

BYLAWS

HOPE MISSION OF COASTAL CAROLINA, INC. A North Carolina Nonprofit 501(c)(3) Corporation

ARTICLE I PURPOSE

Hope Mission of Coastal Carolina, Inc., is an incorporated, nonprofit, 501(c)(3), faith-based organization. Its purpose is to operate a social services ministry and to share the Word of God with those who are suffering from financial and/or spiritual distress, and those who suffer from mental health and/or substance use disorder, within Eastern North Carolina. No substantial part of the Corporation's activities shall involve carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. It has previously been known as Hope Mission Christian Ministries, Hope Mission of Carteret County, Inc., and Hope Mission of Carteret County, Inc., DBA Hope Mission of Coastal Carolina. Hope Mission of Coastal Carolina, Inc., may be referred to herein as "the Corporation".

ARTICLE II OVERVIEW

SECTION 1. OUR CORE MISSION: Addressing the needs of poverty, homelessness, and substance use disorder.

SECTION 2. OUR CORE VISION: Serving others with many hands and one heart.

SECTION 3. OUR CORE VALUES: "TREAT" - Treating others like we want to be treated, being Respectful, being Ethical, having a good Attitude, and being Trustworthy.

SECTION 4. ASSURANCE OF NON-DISCRIMINATION: Hope Mission of Coastal Carolina, Inc., is a compassionate, social service ministry providing food, shelter, emergency financial assistance, services for mental health and substance use disorder, and loving care in any means possible to the citizens of Eastern North Carolina, without regard to race, creed, color, ethnic background, or religious preference and will comply with all Federal statutes relating to nondiscrimination of those to whom it ministers, including, but not limited to (a) Title VI of the Civil Rights Act of 1964 (P.L. 88-352) which prohibits discrimination on the basis of race, color or national origin; (b) Title IX of the Education Amendments of 1972, as amended (20 U.S.C. §§1681-1683, and 1685-1686), which prohibits discrimination on the basis of sex; (c) Section 504 of the Rehabilitation Act of 1973, as amended (29 U.S.C. §794), which prohibits discrimination on the basis of handicaps; (d) the Age Discrimination Act of 1975, as amended (42 U.S.C. §§6101-6107), which prohibits discrimination on the basis of age; (e) the Drug Abuse Office and Treatment Act of 1972 (P.L. 92-255), as amended, relating to nondiscrimination on the basis of drug abuse; (f) the Comprehensive Alcohol Abuse and Alcoholism Prevention, Treatment and Rehabilitation Act of 1970 (P.L. 91-616), as amended, relating to nondiscrimination on the basis of alcohol abuse or alcoholism; (g) Title VIII of the Civil Rights Act of 1968 (42 U.S.C. §§3601 et seq.), as amended, relating to nondiscrimination in the sale, rental or financing of housing; (h) the Food Stamp Act and

the USDA policy, which prohibit discrimination on the basis of religion and political beliefs; and (i) the requirements of any other nondiscrimination statutes which may apply to this ministry.

ARTICLE III OFFICES

SECTION 1. PRINCIPAL OFFICE: The principal office of the Corporation shall be located at the place determined by the Board of Directors.

SECTION 2. REGISTERED OFFICE: The registered office of the Corporation, required by law, is to be maintained in the State of North Carolina but need not be identical with the principal office of the Corporation.

SECTION 3. OTHER OFFICES: The Corporation may have offices at such other places either within or outside the State of North Carolina as the affairs of the Corporation may require. The Board of Directors shall determine the necessity of any such action.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS: The Corporation will be managed by the Board of Directors, which hereinafter may be referred to as “the BOD” or “the Board”. The Board will work in collaboration with the Pastor (if appointed) and/or the Chief Executive Officer and/or the Chief Operations Officer, to establish all policies and, together, will be responsible for the affairs of the Corporation.

- A. APPOINTMENT OF PASTOR: The Board of Directors may appoint a Pastor who shall be an officially ordained pastor of an IRS approved denomination to manage and direct the spiritual welfare of the Corporation. Such appointed person shall not have authority to set policy or to change policy that has been established by the Board without further collaboration with the Board, the CEO, and the COO.
- B. APPOINTMENT CEO AND COO: The Board of Directors shall appoint a Chief Executive Officer and/or a Chief Operations Officer, recommended by the Pastor if a pastor is appointed, to manage and direct all of the business affairs of the Corporation. Such appointed person(s) shall hold office subject to the discretion of the Board until resignation or removal by the Board and shall have authority to carry out the policies of the Corporation in collaboration with the Board of Directors. The Chief Executive Officer (hereinafter “CEO”) and the Chief Operations Officer (hereinafter “COO”) shall not have authority to set policy or to change policy that has been established by the Board without further collaboration.

