THE AMENDED BYLAWS OF
CHILDREN'S MINISTRIES INTERNATIONAL

Adopted August 26, 2025
Revisions of July 1, 2026 included

ARTICLE I Offices and Fiscal Year

Section 1.01. Name. The name of the Corporation shall be **CHILDREN'S MINISTRIES INTERNATIONAL** (the "Corporation").

1.01.01 The Corporation has been incorporated as Entity Number 001-389-0920 in the Commonwealth of Pennsylvania.

1.01.02 The Corporation has been assigned Tax Identification Number (TIN) 99-377-8341 by the Internal Revenue Service.

1.01.03 The Corporation shall adopt and use the fictitious name CMI.charity and include this title: Children's Ministries International Doing Business As CMI.charity.

The Corporation's Bylaws are hereby amended to reflect a resolution to this effect by the Board of Directors dated 07/01/2026.

1.01.04 The Corporation's Board of Directors may from time to time find that there is benefit or necessity for the Corporation to form such legal entities as required by law in the jurisdiction in which the Corporation intends to engage in its charitable activities.

The name(s) of these entities, should the Board of Directors resolve to create, shall be CMI.charity, according to the availability of said name in said jurisdiction.

The Corporation's Bylaws are hereby amended to reflect a resolution to this effect by the Board of Directors dated 07/01/2026.

Section 1.02. Registered Office. The registered office of the Corporation in Pennsylvania shall be at **4822 7th Avenue, Temple, Pennsylvania 19560**, if and until otherwise established by an amendment of these Bylaws, or by the Board of Directors, and a record of such change is filed with the Pennsylvania Department of State in the manner provided by law.

Section 1.03. Other Offices. The Corporation may also have offices at such other places within or outside Pennsylvania, as the Board of Directors may from time to time appoint or the business of the Corporation may require.

Section 1.04. Fiscal Year. The fiscal year of the Corporation shall begin each year on the first day of January and end on December 31.

ARTICLE II Purpose, Scope and Powers

Section 2.01. Primary Purpose. The primary purpose of this Corporation is for the enrichment of children and families. To achieve this unending goal, this Corporation seeks to provide opportunities to children and families in need, everywhere, through educational, nutritional, and humanitarian support. This Corporation is organized for the prevention of cruelty to children and for charitable and religious purposes under Section 501(c)(3) of the Internal Revenue Service Code.

Section 2.02. Nonprofit. The Corporation is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its charitable, religious and educational purposes. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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, the Corporation shall not carry on any other 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.03. Scope and Powers. The Corporation may engage in any lawful activity, including grant making, financing, collaboration with other for profit and non-profit enterprises, and education, either directly or indirectly. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

ARTICLE III Board of Directors

Section 3.01. Powers: Personal Liability.

(a) General Rule: Unless otherwise provided by state statute, all powers vested by law in the Corporation shall be exercised, and the business and affairs of the Corporation shall be managed, under the direction of the Board of Directors, and at all times consistent with ARTICLE III, as more fully detailed below.

(b) Standard of Care: Justifiable Reliance: A Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith. Further, the Directors shall act in a manner that the Director reasonably believes to be in the best interests of the Corporation, and with such care (including reasonable inquiry, skill and diligence), as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, (including financial statements and other financial data), prepared or presented by any of the following:

(1) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
(2) Counsel, public accountants or other persons as to matters that the Director reasonably believes to be within the professional or expert competence of such person;
(3) A committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, and which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(c) Consideration of Factors: In discharging the duties of their respective positions, the Board of Directors, committees of the Board, and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation, and upon communities in which offices or other establishments of the Corporation are located, and any and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (b), above.

(d) Presumption: Absent a breach of fiduciary duty, lack of good faith, or self-dealing, actions taken by a Director, or any failure to take an action, are presumed to be in the best interests of the Corporation.

