

NONPROFIT CORPORATE
BYLAWS
FOR
RESTORE HOPE, INC.

Amended September 2020

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NONPROFIT CORPORATE BYLAWS

FOR

RESTORE HOPE, INC.

Amended September 2020

Article I: Definitions

1.01 Name. The “Corporation” shall mean Restore Hope, Inc. The business of the corporation will be conducted under the name Restore Hope, Inc.

1.02 Board. The “Board” shall mean the Board of Directors of Restore Hope, Inc.

Article II: Purposes, Powers and Governing Instruments

2.01 Purpose and Methodology.

(a) Purpose. The purposes of the Corporation, as set forth in the Certificate of Incorporation, are exclusively charitable, religious, educational and scientific, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (“Section 501(c)(3)”).

The purpose of Restore Hope, Inc. is to assist homeless women in identifying and overcoming obstacles to independent living. Restore Hope will first assist women with their basic needs of food, clothing, and referrals to shelters. Once these basic needs are met, Restore Hope will connect women to resources that meet their deeper needs, such as legal aid, jobs, and permanent housing solutions.

(b) Methodology. Restore Hope believes in treating each woman as an individual with a unique set of circumstances to be navigated. As such, Restore Hope will focus on building relationships to establish rapport and trust with women while helping to meet basic needs. Through these relationships, Restore Hope will help to uncover and address deeper needs and issues that can lead to life transformation.

2.02 Powers. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes as set forth in the Certificate of Incorporation and these Bylaws. This includes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

2.03 Governing Instruments. The Corporation shall be governed by its Certificate of Incorporation and these Bylaws.

2.04 Limitations on Activities. No Director, Officer, employee or agent of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3), as amended, or by any organization to which contributions are deductible under Section 170(c)(2) of such Code and Regulations, as amended, or the corresponding provisions of any future federal tax law.

No part of the net earnings of the Corporation shall be to the benefit of, or be distributable to, any Director, Officer, employee or agent, except that the Corporation shall be authorized to provide reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Certificate of Incorporation and these Bylaws.

No part of the activities of the Corporation shall consist of participating or intervening in any political campaign on behalf of, or in opposition to, any candidate for public office. The Corporation shall not operate a social club or carry on business in a manner similar to an organization operated for profit.

2.05 Distribution Upon Dissolution. Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code, or the corresponding provisions of any future federal code. Where possible, the qualifying organization(s) shall have a charitable purpose which, at least generally, includes a purpose similar to the Corporation.

The organization(s) to receive the assets of the Corporation shall be selected by a vote of the Board. If its members cannot reach a verdict, one (1) or more Board members shall file in a court of proper jurisdiction a Verified Petition in equity, or other such appropriate petition, against the Corporation. The Verified Petition shall explain the necessity of such action as it relates to this Article II, Section 5. The court shall then select the qualifying organization(s) to receive assets to be distributed, with preference toward organizations located within the State of New York.

In the event that the court shall find this Article II, Section 5 applicable, but determines that there is no organization which has a charitable purpose which, at least generally, includes a purpose similar to the Corporation, the court shall direct the distribution of the Corporation's assets lawfully available for distribution to the Treasurer of the State of New York to be added to the general fund.

Article III: Membership

3.01 Members. The Corporation shall have no members.

Article IV: Board of Directors

4.01 Number of Directors. The Corporation shall have a Board numbering no less than four (4) and no more than ten (10) directors.

4.02 Powers and Duties. Subject to the provisions of law and the governing documents, the Board shall exercise all corporate powers and manage the affairs of the Corporation.

4.03 Qualification and Election of Directors. To be eligible to serve as a Director on the Board, individuals must be at least 18 years of age. New Directors shall be recruited by current members of the Board. The initial Directors of the Corporation shall be the Incorporator of the Corporation and those Directors specified in the Certificate of Incorporation. Directors may be elected at any Board meeting by the majority vote of the existing Board. The election of Directors to replace those who have fulfilled their term of office and do not wish to serve another term shall take place at the next scheduled meeting of the Board.

4.04 Terms of Office.

(a) Length of Term. All Directors shall be elected to serve a one (1) year term, which may be extended until the election of a successor.