SECTION 2. NUMBER, TERM, AND QUALIFICATIONS: The number of members who serve on the Board shall be neither less than five (5), nor more than eleven (11). If at any time the number of members falls below the minimum, the vacancy shall be filled as soon as possible. All Board members shall be citizens of the United States, at least twenty-one (21) years of age, and practicing Christians who are members in good standing of a church body within Eastern North Carolina. All Board members shall be elected at the annual meeting for a one (1) year term. Any Board member

elected to fill a vacancy position shall serve the remaining term of the person being replaced and then may stand for re-election at the next Annual Meeting. All Board members that are elected during the annual October meeting begin their term of office on January 1st of the following year.

SECTION 3. ELECTION/APPOINTMENT OF DIRECTORS: The Corporation may allow Carteret County, acting through its Board of Commissioners, to appoint up to three (3) directors. The chairperson of the Hope Mission Foundation, Inc., and the chairperson of the Hope Mission Thrift Store, Inc., shall also be directors. The remaining directors shall be elected.

The election of the remaining Board of Directors shall proceed as follows: At the Annual Meeting, held during October, the Board members who are currently serving shall elect new Board members whose terms begin on January 1st. Nominees who are current Board members will refrain from voting for themselves. Each Board member has one vote per Board vacancy and cannot vote cumulatively. Those who receive a majority vote shall be deemed to have been elected. Board members may serve successive, annual terms.

SECTION 4. REMOVAL FROM BOARD OF DIRECTORS: A Board member may be removed from office by a majority vote of the attending Board members or pursuant to any procedure set forth in the Articles of the Corporation or in these Bylaws, including any adopted by amendment. The Board member subject to removal, if present, shall not cast a vote. In the event that such a removal is sought, three days' prior notice shall be given for that meeting of the Board of Directors. This notice shall state that a vote will be sought for removal of a director and shall state the name of the director at issue. Non-attendance at 2 of the 4 scheduled, regular Board meetings could be considered cause for removal. In the event that a removal occurs, a replacement Board member may be elected at the same meeting.

SECTION 5: VACANCIES: A vacancy occurring on the Board of Directors may be filled by a majority vote of the remaining Board members or by the sole remaining Board member if such an occasion arises. Any Board member elected to fill a vacant position shall serve the remaining term of the person replaced and then stand for re-election at the next annual meeting.

SECTION 6: CHAIRPERSON: The President of the Board shall be the Chairperson of the Board of Directors. In the event that the President is not at any duly called meeting, the Vice President will preside. With the concurrence of the Vice President, a temporary, presiding officer may be elected by the Board of Directors.

SECTION 7: COMPENSATION: Board members shall not receive any monetary compensation for their services. However, by resolution of the Board, expenses of attendance, if any, may be allowed for each regular or special meeting of the Board of Directors.

SECTION 8: EMPLOYMENT: No member of the Board of Directors shall serve as an employee of the Corporation.

ARTICLE V MEETINGS OF BOARD OF DIRECTORS

SECTION 1. REGULAR AND ANNUAL MEETINGS: The Board of Directors shall meet quarterly, at a date, time, and place to be determined by the President of the Board, or the CEO of the Corporation. Other meetings may be held on such dates and at such times as may be designated by the President of the Board or the CEO. The Annual Meeting of the Board of Directors shall be

held in October of each year for the purpose of electing/appointing Board members, standing committee members and officers, pastors, etc., and for the transaction of such other business as may be properly brought before the meeting. The Annual Meeting shall be held within or without the State of North Carolina, at a date, time, and place to be determined by the President of the Board of Directors or the CEO of the Corporation.

SECTION 2. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by, or at the request of, the President of the Board or the CEO. Any Board member may request that the President call a special meeting with the concurrence of two other Board members.

SECTION 3. NOTICE OF MEETINGS: Notice of regular meetings of the Board shall be provided by the Secretary or the CEO to each of the Board members, in writing, at least seven days before the date of each such meeting. Special meetings require advance notice of at least two days by any usual means of communication. Such notice need not specify the purpose for which the meeting is called except as otherwise provided herein.

SECTION 4. WAIVER OF NOTICE: Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting (or promptly upon the director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

SECTION 5. QUORUM: Whenever proper notice of a meeting of the Corporation has been sent to the members of the Board, a majority of the Board members currently serving shall constitute a quorum.

SECTION 6. MANNER OF ACTING: Except as otherwise provided in these Bylaws, the majority vote of the Board members present at a meeting, at which a quorum is present, shall be the act of the Board of Directors.