(e) Personal Liability of Directors:

(1) A Director shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take an action, unless:
   (i) the Director has breached or failed to perform the duties of his or her office pursuant of this section; and
   (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
(2) The provisions of paragraph (e), above, shall not apply to the responsibility or liability of a Director, pursuant to any criminal statute, or responsibility or liability of a Director for the payment of taxes pursuant to local, State or Federal law.

(f) Notation of Dissent: A Director who is present at a meeting of the Board of Directors, or at a committee meeting of the Board, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her dissent is entered into the minutes of the meeting or unless the Director files a written dissent to the action with the secretary of the meeting, before the adjournment thereof or transmits the dissent in writing to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in this section shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the director notifies the Secretary, in writing, of the asserted omission or inaccuracy.

Section 3.02. Qualifications and Selection of Directors.

(a) Qualifications: Each Director of the Corporation shall be a natural person over the age of twenty-five (25) years. The Corporation shall seek out potential Directors that exemplify good Christian character.

(b) Election of Directors: Except as otherwise provided in these Articles or Bylaws, Directors of the Corporation shall be elected by a two-thirds vote of the board of directors. In an election for Directors, voting need not be by ballot, except upon demand made by two-thirds of the Board of Directors entitled to vote at the election and before the voting begins. The candidates receiving the highest number of votes from each class or group of classes, if any, entitled to elect Directors, shall be elected, up to the number of Directors to be elected by said class or group of classes. If at any meeting of the board of directors, Directors of more than one class are to be elected, each class of Directors shall be elected in a separate election. Directors may be elected at any board meeting by a two-thirds vote of the existing Board of Directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

(c) No Cumulative Voting: Officers entitled to vote shall not have the right to multiply the number of votes to which the officer may be entitled by the total number of Directors to be elected in the same election.

Section 3.03. Number and Term of Office.

(a) Number: The Board of Directors shall consist of not less than three (3) Directors and may be as many as may be determined from time to time by resolution of the Board of Directors but shall not exceed nine (9) Directors.

(b) Term of Office: The members of the Board of Directors shall be elected by the Directors at the annual meeting of the Board of Directors. Each Director shall hold office for a term of two (2) years. There shall be no limits on the number of terms, successive or nonconsecutive, that a Director may serve. A decrease in the number of Directors shall not shorten the term of any incumbent Director.

(c) Resignation: Any Director may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

Section 3.04. Vacancies.

(a) General Rule: Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, may be filled by a two-thirds vote of the remaining members of the Board of Directors, though less than a quorum, or by a sole remaining Director, and each person so selected shall be a Director to serve for the balance of the unexpired term, and until a successor has been selected and qualified, or until his or her earlier death, resignation or removal.

(b) Action by Resigned Directors: When one or more Directors resign from the Board effective at a future date, the Directors then in office, including those who have so resigned, shall have power by the applicable vote to fill the vacancies, the vote thereon to take effect at the time when the resignations become effective.

Section 3.05. Removal of Directors.

(a) At any meeting of the Board of Directors, called for the purpose of removal, any Director may, by vote of two-thirds of the other Directors, be removed from office, with or without cause, and another may be elected in the place of the person so removed to serve for the remainder of the term. Directors removed from office have no legal recourse against the Corporation or other Directors of the Board.

(b) Removal by the Board: The Board of Directors may declare vacant the office of a Director who has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment for a term of more than one (1) year, or if, within sixty (60) days after notice of his or her selection, the Director does not accept the office either in writing or by attending a meeting of the Board of Directors.

Section 3.06. Place of Meetings. Meetings of the Board of Directors may be held at such place within or outside of the Commonwealth of Pennsylvania as the Board of Directors may from time to time appoint or as may be designated in the notice of the meeting.

Section 3.07. Organization of Meetings. At every meeting of the Directors, the role of the President of the meeting shall be acted by the President of the Board, if there be one, or, in the case of vacancy in the office or absence of the President of the Board, one of the following officers present (in the order stated): the Vice-President of the Board, if there be one; the President; the Vice-Presidents in their order of rank and seniority; or a person chosen by the majority of the Directors present. Similarly, the role of Secretary shall be acted by the Secretary or, in the absence of the Secretary, an assistant secretary; or, in the absence of both the Secretary and assistant secretary, a person appointed by the President of the meeting.