(b) Successive Terms. Directors may serve multiple terms in succession. At the end of each term, Directors may resign their position or be nominated to serve a successive term.

(c) Dates. The term of office shall be considered to begin on the date of the Board meeting at which the Director is elected. The first term of the Incorporator and initial Directors specified in the Certificate of Incorporation shall be considered to begin on the date of the first meeting of the Board.

4.05 Vacancies. Any vacancy occurring on the Board arising at any time and for any reason may be filled by a vote of the Board at any meeting.

A Director elected to fill a vacancy in the Board due to resignation, death, or removal shall complete the term of the Director being replaced.

4.06 Removal of Directors. A Director may be removed by a vote of the board if:

(a) the Director is absent and unexcused from two (2) or more meetings of the Board of Directors in a twelve (12) month period. The President of the Board may excuse Directors from attendance for a reason he or she considers adequate. The President shall not have the power to excuse him/herself from the Board meeting. The Vice President of the Board may excuse the President from attendance at a Board meeting, in which case the ranking or previously designated Vice President shall preside over the meeting. Or:

(b) With or without cause, if before the meeting of the Board at which a vote on removal will be made the Director in question is given notice of the Board's intention to discuss his or her status and is given the opportunity to present a defense during the meeting.

4.07 Board Meetings.

(a) Annual Meeting. A meeting of the Board shall be held annually for the purpose of receiving annual reports of the Board and Officers, casting vision for the following year and for the transaction of other business of the Board. The annual meeting shall be held during the month of January.

(b) Regular Meetings. In addition to the annual meeting, the Board shall have a minimum of three (3) regularly scheduled meetings each calendar year at times determined by the Board at the annual meeting. The purpose and agenda of these meetings need not be specified.

(c) Special Meetings. Special meetings of the Board may be called by the President or any two (2) other Directors serving on the Board.

(d) Notice of Meetings. Directors shall receive written or verbal notification of all Board meetings; at least five (5) business days' notice by first-class mail, electronic mail, text message or facsimile transmission or at least seventy-two (72) hours' notice delivered in person or by telephone. For the purposes of these Bylaws, Saturdays, Sundays and legal holidays are not considered business days. If sent in writing, the notice shall be considered delivered at the time it is sent or placed in the mail. The notice of meeting shall specify the place, day, and hour of the meeting.

(e) Waiver of Notice. Any Director may waive notice of any meeting, in accordance with New York State statutes.

Whenever all of the Directors shall have waived notice of any meeting, such meeting shall be valid for all purposes. A Director who is not present at a meeting and did not protest the lack of notice to him or her at or before the start of the meeting shall be considered to have waived notice of the meeting.

4.08 Manner of Acting.

(a) Quorum. A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Majority Vote. Provided a quorum is present, and unless otherwise required by law or the governing documents, the decision or act of the majority of the Directors present at a meeting shall be the decision or act of the Board.

(c) Hung Board Decisions. Should a vote by the Board end in a tie, the President, or in the absence of the President the presiding Vice President, shall cast an additional vote to settle the decision.

(d) Action Without a Meeting. Any action to be taken by the Board may be taken without a meeting if all members of the Board agree in writing to the adoption of a resolution authorizing the action. For purposes of this Article IV, Section 4, Part d an e-mail transmission from an e-mail address on record constitutes a valid writing. The resolution and written consents shall be filed with the minutes of the Board meetings.

(e) Participation. Except as required otherwise by law or the governing documents, Directors may participate in any Board meeting through the use of any means of communication allowing all Directors to hear each other at all times during the meeting, including video or telephone conference call.

4.09 Compensation for Board Service. Directors shall receive no compensation for their duties as members of the Board. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred while carrying out their duties as Directors, such as travel expenses to attend meetings, etc.

4.10 Compensation for Professional Services by Directors. Directors may be compensated for professional services to the Corporation. Such compensation shall be fair and reasonable and must be approved in accordance with Board policies and applicable state law or law of the U.S. territory.

