

THIRST SURVIVAL CATASTROPHE PASSION HOPE
 ABANDONED UNCLEAN FREEDOM BELIEVERS
 COMPRESSION SHELTER BELIEVERS SHARE
 PRAYER COMPASSION FEED HOPE
 AID DISPLACED HELP POOR
 WAR ORPHANED DIE
 GOD HEALING
 CHANGE HOME HURT PRAYER
 CARING GOSPEL FEED CARE
 CHILD ADVOCACY
 FAMINE

INSPIRED DEATH SUPPORT FOUNDATION BIBLE DISTRIBUTION NATURAL DISASTERS DEVASTATION PROTECT FRIGHTENED
 EMERGENCY LIFE POVERTY BROKEN TOUCHED TEACH THIRST SURVIVAL CATASTROPHE RELIEF ABANDONED
 UNCLEAN WAR HEARTFELT COMPASSION SHELTER BELIEVERS THANKFUL SHARE PRAYER COMPASSION WAR
 ALONE GOD HURT HUNGER HELP POOR ORPHANED CHRIST LOVE HEALING CHANGE NEED SURVIVAL MINISTER
 COMPASSION FRIGHTENED FEED EMERGENCY POVERTY UPLIFT BROKEN TOUCHED TEACH THIRST HELP
 GOD HURT HUNGER SURVIVAL CATASTROPHE JUSTICE ABANDONED UNCLEAN VISION HEARTFELT
 DISPLACED HELP POOR ORPHANED CHRIST COMMITMENT SHELTER BELIEVERS DEFEND SHARE PRAYER COMPASSION HOPE
 LOVE HEALING CHANGE HUMANITARIAN AID HURT HUNGER ORPHANED HELP POOR ORPHANED JESUS LOVE HEALING
 LEGACY CARING SUFFERING NEED GOSPEL WAR CHANGE NEED CLEAN WATER PRAYER CARING SUFFERING NEED
 CHILD ADVOCACY FAMINE DISEASE OPPRESSION CHILD ADVOCACY FAMINE DISEASE THIRST UNITY
 HUNGER DISASTERS EDUCATION CLOTHING FOOD HARDWARE DISASTERS

NEED HEAL

III. Removal. Any officer, except the President, elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed. The President shall be removed only upon a two-thirds vote of the Directors.

IV. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

V. Chairman of the Board of Directors. The Chairman of the Board of Directors shall be a member of the Board of Directors, shall preside over meetings of the Board of Directors and shall perform all the duties incident to the office of Chairman of the Board of Directors and such other duties as the Board of Directors may from time to time determine or as may be prescribed by these bylaws.

VI. President. The President shall be the principal executive officer of the Corporation, shall be primarily responsible for implementing the strategy and vision of the Corporation as directed by the Board of Directors, shall exercise general supervision over the affairs of the Corporation, its officers, and personnel consistent with policies established by the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation. The President may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority determined by the Board.

VII. Vice President. The Vice President shall perform such duties as may be assigned by the President or the Board of Directors.

VIII. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipt for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of Article V of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, initiation of an annual audit, compliance with statutory reporting requirements, tax returns, and tax payments.