Section 3.08. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated by resolution of the Board of Directors.

Section 3.09. Special Meetings. Special meetings of the Board of Directors shall be held at such time and place as called by the President or by two (2) or more of the Directors.

Section 3.10. Quorum of and Action by Directors.

(a) General Rule: A majority of the Directors or their proxyholders in office of the Corporation shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors and proxyholders present and voting, at a meeting at which a quorum is present, shall be considered the acts of the Board of Directors.

(b) Electronic Meetings and Voting: The Board of Directors may meet and conduct business through electronic means, including but not limited to video conferences, teleconferences, and any other means of communication that allow all Directors participating to hear one another. A Director or proxy participating through said electronic means will be deemed present in person at the meeting for all purposes of these Bylaws, whether the meeting is held at a designated place or solely by means of remote communication.

(c) A vote may be made by a Director present at the meeting or by proxy. The proxyholder must be appointed by a written instrument signed by the Shareholder or the Shareholder's duly authorized attorney in fact, bearing a date not more than three months before the meeting, unless the instrument provides for a longer period, but in no event more than 11 months before the meeting. The proxy must be dated, but need not be sealed, witnessed, or acknowledged.

(d) Action by Written Consent: Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors in office is filed with the Secretary of the Corporation.

Section 3.11. Compensation. The Board of Directors shall have the authority to fix the compensation of Directors for their services as Directors, and a Director may be a salaried officer of the Corporation.

Section 3.12. The initial Directors of the Corporation are as follows:

Vaughn C. Starr
Haroon Jarj
Lazar George
Shamiala Alexander
Anthony Martin
Robert Weaver

ARTICLE IV Officers

Section 4.01. Officers Generally.

(a) Number, Qualifications and Designation: The officers of the Corporation shall be at minimum a President, in whom the Board has vested all authority for the operation of the Corporation. The President may appoint, with the approval of the Board, or the Board, by its authority may create and appoint subordinate Officers such as a Vice President, a Secretary, a Treasurer and such other Officers as may be elected in accordance with the provisions of Section 4.03, below. Officers may be, but need not be, Directors of the Corporation. The President and other Officers shall be natural persons of full age. The Board of Directors may elect from among the members of the Board, a President of the Board, and a Vice-President of the Board, who shall be officers of the Corporation. Any number of offices may be held by the same person. At all times officers of the Corporation shall be consistent with the requirements set forth in this Article.

(b) Resignations: Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation, or at such subsequent time as may be specified in the notice of resignation.

(c) Bonding: The Corporation may secure the fidelity of any or all of its officers by bond or otherwise.

(d) Standard of Care: Except as otherwise provided in these Articles, and these Bylaws, an officer shall perform his or her duties as an officer in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his or her duties shall not be liable by reason of having been an officer of the Corporation.

Section 4.02. Election and Term of Office. The officers of the Corporation, except those elected by delegated authority pursuant to Section 4.01, above, shall be elected annually by a two-thirds vote of the Board of Directors, and each said officer shall hold office for a term of three (3) years and until a successor has been selected and qualified, or until his or her earlier death, resignation or removal.

4.02.01 Contracted Employment as an officer of the Corporation. The Board of Directors may, from time to time as need arises, by a majority vote, authorize the Corporation to enter into contracted employment with the officers of the Corporation, whereby said officer, hereafter referred to as the Employee, shall continue to serve in the contracted capacity with the Corporation, without reconsideration or reapproval by the Board of Directors for so long as:

i. The Employee desires to remain employed under the contract with the Corporation.

ii. The Employee continually satisfies the legal, behavioral and character qualifications required to represent the Corporation in the capacity the position entails such as the Board of Directors, shall have enumerated and outlined within the agreement between the Corporation and the Employee as qualifications for employment by the Corporation.