Article V: Committees

5.01 Committees. The Board may adopt a resolution to designate one or more committees, each consisting of two (2) or more Directors. Any committee shall have all the authority of the Board, to the extent provided in the resolution. However, no committee, regardless of Board resolution, may:

- (a) take any final action on matters which require Board approval;
- (b) fill vacancies on the Board or in any committee;
- (c) make amendments to, repeal or adopt new governing documents;
- (d) appoint any other committees or members of committees;
- (e) Use corporate funds to support a nominee for Director; or
- (f) approve any transaction;

(i) to which the Corporation is a party and one (1) or more of the Directors have a material financial interest; or

(ii) between the Corporation and one (1) or more of its Directors or between the Corporation and any person in which one (1) or more of its Directors have a material financial interest.

5.02 Meetings and Action of Committees. Meetings and action of committees shall be governed in accordance with the provisions of Article IV of these Bylaws, with the substitution of the committee and its members for the Board and its members; however, the time for regular meetings of the committee may be determined by resolution of either the Board or the

committee. Special meetings of the committee may also be called by the Board. Minutes shall be kept at each meeting of any committee and filed with the corporate records. The Board may adopt additional rules for governing committees.

Article VI: Officers

6.01 Board Officers. The Officers of the Corporation shall be a President, Secretary, Treasurer and Vice President, each of whom shall be elected by, and serve at the pleasure of, the Board. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to assign duties. The Board may appoint other Officers as deemed necessary, including one (1) or more Vice Presidents, one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers. No individual may hold multiple offices on the Board.

6.02 Qualifications, Terms of Office and Election.

(a) Qualifications. To be eligible to be elected as an Officer of the Corporation, individuals must first be elected as members of the Board. Officers are also Board members and have rights, responsibilities, and powers as such.

(b) Terms of Office. The Officers shall serve a one (1) year term of office and may serve consecutive terms. The Secretary, Treasurer, Vice-President(s) and any assistant Officers may not serve more than ten (10) consecutive terms of office. The President may not serve more than ten (10) consecutive terms. The term of office shall begin on the date of the Board meeting at which elected and shall end on the date of the Board meeting during which a successor is elected.

(c) Election. Election of Officers shall take place each year at the annual meeting of the Board. Officers wishing to serve a successive term must be re-elected. Current Officers shall nominate a Director to serve as his or her successor.

6.03 Removal and Resignation. The Board may remove an Officer from office at any time, with or without cause, by a vote of the majority of Directors then in office. Any Officer may resign his or her office at any time by giving written notice to the Corporation without prejudice to the rights of the Corporation under any contract to which the Officer is a party. Any resignation shall be delivered to the President and shall take effect at the date of the receipt of the notice unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Vacancies. Any vacancy occurring in any office for any reason shall be filled by a vote of the Board.

6.05 Powers and Duties of the President. In the absence of a Chief Executive Officer (CEO) of the Corporation, the President shall serve as CEO. The President shall report to the Board on the state of affairs of the Corporation and shall lead the Board in performing its duties and responsibilities including presiding at all Board meetings. The President shall give notice of all Board and committee meetings in accordance with these Bylaws. It is the responsibility of the President to ensure that the Certificate of Incorporation and these Bylaws are upheld. In addition, the President shall perform all other duties required to lead the Board. The Board may assign to the President additional powers and duties.

6.06 Powers and Duties of the Vice President. The Vice President(s) shall serve as an advisor to the President and may be assigned additional powers and duties by the Board. In the absence or disability of the President, the ranking Vice President or the Vice President previously designated by the President, shall perform the duties of the President. In such an instance the Vice President shall have all the powers and limitations of the President. The Board may assign to the Vice President additional powers and duties.

6.07 Powers and Duties of the Secretary. The Secretary is the custodian of the minute book of the Corporation and shall ensure that minutes of all Board and committee meetings are kept. The minutes of each meeting shall state the location and time of the meeting and all other information necessary to determine whether the meeting was held in accordance with the law and these Bylaws and what actions were taken. The Secretary shall ensure that all Corporation documents and filings are maintained and that documents are kept in accordance with the document retention policy. The Board may assign to the Secretary additional powers and duties.

