

BY-LAWS
OF
EXTRAORDINARY CHARITIES, INC.
A Corporation Not For Profit Under the Laws
of the State of Florida

ARTICLE I
CORPORATION

The Corporation. The Corporation shall be a non-profit, non-sectarian, non-partisan and non-commercial corporation and have no capital stock.

ARTICLE II
OFFICES

Section 1. Principal Office. The principal office shall be located within the City of Palm Beach, in the County of Palm Beach, in the State of Florida, or at such other place as may be designated by its membership within the State of Florida.

Section 2. Other Offices. The Corporation may also have offices at such other places as the Board of Voting Directors may from time to time appoint or the business of the Corporation may require, but in any event the Registered Office must be in the State of Florida.

ARTICLE III
PURPOSE OF CORPORATION

Section 1. Purpose. The purposes for which the Corporation is organized and is to be operated are to receive and administer funds exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

Section 2. Prohibited Functions. No substantial part of the activities of the Corporation shall be used for propaganda or otherwise influencing legislation or anything related with politics whatsoever.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Members. The members of the Corporation shall consist of the Founding Director and two (2) voting members. The members of the Board of Directors shall consist of the Founding Director and not less than two (2) voting directors and no more than fifteen (15) voting and non-voting directors. There shall be only one (1) Founding Director. The voting and non-voting members of the Board of Directors shall be elected to the Board pursuant to Article V hereof.

There shall be such non-voting members, more specifically designated as non-voting directors, as the voting directors and the Founding Director shall authorize from time to time. The non-voting directors shall not be entitled to participate in the affairs of the Corporation, and in no event shall non-voting membership in this Corporation vest any interest in the assets of the Corporation to any such non-voting member.

Section 2. Founding Director. The Founding Director shall serve as a Founding Director until her death, incapacity or resignation. The Founding Director shall select a successor Founding Director at any time. The Founding Director shall have all the rights of a voting member and retain a veto vote regarding any vote by the majority of the voting members of the Board of Directors or the Corporation.

Section 3. List of Members. A complete list of the members entitled to vote at each annual or special meeting of the Board of Directors shall be furnished and certified by the Secretary of the Corporation. Only those persons who appear on such certified list shall be entitled to vote in person or by proxy at such meeting.

ARTICLE V
VOTING DIRECTORS

Section 1. Number and Qualifications. The affairs and business of this Corporation shall be managed by a Board of at least two (2) Voting Directors and the Founding Director. The actual number shall be set by the Board of Voting Directors at the annual meeting or at any special meeting of the Board of Voting Directors and if not so set then the last number set forth in this Article V of the By-Laws shall prevail. The number of Voting Directors may be increased or diminished from time to time by the Voting Directors, but shall never be less than two (2) Voting Directors and the Founding Director.

Each Voting Director shall be entitled to cast one vote on all matters coming before any meeting of the Board of Directors. The Founding Director shall be entitled to all the voting rights of a Voting Director and have the authority to reject or veto a vote, consent, waiver, or proxy appointment if the Founding Director has reasonable basis for the rejection or veto.

Each Voting Director must possess the qualifications required to make knowledgeable decisions with respect to charitable giving and possess demonstrated experience in volunteerism for non-profit organizations.

Section 2. Nomination and Re-Appointment of Directors. Thirty (30) days prior to the annual meeting, the Founding Director and two (2) Voting Directors selected by the Founding Director shall nominate Voting and Non-Voting Directors to fill any vacancies in the Board of Directors.

Section 3. Elections. At the annual meeting, the Voting Directors and Founding Directors shall review the nominees for Voting and Non-Voting Directors and vote to reject or approve each nominee. The Founding Director is authorized to veto a vote if there is reasonable basis to such action. The Founding Director shall select and appoint a successor Founding Director at any time and notify the Voting Directors of such appointment at the annual meeting following the appointment.

Section 4. Term of Office. The term of office of each of the Voting and Non-Voting Directors shall be for a period of two (2) years and they shall take office upon election thereto. Term limits shall not apply to either the Voting or Non-Voting Directors. The Founding Director term shall continue until death, incapacity or resignation.

Section 5. Duties of Voting Directors. The Board of Voting Directors shall have oversight responsibilities for the affairs of the Corporation. Such Voting Directors shall in all cases act as a board, regularly convened, by a majority of those present and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation subject to Article IV, Section 2 and not inconsistent with the Articles of Incorporation, these By-laws and the laws of the State of Florida.

Section 6. Vacancies. Whenever any vacancy shall occur in the Board of Voting Directors by death, resignation, removal or otherwise, the Founding Director shall appoint a person to fill the vacancy without undue delay. The person so chosen shall hold office as Voting Director until the next annual meeting of the Board of Voting Directors at which time the person will be nominated in accordance with Article V, Sections 2 and 3 of the By-laws of this Corporation.