iii. The Employee is unconstrained and mentally, physically able to perform the duties and responsibilities of the position such as the Board of Directors shall have enumerated and outlined within the agreement between the Corporation and the Employee as the duties and responsibilities required of the position.

iv. The Corporation continues to necessitate the fulfillment of the duties and responsibilities the said position entails. And the Corporation has the financial capacity necessary for compensation of the Employee such as shall have been determined by the Board of Directors and outlined within the agreement between the Corporation and the Employee.

v. As the scope of the duties and responsibilities of the position grow, should the Corporation find need, the Board may devolve and confer any or several of the enumerated duties of the position onto a such a new position as the Board shall have deemed necessary. Devolving and conferring any or several of the said duties or responsibilities of the position unto an additional position such as the Board may create shall not be construed to mean that the Employee no longer fulfills the duties or responsibilities of the position for which the Employee was contracted. The Board may, from time to time, redefine the duties and responsibilities of the Employee's position, however, the Board shall not, without renegotiation of the agreement with the Employee, add additional duties and responsibilities onto the position. .

Employees shall not be removed from the contracted position with the Corporation by vote of the Board of Directors pursuant to Section 4.04 of the Corporation's Bylaws so long as the Employee continues to desire employment and fulfills the requirements outlined above.

The Corporation's Bylaws are hereby amended to reflect a resolution to this effect by the Board of Directors dated 07/01/2026.

Section 4.03. Subordinate Officers, Committees and Agents. The Board of Directors may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the Corporation may require, including one or more assistant secretaries, or one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties, as are provided in the Articles, and these Bylaws, or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or committee the power to elect subordinate officers, and to retain or appoint employees, or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

Section 4.04. Removal of Officers and Agents. Any officer or agent of the Corporation may be removed, by vote of two-thirds of the Board of Directors, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. For purposes of this section, "cause" may include (but is not limited to): conviction of a felony, violation of the competition restriction agreement, taking action counter to the Corporation's purpose, core values, or the spirit of the Corporation's Bylaws, or engaging in acts otherwise harmful to the Corporation and/or its reputation whether or not said harm causes economic injury.

Section 4.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors, or by the officer or committee to which the power to fill such office has been delegated, pursuant to Section 4.03, above. If the office is one for which the Articles, and these Bylaws, prescribe a term, said office shall be filled for the unexpired portion of the term.

Section 4.06. Authority. All officers of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided by or pursuant to resolutions or orders of the Board of Directors or in the absence of controlling provisions in the resolutions or orders of the Board of Directors, as may be determined by or pursuant to the Articles and these Bylaws.

Section 4.07. The Chairman and Vice-Chairman of the Board. The Chairman of the Board of Directors, or in the absence of the Chairman, the Vice-Chairman of the Board, shall preside at all meetings of the Board of Directors and shall perform such other duties as may from time to time be requested by the Board of Directors. In the absence of a Chairman or Vice-Chairman, the duties of said Chairman shall devolve upon the President.

Section 4.08. The President. The President shall be the chief executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject however, to the control of the Board of Directors. The President shall sign, execute, and acknowledge, in the name of the Corporation, accounts, deeds, mortgages, bonds, contracts, loans or other instruments without the approval of the Board of Directors, except in cases where approval is required by the Board of Directors or where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by the Articles, and these Bylaws, to some other officer or agent of the Corporation; and, in general, shall perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Board of Directors.

(a) The President is authorized to make expenditures necessary for carrying out the day-to-day operations of the Corporation, as long as such expenditures are in line with the Corporation's mission and tax-exempt purposes. The President shall be authorized to make any purchases on behalf of the Corporation under $10,000 dollars without the approval of majority of the Board of Directors. The Board of Directors may, by resolution, adjust spending thresholds to suit the Corporation's size and budget capacity.

(b) In the event of an urgent situation requiring immediate financial action, the President may exceed spending limits if necessary to prevent harm, comply with legal obligations, or continue essential operations. Any such action must be reported to the Board of Directors within seven (7) days and documented in the minutes of the next meeting.

