

BYLAWS
OF
KAIROS PRISON MINISTRY INTERNATIONAL FOUNDATION, INC.

ARTICLE I

Offices

The principal office of KAIROS PRISON MINISTRY INTERNATIONAL FOUNDATION, INC. (the “Corporation”) in the State of Florida shall initially be located in the City of DeBary, County of Volusia. The Corporation may have offices at other places within or without the State of Florida as the board of directors may from time to time determine or as the business of the Corporation may require.

The address of the Corporation’s registered office, required by Florida law to be maintained in the State of Florida, may be changed from time to time by the board of directors. The registered office may be, but need not be, identical to the Corporation’s principal office in the State of Florida.

ARTICLE II

Purpose

Without limiting the generality of the purpose stated in the Articles of Incorporation, the Corporation’s primary purpose is to further the interests of Kairos Prison Ministry International, Inc. (the “Supported Organization”).

ARTICLE III

Directors

Section 1. Board of Directors. The business of the Corporation shall be managed and its corporate powers exercised by a board of directors.

(a) Directors are not required to be residents of this state, but must be at least 18 years of age.

(b) There shall be no compensation for the directors.

(c) A director of the Corporation 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 the director votes against the action or abstains from voting in respect to it.

(d) A director shall perform his or her duties as a director, including his or her duties as a member of any committee of the board of directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and

with such care as an ordinarily prudent person in a like position would use under similar circumstances.

(e) In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by: (i) one or more officers or employees of the Corporation or the Supported Organization whom the director reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or (iii) a committee of the board upon which he or she does not serve, duly designated in accordance with a provision of the Articles of Incorporation or these Bylaws, as to matters within its designated authority, which committee the directors reasonably believe to merit confidence.

(f) In performing his or her duties, a director may consider such factors as the director deems relevant, including the long term prospects and interest of the Corporation, and the social, economic, legal, or other effects of any action on the employees, suppliers, or constituents of the Corporation or its subsidiaries, the communities, and society in which the Corporation or its subsidiaries operate, and the economy of the state and nation.

(g) A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance described in Section 1(e) of this Article III to be unwarranted.

(h) A person who performs his or her duties in compliance with this Section 1 of this Article III shall have no liability by reason of being or having been a director of the Corporation.

(i) A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless:

(1) The director breached or failed to perform his duties as a director; and

(2) The breach or failure constitutes any one of the following:

(A) A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;

(B) A transaction from which he or she derived an improper personal benefit, as that term is defined in accordance with Fla. Stat. Section 607.0831;

(C) In a derivative or other proceeding, conscious disregard for the best interests of the Corporation or willful misconduct; or

(D) In a proceeding by another third party, recklessness or an act or omission committed in bad faith, or with malicious purpose, or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. "Recklessness" is defined to mean an act or omission to act in conscious disregard of a risk:

(A) Known, or so obvious that it should have been known to the director; and

(B) Known to the director, or so obvious that it should have been known to be so great as to make it highly probable that harm would follow from such action or omission.

(j) Notwithstanding the above provisions, directors may be immune from civil liability pursuant to Florida Statutes, Section 617.0834.

Section 2. Number, Election, and Term of Directors.

(a) The exact number of directors making up the board shall be no less than seven (7) nor more than twenty-five (25), except as to the number constituting the initial board of directors, which number shall be fixed by the Articles of Incorporation.

(b) Each person named in the Articles of Incorporation as a member of the initial board of directors shall hold office until his or her resignation, removal from office, or death, or until his or her successor is appointed following the expiration of his or her term.

(c) The board of directors shall include the Chief Executive Officer (also known as Executive Director) of the Supported Organization, or his or her appointed staff member, and one member of the current board of directors of the Supported Organization. The Chief Executive Officer (CEO) or designee shall be a non-voting member. Nothing in this requirement shall prohibit the election of additional members of the Supported Organization's board of directors. Subject to Section 2(a) of this Article III, the board of directors of the Supported Organization (the "Kairos board of directors") may elect up to twenty three (23) additional directors who, if elected, will serve a three (3) year term and may be re-elected twice for a total of no more than nine (9) years; provided that the Kairos board of directors shall use reasonable efforts to cause the election of the directors to be staggered so that, with the exception of filling a vacant seat, no more than one-third (1/3) of the director positions are up for election at any time. Directors shall be nominated by the CEO of the Supported Organization, the Chair of the Supported Organization, or the Chair of the board of directors of the Corporation and shall be elected by the affirmative vote of the majority of the members of the Kairos board of directors. The election of directors may be held at any meeting of the Kairos board of directors. The term of any director who is also a member of the board of the Supported Organization shall expire at such time as such director is no longer a board member of the Supported Organization. The members of the Kairos board of directors shall elect directors based on the procedure determined by the Kairos board of directors prior to such election; provided that cumulative voting is not permitted. Directors of the Corporation shall have the right to vote on all matters before the board, except for the election or removal of directors, which matters shall be reserved exclusively for the Kairos board of directors.

