

2. BOARD OF DIRECTORS

a. Subject to the provisions of any state law, federal law, the articles of incorporation and the bylaws, the Board of Directors will manage all business and affairs of the corporation. All corporate powers will be exercised by or under the direction of the Board of Directors.

b. Standard of Care. Each director must exercise corporate powers and perform cooperate duties loyally, in good faith, in a manner such Director believes to be in the best interest of the corporation, and with reasonable care using the ordinary prudence that a person in similar position would use under comparable circumstances.

c. Number and Qualification. The authorized number of Directors is four (4) with three (3) being deemed as acceptable while one director can do more than one job.

d. Election and Term of Directors. The Board of Directors will be elected at annual meeting for elections or continuing Board. Each Director including a Director elected to fill a vacancy, will hold office until the expiration of the elected term and / or until a successor has been elected and qualified.

2. OFFICERS:

a. President/Chief Executive Officer will have general supervision, direction, control and management of the business and affairs of the corporation, preside over meetings of the members and Board of Directors.

b. Vice President will have powers, requirements and duties of the President. The Vice President is second in charge and will stand in for the President in the absence of the President.

c. Secretary/Clerk will maintain a book of minutes of all meetings of the Directors and members, give notice to Directors and members of meetings as required by law and these bylaws, will exercise and perform such powers and duties as may be prescribed by the Board of Directors.

d. Treasurer/Chief Financial Officer will maintain adequate and correct books and records of all corporate financial transactions including but, not limited to, accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital retained earnings and donations. Maintain records of all deposits of moneys, drafts, checks, in the name and to the credit o the corporation in the banks and depositories designated by the Board of Directors. Submit to the President and the Board of Directors upon request an accounting of all the Treasuries transactions and of the financial condition of the corporation, and exercise and perform such powers and duties as may be prescribed by the President, Board of Directors or these bylaws.