IX. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records recorded by law or by the policies of the Board; be custodian of the Corporation records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ING SUFFERING NEED GOSPEL WAR CHILD ADVOCACY FAMINE
 ING FOOD THE BIBLE DESPERATION WATER ALONE RESOURCE VISION
 F PRAYER DEFEND SUSTAINABLE DEVELOP EQUIP UPLIFT FREEDOM
 LESS SHARE GOD HURT HUNGER DISPLACED COMPASSION HELP
 VE HEALING CHANGE HUMANITARIAN AID LEGACY SHARE
 SPEL
 E WAR CHILD ADVOCACY FAMINE DISEASE
 HARSHIPS DISASTERS EDUCATION CLOTHING
 DESPERATION WATER ALONE RESOURCES VISION CHURCH
 COMMITMENT TRAIN FEED MINISTER FAITH TEAMWORK
 INSPIRED REACH SUPPORT LOVE DISTRIBUTION
 NATIONAL DISASTERS DISASTERS DISASTERS DISASTERS DISASTERS
 PROTECT PROTECT PROTECT PROTECT PROTECT PROTECT
 SHARE GOD HURT HUNGER DISPLACED COMMUNITY HELP POOR ORPHANED CHRIST LOVE SHARE
 HEALING CHANGE NEED CLEAN WATER PRAYER
 CLOTHING FOOD BELIEVERS THANKFUL SHARE PRAYER COMPASSION
 HOMELESS
 HEALING CHANGE HUMANITARIAN AID LEGACY CARING SUFFERING NEED GOSPEL WAR CHILD ADVOCACY FAMINE DISEASE THIRST
 OPPRESSION HARSHIPS DISASTERS EDUCATION CLOTHING FOOD THE BIBLE DESPERATION WATER ALONE RESOURCE VISION CHURCH
 COMMITMENT TRAIN FEED MINISTER FAITH TEAMWORK INSPIRED DEATH SUPPORT FOUNDATION LOVE REDEMPTION NATURAL DISASTERS
 DEVIATION PROTECT FRIGHTENED FEED EMERGENCY POVERTY EQUIP BROKEN TOUCHED TEACH THIRST SURVIVAL CATASTROPHE PRAYER
 ABANDONED UNCLEAN SHELTER JESUS COMMITMENT SHELTER BELIEVERS THANKFUL SHARE PRAYER COMPASSION
 HIRE GOD HURT HUNGER DISPLACED HELP POOR ORPHANED CHRIST LOVE HEALING CHANGE NEED CLEAN WATER PRAYER
 CARING SUFFERING NEED GOSPEL WAR CHILD ADVOCACY FAMINE DISEASE THIRST OPPRESSION HARSHIPS DISASTERS EDUCATION
 HARSHIPS DISASTERS EDUCATION CLOTHING FOOD THE BIBLE DESPERATION WATER ALONE RESOURCE VISION CHURCH
 COMMITMENT TRAIN FEED MINISTER FAITH TEAMWORK INSPIRED DEATH SUPPORT FOUNDATION LOVE REDEMPTION NATURAL DISASTERS
 DEVIATION PROTECT FRIGHTENED FEED EMERGENCY POVERTY EQUIP BROKEN TOUCHED TEACH THIRST SURVIVAL CATASTROPHE PRAYER
 ABANDONED UNCLEAN SHELTER JESUS COMMITMENT SHELTER BELIEVERS THANKFUL SHARE PRAYER COMPASSION
 HIRE GOD HURT HUNGER DISPLACED HELP POOR ORPHANED CHRIST LOVE HEALING CHANGE NEED CLEAN WATER PRAYER
 CARING SUFFERING NEED GOSPEL WAR CHILD ADVOCACY FAMINE DISEASE THIRST OPPRESSION HARSHIPS DISASTERS EDUCATION

X. Vice Chairman. The Vice Chairman of the Board of Directors shall be a member of the Board of Directors, shall assist the Chairman of the board of Directors in such manner as the Chairman shall from time to time request, and shall have such other powers and perform such other duties as may from time to time be conferred or imposed upon the Vice Chairman by the Board of Directors. Upon the absence of the Chairman of the Board of Directors, the Vice Chairman shall preside over meetings of the Board of Directors and shall assume the duties of the Chairman of the Board of Directors until the Chairman is able to resume the duties of the office or until another Chairman is appointed by the Board of Directors.

XI. Assistant Treasurers and Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE IV

COMMITTEES

I. Authority.

(A) The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one (1) or more committees of its members, each of which shall consist of two (2) or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him or her by law.

(B) The Board of Directors may designate an Executive Committee consisting of two (2) or more directors. The Board of Directors may designate one (1) or more of the directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Committee upon the request of the President.