(d) The board of directors shall elect a Chair of the board of directors of the Corporation (the "Chair") at the annual meeting of the directors. The Chair shall serve until the next annual meeting of the directors and shall preside at all meetings of the board of directors.

Section 3. Vacancies. Vacancies in the board of directors, whether occurring by reason of an increase in the size of the board, or the death, resignation, disqualification, or removal of a director, or the expiration of a director's term (following the appointment of his or her successor), (a) for the CEO of the Supported Organization shall be filled by the automatic and immediate appointment of the person selected by the Supported Organization to fill that Office, and (b) for directors shall be filled by election by the Supported Organization board of directors. A vacancy in the position of Corporation Chair shall be filled by election by the board of directors of the Corporation.

Section 4. Annual and Regular Meetings of the Board. The board of directors shall hold at least two (2) meetings each year. An annual meeting of the board of directors shall be held each year. Regular meetings of the board shall be held at such place and time thereafter during the year as the board of directors may fix. Annual or regular meetings of the board of directors may be held within or without the State of Florida, and a ten (10) day notice should be given any director concerning any annual or regular meeting. Members of the board of directors may participate in any regular or special meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such meeting.

Section 5. Special Meetings of the Board. Special meetings of the board of directors may be called at any time and place by the Chair, or by more than 50% of the directors. The Secretary shall give notice of each special meeting to each director not less than forty-eight (48) hours before the meeting. Notice of a special meeting may be given to all directors by telephone or email. Notice of a special meeting of the board, however, need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a special meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting. Special meetings of the board of directors may be held within or without the State of Florida.

Section 6. Quorum and Voting. Unless provided otherwise by the Articles of Incorporation or by these Bylaws, more than 50% of the number of directors fixed in the manner provided in these Bylaws shall constitute a quorum for the transaction of business. In addition to those directors who are physically present at a meeting, directors shall for purposes of these Bylaws be deemed present at such meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other at the same time is used. A resolution passed on the telephone by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effectual as a resolution passed at a physical meeting. The act of more than 50% of directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless provided to the contrary in the Articles of Incorporation or in these Bylaws. A director who is present at a meeting on which action on any corporate matter is taken shall be deemed in favor of the action

taken, unless he or she votes against the action or abstains from voting with respect thereto. More than fifty percent (50%) of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

Section 7. Board Action Without a Meeting. Any action of the board of directors or a committee thereof that is required or permitted to be taken at a meeting may be taken without a meeting if written consent to the action, signed by all of the members of the board or committee, is filed in the minutes of the proceedings of the board. Such consent shall have the same effect as a unanimous vote. Consent may be transmitted via e-mail if it is electronically signed by the director.

Section 8. Executive and Other Committees. The board of directors, by resolution adopted by more than 50% of the full board, may designate two or more of its members to constitute an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise such authority assigned to such committee by resolution of the board, except that no committee shall have authority to:

- (1) Fill vacancies on the board of directors or any committee thereof; or
- (2) Adopt, amend or repeal the Bylaws;

The board, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of a committee who may act in the place of any absent member or members at any meeting of the committee, may fill vacancies in such committee, discharge any or all members of such committee, with or without cause, at any time, or may dissolve or deactivate such committee.

Section 9. Advisory Committee. Without limiting the generality of Section 8 of this Article III, the Corporation may have an advisory committee, which shall be governed by the following provisions:

(a) Appointment. The advisory committee of the Corporation shall consist of a number of members selected from time to time by the board of directors. The Chair shall be a permanent member of the advisory committee. The CEO of the Supported Organization, or his or her appointed staff member, shall be a permanent member of the advisory committee.