SECTION 7. PRESUMPTION OF ASSENT: A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her contrary vote is recorded, or his or her dissent is otherwise entered in the minutes of the meeting, or unless he or she files the dissent to such action, in writing, with the person acting as the Secretary of the meeting before the adjournment thereof, or forwards such dissent by certified mail return receipt requested to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 8. INFORMAL ACTION BY DIRECTORS: Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board whether done before or after the action is taken.

SECTION 9: DOCUMENTATION: The Board of Directors, and all committees, shall insure that the minutes of their meetings and actions taken by written action or outside of meetings are contemporaneously documented and retained as provided by law and the policies of the Corporation.

ARTICLE VI COMMITTEES

SECTION 1. AUTHORITY TO APPOINT: The Board of Directors, by resolution adopted by a majority of the Board, may appoint committees for the purpose of assisting the Board of Directors with activities of the Corporation. Standing committees, as identified in Section 2 of this Article VI, shall be appointed at the Annual Meeting. Other committees may be created or dissolved, and members appointed by the Board at any regular meeting. Upon the election of any committee, the Board shall appoint a member of the Board of Directors to be the Chairperson of that committee. Except as otherwise stated herein, other committee members need not be Board members. The Board shall describe and define the duties and authorities of the committees. The actions of committees shall, in all instances, be recommendations to the Board of Directors and subject to approval of the Board. All committees and committee members shall serve at the pleasure of the Board of Directors and may be terminated at any time, as may its duties and authorities.

SECTION 2. STANDING COMMITTEES: There shall be two Standing Committees which, unless otherwise stated herein, will be appointed each year at the Annual Meeting to serve for one year, beginning the next January following the Annual Meeting. These two Standing Committees shall be:

- A. EXECUTIVE COMMITTEE: The Board of Directors may designate such number of persons as it deems advisable to serve on an Executive Committee for the Corporation and will include the President, Vice-President, Secretary, and Treasurer of the Board of Directors. The term of office of the Executive Committee will be set by the Board of Directors. The Executive Committee shall serve as the Nominating Committee of the Board of Directors. The CEO shall work closely with this standing committee as an advisor. Other Board members who are not on the Nominating Committee may also nominate candidates for Board membership. The Executive Committee shall also monitor and evaluate the performance of the CEO and perform such duties as may be delegated to it by the Board of Directors.
- B. BUDGET, FINANCE, AND PROPERTY COMMITTEE: This Standing Committee shall be made up of two Board members: the Treasurer, who shall be appointed as the Chairperson, and at least one other Board member appointed by the Chairperson. The CEO and the COO shall work closely with this Standing Committee as advisors. The Chairperson may assign a bookkeeper to handle the day-to-day operations. The committee shall be responsible to the Board for all financial matters of the Corporation including reporting, auditing, and budget planning. This committee, together with the CEO and the COO, shall also oversee the operation, inventory, maintenance, and repair of all properties, including the insurance thereof, and manage investments pursuant to such investment policy or instructions as may be adopted by the Board of Directors. This committee shall keep records of all real property, and personal property that is individually valued at \$100.00 or greater. An inventory of such property will be done at least annually.

ARTICLE VII OFFICERS OF THE BOARD OF DIRECTORS

SECTION 1. NUMBER: The officers of the Board of Directors shall consist of a President, a Vice-President, a Secretary, a Treasurer, and any other officers as the Board of Directors may from

time to time elect within the provisions of Article IV, Section 2 provided that they are already a member of the Board of Directors. All officers of the Board of Directors must be members of the Board.

SECTION 2. ELECTION AND TERM: The officers of the Board of Directors shall be elected by a majority of the Board members at the regular Annual Meeting of the Board of Directors held in October of each year. Each officer shall hold office for a one (1) year term and shall take office effective January 1st following the October Annual Meeting. A Special Meeting shall be called by the President of the Board of Directors to fill any mid-term vacancies as soon as possible. Any officer elected to fill a vacancy position shall serve the remaining term of the person being replaced and then may stand for re-election at the next Annual Meeting. There shall be no limit on the number of terms an officer may serve.

SECTION 3. REMOVAL: Any BOD officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever, in its judgment, the best interests of the Corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. QUALIFICATIONS OF OFFICERS: All officers shall be citizens of the United States, at least twenty-one (21) years of age, and practicing members in good standing of a faith-based church body within Eastern North Carolina.

SECTION 5. PRESIDENT: The President of the Board shall be the principal executive officer of the Board of Directors, shall preside at all meetings of the Board of Directors, and in collaboration with the CEO and the COO, shall, in general, supervise and control all of the business and affairs of the corporation in accordance with these Bylaws and any policies or procedures that may be implemented. The President, the CEO, or the COO shall sign such documents, contracts, and other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall, in general, perform all duties incident to the Office of the President and such other duties as may be prescribed by the Board from time to time.

