

**BYLAWS
OF
CREATING HOPE INTERNATIONAL
as of December 1, 2013**

**ARTICLE I
NAME; OFFICE**

1.01 *Name of Corporation.* The name of this corporation shall be Creating Hope International (the "Corporation").

1.02 *Office.* The Corporation's registered and principal office shall be located at 3330 Wiscasset, #207 or at such place(s) in the State of Michigan as the board of directors may determine from time to time.

1.03 *Other Offices.* The Corporation may also maintain offices at such other places, with or without the State of Michigan, as the board may, from time to time, establish.

**ARTICLE II
THE BOARD OF DIRECTORS**

2.01 *General Powers.* The business, property and affairs of the Corporation shall be managed by the board of directors. With respect to grants and contributions made by the Corporation to other organizations, the following shall apply:

- a. The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Articles of Incorporation of the Corporation shall be within the exclusive power of the board of directors;
- b. in furtherance of the Corporation's purposes, the board of directors shall have power to make grants to any organization organized and operated exclusively for charitable or educational purposes within the meaning of section of 501(c)(3) of the Internal Revenue Code (the "Code");
- c. the board of directors shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the board of directors approves the request, shall authorize payment of such funds to the approved grantee;
- d. the board of directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the board of directors;
- e. the board of directors may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested; and
- f. the board of directors may authorize solicitation of funds for any grants to the specifically approved project or purpose of the other organization made by the Corporation.

Notwithstanding any of the above, the board of directors shall at all times have the right to withdraw approval of any grant, if the terms and conditions of the grant are not met, and use the funds for other charitable or educational purposes.

2.02 *Number.* There shall be not less than 1 or no more than 12 directors on the board as shall be fixed from time to time by the board of directors.

2.03 *Term.* Directors shall be elected at each annual board of directors' meeting to hold office for two year terms or until the director's death, resignation, or removal.

2.04 *Resignation.* A director may resign at any time by providing written notice to the Corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice.

2.05 *Removal.* Any director may be removed with or without cause by a majority of the directors entitled to vote at an election of directors.

2.06 *Vacancies.* A vacancy on the board of directors may be filled with a person selected by the remaining directors of the board, though less than a quorum of the board of directors. Each person so elected shall be a director for a term of office continuing until the next election of directors by the board of directors.

2.07 *Annual Meeting.* An annual meeting of the board of directors shall be held as called by the President or Vice President of the board of directors.

2.08 *Regular Meetings.* Regular meetings of the board of directors may be held at the time and place as determined by a board resolution without notice other than the resolution.

2.09 *Special Meetings.* Special meetings of the board of directors may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

2.10 *Quorum.* A majority of directors then in office constitutes a quorum for the transaction of any business at any meeting of the board of directors. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board of directors.

ARTICLE III COMMITTEES

3.01 *General Powers.* The board of directors may by resolution designate one or more committees, each committee consisting of one or more directors. All committees designated by the board of directors shall serve at the pleasure of the board. A committee designated by the board of directors may exercise any powers of the board of directors managing the Corporation's business and affairs to the extent provided by resolution of the board of directors; however, no committee shall have the power to

- a. amend the articles of incorporation;
- b. adopt an agreement of merger or consolidation;
- c. recommend to members the sale, lease or exchange or all or substantially all of the Corporation's property and assets;
- d. recommend to members a dissolution of the Corporation or a revocation of dissolution;
- e. amend the bylaws of the Corporation;
- f. fill vacancies in the board of directors; or
- g. fix compensation of the directors for serving on the board of directors or on a committee.

3.02. *Advisory Committees.* The board of directors may by resolution designate one or more advisory committees and select outside experts to serve on the advisory committees. All advisory committees designated by the board of directors shall serve at the pleasure of the board. The board of directors shall by resolution determine the functions of the advisory committees; however, no advisory committee shall exercise any power of the board of directors.

3.03 *Meetings.* Committees shall meet as directed by the board of directors, and their meetings shall be governed by the rules provided in article II for meetings of the board of directors. Minutes shall be recorded at each committee meeting and shall be presented by the board of directors. Advisory committees shall meet as directed by the board of directors and their meetings shall be governed by rules as determined by the board of directors.

ARTICLE IV OFFICERS

4.01 *Number.* The officers of the Corporation shall be appointed by the board of directors. The officers shall be a president, a secretary, and a treasurer. There may also be a chairperson, vice-president, and such other officers as the board of directors deems appropriate. The president shall be a voting member of the board of directors. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the president, or the board of directors to be executed, acknowledged, or verified by two or more officers.