(b) Authority and Responsibility. The advisory committee shall meet from time to time to consider the needs of the Supported Organization and advise the board of directors as to the action(s) that should be taken to further the interests of the Supported Organization. The advisory committee shall keep regular minutes of its proceedings and report the same to the board of directors at the next meeting of the board of directors.

(c) Tenure. Each member of the advisory committee shall hold office until the next annual meeting of the board of directors.

(d) Meetings. Regular meetings of the advisory committee shall be held at least twice each year and may be held more frequently as needed. Such meetings may be a physical meeting, a teleconference meeting, or through action without a meeting to which action all members consent. The Chair may call Special meetings of the advisory committee by giving not less than five (5) day's notice of the place, date, and hour of the meeting. The notice may be written or oral. Any member of the advisory committee may waive notice of any meeting and no notice of any meeting need be given to any member who attends. The notice of a meeting of the advisory committee need not state the business proposed to be transacted at the meeting. The Chair shall be the chair of each meeting of the advisory committee and if the Chair is not in attendance at such meeting, the advisory committee members present may choose a temporary Chair for the meeting who shall serve as Chair of the meeting until the earlier of the time that the Chair arrives at the meeting or the time that the meeting is adjourned.

(e) Quorum and Approval. The majority of the members of the advisory committee shall constitute a quorum for the transaction of business of the advisory committee. The action of the advisory committee must be authorized by the affirmative vote of more than 50% of the members present at a meeting at which a quorum is present. Actions by the advisory committee are not binding on the Corporation or on the board of directors. Instead, such actions are intended to be advice and/or suggestions to be considered by the board of directors in the conduct of their business.

(f) Vacancies. Except as provided below in Section 9(g) of this Article III, any vacancy in an advisory committee position may be filled by a resolution adopted by more than 50% of the board of directors. Except as provided below in Section 9(g) of this Article III, an advisory committee member elected to fill a vacancy shall hold office only until the next annual meeting of the board of directors.

(g) Resignations and Removal. Except as provided below, upon the failure of any member of the advisory committee to perform his or her duties, including attendance at meetings, such member may be removed by more than 50% of the board of directors. Except as provided below, any member of the advisory committee may resign from the committee at any time by giving written notice to the Chair. Unless otherwise specified therein, such resignation shall take effect upon receipt. The acceptance of such resignation shall not be necessary to make it effective.

(h) Procedure. Except as provided above, the advisory committee may fix its own rules of procedure.

Section 10. Removal of Directors. Any director may be removed with or without cause by a vote of more than 50% of the members of the Kairos board of directors. The Chair may be removed with or without cause, including failure to attend meetings, by a vote of more than 50% of the Corporation board of directors. If such director is a member of a committee of the board of directors, he or she shall cease to be a member of that committee when he or she ceases to be a director.

ARTICLE IV

Officers

Section 1. Officers. This Corporation shall have a Chair, a Secretary, a Treasurer, and such other officers, assistant officers, and agents as the board of directors from time to time shall deem advisable. Corporate officers shall be elected by the affirmative vote of more than 50% of the board of directors at the annual meeting of the board and shall hold office for a term of one (1) year and until their successors are elected and qualified, unless sooner removed by the board of directors. Any person may hold two or more offices. The failure to elect a Chair, Secretary, or Treasurer shall not affect the existence of the Corporation.

Section 2. Chief Executive Officer (CEO). The Supported Organization board of directors may establish the position of CEO for the Corporation. In such case, the following provisions shall apply. If there is no CEO, the Chair of the board of directors of the Corporation and/or the CEO of the Supported Organization shall be authorized to execute all documents on behalf of the Corporation. The CEO of the Supported Organization may serve as the CEO of the Corporation.

The CEO, or another person so designated, shall be the chief executive officer of the Corporation, shall have general supervision of the affairs of the Corporation, shall make reports to the directors, shall execute all instruments in the name of the Corporation, shall hire appropriate staff, and inscribe the seal where necessary or required, and shall perform all such other duties as are incident to his or her office or are properly required of him or her by the board of directors. The CEO, or another person so designated, shall be authorized to execute all documents on behalf of the Corporation. In the absence or disability of the CEO, or the designated person, the Chair shall assume those duties.

Section 3. Chair. The Chair shall preside at all meetings of the board of directors of the Corporation, shall make reports to the directors, and shall perform all such other duties as are incident to his or her office or are properly required of him or her by the board of directors. The Chair shall be responsible for selecting Chairs for all committees of the Corporation and, in addition, shall be the board of directors' liaison with the CEO of the Supported Organization.

