

CORPORATE BYLAWS

Charityvest, Inc.

ARTICLE I

NAME

The name of the Corporation shall be Charityvest, Inc. (the "Corporation").

ARTICLE II

BOARD OF DIRECTORS

Section 2.1. Powers and Duties

The activities, property, affairs and business of the Corporation shall be managed by the Board of Directors. The Board of Directors shall have the power to amend the Corporation's Articles of Incorporation and Bylaws and shall have the right to vote on each matter requiring the vote of Directors in the case of corporations without members entitled to vote in accordance with the Georgia Nonprofit Corporation Code.

Section 2.2. Number and Composition

The Board of Directors shall consist of at least four (4) and not more than twelve (12) Directors, as may be determined by resolution of the Board from time to time, each of whom shall be an individual who is active and diligent in meeting the obligations of a Director and who is committed to promoting and supporting the welfare, success, and purposes of the Corporation. The Directors shall be divided into three groups so that approximately an equal number of these Directors have terms that expire each year.

At least a majority plus one of the Directors on the Board at all times shall be independent of the Corporation as defined in Article IX of these Bylaws.

Section 2.3. Election and Term

The Board of Directors shall elect at each annual meeting approximately one-third of the Directors, each to serve a full three (3) year term, to fill the vacancies created by those Directors whose terms are then expiring.

The Board of Directors may also at any time elect Directors to terms of less than three (3) years to promote the objective of having the terms of approximately one-third of the Directors expire each year.

Directors shall take office at the close of the meeting at which they were elected and shall hold office until a successor is duly elected and qualified.

Section 2.4. Resignation

Any Director may resign at any time by giving written notice to the Chair or Secretary of the Board of Directors. If no effective date is stated, the resignation shall be effective upon receipt. Acceptance of the resignation shall not be necessary to make it effective.

If a Director fails to attend at least three (3) meetings of the Board of Directors in a year without adequate excuse, the Chair may, in his or her discretion, make a written request for the resignation of such Director and, if the Director does not promptly submit a written notice of resignation, the Director shall be deemed to have resigned in any event.

Section 2.5. Removal

Any Director may be removed with or without cause by the Board of Directors at a meeting upon the affirmative vote of a majority of all Directors, provided that each Director shall have been given written notice prior to the meeting that a purpose of the meeting is to consider the removal of the Director in question. The effective date of removal shall be the date of the meeting at which the vote of the Board of Directors regarding the Director in question occurred, unless otherwise provided by the Board of Directors. A Director removed in accordance with this section shall be notified in writing of said removal.

Section 2.6. Vacancies

A vacancy shall be deemed to exist if the number of Directors in office is less than the number provided for by resolution of the Board. The existence of a vacancy shall decrease the number of Directors in office for the purpose of determining a quorum. A vacancy may be filled by the Directors at any meeting in accordance with these Bylaws.

Section 2.7. Compensation

The Directors shall serve without compensation for their services as Directors but may be reimbursed by the Corporation for their reasonable expenses and disbursements in that capacity on behalf of the Corporation.

The Officers of the Corporation may receive reasonable compensation for their services in that capacity, when deemed appropriate and on terms set by the Board of Directors.

Section 2.8. Regular Meetings of the Board of Directors

The Board of Directors shall meet at such times and places during the year as the Board may determine. Reasonable notice of the date, time, and place of each such meeting shall be given to

each Director by mail, telephone, email, text, telefax, other electronic means, or personally a minimum of two (2) days prior to the meeting, provided that no notice need be given of any meeting held in accordance with a schedule of regular meetings distributed to Directors.

Section 2.9. Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by the Chair or shall be called by the Secretary upon receipt of the written request of three (3) Directors stating the purpose of such meeting. Reasonable notice of the date, time, place, and purpose of each such meeting shall be given to each Director by mail, telephone, email, text, telefax, other electronic means, or personally a minimum of two (2) days prior to the meeting.

Section 2.10. Annual Meeting of the Board of Directors

The annual meeting of the Board of Directors shall generally be held during the first half of the year following the close of the Corporation's fiscal year, at such time and place as the Board shall designate. Notice of the date, time, and place of the annual meeting shall be given to each Director by mail, telephone, email, text, telefax, other electronic means, or personally at least two (2) days prior to the meeting.