4.02 *Term.* Officers shall hold office for the term appointed and until (a) a successor is appointed, elected and qualified or (b) the officer's death, resignation or removal.

4.03 *Resignation.* An officer may resign at any time by providing written notice to the Corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice.

4.04 *Removal.* An officer may be removed with or without cause by a majority of the board of directors. The removal shall not prejudice the officer's contract rights, if any, and appointment to an office does not of itself create any contract rights.

4.05 *Vacancies.* A vacancy in any office may be filled by the board of directors.

4.06 *President.* The president shall be the chief executive officer of the Corporation and shall have authority over the general control and management of the business and affairs of the Corporation. The president shall have the power to hire or discharge employees, agents, independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the Corporation, unless the president or the board of directors instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board of directors are executed and shall perform all other duties incident to the office.

4.07 *Vice-President.* The vice-president, if any, shall have the power to perform duties that may be assigned by the president or the board of directors. If the president is absent or unable to perform his or her duties, the vice-president shall perform the president's duties until the board of directors directs otherwise.

4.08 *Chairperson.* The chairperson, if appointed, shall preside at all board of directors meetings. The chairperson shall have the power to perform duties as may be assigned by the board of directors.

4.09 *Secretary.* The secretary shall (a) keep minutes of board of directors meetings, (b) be responsible for providing notice to each member or director as required by law, the articles of incorporation, or these bylaws, (c) be the custodian of the corporate records, (d) keep a register of the names and addresses of each director and officer, and (e) perform all other duties assigned by the president or the board of directors.

4.10 *Treasurer.* The treasurer shall (a) have charge and custody over corporate funds and securities, (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the Corporation at such depositories in the Corporation's name that may

be designated by the board of directors, (d) complete all required corporate filings, and (e) perform all other duties assigned by the president or the board of directors.

ARTICLE V INDEMNIFICATION

5.01 *Nonderivative Actions.* Subject to all of the other provisions of this article V, the Corporation shall indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

5.02 *Derivative Actions.* Subject to all of the provisions of this Article V, the Corporation shall indemnify a person who was or is party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification shall not be made in respect for a claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

5.03 *Expenses of Successful Defense.* To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit, or proceeding referred to in sections 5.01 or 5.02, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the successful party shall be indemnified against expenses, including actual and reasonable attorneys' fees, incurred in connection with the action, suit, or proceeding and in any action, suit, or proceeding brought to enforce the mandatory indemnification provided in this article V.

5.04 *Determination That Indemnification is Proper.* Any indemnification under section 5.01 or 5.02, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the

circumstances because the person has met the applicable standard of conduct set forth in sections 5.01 and 5.02. This determination shall be made in any of the following ways:

- a. By a majority vote of a quorum of the board of directors consisting of directors who were not parties to such action, suit, or proceedings.
- b. If the quorum described in subsection 5.04 (a) is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee consist of not less than 2 disinterested directors.
- c. An independent legal counsel in a written opinion.

5.05 *Portion of Expenses.* If a person is entitled to indemnification under section 5.01 or 5.02 for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement but not for the total amount thereof, the Corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

5.06 *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit or proceeding described in section 5.01 or 5.02 may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be unlimited general obligation of the person on whose behalf advances are made but need not be secured.

5.07 *Nonexclusivity of Rights.* The indemnification or advancement of expenses provided under this article V is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

5.08 *Former Directors and Officers.* The indemnification provided in this article V continues as to a person who ceases to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

5.09 *Insurance.* The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by the person in an such capacity or arising out of the person's status as such, whether or not the Corporation would have power to indemnify the person against such liability under this article V.

5.10 *Scope of "Corporation".* For purposes of this article V, "Corporation" and "corporation" include all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation or business corporation, so that a person who is or was a director, officer, employee, or agent of the constituent corporation or is or was serving at the request of the constituent corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise whether for profit or not shall stand in the same position under the provisions of this article V with respect to the resulting or surviving corporation or business corporation as the person would if the person had served the resulting or surviving corporation or business corporation in the same capacity.

5.11 *Change in Michigan Law.* In the event of any change of Michigan statutory provisions applicable to the Corporation relating to the subject matter of this Article V, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent

that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation before any such change.

ARTICLE VI
AMENDMENTS

6.01 The board of directors, at any regular or special meeting, may amend or repeal these bylaws, or adopt new bylaws, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement of such meeting of the board of directors.

12/1 2013