Section 4. Vice Chair. If elected, the Vice Chair, in the absence or disability of the Chair, shall exercise the power and shall perform the duties of the Chair of the Corporation. In addition, the Vice Chair shall exercise such other power and perform such other duties as the board of directors may prescribe.

Section 5. Secretary. The Secretary shall keep the minutes of all proceedings of the directors, shall attend to the giving and serving of all notices to the directors or other notice required by law or by these Bylaws, shall affix the seal of the Corporation to deeds, contracts, and other instruments or writings requiring a seal, when duly signed or when so ordered by the directors, shall authenticate records of the Corporation, shall have charge of all of the corporate records (except the financial records) and such other books and papers as the board may direct, and shall perform all other duties incident to the office of Secretary.

Section 6. Treasurer. The Treasurer shall have oversight of all corporate funds, securities, financial records, and evidences of indebtedness of the Corporation, including overseeing receipts and acquittances for monies paid in on account of the Corporation, overseeing payment of the funds on hand, all bills, payrolls, and other just debts of the Corporation, of whatsoever nature, upon maturity. The Treasurer shall have oversight of entries in books to be kept by that purposes, full and accurate accounts of all monies received and paid out by him or her on account of the Corporation, and shall perform all other duties incident to the office of Treasurer and as may be prescribed by the directors.

Section 7. Other Officers. Other officers and agents appointed by the board of directors shall be subject to the supervision of and shall be responsible to perform the duties prescribed by the board of directors.

Section 8. Vacancies. A vacancy in any office due to death, resignation, removal, disqualification, creation of a new position, or any other reason may be filled by the affirmative vote of more than 50% of the board of directors for the unexpired portion of the term.

Section 9. Removal. Any officer or agent may be removed from office with or without cause by the affirmative vote of more than 50% of the board of directors. Removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 10. Reimbursement. The officers of the Corporation are entitled to reimbursement for all reasonable expenses incurred in connection with the performance of their duties.

ARTICLE V

Book and Records

The Corporation shall keep correct and complete books and records of account and shall keep as permanent records minutes of the proceedings of its board of directors and committees of directors. Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE VI

Corporate Indemnification Plan

Section 1. Definitions. For purposes of this Article VI, the following terms shall have the meanings hereafter ascribed to them:

(a) “Corporation” includes, as the context may require, Kairos Prison Ministry International Foundation, Inc., any resulting corporation and any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger, so that any person who is or was a director or officer of a constituent corporation, or is or was serving at the request of a constituent corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, is in the same position with respect to the resulting or surviving corporation as he or she would have been with respect to such constituent corporation if its separate existence had continued.

(b) “Expenses” include, without limitation, all costs, expenses, attorneys’ fees, and paralegal expenses incurred by the director, advisory committee member or officer in, for or related to the Proceeding or in connection with investigating, preparing to defend, defending, being a witness in or participating in the Proceeding, including such costs, expenses, attorneys’ fees and paralegal expenses incurred on appeal. Such attorneys’ fees shall include without limitation, (a) attorneys’ fees incurred by the director, advisory committee member or officer in any and all judicial or administrative proceedings, including appellate proceedings, arising out of or related to the Proceeding; (b) attorney’s fees incurred in order to interpret, analyze or evaluate that person’s rights and remedies in the Proceeding or under any contracts or obligations which are the subject of such Proceeding; and (c) attorneys’ fees to negotiate with counsel for any claimant, regardless of whether formal legal action is taken against him or her.

(c) “Liability” includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed to any employee benefit plan), and Expenses actually and reasonably incurred with respect to a Proceeding.

(d) “Not Opposed to the Best Interest of the Corporation” describes the actions of a person who acts in good faith and in a manner he or she reasonably believes to be in the best interest of the Corporation or the participants and beneficiaries of an employee benefit plan, as the case may be and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

(e) “Other Enterprises” include employee benefit plans.

(f) “Proceeding” includes any threatened, pending, or complete action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal to which the person is a party by reason of the fact that he or she is or was a director, advisory committee member or officer of the Corporation or is now or was Serving at the Request of the Corporation as a director, advisory committee member or officer of another corporation, partnership, joint venture, trust or Other Enterprise.

(g) “Serving at the Request of the Corporation” includes any service as a director, advisory committee member or officer of the Corporation that imposes duties on such persons, including duties relating to an employee benefit plan and its participants or beneficiaries.