Except as otherwise required by law or these Bylaws, the Executive Committee shall have such authority as the Board of Directors shall grant to it for the management of the corporation. In the absence of a resolution expressly granting authority to the Executive Committee, the Executive Committee shall have authority to act for the Board of Directors, except that it shall not have authority to alter or amend these Bylaws; to remove or appoint members of the Board of Directors; to elect or remove the officers or executive director,

THIRST SURVIVAL CATASTROPHE PASSION HOPE
ABANDONED UNCLEAN FREEDOM BELIEVERS
COMPASSION SHELTER BELIEVERS SHARE
PRAYER COMPASSION FEED HOPE
AID DISPLACED HELP POOR
WAR ORPHANED DIE
GOD HEALING
CHANGING HOME HURT PRAYER
CARING GOSPEL CHILD FEED CARE
CHILD ADVOCACY FAMINE
INSPIRED DEATH SUPPORT FOUNDATION BIBLE DISTRIBUTION NATURAL DISASTERS DEVASTATION PROTECT FRIGHTENED
EMERGENCY UNCLEAN WAR HEARTFELT COMPASSION SHELTER BELIEVERS THANKFUL SHARE PRAYER COMPASSION
ALONE GOD HURT HUNGER HELP POOR ORPHANED CHRIST LOVE HEALING CHANGE NEED SURVIVAL WAR MINISTER
COMPASSION GOD HURT HUNGER SURVIVAL CATASTROPHE JUSTICE ABANDONED UNCLEAN VISION HEARTFELT HELP
DISPLACED HELP POOR ORPHANED CHRIST COMMITMENT SHELTER BELIEVERS DEFEND SHARE PRAYER COMPASSION HOPE
LOVE HEALING CHANGE HUMANITARIAN AID HURT HUNGER DISPLACED HELP POOR ORPHANED JESUS LOVE HEALING
LEGACY CARING SUFFERING NEED GOSPEL WAR CHANGE NEED CLEAN WATER PRAYER CARING SUFFERING NEED
CHILD ADVOCACY FAMINE DISEASE OPPRESSION CHILD ADVOCACY FAMINE DISEASE THIRST UNITY
HOUSEHOLDS DISASTERS EDUCATION CLOTHING FOOD HARDGHSR DISASTERS EDUCATION

if any; to fill vacancies on a committee; to authorize distributions; or to adopt an annual budget.

The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors when required. Vacancies in the Executive Committee shall be filled by the Board of Directors at a regular or special meeting.

(C) Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the President as authorized by a like resolution of the Board. Membership on such committees need not be limited to Directors.

II. Terms. Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Any member of a committee may resign at any time by giving written notice of his intention to do so to the President or the Secretary of the Corporation.

III. Chairman. One (1) member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

IV. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

V. Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE V

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

I. Contracts. The Board of Directors may authorize any officer or officers, agent, or agents of the Corporation in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

II. Checks. All checks, drafts, or orders for the payment of monies, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Corporation.