Section 2.11. Waiver of Notice

No notice of a Directors' meeting need be given to any Director (1) who attends such meeting in person, unless the Director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting or (2) who waives such notice in writing executed and filed with the Secretary of the Corporation, either before or after such meeting. All waivers shall be made part of the minutes of the meeting.

Section 2.12. Action in Lieu of Meeting of the Board of Directors

Any action required or permitted to be taken by the Board may be taken without a meeting if all the Directors consent to such action in writing. Such written consent shall be made a part of the minutes of the proceeding or filed with the corporate records. Such action by written consent shall have the same force and effect as a vote of Directors at a duly convened meeting. For purposes hereof, a Director may evidence his or her consent with any manual, facsimile, conformed or electronic signature, including an electronic mail communication from the Director to the Corporation providing a signature or authorizing the Secretary to sign on his or her behalf. All such electronic authorizations shall be kept with the minutes of the Corporation.

Section 2.13. Quorum

A majority of the number of Directors in office immediately before a meeting of the Board begins shall constitute a quorum for the transaction of business at that meeting.

Section 2.14. Voting

a. The act of a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors unless a greater number is required by the Articles of Incorporation, these Bylaws, or by law.

b. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (1) the Director's dissent is entered in the minutes of the meeting or (2) such Director files a written dissent to such action with the person acting as the Secretary within fourteen (14) days of being provided with a copy of the draft minutes of meeting, or (3) by stating his dissent to such prior action at the meeting where the prior minutes are considered for approval. The right to dissent shall not apply to a Director who voted in favor of such action.

Section 2.15. Director Participation in Meeting by Telephone

A Director or a member of a committee of the Board of Directors may participate in a meeting of the Board of Directors or of such committee by means of conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

Section 2.16. Indemnification

a. Indemnification and Payment of Expenses. To the greatest extent allowed by applicable law for directors and officers, the Corporation shall both indemnify and advance and reimburse expenses to its directors, officers, employees and agents who are made or are expected to be made a party to a proceeding due to their relationship to the Corporation. The provisions governing such indemnification and payment of expenses are currently set forth in Title 14, Chapter 3, Article 8, Part 5 of the Official Code of Georgia.

b. Insurance. The Corporation may, but is not required to, purchase and maintain insurance on behalf of one or more directors, officers, employees, or agents against liability, whether or not the Corporation would have power to indemnify him or her against the same liability.

c. Conflicting Interest Transactions. The validity and ramifications of conflicting interest transactions are governed by the Corporation's conflict of interest policy, the Official Code of Georgia, and the Internal Revenue Code.

d. Other Rights of Indemnification. The indemnification or payment of expenses provided under this Section 2.16 is not exclusive of rights to which a person seeking indemnification or payment of expenses may be entitled under the Articles of Incorporation, a contractual agreement, or applicable law. However, the total amount of expenses advanced or indemnified from all sources shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in this Section 2.16 continues as to a person who ceases to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

e. Severability. Each paragraph, sentence, term and provision of this Section 2.16 shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

f. Standard of Conduct of a Director. Pursuant to the Official Code of Georgia § 14-3-830:

(1) A director shall discharge his or her duties as a director, including his or her duties as a member of a committee:

(a) In a manner the director believes in good faith to be in the best interests of the Corporation; and

(b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances;

(2) In discharging his or her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(b) Legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence;

(c) A committee of the Board of Directors of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence; or

(d) Religious authorities, ministers, priests, rabbis, or other persons whose positions or duties in the Corporation the director believes justify reliance and confidence and whom the director believes to be reliable and competent in the matters presented; and

(3) In the instances described in paragraph (2) above, a director is not entitled to rely if he has knowledge concerning the matter in question that makes reliance otherwise permitted by paragraph (2) unwarranted.

g. Standard of Conduct of an Officer. Pursuant to the Official Code of Georgia § 14-3-842:

(1) An officer with discretionary authority shall discharge his or her duties under that authority:

(a) In a manner he or she believes in good faith to be in the best interests of the corporation; and

(b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances;

(2) In discharging his or her duties an officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) One or more officers or employees of the corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or

(b) Legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence;

(3) In the instances described in paragraph (2) above, an officer is not entitled to rely if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by paragraph (2) unwarranted.

