *seek to ensure that the charity spends its funds honestly, prudently and in accordance with statements made in fund raising appeals.*

Since there was no further business to come before the meeting, on motion duly made and seconded, the meeting was adjourned.

Dated: 7/21/09

  
\_\_\_\_\_  
Luz Gual, Secretary

**BYLAWS  
OF  
Raven Ministries, Inc.**

**ARTICLE 1 - OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation is located at 133 SW 21ST WAY, FT LAUDERDALE FL 33312 1430

**SECTION 2. CHANGE OF ADDRESS**

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named state by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

**ARTICLE 2- NONPROFIT PURPOSES**

**SECTION 1. IRC SECTION 501(C)(3) PURPOSES**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.



## **ARTICLE 3- DIRECTORS**

### **SECTION 1. NUMBER**

The corporation shall have 3 directors and collectively they shall be known as the Board of Directors. The Board of Directors shall consist of not less than three (3) or more than seven (7) members.

### **SECTION 2. QUALIFICATIONS**

To insure that the organization will serve public interests and not the personal or private interests of a few individuals, unrelated individuals selected from the community the organization will serve should control the organization's governing body (Board of Directors, Board of Trustees, etc.).

Members of the Board should be selected from the following categories; (1) community leaders, such as elected or appointed officials, members of the clergy, educators, civic leaders, or other such individuals representing a broad cross-section of the views and interests of your community, (2) individuals having special knowledge or expertise in your particular field or discipline in which your organization is operating, (3) public officials acting in their capacities as such, (4) individuals selected by public officials, and (5) individuals selected pursuant to your organizations governing instrument or bylaws by a broadly based membership.

Directors shall be of the age of majority in this state. Be in full accord and agreement with the purposes, goals, and objectives of this Corporation as stated herein and in the corporation's constitution. Show active interest in its operations and maintain faithful attention to their responsibilities as Directors. Other qualifications for directors of this corporation shall be determined by the directors.

### **SECTION 3. POWERS**

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 4. DUTIES**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

### **SECTION 5. TERM OF OFFICE**

Each director shall hold office for a period of three years and until his or her successor is elected and qualifies.

### **SECTION 6. COMPENSATION**

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

## **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

## **SECTION 8. REGULAR MEETINGS**

Regular meetings of the Directors shall be held at least three times a year. Directors shall be elected by the Board of Directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice-President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

## **SECTION 10. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- (a) Regular Meetings. No notice need be given of any regular meeting of the board of directors.
- (b) Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of

the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile transmission.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### **SECTION 11. QUORUM FOR MEETINGS**

A quorum shall consist of majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### **SECTION 12. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

#### **SECTION 13. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the board of directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

#### **SECTION 14. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

#### **SECTION 15. NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### **SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

#### **SECTION 17. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such,

whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

## **ARTICLE 4- OFFICERS**

### **SECTION 1. DESIGNATION OF OFFICERS**

*The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.*

### **SECTION 2. QUALIFICATIONS**

Any person may serve as officer of this corporation provided he or she meets all the requirements set by the board of directors.

### **SECTION 3. ELECTION AND TERM OF OFFICE**

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

## **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

## **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

## **SECTION 7. DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

## **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall: Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of

the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 9. DUTIES OF TREASURER**

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation,



or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 10. COMPENSATION**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. Moreover any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties. The corporation would seek outside counsel for establishing what is reasonable and commensurate. The officers will disqualify themselves from all votes pertaining to their own salaries. The corporation will set up a Conflict of Interest Policy, full "Accountable Reimbursement policy (monthly reimbursements) and an Officer Employment agreement.

## **ARTICLE 5 - COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of three board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

## **SECTION 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

## **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

# **ARTICLE 6**

## **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by one or more of the officers of the corporation.

## **SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

# **ARTICLE 7**

## **CORPORATE RECORDS, REPORTS AND SEAL**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office:

(a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

## **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

## **SECTION 4. MEMBERS' INSPECTION RIGHTS**

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified

by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member. Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

#### **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

#### **SECTION 6. PERIODIC REPORT**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

### **ARTICLE 8**

#### **IRC 501(C)(3) TAX EXEMPTION PROVISIONS**

#### **SECTION 1. LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the

publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

## **SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE 9  
AMENDMENT OF BYLAWS**

**SECTION 1. AMENDMENT**

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

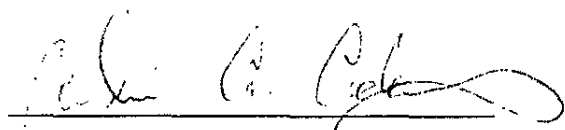
**ARTICLE 10  
CONSTRUCTION AND TERMS**

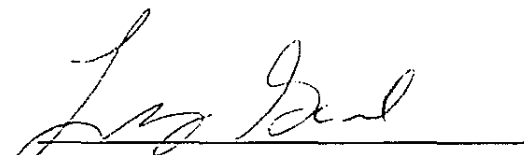
If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

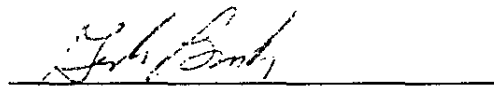
## ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this corporation.

Dated: 7/27/05

  
Calvin A. Adams

  
Luz Gual

  
Gisla Bush