6.08 Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. The Treasurer shall oversee and give reports on the financial condition of the Corporation as well as the results of all audits and financial reviews. The Treasurer shall oversee the Corporate budget and shall approve project and other budgets as brought forth by the Board. The Treasurer shall ensure that full and accurate accounts of the Corporation's receipts and disbursements are kept. The Treasurer shall be responsible for preparing, or working with an outside source to prepare, the Corporation's Local, State, and Federal tax documents. In addition, the Treasurer shall ensure that regular donation receipts are provided to donors. The Board may assign to the Treasurer additional powers and duties.

Article VII: Contracts, Bank Accounts and Checks, Loans, and Investments

7.01 Contracts and Other Writings. Except as otherwise provided by resolution of the Board, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the President or by the Treasurer. The Board may also authorize any

other Officer(s) or agent(s) to enter into such agreements. This power may be general or may be limited to specific instances. No Officer(s) or agent(s) not so authorized shall have any authority to bind the Corporation in Contracts or other writings, to pledge its credit or to render it liable for any purpose.

7.02 Bank Accounts and Checks. The initial funds of the Corporation shall be secured in a bank of the Founder's choosing. The Board may vote at any time to move the Corporation's funds to a new institution and is authorized to select banks or depositories it deems proper for the funds. The President and Treasurer shall be authorized to access the Corporation's bank account as well as sign all checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness. The Board may from time to time authorize additional Officers or agents to access the Corporate bank account and/or sign checks and all documents listed in this Article VII, Section 2 on the Corporation's behalf.

7.03 Loans. Unless so authorized by the Board, no loans shall be taken on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. The Board may grant such authority in general or for specific instances.

7.04 Investments. A portion of funds of the Corporation may be invested and reinvested from time to time in such property, stocks, bonds, or other securities as the Board may authorize.

Article VIII: Indemnification

8.01 Mandatory Indemnification. The Corporation shall indemnify a Director, past or present, who was successful in the defense of any proceeding to which he or she was a party due to his or her position as a Director of the Corporation against any reasonable expenses incurred in connection with the proceedings.

8.02 Permissible Indemnification. The Corporation shall indemnify a Director, past or present, who's position within the Corporation renders them a party to a proceeding against any liability incurred in the proceeding, provided the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by the law.

8.03 Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding. Such advance may be authorized by the Board upon receipt of (i) a written affirmation from the Director, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (ii) an undertaking by or on behalf of the Director, employee or agent to repay such amount unless it is determined that he or she is entitled to be indemnified by the Corporation.

8.04 Indemnification of Agents and Employees. Consistent with the law of the state in which the Corporation is incorporated and public policy, the Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a Director, provided such indemnification and the scope of such is set forth by the action of the Board or by contract.

Article IX: Miscellaneous

9.01 Books and Records. The Corporation shall keep record books with a full and accurate record of account, including the minutes of the proceedings of all Board and committee meetings, a record of all action taken by the Board without a meeting, a record of all action taken by committees and a copy of all reports presented at each annual Board meeting. A copy of the Corporation's Certificate of Incorporation and Bylaws as amended to date shall also be kept in the Corporation's record books.

9.02 Fiscal Year. The Corporation's fiscal year shall be from January 1st to December 31st of each year.

9.03 Conflict of Interest. The Board shall adopt, and from time to time review, a conflict of interest policy to be considered when contemplating any action that may benefit a Director, Officer, employee or agent.

9.04 Non-Discrimination Policy. It is the policy of the Corporation not to discriminate in any manner on the basis of age, gender, sexual orientation, race, national origin, ancestry, marital status, creed, religion, disability, veteran's status or political affiliation. This non-discrimination policy applies to all aspects and decisions of the Corporation, including, but not limited to, the election of Directors and Officers, selection of committee members, hiring of employees, selection of corporate and community partners and assisting of clients.

9.05 Bylaw Amendment. These Bylaws may be amended, altered or restated by a vote of the Board at any Board meeting at which a quorum is present. However,

(a) no amendment shall be made which would cause the Corporation to cease to qualify as an exempt corporation under Section 501(c)(3) or the corresponding section of any future Federal tax code; and

(b) all amendments must remain consistent with the Certificate of Incorporation.