h. Limitation of Liability of Directors and Officers. (1) A director is not liable to the Corporation or any other person for any action taken or not taken as a director if the director acted in compliance with Section 2.16(f). (2) A director shall not be deemed to be a legal trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or

transferor of such property. (3) An officer is not liable to the corporation, or other person for any action taken or not taken as an officer, if the officer performed the duties of his or her office in compliance with Section 2.16(g).

i. Amendment to Indemnification Provisions. Any amendment, modification, or repeal of any portion of this Section 2.16 which reduces any limitation of liability or indemnification rights hereunder: (1) shall require the affirmative vote of two thirds of all directors then in office, and (2) shall be prospective only, and (3) shall not in any way affect the limitations on the liability of the directors or officers to the Corporation or the rights of any indemnitee under this Section 2.16 as in effect immediately prior to such amendment, modification, or repeal with respect to claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of when such claims may be asserted.

ARTICLE III

OFFICERS & GOVERNANCE

Section 3.1. Designation of Officers

The Officers of the Corporation shall be a Chair, Chair Elect, President, a Secretary, a Treasurer, and such other Officers as the Board of Directors may from time to time determine.

Section 3.2. Terms of Office

Each Officer shall serve a term of two years. Upon completion of three consecutive full terms in an office, only the President shall be eligible for reelection to that office; others shall not be eligible to reelection to that office until one year has elapsed. For purposes of determining eligibility for reelection, an Officer who has served more than half of a term shall be considered to have served a full term. Interim vacancies may be filled by the Board of Directors to serve until the next annual meeting.

Section 3.3. Election and Nomination

Ordinarily, Officers shall be elected from among the Directors at the annual meeting of the Board of Directors (following the election of Directors). Such Officers shall take office at the close of the meeting at which they are elected, unless otherwise specified by resolution electing them.

Section 3.4. Chair

The Chair of the Board shall, if present, preside at all meetings of the Board and of the executive committee. The Chair of the Board shall, in consultation with the President, recommend to the Board the composition of Board committees and their leadership. The Chair of the Board shall at least annually evaluate in writing in reasonable detail the performance of the President and, in consultation with the executive committee, send such evaluation to the full Board, which shall determine his or her compensation. The Chair of the Board shall serve, with the President, as one of the two chief spokespersons for the corporation and ensure that its mission, objectives and goals, and its needs, are effectively presented to the public. The Chair of the Board shall exercise and perform such other powers and duties as from time to time may be assigned by the Board. Unless otherwise determined by the Board of Directors, the Chair's term of office shall be preceded by a

one (1) year term as Chair Elect. Upon expiration of his or her term of office, the Chair shall serve as Chair Emeritus and remain a Director for all purposes for a term of one (1) year.

Section 3.5. Chair Elect

The Chair Elect of the Board shall preside at meetings of the Board if the Chair is not present, shall support the work of all committees, and shall have such other duties as the Board may assign from time to time. The Chair Elect shall serve until assuming his or her position as Chair of the Board.

Section 3.6. President

Subject to such powers as may be given by the Board to the Chair of the Board, the President shall serve as the Chief Executive Officer of the corporation and head of its management team, reporting to the Chair and Board with responsibility to carry out the policies adopted or approved by the Board. The President shall, in consultation with the Chair of the Board, formulate and recommend programs to the Board of Directors that will carry out the corporation's mission, objectives and goals and that will keep its functions faithful to the corporate charter. The President shall keep the Chair of the Board and the Board fully and currently informed of the financial and operating condition of the corporation, all important internal and external factors influencing it, and all significant plans and initiatives under consideration by the management team. The President shall assist the Chair of the Board to make the procedures and committee structure of the Board function effectively. The President shall, in consultation with the Chair of the Board, review and approve provisional agendas as developed by the Secretary for meetings of the Board and its committees so that they may fulfill their responsibilities effectively and resolve policy issues in a timely manner. The President, along with the Chair and in consultation with him or her, shall serve as one of the two chief spokespersons for the corporation and ensure that its mission, objectives and goals, and its needs, are effectively presented to the public. The President shall also have such other powers and duties as may be prescribed by the Board.