Section 4.09. The Vice-President. The Board of Directors shall have the authority to create the office of a Vice-President or Vice-Presidents, who shall perform such duties as the Board of Directors shall assign. In the event that the President is unavailable, any Vice-President is authorized to sign, execute and deliver all documents and instruments the President is authorized to sign.

Section 4.10. The Secretary. The Board of Directors shall have the authority to create the office of a Secretary. The Secretary or an assistant secretary shall attend all meetings of the Board of Directors, and of committees of the Board, and shall record all the votes, and the minutes of the meetings, in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Corporation, as required by law; shall be the custodian of the seal of the Corporation and see that it is affixed to all documents to be executed on behalf of the Corporation under its seal; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned by the Board of Directors or the President.

Section 4.11. The Treasurer. The Board of Directors shall have the authority to create the office of a Treasurer. The Treasurer shall be the lead director for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The Treasurer shall perform all duties properly required by the board of directors or the board president. The Treasurer may appoint, with approval of the board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

Section 4.12. Corporation Property. The Corporation shall direct an officer or officers, as the Board of Directors deems appropriate, who shall have or provide for the custody of the funds or other property of the Corporation; shall collect and receive or provide for the collection and receipt of monies earned by, or in any manner due to or received by the Corporation; shall deposit all funds in his or her custody as said officer or officers in such banks or other places of deposit as the Board of Directors may from time to time designate; shall, whenever so required by the Board of Directors, render an account showing all transactions in said officer's capacity, and the financial condition of the Corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the Board of Directors or the President.

Section 4.13. Salaries. The salaries of the officers elected by the Board of Directors shall be fixed from time to time by the Board of Directors or by such officer as may be designated by resolution of the Board. The salaries or other compensation of any other officers, employees, and other agents shall be fixed from time to time by the officer or committee to which the power to elect such officers, or to retain or appoint such employees or other agents, has been delegated, pursuant to Section 4.03, above. No officer shall be prevented from receiving such salary or other compensation by reason of the fact that the officer is also a director of the Corporation.

(a) The salary provisions of this section shall only apply to the Officers, employees, Board of Directors, and any other agents of the Corporation. Salaries paid indirectly as part of the Corporation's charitable purpose in supporting third party institutions or individuals, such as salaries for teachers or medical professionals who are not employees or agents of this Corporation, shall be considered expenditures to accomplish the Corporation's charitable purpose and not salaries.

ARTICLE V Indemnification of Directors, Officers and Other Authorized Representatives

Section 5.01. Scope of Indemnification.

(a) General Rule: The Corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise, by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

1) where such indemnification is expressly prohibited by applicable law;

2) where the conduct of the indemnified representative has been finally determined pursuant to Section 5.06, below, or otherwise, to constitute willful misconduct or recklessness within the meaning of *15 Pa.C.S. §§ 513(b) and 1746(b) and 42 Pa.C.S. § 8365(b)*, or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or

3) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 5.06, below, to be otherwise unlawful.

(b) Partial Payment: If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the Corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

(c) Presumption: The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the indemnified representative is not entitled to indemnification.

(d) Definitions (for Purposes of this Article):

1) "Indemnified capacity" means any and all past, present and future service by an indemnified representative in one or more capacities as a director, officer, employee or agent of the Corporation, or, at the request of the Corporation, as a director, officer, employee, agent, fiduciary or trustee of another Corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

2) "Indemnified representative" means any and all directors and officers of the Corporation and any other person designated as an indemnified representative by the Board of Directors of the Corporation (which may, but need not, include any person serving at the request of the Corporation, as a director, officer, employee, agent, fiduciary or trustee of another Corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

3) "Liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense, of any nature (including, without limitation, attorneys' fees and disbursements); and

4) “Proceeding” means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, a class of its security holders or otherwise.

Section 5.02. Proceedings Initiated by Indemnified Representatives. Notwithstanding any other provision of this Article, the Corporation shall not indemnify under this Article an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counterclaims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification, unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the directors in office. This section does not apply to reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 5.06, below, or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.