SECTION 6. VICE-PRESIDENT: In the absence of the President of the Board of Directors, or in the event of the President's death or inability or refusal to act, the Vice-President of the Board 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. Any Vice-President shall perform such other duties as from time to time may be assigned to said Vice-President by the President of the Board of Directors.

SECTION 7. SECRETARY: The Secretary of the Board shall (a) keep the minutes of the meetings of the Board of Directors and of all executive committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. The Secretary shall keep a computer copy of all minutes while keeping a hard copy in the office for Hope Mission of Coastal Carolina, Inc., as stated in Section 12. The Secretary may appoint a non-board member as Recording Secretary who will take notes during all meetings and ensure that all motions are accurately recorded. Key points and discussion highlights on agenda items shall be recorded. Detailed and lengthy conversions may not be noteworthy for inclusion into the minutes if they do not affect any change to the operation,

management, policies, or procedures of the Corporation. The Secretary will have final say before minutes are recorded and sent out to the Board members.

SECTION 8. TREASURER: (a) The Treasurer of the Board shall be responsible for, and have charge and custody of, all funds belonging to the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in accordance with the provisions of Article IX, Section 4 of these Bylaws. (b) The Treasurer shall be responsible for full and accurate accounting of the finances of the Corporation in books and computer systems that are especially provided for that purpose. The Treasurer shall prepare or cause to be prepared a true statement of the Corporation's assets and liabilities and a report of the results of the Corporation's operation as of the close of each fiscal year, all in reasonable detail, which statement and report shall be made and filed at the registered or principal office of the Corporation within thirty (30) days of the close of each fiscal year. The statement so filed shall be kept available for inspection by appropriate persons and officials for a period of ten (10) years unless a longer period of time is required by the Internal Revenue Service. (c) The Treasurer shall, in general, perform all duties incident to the Office of Treasurer, and other duties as may be assigned from time to time by the President, the Board of Directors, or these Bylaws. The Board of Directors may, at their discretion, hire third-party bookkeeping services that will be responsible for providing accurate accountability of finances for the Corporation. The Treasurer may appoint a person to contact the IRS, when needed, to discuss payment matters involving taxes due.

SECTION 9. BONDS: In the event of a lawsuit against the Corporation, the Board of Directors, by resolution, requires all officers, agents, and employees of the corporation to be bonded through the Corporation Liability Insurance Policy. This bonding is conditioned on the faithful performance of the duties of their respective offices or positions and other such conditions as may from time to time be required by the Board of Directors.

SECTION 10. COMPENSATION: Officers of the Corporation shall receive no compensation but may, upon approval of the Board of Directors, be reimbursed for reasonable expenses incurred in the performance of their respective duties.

SECTION 11. VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification, or other reason may be filled by the Board of Directors for the unexpired portion of the term as delineated in Article IV, Section 5 of these Bylaws.

SECTION 12. RECORDS: The Secretary and the Treasurer shall maintain complete records in accordance with their respective duties at the principal office of Hope Mission of Coastal Carolina, Inc., for a period of time in accordance with all state statutes and IRS requirements pertaining to non-profit 501(c)(3) corporations. These records shall be kept in a secure manner.

ARTICLE VIII INDEMNIFICATION

SECTION 1. GENERALLY: In addition to the indemnification otherwise provided by law, the Corporation shall indemnify and hold harmless any Director or Officer, or former Director or Officer, of the Corporation against all claims, liabilities, litigation expenses, and costs necessarily incurred by such person in connection with the defense, compromise, or settlement of any action, suit, or proceeding, civil or criminal, in which such person is made a party by reason of being or having been such Director or Officer and arising out of their activities in any of the foregoing

capacities or in any capacity in which they are or were serving at the Corporation's request, except in relation to matters as to which such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation to the extent not otherwise compensated, indemnified, or reimbursed by insurance. The Corporation shall also indemnify the Director or Officer for reasonable costs, expenses, and attorneys' fees in connection with the enforcement of the right to indemnification granted herein, if it is determined in accordance with Section 2 of this Article that the Director or Officer is entitled to indemnification hereunder.