Section 7. Removal of Voting and Non-Voting Directors. Any one or more of the Voting or Non-Voting Directors may be removed either with or without cause, at any time by a majority vote of the Voting Members, at any special meeting called for the purpose, or at the annual meeting and subject to Article IV, Section Two of these By-laws.

Section 8. Compensation. Voting and Non-Voting Directors shall not receive any stated salary for their services as Voting and Non-Voting Directors. Nothing herein

contained shall be construed to preclude any Voting or Founding Director from serving the Corporation in any other capacity as an office, agent or otherwise, and receiving compensation therefore.

Section 9. Indemnification of Founding Director/Voting Directors/Officers. The Corporation shall indemnify the Founding Director, Voting Directors and Officers for all liabilities for acts taken in good faith accruing to them because of their status as Founding Director, Voting Directors or Officers except where their acts may be classified as malfeasance. In addition thereto, Founding Directors and Voting Directors are hereby authorized to rely upon all corporate records in carrying out their duties as Directors.

ARTICLE VI DIRECTOR'S MEETINGS

Section 1. Annual Meetings. The annual meeting of the Board of Voting Directors shall be held on the last day of the fiscal year. The Secretary shall serve personally, or send through the post office, at least ten (10) days before such meeting a notice thereof addressed to the Founding Director and to each Voting and Non Voting Director at their last known post office address, and publish notice thereof as required by law; but at any meeting at which the Founding Director and all Voting Directors not present have waived notice in writing, the giving of notice as above required may be dispensed with.

Section 2. Time of Meetings. Regular meetings of the Founding Director and Board of Voting and Non Voting Directors shall be held at least once annually and at such other times as the Board of Founding and Voting Directors may determine.

Section 3. Special Meetings. Special meetings of the Board of Directors, other than those regulated by statutes and other than those set forth in Section 6 hereof, may be called at any time by (i) the Founding Director or (ii) the Founding Director and a majority of the Voting Directors. Ten (10) days prior to the Special Meeting, the Secretary shall provide to the Founding Director and each Voting Director of record, a notice to contain a statement of the business to be transacted at such meeting, and to be served personally or sent by mail, addressed to the Founding Director and each Voting Director of record at his last known post office address. No business other than that specified in the call for the meeting shall be transacted at any special meeting of the Board of Directors. Any business conducted at a Special Meeting shall comply with Article V, Section 1 of these By-laws.

Any action which may be taken at a special meeting of the Voting Directors may also be taken by a Written Action of the entire Board of Voting Directors pursuant to Florida Statutes.

Section 4. Quorum. At any meeting of the Board of Voting Directors, the presence of the Founding Director and a majority of the Board shall constitute a quorum for the transaction of business. The proxy of a Voting Member shall be counted as the presence of that Director for purposes of a quorum.

Section 5. Voting. At all meetings of the Board of Directors, the Founding Director shall have the rights of a Voting Director and shall retain veto rights. The Founding Director may reject a vote, consent, waiver or proxy appointment if the Founding Director has reasonable basis for the rejection. Each Voting Directors is to have one vote. Non-Voting Directors shall not be entitled to vote.

Section 6. Place of Meeting. Voting Directors' meetings may be held within or without the State of Florida or by telephone conference.

ARTICLE VII OFFICERS

Section 1. Number. The officers of this Corporation shall consist of President, Vice President, Secretary and Treasurer, and such further Vice Presidents and other additional officers, assistant officers and agents as may be deemed necessary by the Founding Director and Board of Voting Directors. Any person may hold two or more offices.

Section 2. Selected From. The officers of the Corporation shall be selected from among the Board of Voting Directors and Founding Director.

Section 3. Selection. All officers of the Corporation shall be elected annually by the Founding Director and Board of Voting Directors at its meeting and shall hold office for the term of one (1) year or until their successors are duly elected.

Section 4. Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

President

The President shall be the Founding Director or a Voting Director and shall preside at all meetings of the Board of Voting Directors.

The President shall present at each annual meeting of the Voting Directors and report of the condition of the operations of the Corporation.

The President shall cause to be called regular and special meetings of the Voting Directors in accordance with these By-laws.

The President with the approval of the Founding Director shall appoint and remove, employ and discharge, and fix the compensation of all servants, agents, employees and clerks of the Corporation other than the duly appointed officers.

The President with the approval of the Founding Director shall sign and make all contracts and agreements in the name of the Corporation, and see that they are properly carried out.