Section 3.7. Secretary

The Secretary of the Corporation shall keep the minutes of the meetings of the Board and assure that notice of all meetings is duly given in accordance with these Bylaws. The Secretary shall maintain the records of the Corporation and have the authority to sign all documents authorized by the Board and certify these Bylaws, resolutions of the Board and committees thereof, and other documents of the Corporation as true and correct copies thereof. The Secretary shall have such other duties as the Board may assign from time to time.

Section 3.8. Treasurer

The Treasurer of the Corporation shall be responsible for the safekeeping of all funds and securities of the Corporation, shall see that proper records showing all financial transactions of the Corporation are maintained, shall present financial reports to the Board on a timely basis, and shall have such other duties as the Board may assign from time to time.

Section 3.9. Resignation and Removal

Any Officer may resign at any time by giving written notice to the Chair or the Secretary of the Corporation. The formal acceptance of such resignation shall not be necessary to make it effective. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Any Officer may be removed by majority vote of the Directors, whenever, in the Board's sole judgment, the best interests of the Corporation are served thereby. The removal of an Officer shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not, in and of itself, create any contract rights.

ARTICLE IV

COMMITTEES OF THE BOARD

The Board of Directors may from time to time appoint committees of two or more Directors each, to serve at the pleasure of the Board of Directors, which committees shall have and may exercise such authority and powers of the Board of Directors as shall be specified in the resolution of appointment.

ARTICLE V

ADVISORY BOARDS AND COMMITTEES

The Board of Directors may from time to time create Advisory Boards or Committees for the purposes and with the membership determined by the Board.

ARTICLE VI

CONFLICTS OF INTEREST AND CONFIDENTIALITY POLICIES

Section 6.1. Conflicts of Interest and Confidentiality Policies

The Board of Directors shall adopt policies on conflicts of interest and confidentiality. Such policies shall apply to Directors, officers, and other persons the Board shall designate and shall require the filing of annual disclosure forms. In any event, each Director shall disclose to the Board any conflict of interest that may arise.

Section 6.2. Conflicting Interest Transactions

The Corporation shall comply with the provisions of §14-3-860 to §14-3-865, inclusive, of the Georgia Nonprofit Corporation Code and other relevant statutes governing a Director's conflicting interest transaction.

ARTICLE VII

AMENDMENTS

These Bylaws may be amended by a majority of all the Directors, provided that notice of the general nature of such amendments has been sent to the Directors by mail, email, telefax, other electronic means, or personally at least four (4) days preceding the meeting at which they are to be acted upon.

ARTICLE VIII

FINANCE AND PROPERTY

Section 8.1. Fiscal Year

The fiscal year of the Corporation shall be January 1 through December 31.

Section 8.2. Approved Signatures

All checks, drafts and other orders for the payment of money shall be signed by any Officer, Officers, agent, or agents as shall be thereunto authorized by the Board of Directors. The signature of two Officers shall be required for any check, draft or other order for the payment of money in any amount equal to or over ten thousand dollars (\$10,000), however, the Board of Directors may require two signatures for a lower amount.

Section 8.3. Contracts and Debts

Contracts may be entered into or debts incurred only as directed by resolution of the Board of Directors or by its appointed delegate. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the Chair or the Secretary may execute the same in the name of and on behalf of the Corporation.

Section 8.4. Contributions, Gifts and Bequests

Contributions, gifts, and bequests may be accepted by the Corporation in accordance with its policies. Unless otherwise designated by the donor or otherwise prescribed by statute or law, such gifts, bequests or contributions shall be utilized at the discretion of the Board of Directors.

ARTICLE IX

DIRECTOR INDEPENDENCE

Section 9.1. Independent Director

A Director is independent if (a) during the Corporation's current fiscal year and at all times during its immediately preceding fiscal year, (i) the Director was not compensated as an officer or employee of the Corporation, (ii) the Director did not receive from the Corporation in any such year

total compensation or other payments exceeding \$10,000 as an independent contractor, and (iii) neither the Director nor any family member of the Director was involved in a transaction with the Corporation required to be reported on Schedule L, Transactions with Interested Persons, on the IRS Form 990; and (b) the Director, in the judgment of the other independent Directors of the Corporation, does not have any other interest or relationship, whether financial or non-financial, that would cause the Director to be unable to exercise independent judgment on behalf of the Corporation.

Section 9.2. Annual Disclosure

Each Director shall annually complete a questionnaire to provide information required to determine whether the Director is independent.

Adopted: _____, 2016