9.06 Certificate of Incorporation Amendment. The Corporation's Certificate of Incorporation may be amended by a vote of the Board at any Board meeting at which a quorum is present. No amendment shall be made which would cause the Corporation to cease to qualify as an exempt corporation under Section 501(c)(3) or the corresponding section of any future Federal tax code.

Article X: Counterterrorism and Due Diligence Policy

10.01 Counterterrorism and Due Diligence. In the instance that the Corporation makes a contribution to another organization, whether foreign or domestic, the Corporation shall stipulate how the funds are to be used and shall require detailed records and financial proof that the funds were used as stipulated.

The organization shall also put into practice all federal guidelines, laws and limitations set forth by the U.S. government related to combating terrorist financing. This includes, but is not limited to, various sanctioning programs administered by the Office of Foreign Assets Control (OFAC) regarding foreign activities.

Article XI: Document Retention Policy

11.01 General Guidelines. Records should not be kept longer than they are required by law or needed for successful operation of the Corporation. Where possible, the Corporation will utilize a digital filing and retention system. The Board may establish schedules for the purging of specific categories of records, archiving documents or other purposes related to document retention or destruction as the Board may see fit.

Minimum retention periods for specific categories of documents are outlined in this Article XI. Beyond these minimum periods and exceptions, or for documents not covered in a specific category, documents should only be retained by the standards set forth in these general guidelines.

11.02 Exception for Litigation Relevant Documents. Any documents or records believed to be relevant to litigation or potential litigation must be preserved. Documents or records relevant to actual litigation shall be preserved permanently. Documents or records preserved for potential litigation that does not come to pass may be destroyed two (2) years after it is determined the potential for litigation has passed or at the end of the applicable minimum retention period, whichever is longer. This exception supersedes any established destruction schedule for these documents or records.

11.03 Minimum Retention Period for Specific Categories of Documents and Records.

(a) Corporate Documents. Corporate records, including the Certificate of Incorporation, Bylaws, IRS Form 1023 and the Corporation's Application for Exemption shall be kept permanently. All corporate documents shall be available for public inspection upon request.

(b) Tax Records. Tax records, including but not limited to payroll documents, expenses, proof of contributions, accounting records and all other records relating to the Corporation's revenue, shall be retained for a minimum of seven (7) years from the date of filing the related tax return.

(c) Employment and Personnel Records. The Corporation shall keep records related to recruitment, employment, and personnel information. These files shall contain employment applications, employee information, copies of performance reviews and any complaints brought against the corporation or individual employees as well as all correspondence reflecting action taken by or against personnel. All records relating to an employee's pension or retirement shall be retained permanently. Other employee and personnel records shall be retained for a minimum of seven (7) years.

(d) Board and Committee Records. Minutes of Board and committee meetings shall be retained in perpetuity in the Corporation's records. Records of all actions taken without a meeting shall be filed with the minutes and also shall be kept in perpetuity. A copy of all other Board and committee materials shall be retained for a minimum of three (3) years.

(e) Press Releases and Public Filings. Copies of all press releases and publicly filed documents shall be retained permanently.

(f) Legal Files. Unless otherwise advised by legal counsel, legal documents shall be retained for a minimum of ten (10) years.

(g) Marketing Documents. Final copies of all marketing documents shall be retained for a minimum of three (3) years from the last date of use.

(h) Sales Documents, Contracts, Leases, Licenses, and Related Documents. All sales documents and invoices, final contracts, leases, licenses and related documents shall be retained for a minimum of three (3) years beyond the life of the agreement. Publicly filed contracts and documents shall fall under the public filings category and shall be retained permanently.

(i) Development/Intellectual Property and Trade Secrets. Development documents may be protected as intellectual property in their final form. The documents detailing the development process are protected as a trade secret when the Corporation derives independent economic value from the secrecy of the information and has taken steps to keep the information confidential. Documents containing trade secrets shall be retained for at least the life of the trade secret.

(j) Correspondence. Unless covered in another specific category, correspondence, whether written or digital, shall be kept for a minimum of two (2) years.

(k) Banking and Accounting. Accounts payable ledgers and schedules shall be retained for a minimum of seven (7) years. Banking documents such as bank reconciliations, bank statements, deposit slips and checks shall be retained for a minimum of three (3) years. Checks for purchases and payments deemed important by the Board shall be retained permanently. Product, material and supply inventories and invoices shall be retained for a minimum of seven (7) years.