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

ING SUFFERING NEED GOSPEL WAR CHILD ADVOCACY FAMINE
ING FOOD THE BIBLE DESPERATION WATER ALONE RESOURCE VISION
F PRAYER DEFEND SUSTAINABLE DEVELOP EQUIP UPLIFT FREEDOM
LESS SHARE GOD HURT HUNGER DISPLACED COMPASSION HELP
VE HEALING CHANGE HUMANITARIAN AID LEGACY SHARE
PEL
E WAR CHILD ADVOCACY FAMINE DISEASE
HARDSHIPS DISASTERS EDUCATION CLOTHING
DESPERATION WATER ALONE RESOURCES VISION CHURCH
COMMITMENT TRAIN FEED MINISTER FAITH TEAMWORK
INSPIRED REACH SUPPORT LOVE DISTRIBUTION
NATURAL DISASTERS DEVASTATION VISION PROTECT
FRONTIERS JESUS BELIEVERS THANKFUL SHARE PRAYER COMPASSION
THIRST SUFFERING
CLOTHING FOOD
RELIEF
HOMELESS
HEALING CHANGE HUMANITARIAN AID LEGACY CARING SUFFERING NEED GOSPEL WAR CHILD ADVOCACY FAMINE DISEASE THIRST
OPPRESSION HARDSHIPS DISASTERS EDUCATION CLOTHING FOOD THE BIBLE DESPERATION WATER ALONE RESOURCE VISION CHURCH
COMMITMENT TRAIN FEED MINISTER FAITH TEAMWORK INSPIRED DEATH SUPPORT FOUNDATION LOVE REDEMPTION NATURAL DISASTERS
DEVASTATION PROTECT FRIGHTENED FEED EMERGENCY POVERTY EQUIP BROKEN TOUCHED TEACH THIRST SURVIVAL CATASTROPHE PRAYER
ABANDONED UNCLEAN SHELTER JESUS COMMITMENT SHELTER BELIEVERS THANKFUL SHARE PRAYER COMPASSION
HOPE GOD HURT HUNGER DISPLACED HELP POOR ORPHANED CHRIST LOVE HEALING CHANGE NEED CLEAN WATER PRAYER
CARING SUFFERING NEED GOSPEL WAR CHILD ADVOCACY FAMINE DISEASE THIRST OPPRESSION HARDSHIPS DISASTERS EDUCATION
DESPERATION WATER ALONE RESOURCE VISION CHURCH COMMITMENT TRAIN FEED MINISTER FAITH TEAMWORK
SUSTAINABLE DEVELOP EQUIP UPLIFT FREEDOM REDEMPTION COMMUNITY VISION PEACE JUSTICE
SHARE GOD HURT HUNGER DISPLACED COMMUNITY HELP POOR ORPHANED CHRIST LOVE SHARE

IV. Funds. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE VI

CORPORATE RECORDS

I. Accounting Records and Minutes of Meetings. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

II. Specific Records Which Corporation Must Keep. The Corporation shall keep a copy of the following records:

- (A) The Corporation's Articles or Restated Articles of Incorporation and all amendments to them currently in effect;
- (B) The Corporation's Bylaws or restated Bylaws and all amendments to them currently in effect;
- (C) A list of the names and business addresses of the Corporation's current Directors and officers;
- (D) The Corporation's most recent annual report delivered to the State Corporation Commission of the Commonwealth of Virginia; and
- (E) Form 1023, Application for Recognition of Exemption, filed by the Corporation with the Internal Revenue Service and any other documents filed along therewith.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March, and shall consist of such accounting periods as may be determined by the Board of Directors.

ARTICLE VIII

SEAL

The Board of Directors shall provide a corporate seal, which shall be in a form selected by a resolution of the Board of Directors.