Section 5.03. Advancing Expenses. The Corporation shall pay the expenses (including attorneys’ fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 5.01, above, or the initiation of or participation in which is authorized pursuant to Section 5.02, above, upon receipt of an undertaking by or on behalf of the indemnified representative, to repay the amount if it is ultimately determined pursuant to Section 5.06, below, that such person is not entitled to be indemnified by the Corporation pursuant to this Article. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

Section 5.04. Securing of Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions, shall be conclusive against all security holders, Officers and Directors and shall not be subject to voidability.

Section 5.05. Payment of Indemnification. An indemnified representative shall be entitled to indemnification within thirty (30) days after a written request for indemnification has been delivered to the Secretary of the Corporation.

<u>Section 5.06. Arbitration</u>.

(a) <u>General Rule</u>: Any dispute related to a right to indemnification, contribution or advancement of expenses, as provided under this Article, except with respect to indemnification for liabilities arising under the *Securities Act of 1933*, that the Corporation has undertaken to submit to a court for adjudication, shall be decided only by arbitration in the metropolitan area in which the principal executive offices of the Corporation are located at the time, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three arbitrators, one of whom shall be selected by the Corporation, the second of whom shall be selected by the indemnified representative, and the third of whom shall be selected by the two arbitrators. In the absence of the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, or if one of the parties fails or refuses to select an arbitrator, or if the arbitrators selected by the Corporation and the indemnified representative cannot agree on the selection of the third arbitrator within thirty (30) days after such time as the Corporation and the indemnified representative have each been notified of the selection of the other's arbitrator, the necessary arbitrator or arbitrators shall be selected by the presiding judge of the court of general jurisdiction in such metropolitan area.

(b) <u>Burden of Proof</u>: The party challenging the right of an indemnified representative to the benefits of this Article, shall bear the burden of proof.

(c) <u>Expenses</u>: The Corporation shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration.

(d) <u>Effect</u>: Any award entered by the arbitrators shall be final, binding and non-appealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the Corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding, any prior final judicial determination adverse to the indemnified representative under Section 5.01(a)(2) in a proceeding not directly involving indemnification under this Article. This arbitration provision shall be specifically enforceable.

<u>Section 5.07. Contribution</u>. If the indemnification provided for in this Article, or otherwise, is unavailable for any reason in respect of any liability or portion, thereof, the Corporation shall contribute to the liabilities to which the indemnified representative may be subject in such proportion as is appropriate to reflect the intent of this Article or otherwise.

Section 5.08. Mandatory Indemnification of Directors, Officers, Etc. To the extent that an authorized representative of the Corporation has been successful on the merits, or otherwise, in defense of any action or proceeding referred to in *15 Pa.C.S. §§ 1741 or 1742*, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

Section 5.09. Contract Rights: Amendment or Repeal. All rights under this Article shall be deemed a contract between the Corporation and the indemnified representative, pursuant to which the Corporation and each indemnified representative intend to be legally bound. Any repeal, amendment or modification hereof, shall be prospective only and shall not affect any rights or obligations then existing.

Section 5.10. Scope of Article. The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of the disinterested Directors or otherwise, both as to action in an indemnified capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 5.11. Reliance on Provisions. Each person who acts as an indemnified representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Article.

Section 5.12. Interpretation. The provisions of this Article are intended to constitute Bylaws authorized by *15 Pa.C.S. §§ 513 and 1746 and 42 Pa.C.S. Section 8365*.

ARTICLE VI Notice - Waivers - Meetings Generally

Section 6.01. Manner of Giving Notice.

(a) General Rule: Whenever written notice is required to be given to any person under the provisions of the Business Corporation Law, or by the Articles of Incorporation, or these Bylaws, it may be given to the person either personally, or by sending a copy thereof by first class or express mail, postage prepaid, or by courier service, charges prepaid, or by facsimile transmission, e-mail or other electronic communication, to the mailing address, telephone number, facsimile number or e-mail address of the person appearing on the books of the

Corporation or, in the case of Directors, supplied by the Director to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, or with a courier service, for delivery to that person, or in the case of facsimile transmission, e-mail or other electronic communications, when sent. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by any other provision of the Business Corporation Law, the Articles or these Bylaws.