(l) Insurance. Insurance records, expired insurance policies, accident reports, claims, etc shall be retained permanently.

(m) Audit Records. Records and reports of external audits shall be retained permanently. Records and reports of internal audits shall be retained for a minimum of (3) years.

11.04 Electronic Mail. Electronic mail that falls under one of the above categories or otherwise must be retained shall be either:

(i) Printed and retained as a hard copy; or

(ii) uploaded to the Corporation's shared online storage AND downloaded to a Corporation computer.

The minimum retention period is dependent upon the subject matter of the electronic mail, as specified in this Article XI.

Article XII: Transparency and Accountability

12.01 Disclosure of Financial Information to the General Public. The Corporation's Internal Revenue Service (IRS) forms 990, 990-T, 1023, 5227 and related forms, Bylaws, Conflict of Interest Policy and financial statements shall be made available to the general public for no charge.

12.02 Means and Conditions of Disclosure. The Corporation shall make the aforementioned documents "widely available" by providing access to said documents via its website. The documents shall be provided in a format that allows the public to access, view, download and print an exact reproduction of the original document. The website shall clearly inform users of the availability of the documents and shall provide clear instructions for viewing and downloading the documents. Documents shall be posted in a format that does not require any special computer hardware or software to download, except that which is widely available to the public for no charge.

12.03 Board Documents. The minutes of all Board meetings and all Board deliberations shall be open to the public. The Board may vote to make a specific portion confidential when deemed necessary. All documents and materials considered by the Board shall be made public with the minutes of the previous Board meeting. The Board may vote to make any documents and materials considered confidential when deemed necessary.

12.04 Employee Records. All employee records shall be available for consideration by the individual employee or their legal representative. No employee records shall be available to anyone outside the Corporation except authorized government agencies. Within the Corporation, full employee records shall only be available to those with human resources or

managerial responsibilities. Employee records shall be made available to the Board upon request.

12.05 Donor Records. Donor records shall be available for consideration by the respective donors or their legal representative. No donor records shall be available to anyone outside the Corporation except authorized government agencies. Within the Corporation, donor records shall only be available to those with duties related to donations and donor relations. Donor records shall be made available to the Board upon request.

Article XIII: Code of Ethics and Whistleblower Policy

13.01 Reporting Violations. A written complaint shall be submitted to the President by any Director, Officer, employee or agent who reasonably believe that some policy, practice or activity of the Corporation is in violation of the law.

13.02 Acting in Good Faith. Any Director, Officer, employee or agent submitting a complaint concerning a suspected violation of a law must be acting in good faith and have reasonable evidence supporting the purported violation. Any complaints not substantiated or which are proven to have been made maliciously or with known falsehoods shall be considered a serious disciplinary offense to be brought before the Board.

13.03 Retaliation. The Corporation shall not retaliate against any individual or group who, in good faith, submit a complaint regarding some policy, practice or activity of the Corporation.

The Corporation shall not retaliate against any individual or group who, in good faith, discloses or threatens to disclose to either a supervisor or public body any activity, policy or practice of the Corporation that the individual or group believes is in violation of a law, rule or regulation or is in violation of a clear mandate of public policy concerning the health, safety, welfare or protection of the environment.

13.04 Confidentiality. Suspected violations may be submitted on a confidential basis or anonymously. Complaints shall be kept confidential to the extent possible, whereas confidentiality will not interfere with the need to conduct a thorough investigation.

13.05 Handling of Reported Violations. The President of the Board shall acknowledge receipt of the complaint within five (5) business days. All complaints shall be investigated promptly by the Board and appropriate action shall be taken where needed.

CERTIFICATE OF ADOPTION OF AMENDED BYLAWS

I do hereby certify that the above stated Bylaws of Restore Hope, Inc. were approved by Restore Hope, Inc.'s Board of Directors on September 15, 2020 and constitute a complete copy of the Bylaws of the Corporation.

President: Kathryn Morris

Secretary: [Signature]

Date: 09/24/2020