Section 2. Successful Defense. In all events, and notwithstanding the conditions and qualifications set forth in Section 3 below, the Corporation shall indemnify a director, advisory committee member or officer who has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue, or matter therein, against Expenses actually and reasonably incurred by him or her in connection therewith.

Section 3. Indemnification.

(a) Subject to Sections 3(c) and (d) below, the Corporation shall indemnify to the fullest extent permitted by law and shall advance Expenses therefor to any director, advisory committee member or officer who was or is a party to any Proceeding (other than an action by, or in the right of, the Corporation), against Liability incurred in connection with the Proceeding, including any appeal thereof, provided that such person acted in good faith and in a manner he or she reasonably believed to be in, or Not Opposed to, the Best Interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

(b) Subject to Sections 3(c) and (d) below, the Corporation shall indemnify to the fullest extent permitted by law and shall advance Expenses therefor to any director, advisory committee member or officer who was or is a party to any Proceeding by or in the right of the Corporation, against Liability incurred in connection with the Proceeding, including any appeal thereof, provided that such person acted in good faith and in a manner he or she reasonably believed to be in, or Not Opposed to, the Best Interests of the Corporation. Notwithstanding the foregoing, no indemnification shall be made under this Section 3(b) in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable.

(c) No indemnification under this Section 3 shall be made if a judgment or other final adjudication established that the person’s actions or omissions to act were material to the cause of action adjudicated and such actions or omissions constitute either:

(1) A violation of the criminal law, unless the director, advisory committee member or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(2) A transaction from which the director, advisory committee member or officer derived an improper personal benefit;

(3) In the case of a director, a circumstance under which the Liability provisions of Florida Statutes, Section 617.0834 are applicable; or

(4) Willful misconduct or a conscious disregard for the best interest of the Corporation in a Proceeding by or in the right of the Corporation to procure a judgment in its favor.

(d) Any indemnification under Section 3(a) or Section 3(b) above, unless ordered pursuant to a determination by a court, shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the director, advisory committee member or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 3(a) or Section 3(b) above, as applicable. Such determination shall be made by either:

(1) The board of directors by more than 50% vote of a quorum consisting of directors who were not parties to such Proceeding; or

(2) If such a quorum is not obtained or, even if obtained, more than 50% vote of a committee duly designated by the board of directors (in which directors who are parties may participate) consisting solely of two (2) or more directors not at the time parties to the Proceeding; or

(3) Independent legal counsel:

(A) Selected by a vote of the board of directors prescribed in Section 3(d)(1) above or of the committee prescribed in subsection 3(d)(2) above; or

(B) If a quorum of the directors cannot be obtained for subsection 3(d)(1) above and the committee cannot be designated under subsection 3(d)(2) above, selected by majority vote of the full board of directors (in which directors who are parties to the Proceeding may participate).

(e) For purposes of determining whether indemnification is proper under Sections 3(a) or 3(b) above, the fact that a Proceeding was terminated by a judgment, order, settlement or conviction or upon plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or Not Opposed to, the Best Interests of the Corporation or, with respect to any criminal action or Proceeding, that the person has reasonable cause to believe that his or her conduct was unlawful.

(f) The foregoing provisions shall not preclude or limit indemnification under the mandatory indemnification provision of Section 2 above or as directed by a court pursuant to Section 4 below.

Section 4. Court Ordered Indemnification. Notwithstanding the failure of the Corporation to provide indemnification and despite any contrary determination of the board in the specific case, a director, advisory committee member or officer of the Corporation who is or was a party to a Proceeding may apply for indemnification or advancement of Expenses, or both, to the court conducting the Proceeding, to the circuit court, or to another court of competent jurisdiction, and such court may order indemnification and advancement of Expenses, including Expenses incurred in seeking court ordered indemnification or advancement of Expenses, if it determines that:

(a) The director, advisory committee member or officer is entitled to mandatory indemnification under Section 2 above, in which case the court shall also order the Corporation to pay such person reasonable Expenses incurred in obtaining court ordered indemnification or advancement of Expenses;

(b) The director, advisory committee member or officer is entitled to indemnification or advancement of Expenses, or both, under Section 3 above; or

(c) The director, advisory committee member or officer is fairly and reasonably entitled to indemnification or advancement of Expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standards of conduct set forth in Sections 3(a) or 3(b) above.