SECTION 2. DETERMINATION: Any indemnification under Section 1 of this Article shall be paid by the Corporation in any specific case only after a determination that the Director or Officer did not act in a manner, at the time the activities were taken, known or believed by him or her to be clearly in conflict with the best interests of the Corporation or otherwise prohibited by the Articles of Incorporation. Such determination shall be made (a) by the affirmative vote of a majority (but not less than two) of all the Directors of the Corporation who are not, or were not, parties to the action, suit, or proceeding out of which the liability, or expense for which indemnification is to be determined, arose ("disinterested Directors"), even though less than a quorum, or (b) if a majority (but not less than two) of disinterested Directors so direct, by independent legal counsel in a written opinion, or (c) by the vote of a majority of all of the voting members who were parties to such action, suit, or proceeding or against whom such claim is asserted, or by a unanimous vote of all of the voting members, or (d) by a court of competent jurisdiction.

SECTION 3. ADVANCED PAYMENT OF EXPENSES: Expenses incurred by a Director, officer, employee, or agent 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 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 such person is entitled to be indemnified by the Corporation as provided by law.

SECTION 4. RELIANCE AND CONSIDERATION: Any Director or Officer who, at any time after adoption of this Article, serves or has served, in any of the aforesaid capacities for, or on behalf of, the Corporation shall be deemed to be doing, or to have done, so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article.

SECTION 5. INSURANCE: The Corporation may purchase and maintain insurance on behalf of its Directors, Officers, Employees, or Agents of the Corporation or members of a mediation, arbitration or reconciliation panel convened by the Corporation, and those persons who were serving at the request of the Corporation in any capacity in another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of said person's other status as such, whether or not the Corporation would have the power to indemnify said person against such liability under the provisions of this Article or otherwise. Any full or partial payment made by an insurance company, under any insurance policy covering any such person, made to, or on behalf of, an indemnification under this Article shall relieve the Corporation of its liability for indemnification provided for in this Article, or otherwise, to the extent of such payment, and no insurer shall have a right of subrogation against the Corporation with respect to such payment.

ARTICLE IX
CONTRACTS, ASSETS, AND LIABILITIES

SECTION 1. CONTRACTS: The Board of Directors may authorize any officer, employee, or agent to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. REAL PROPERTY AND LOANS: No real property (land or structure) shall be acquired or disposed of unless authorized by a resolution adopted by a majority vote of the Board of Directors. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by a majority vote of the Board. No loans shall be made by the Corporation to any director, Board member, or employee of the Corporation.

SECTION 3. CHECKS AND DRAFTS: All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by the Treasurer or other person designated by the Board of Directors.

SECTION 4. DEPOSITS: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct.

SECTION 5. GIFTS: Gifts, donations, and bequests may be given directly to the Corporation with directions that the principle of the income therefrom shall be used for the purpose specified in the Articles of Incorporation.

ARTICLE X
GENERAL PROVISIONS

SECTION 1. WAIVER OF NOTICE: Whenever any notice is required to be given to any Director under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the Charter or Bylaws of this Corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

SECTION 2. FISCAL YEAR: Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be from January 1 to December 31.

SECTION 3. PARLIAMENTARY AUTHORITY: The Parliamentary authority for the Corporation shall be Robert's Rules Newly Revised, except where the same is inconsistent with the Corporation's Bylaws or Articles of Incorporation.

SECTION 4. AMENDMENTS: Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws adopted by the affirmative vote of the majority of the Board members then holding office at any regular or special meeting of the Board. No alteration, amendment, revision, or rescission of the Bylaws shall be voted upon unless notice has been given of the meeting or unless all of the Board members of the Corporation execute a written waiver of notice stating that action upon the Bylaws is to be taken at the meeting. The original of such waiver shall be recorded in the corporate books.

SECTION 5. INUREMENT OF NET EARNINGS: Except as permitted by the North Carolina Non-Profit Corporation Act, the Corporation shall not engage in a transaction which results, directly or indirectly, in any part of the net earnings of the Corporation inuring to the benefit of any private Director, Officer, Employee, or Agent of the Corporation, and no Director or Officer of the Corporation shall have authority to bind the Corporation to such a transaction.

SECTION 6. DIVIDENDS AND COMPENSATION: No dividends shall be paid and no part of the income of the Corporation shall be distributed to its Directors or Officers, except that the Corporation may pay compensation in a reasonable amount to its Directors or Officers for services actually rendered.

SECTION 7. EXEMPT ACTIVITIES: Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation that is not permitted to be taken or carried on by an organization that is exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended. This includes contributions to the organization which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist, or as they may hereafter be amended.

SECTION 8. NO FORMAL MEMBERSHIP: The Corporation shall have neither members, nor shareholders.

SECTION 9. DISSOLUTION OF THE CORPORATION. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization, or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall, at the time, qualify as an exempt organization, or organizations, under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Approved and officially adopted by the Board of Directors on the 29th day of May, 2025.

Secretary 