Section 6.02. Notice of Meetings of Board of Directors. Notice of a regular meeting of the Board of Directors need not be given. Notice of every special meeting of the Board of Directors shall be given to each Director by telephone or in writing at least twenty-four (24) hours (in the case of notice by telephone, facsimile transmission, e-mail or other electronic communication), or forty-eight (48) hours (in the case of notice by courier service or express mail), or five (5) days (in the case of notice by first class mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in a notice of the meeting.

ARTICLE VII Conflict of Interest

Section 7.01. General.

(a) Purpose: The conflict of interest policy protects the tax-exemption status of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess-benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

(b) Definitions:

1) **Interested Person**: Any Director, Officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2) **Financial Interest**: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: 1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; 2) a

compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or 3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

3) **Compensation**: Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Pursuant to herein, a person who has a financial interest may have a conflict of interest only if the Board of Directors or committee decides that a conflict of interest exists.

(c) Procedures:

1) **Duty to Disclose**: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2) **Determining Whether a Conflict of Interests Exists**: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(d) Procedures for Addressing the Conflict of Interest:

1) An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2) The President of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3) After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(e) Violations of the Conflicts of Interest Policy: If the Board of Directors or committee has reasonable cause to believe a Director or Officer has failed to disclose actual or possible conflicts of interest, it shall inform the Director or Officer of the basis for such belief and afford the Director or Officer an opportunity to explain the alleged failure to disclose. If, after hearing the Director or Officer's response, and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the Director or Officer has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(f) Records of Proceedings: The Secretary shall be responsible to record all minutes of each meeting of the Board. In the event the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The minutes of the Board of Directors and all committees with board delegated powers shall contain: 1) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's or committee's decision as to whether a conflict of interest in fact existed; and 2) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

(g) Compensation: A voting Director of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's compensation. A voting Director of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's compensation. No voting Director of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

(h) Annual Statements: Each Director, Officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: 1) has received a copy of the conflicts of interest policy; 2) has read and understands the policy; 3) has agreed to comply with this policy; and 4) understands the Corporation is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. See Schedule A.

(i) Periodic Reviews: To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: 1) whether the compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; 2) whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

(j) Use of Outside Experts: When conducting the periodic reviews as provided herein, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII Miscellaneous

Section 8.01. Corporate Seal. The Corporation shall have a corporate seal in the form of a circle containing the name of the Corporation, the year of in incorporation, and such other details as may be approved by the Board of Directors.

Section 8.02. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board of Directors, or any person authorized by resolution of the Board of Directors, may from time to time designate.

Section 8.03. Contracts.

(a) General Rule: Except as otherwise provided in the Business Corporation Law, the Board of Directors may authorize any officer or agent to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

(b) Statutory Form of Execution of Instruments: Any note, mortgage, evidence of indebtedness, contract or other document, or any assignment or endorsement thereof, executed or entered into between the Corporation and any other person, when signed by one or more officers or agents having actual or apparent authority to sign it, or by the President or Vice-President and Secretary, Assistant Secretary, Treasurer, Assistant Treasurer of the Corporation, shall be held to have been properly executed for and in behalf of the Corporation, without prejudice to the rights of the Corporation against any person who shall have executed the instrument in excess of his or her actual authority.

Section 8.04. Interested Directors or Officers Quorum.

(a) General: A contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and another corporation, partnership, joint venture, trust or other enterprise in which one or more of its Directors or Officers are directors or officers or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors that authorizes the contract or transaction, or solely because his, her or their votes are counted for that purpose, if the material facts as to the relationship or interest, and as to the contract or transaction, are disclosed or are known to the Board of Directors, and the Board authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum;

(b) Quorum: Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board that authorizes a contract or transaction specified in Subsection (a), above.