Section 5. Advancement of Expenses. Expenses incurred by an officer, advisory committee member or director in defending a Proceeding may be paid by the Corporation in advance of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of such director, advisory committee member or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article VI. Expenses incurred by other employees or agents of the Corporation may be paid in advance upon such terms or consideration that the board of directors deems appropriate.

Section 6. Continuing Indemnification. Indemnification and advancement of Expenses as provided in this Article shall continue as, unless otherwise provided when such indemnification and advancement of Expenses was authorized or ratified, to a person who has ceased to be a director, advisory committee member or officer and shall inure to the benefit of the heirs, executors and administrators of such person (unless otherwise provided when such indemnification and advancement of Expenses was authorized or ratified).

Section 7. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, advisory committee member or officer of the Corporation or is or was serving at the request of the Corporation as a director, advisory committee member or officer of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VI.

Section 8. Employee and Agents. The board of directors may authorize indemnification or advancement of expenses in favor of other employees or agents upon such terms or conditions as the board of directors may deem appropriate under the circumstances, and may enter into agreement thereof with such employees and agents.

Section 9. Indemnification Hereunder in Addition to Other Rights. The rights of an officer, advisory committee member or director hereunder shall be in addition to any other rights such person may have under the Corporation's Articles of Incorporation, as amended to date, or the Florida Not For Profit Corporation Act or otherwise, and nothing herein shall be deemed to diminish or otherwise restrict such person's right to indemnification under any such other provision. It is the intent of this Bylaw to provide the maximum indemnification possible under the applicable law. To the extent applicable law or the Articles of Incorporation of the Corporation, as in effect on the date hereof or at any time in the future, permit greater indemnification than is provided for in this Bylaw, the parties hereto agree that the indemnitee shall enjoy by this agreement the greater benefits so afforded by such law or provision of the Articles of Incorporation, and this Bylaw and the exceptions to indemnification set forth in Section 3 above, to the extent applicable, shall be deemed amended without any further action by the Corporation to grant such greater benefits.

Section 10. Indemnification to Fullest Extent of Law. This Article VI shall be interpreted to permit indemnification to the fullest extent permitted by law. If any part of this Article shall be found to be invalid or ineffective in any action, suit or proceeding, the validity and effect of the remaining part thereof shall not be affected. The provisions of this Article VI shall be applicable to all Proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after its adoption.

Section 11. Limitations. In no event shall the Corporation indemnify an officer, advisory committee member or director against any Liability or advance Expenses arising out of or relating to a Proceeding brought by, on behalf of, or for the benefit of, such officer, advisory committee member or director against the Corporation.

ARTICLE VII

Seal

The corporate seal shall have the name of the Corporation between two concentric circles and the words "Corporate Seal Florida" and the year of incorporation in the center of that circle.

ARTICLE VIII

Amendment by Directors

These Bylaws may be repealed or amended, and new bylaws may be adopted, by more than 50% of the board of directors at any meeting thereof, provided such amendment is approved by a vote of the board of directors of the Supported Organization.

ARTICLE IX

Fiscal Year

The board of directors shall determine the fiscal year of this Corporation.

ARTICLE X

Members

The Corporation shall not have any members. For clarification, the Supported Organization is not a member, director or officer of the Corporation.

ARTICLE XI

Distributions and Contributions

In accordance with the Corporation's Articles of Incorporation, the Corporation shall not make any distribution or contribution of any funds to any entity other than the Supported Organization, its State Chapters, Areas, and/or Advisory Councils and/or the duly authorized International Affiliate ministries of the Supported Organization unless the Supported Organization dissolves its corporate existence or is otherwise prohibited from receiving such funds by applicable law. Nothing herein shall prohibit payments for reasonable and necessary operating and capital expenses of the Corporation. Also in accordance with the Corporation's Articles of Incorporation, upon 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 including reasonable and necessary operating expenses, dispose of all the assets of the Corporation in a manner consistent with the foregoing sentence.

All payments by the Corporation to the Supported Organization other than reasonable and necessary operating expense payments of the Corporation shall be charitable contributions made in accordance with the rules and regulations promulgated under the Internal Revenue Code.

The undersigned, being the duly elected and acting Secretary of the Corporation, hereby certifies that the foregoing constitute the validly adopted and true Bylaws of the Corporation as of the date set forth below.

Dated: _____

_____, Secretary

(Corporate Seal)