ING SUFFERING NEED GOSPEL WAR CHILD ADVOCACY FAMINE
 ING FOOD THE BIBLE DESPERATION WATER ALONE RESOURCE VISION
 F PRAYER DEFEND SUSTAINABLE DEVELOP EQUIP UPLIFT FREEDOM
 LESS SHARE GOD HURT HUNGER DISPLACED COMPASSION HELP
 VE HEALING CHANGE HUMANITARIAN AID LEGACY SHARE
 SPEL WAR CHILD ADVOCACY FAMINE DISEASE
 E HARDSHIPS DISASTERS EDUCATION CLOTHING
 DESPERATION WATER ALONE RESOURCES VISION CHURCH
 COMMITMENT TRAIN FEED MINISTER FAITH TEAMWORK
 INSPIRED REACH SUPPORT LOVE DISTRIBUTION
 NATURAL DISASTERS DEVASTATION VISION PROTECT
 FRIGHTENED JESUS UNCLEAN SHELTER BELIEVERS THANKFUL SHARE PRAYER COMPASSION
 THIRST OPPRESSION HARDSHIPS DISASTERS EDUCATION CLOTHING FOOD THE BIBLE DESPERATION WATER ALONE RESOURCE VISION CHURCH
 COMMITMENT TRAIN FEED MINISTER FAITH TEAMWORK INSPIRED DEATH SUPPORT FOUNDATION LOVE REDEMPTION NATURAL DISASTERS
 DEVASTATION PROTECT FRIGHTENED FEED EMERGENCY POVERTY EQUIP BROKEN TOUCHED TEACH THIRST SURVIVAL CATASTROPHE PRAYER
 DISASTER ABANDONED UNCLEAN SHELTER JESUS COMMITMENT SHELTER BELIEVERS THANKFUL SHARE PRAYER COMPASSION
 HUNGER HOPE GOD HURT HUNGER DISPLACED HELP POOR ORPHANED CHRIST LOVE HEALING CHANGE NEED CLEAN WATER PRAYER
 CARING SUFFERING NEED GOSPEL WAR CHILD ADVOCACY FAMINE DISEASE THIRST OPPRESSION HARDSHIPS DISASTERS EDUCATION
 CLOTHING FOOD RELIEF DESPERATION WATER ALONE RESOURCE VISION CHURCH COMMITMENT TRAIN FEED MINISTER FAITH TEAMW
 SUSTAINABLE DEVELOP EQUIP UPLIFT FREEDOM REDEMPTION COMMUNITY VISION PEACE JUSTICE
 HOMELESS SHARE GOD HURT HUNGER DISPLACED COMMUNITY HELP POOR ORPHANED CHRIST LOVE SHARE
 HEALING CHANGE HUMANITARIAN AID LEGACY CARING SUFFERING NEED GOSPEL WAR CHILD ADVOCACY FAMINE DISEASE THIRST
 OPPRESSION HARDSHIPS DISASTERS EDUCATION CLOTHING FOOD THE BIBLE DESPERATION WATER ALONE RESOURCE VISION CHURCH
 COMMITMENT TRAIN FEED MINISTER FAITH TEAMWORK INSPIRED DEATH SUPPORT FOUNDATION LOVE REDEMPTION NATURAL DISASTERS
 DEVASTATION PROTECT FRIGHTENED FEED EMERGENCY POVERTY EQUIP BROKEN TOUCHED TEACH THIRST SURVIVAL CATASTROPHE PRAYER
 DISASTER ABANDONED UNCLEAN SHELTER JESUS COMMITMENT SHELTER BELIEVERS THANKFUL SHARE PRAYER COMPASSION
 HUNGER HOPE GOD HURT HUNGER DISPLACED HELP POOR ORPHANED CHRIST LOVE HEALING CHANGE NEED CLEAN WATER PRAYER
 CARING SUFFERING NEED GOSPEL WAR CHILD ADVOCACY FAMINE DISEASE THIRST OPPRESSION HARDSHIPS DISASTERS EDUCATION
 CLOTHING FOOD RELIEF DESPERATION WATER ALONE RESOURCE VISION CHURCH COMMITMENT TRAIN FEED MINISTER FAITH TEAMW
 SUSTAINABLE DEVELOP EQUIP UPLIFT FREEDOM REDEMPTION COMMUNITY VISION PEACE JUSTICE
 HOMELESS SHARE GOD HURT HUNGER DISPLACED COMMUNITY HELP POOR ORPHANED CHRIST LOVE SHARE
 HEALING CHANGE HUMANITARIAN AID LEGACY CARING SUFFERING NEED GOSPEL WAR CHILD ADVOCACY FAMINE DISEASE THIRST
 OPPRESSION HARDSHIPS DISASTERS EDUCATION CLOTHING FOOD THE BIBLE DESPERATION WATER ALONE RESOURCE VISION CHURCH
 COMMITMENT TRAIN FEED MINISTER FAITH TEAMWORK INSPIRED DEATH SUPPORT FOUNDATION LOVE REDEMPTION NATURAL DISASTERS
 DEVASTATION PROTECT FRIGHTENED FEED EMERGENCY POVERTY EQUIP BROKEN TOUCHED TEACH THIRST SURVIVAL CATASTROPHE PRAYER
 DISASTER ABANDONED UNCLEAN SHELTER JESUS COMMITMENT SHELTER BELIEVERS THANKFUL SHARE PRAYER COMPASSION
 HUNGER HOPE GOD HURT HUNGER DISPLACED HELP POOR ORPHANED CHRIST LOVE HEALING CHANGE NEED CLEAN WATER PRAYER
 CARING SUFFERING NEED GOSPEL WAR CHILD ADVOCACY FAMINE DISEASE THIRST OPPRESSION HARDSHIPS DISASTERS EDUCATION