Section 8.05. 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 depositaries as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more Officers or employees as the Board of Directors shall from time to time determine.

Section 8.06. Corporate Records. The Corporation shall keep complete and accurate books and records of account, minutes of the proceedings of the incorporators and Directors. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time.

Section 8.07. Financial Reports. Unless otherwise agreed, the Corporation shall annual financial statements, including at least a balance sheet as of the end of each fiscal year, and a statement of income and expenses for the fiscal year. The financial statements shall be prepared on the basis of generally accepted accounting principles, if the Corporation prepares financial statements for the fiscal year on that basis for any purpose and may be consolidated statements of the Corporation. Statements that are audited or reviewed by a public accountant shall be accompanied by the report of the accountant; in other cases, each copy shall be accompanied by a statement of the person in charge of financial records of the Corporation:

(a) Stating his reasonable belief as to whether or not the financial statements were prepared in accordance with general accepted accounting principles and, if not, describing the basis of presentation.

(b) Describing any material respects in which the financial statements were not prepared on a basis consistent with those prepared for the previous year.

Section 8.08. Amendment of Bylaws. These Bylaws may be amended or repealed, or new Bylaws may be adopted, either (i) by vote of the directors of the board of directors at any duly organized annual or special meeting of the directors of the board of directors, or (ii) with respect to those matters that are not by statute committed expressly to the Corporation, and regardless of whether the board of directors has previously adopted or approved the Bylaws being amended or repealed, by vote of two-thirds of the Board of Directors of the Corporation in office at any regular or special meeting of the Directors. Any change in these Bylaws shall take effect when adopted, unless otherwise provided in the resolution effecting the change. See Section 7.03(b), above (relating to notice of action on Bylaws).

Article IX Counterterrorism and Due Diligence Policy

Section 9.01. Counterterrorism and Due Diligence Policy. In furtherance of its exemption by contributions to other organizations, domestic or foreign, CHILDREN'S MINISTRIES INTERNATIONAL shall stipulate how the funds will be used and shall require the recipients to provide the corporation with detailed records and financial proof of how the funds were utilized. Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US – Based Charities" is not mandatory CHILDREN'S MINISTRIES INTERNATIONAL willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks. CHILDREN'S MINISTRIES INTERNATIONAL shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

Article X Dissolution

Section 10.01. Dissolution. Upon termination or dissolution of the CHILDREN'S MINISTRIES INTERNATIONAL, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the CHILDREN'S MINISTRIES INTERNATIONAL hereunder shall be selected by the discretion of a majority of the managing body of the CHILDREN'S MINISTRIES INTERNATIONAL and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the CHILDREN'S MINISTRIES INTERNATIONAL by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the Commonwealth of Pennsylvania.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the Commonwealth of Pennsylvania to be added to the general fund.

IN WITNESS WHEREOF, the Board of Directors have executed this AGREEMENT to be effective as of the date upon which the last Director whose signature then constitutes a majority of Directors has signed below.

______________________________ (seal) ______________________________

Vaughn C. Starr, Director and President Date

______________________________ (seal) ______________________________

Haroon Jarj, Director Date

______________________________ (seal) ______________________________

Robert L. Weaver, Director Date

______________________________ (seal) ______________________________

Anthony Martin, Director Date

______________________________ (seal) ______________________________

Lazar George, Director Date

______________________________ (seal) ______________________________

Shamiala Alexander, Director Date

SCHEDULE A

CHILDREN'S MINISTRIES INTERNATIONAL

CONFLICT OF INTEREST POLICY ACKNOWLEDGEMENT

I hereby acknowledge and agree:

1. That I have received and read a copy of the Conflict of Interest Policy, as contained within the Bylaws of this Corporation, and I agree to abide by this policy.

2. That I understand the Conflict of Interest Policy, as currently written and adopted by the Board of Directors.

3. That I understand that the Corporation is charitable and, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its taxexempt purposes.

Signed:

____

Name: ________________________ Title: ________________________

Date: ________________________