



OUR COMPANY BYLAWS

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ARTICLE I – GOALS

The Foundation is organized and operated exclusively for charitable purposes. Specifically this Organization has been formed (a) to provide relief to the poor, distressed, and underprivileged, and (b) raising public awareness to mental health and substance abuse issues (c) to support other organizations conducting charitable activities.

Our organization has designed and developed a program within the meaning of Section 501(c) (3) of the Internal Revenue Code.

No part of the Foundation's net earnings or principal is to inure to the benefit of any private individual, entity or corporation except as otherwise provided.

No part of the activities of this Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation or intervene in any political campaign on behalf of any candidate.

Notwithstanding any other of these Bylaws, the Foundation will not carry on any other activities not permitted to be carried on by a corporation or foundation exempt from federal income tax under Internal Revenue Code Section 501 (c) (3).

The object of the Foundation is to provide relief for the poor, distressed, and underprivileged, and to support other organizations conducting charitable events. We further our purposes under this program by raising public awareness of mental health and substance abuse issues and by donating gifts and money to charitable organizations as allowed by Internal Revenue Code Section 501 (c) (3) as administered by the direction of the Board of Directors.

ARTICLE II – BOARD OF DIRECTORS

General Powers –The affairs of the Foundation shall be managed by the Board of Directors.

Number, Tenure and Qualifications –The number of directors shall not be less than (4) nor more than (6), but the number may be increased or decreased by amendment to these Bylaws. Each director and officer shall hold office until his successor shall have been elected and qualified.

Regular Meetings – A regular annual meeting of the Board will be held without other notice than this Bylaw, immediately before or after, and at a place all members are notified of. The Board of Directors may also meet either within or without the State of Arizona, as it shall from time to time determine.

Special Meeting - Special meetings of the Board of Directors may be called by or at the request of the President or any director.

Notice – Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail to each director at his address as shown by the records of the corporation. The attendance of a director at any meeting shall constitute a waiver of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Quorum – A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Manner of Acting – The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of the greater number is required by law or by these Bylaws.

Compensation - Directors as such will not receive any stated salaries for their service, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and potential of compensation therefore.

Informal Action by Directors – Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing as a resolution of the Board of Directors, setting forth the action so taken, is signed by all of the directors. Such consent shall have the

same effect as a unanimous vote, and it shall be the duty of the Secretary of the Foundation or other delegated director to record such resolution.

Meetings of the Board of Directors, regular or special, by means of telephone or similar communications equipment by means of which persons participating in the meeting pursuant to this section shall constitute presence in person at such meeting.

Conflicts – No contract or other transaction between the Foundation and one or more of its directors or any other firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

Such relationship or interest is disclosed or known to the Board of Directors or committee.

The contract or transaction is fair and reasonable to the Foundation at the time the contract or transaction is authorized, approved or ratified based on the circumstances known.

Organization– At each meeting the President will act as the Chairman. The Secretary/Treasurer will act, as Chairman in case of Presidents absence. The Secretary will take minutes and record important information. In the absence of the Secretary another director will be appointed.

ARTICLE III – OFFICERS

Officers– The Board of Directors of the Foundation shall be a President, Secretary/Treasurer, and Directors and any such other officers as may be elected in accordance with the provisions of this Article. The President of the corporation may elect to appoint such other officers, including one or more assistants as it deems desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the President.

Election and Term of Office – The officers and directors of the corporation will be appointed annually by the President. Each year new annual appointments occur for any officers and/or directors. Each officer and director will hold office until his successor shall have been duly appointed and acceptance is approved.

Removal or Resignation – the President may remove any officer appointed by the President whenever in his judgment the best interests of the corporation would be served thereby. In this situation the President shall notify the officers and/or director in writing a minimum of five (5) days. Any officer or director can resign at anytime by giving written notice to the President or to the Secretary.

Vacancies – A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the President for the unexpired portion of the term.

President – The President will serve as the principal executive officer of the Foundation and shall supervise and control all of the business and affairs of the foundation. He or she shall preside at all meetings. He may sign any deeds, mortgages, bonds, contracts, or other instruments which need authorization to execute.

Treasurer – The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts 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 provisions of Article VI 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 are assigned to him by the President.

Secretary – The shall keep minutes of the meetings in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records and the seal of the corporation and see that the seal of the corporation is affixed to all documents, if required, 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 member which shall be provided to the secretary by each member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President.

ARTICLE IV – COMMITTEES

Executive Committees – Shall be formed upon reasonable notice whenever it shall be necessary between the annual meetings, to give immediate attention to matters of importance to the Foundation. In all case the activity must be reported to the President.

Other Committees – The President may appoint such other committees as deemed advisable.

Powers of Committees – No committee shall have the power to act for the board, trustees or officers without expressed written consent of the President.

ARTICLE V – DISSOLUTION

On liquidation or dissolution, all properties and assets of the Foundation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such funds, foundations, or corporations or corporations organized and operated for a common goal, or for other charitable purposes as the members may determine, provided, however, any such distribution shall be exempt under Section 501 © (3) of the Internal Revenue Code

ARTICLE VI – CONTRACTS, CHECKS, CREDIT, DEPOSITS AND FUNDS

Contracts- The President may authorize any officer or officers, agent or agents of the Foundation, 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 behalf of the corporation, and such authority may be general or confined to specific instances.

Check – The President and/or the Secretary/Treasurer shall have the responsibility to write checks in behalf of the corporation.

Credit Cards – The President shall have the responsibility to utilize any credit accounts for the benefit of the Foundation.

Deposits and Funds – All funds of the corporation shall be deposited from time to time to the credit of the Foundation in such federally insured banks, trust companies, savings and loan associations or other depositories as the treasurer may select.

ARTICLE VII – BOOKS AND RECORDS

The Foundation will keep correct and complete books and records of account and shall also keep minutes of the Board of Directors and committees.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of January and end the last day of December in each year.

ARTICLE IX – CORPORATE SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and have inscribed thereon The Kyle Franks Foundation Inc. and Arizona 2008

ARTICLE X – INDEMNIFICATION OF OFFICERS AND EMPLOYEES

The Foundation shall indemnify every director, officer or employee of the corporation against all expenses, liabilities and penalties, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be made a party or in which he or she may be involved by reason of any acts or omissions alleged to have been committed by him or her while acting within the scope of his or her duties as a director, officer, or employee of the Foundation, including any settlement thereof, provided that the Board of Directors determines that such person acted in good faith and did not act or refuse to act willfully, with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or proceeding.

ARTICLE XI – AMENDMENT TO BYLAWS

Unless otherwise specified in the Articles of Incorporation, as they may be amended from time to time, the Bylaws of this Foundation may be altered, amended or repealed, or new Bylaws may be adopted, by a two thirds (2/3) majority vote of the Board of Directors at any annual or special meeting approved by the Board of Director this 4th day of MAY, 2008.

President – Jonathan Gary Franks