this Corporation, to cast the vote which this Corporation may be entitled to cast as a stockholder or otherwise in any other corporation, any of whose stock or securities may be held by this Corporation, at meetings of the holders of the stock or other securities as may be held by such other corporation, or to consent in writing to any action by any such other Corporation; and the President shall instruct the person or persons so appointed as to the manner of casting such votes or giving such consent and may execute or cause to be executed on behalf of this Corporation, and under its corporate seal or otherwise, such written proxies, consents, waivers or other instruments as may be necessary or proper. In lieu of such appointment, the President may himself or herself attend any meetings of the holders of stock or other securities and exercise any or all powers of this Corporation as the holder of such stock or other securities of such other corporation.

THIRST SURVIVAL CATASTROPHE PASSION HOPE
ABANDONED UNCLEAN FREEDOM BELIEVERS
COMPASSION SHELTER BELIEVERS SHARE
PRAYER COMPASSION FEED HOPE
AID DISPLACED HELP POOR
WAR ORPHANED DIE
GO HEALING HOME HURT PRAYER
CARING GOSPEL FEED CARE
CHILD ADVOCACY
FAMINE
INSPIRED DEATH SUPPORT FOUNDATION BIBLE DISTRIBUTION NATURAL DISASTERS DEVASTATION PROTECT FRIGHTENED
EMERGENCY LIFE POVERTY BROKEN TOUCHED TEACH THIRST SURVIVAL CATASTROPHE RELIEF ABANDONED
UNCLEAN WAR HEARTFELT COMPASSION SHELTER BELIEVERS THANKFUL SHARE PRAYER COMPASSION WAR
ALONE GOD HURT HUNGER HELP POOR ORPHANED CHRIST LOVE HEALING CHANGE NEED SURVIVAL MINISTER
COMPASSION FRIGHTENED FEED EMERGENCY POVERTY UPLIFT BROKEN TOUCHED TEACH THIRST DESIRE
GOD HURT HUNGER SURVIVAL CATASTROPHE JUSTICE ABANDONED UNCLEAN VISION HEARTFELT HELP
DISPLACED HELP POOR ORPHANED CHRIST COMMITMENT SHELTER BELIEVERS DEFEND SHARE PRAYER COMPASSION HOPE
LOVE HEALING CHANGE HUMANITARIAN AID HURT HUNGER DISPLACED HELP POOR ORPHANED JESUS LOVE HEALING
LEGACY CARING SUFFERINGS NEED GOSPEL WAR CHANGE NEED CLEAN WATER PRAYER CARING SUFFERING NEED
CHILD ADVOCACY FAMINE DISEASE OPPRESSION CHILD ADVOCACY FAMINE DISEASE THIRST UNITY
HARDSHIPS DISASTERS EDUCATION CLOTHING FOOD HARDSHIPS DISASTERS EDUCATION

NEED
HEAL

**These Amended and Restated Bylaws were duly adopted by the Board of this Corporation
on this __ day of October, 2019.**

Secretary

stock or controlling interests of an organization with which the Corporation has business dealings;

3. Is a consultant for such an organization; or

4. Has any other direct or indirect dealings with an individual or organization from which he or she is materially benefited (e.g., through the receipt directly or indirectly of cash, gifts, or other property).

(C) All disclosures shall be communicated in writing to the Secretary. Information disclosed to the Secretary will be held in confidence, except when the organization's best interests, in the discretion of the Secretary and President, are served by bringing the information to the attention of the Board of Directors and/or the other Officers of the Corporation.