The President shall see that the books, reports, statements and certificates required by the statutes are properly kept, made and filed according to law.

The President with the approval of the Founding Director shall sign all notes, drafts or bills of exchange, warrants or other orders for the payments of money duly drawn by the Treasurer.

The President shall enforce these By-laws and perform all the duties incident to the position and office, and which are required by law.

Vice President

During the absence or inability of the President to render and perform his duties or exercise the powers, as set forth in these By-laws or pursuant to the laws under which this Corporation is organized, the same shall be performed and exercised by the Vice President; and when so acting, he/she shall have all powers and be subject to all responsibilities hereby given to or imposed upon the President.

Secretary

The Secretary shall keep the minutes of the meetings of the Board of Voting Directors in appropriate books.

The Secretary shall give and serve all notices of the Corporation.

The Secretary shall present to the Board of Voting Directors at their stated meetings all communications addressed to him/her officially by the Founding Director, President or any officer of the Corporation.

The Secretary shall attend to all correspondence and perform all the duties incident to the office of Secretary.

Treasurer

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such bank or banks, trust company or trust companies or safe deposit vaults as the Board of Voting Directors and Founding Director may designate.

The Treasurer shall sign, make and endorse in the name of the Corporation, all checks, drafts, warrants and orders for the payment of money and pay out and dispose of same and receipt therefore, under the direction of the President and the Founding Director unless otherwise provided by corporate resolution.

The Treasurer shall exhibit at all reasonable times the books and accounts to the Founding Director and any Voting Director of the Corporation upon application at the office of the corporation during business hours.

The Treasurer shall render a statement of the condition of the finances of the Corporation at such times as shall be required, and at the request of the President of the Corporation, the Founding Director or one of the Voting Directors.

The Treasurer shall keep at the office of the Corporation, correct books of account of all its business and transactions and such other books of account as the Founding Director or Board of Voting Directors may require.

The Treasurer shall do and perform all duties appertaining to the office of Treasurer.

ARTICLE VIII SEAL

Seal. The seal of the Corporation shall bear the words of EXTRAORDINARY CHARITIES, INC.

ARTICLE IX BILLS, NOTES, ETC.

Bills, Notes, Etc. All bills payable, notes, checks and contracts or other negotiable instruments of the Corporation shall be made in the name of the Corporation, and shall be signed by such officer or officers as these By-laws or the Founding Director shall from time to time direct. No officer or agent of the Corporation, either singly or jointly

with others, shall have the power to make any bill payable, note, check, draft or warrant or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name or in behalf of the Corporation, except as herein expressly prescribed and provided.

ARTICLE X FISCAL YEAR

Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year.

ARTICLE XI SPECIAL PROVISIONS

Section 1. Distribution of Funds. The Founding Director and Board of Voting Directors are authorized to distribute a maximum of one hundred (100%) percent of the net income earned annually by the Corporation or five percent (5%) of the net value of the investments of the Corporation whichever is greater. Any amount of net income not distributed shall be retained within the Corporation and invested in accordance with the policies and procedures adopted, from time to time, by the Founding Director and Board of Voting Directors in order to create a fund of perpetual growth. Notwithstanding the foregoing, the Founding Director and Board of Voting Directors shall have such invasion powers of principal and income as necessitated by any emergency as defined by the Founding Director and Board of Voting Directors.

Section 2. Bank Authorizations. The Board of Voting Directors and the Corporation's Officers shall be subject to the following limitations with respect to the distribution of funds: for any distributions under \$10,000.00 to any one payee or a series of payments to any one payee shall require the signature of the Founding Director; for any distributions in excess of \$10,000.00 to any one payee or a series of payments to any one payee shall require the signature the Founding Director.

ARTICLE XII AMENDMENTS

How Amended. These By-laws may be altered, amended, repealed or added to by an affirmative vote of the Founding Director and two-thirds (2/3) of the Board of Voting Directors at a regular meeting or at a special meeting called for that purpose, provided that a written notice shall have been mailed to each Voting Director at his last known post office address at least ten (10) days before the date of such regular or special meeting, which notice shall state the alterations, amendments or changes which are proposed to be made in the By-laws or by the Founding Director with notification to the Voting Directors at record within ten (10) days of any by-laws modification. Only such

changes as have been specified in the notice shall be made. If, however, all the Voting Directors shall be present at any regular or special meeting, or if all the Voting Directors not present have waived notice in writing or consented thereto, the giving of notice as above required may be dispensed with and these By-laws may be amended by a two-thirds (2/3) vote, without any previous notice.

These By-laws were adopted as and for EXTRAORDINARY CHARITIES, INC., a Florida Nonprofit Corporation, as of this 2nd day of July, 2012.