(D) Members of the Board who have a conflict of interest, as described above, in any matter shall refrain from participating in the consideration or vote of the proposed transaction, if any. However, the Board may request information or interpretation from the person or persons involved.

III. Approval of Covered Transactions. The Board may approve covered transactions, transactions in which a conflict of interest has been identified, (the "Covered Transaction") in one of the following ways:

(A) Establishing the following facts in official minutes of the Board of Directors:

1. The Corporation entered into the Covered Transaction exclusively for its own benefit.
2. The Covered Transaction was fair and reasonable as to the Corporation at the time the Corporation entered into the Covered Transaction.
3. Prior to consummating the Covered Transaction or any part thereof, the Board authorized or approved the transaction in good faith by a vote of a majority of the Directors then in office without counting the vote of the "interested" Director or Directors, and with knowledge of the material facts concerning the transaction and the Director's interest in the Covered Transaction.
4. Prior to authorizing or approving the Covered Transaction, the Board considered, and in good faith, determined, after reasonable investigation under the circumstances that the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

OR

(B) Establishing the following facts in official minutes of the Board of Directors:

1. A committee or person authorized by the Board approved the transaction in a manner consistent with the standards set forth in (A) above;
2. It was not reasonably practicable to obtain approval of the Board prior to entering into the Covered Transaction; and
3. The Board, after determining in good faith that the conditions (1) and (2) were satisfied, ratified the Covered Transaction at its next meeting by a vote of the majority of the Directors then in office without counting the vote of the "interested" Director or Directors; or,

4. The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated.

POLICIES SECTION 2: WAGE AND SALARY ADMINISTRATION

IV. Policy Statement. This Corporation maintains a wage and salary administration program intended to compensate employees on an equitable basis relative to position requirements and consistent with similar organizations in the geographical area.

V. General Administration. The Executive Committee of the Board of Directors will be responsible for the administration of this policy.

(A) The objectives of the Corporation's wage and salary policy is:

1. To attract and retain qualified employees in all positions;
2. To obtain the highest degree of employee performance, morale, and loyalty through equitable salary administrations;
3. To ensure internal equity and consistency within and between all divisions;
4. To provide an effective means of managing payroll costs and salary expenditures;
5. To provide recognition and reward for differences in individual ability and performance; and
6. To provide a uniform method for establishing and applying wage rates, and to facilitate the employment, classification, and promotion of personnel.

(B) The Supervisor will:

1. Prepare a Performance Evaluation Form in accordance with the Corporation's Policy Manual; and
2. Recommend salary increases, which reflect the employee's performance, as well as position in job grade range.

(C) The Department Head will:

1. Plan and administer the salary rates of personnel under their supervision within approved budgets in accordance with the guidelines established in this policy; and
2. Annually review the functions performed by each member of the department and, if there are revisions or changes, prepare and submit a job description to the compensation function.

(D) The Executive Committee will:

1. Develop and maintain a salary structure, which is competitive in the appropriate wage market;
2. Develop and recommend salary administration policies, budgets, and performance evaluation guidelines;



CONFLICT OF INTEREST STATEMENT

The Board of Directors of World Help (the “Corporation”) recognizes that possible conflicts of interests should be a matter of full disclosure insofar as each individual director is concerned. To this end, the undersigned hereby represents as follows:

1. I have received a copy of the Conflicts of Interest Policy of the Corporation (the “Policy”). I have read and understand the Policy and I agree to comply with the Policy.
2. 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 tax-exempt purposes.
3. Other than reimbursement of expenses, I do not derive personally any compensation from the Corporation for the providing of goods or services except for

(insert “none” or description)
4. I do not own a financial interest in any corporation of other enterprise that has business dealings with the Corporation except for

(insert “none” or description)
5. In the event my response to the foregoing statements changes in the future, I will advise the Chairman of the Board of Directors.
6. I will refrain from voting on any matter in which I have a possible conflict of interest.

Director

Date