

BY-LAWS
OF
IBOM GLOBAL HEALTHCARE INITIATIVE, INC.

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Texas and the Articles of Incorporation of IBOM GLOBAL HEALTHCARE INITIATIVE, INC. In the event of a direct conflict between the herein contained provisions of these By-laws and the mandatory provisions of the Non-Profit Corporation Act of Texas said Non-Profit Corporation Act shall be the prevailing controlling law, but in all other circumstances, the provisions of these by-laws shall be preeminent. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 - NAME

The legal name of the Corporation shall be known as IBOM GLOBAL HEALTHCARE INITIATIVE, INC., and shall herein be referred to as the “Corporation.”

ARTICLE 2 - SPECIFIC PURPOSES

The purposes for which this Corporation has been established are as follows:

-To engage in medical business, medical tourism, oversees or domestic medical missions, medical development, economic and investment efforts and strategies and offer such services to individuals, governments, corporations and other entities.

-To provide all manner of health care, respite care, home health care or services, durable medical equipment, residential services, elder care services, mental health care and counselling, nursing and skilled nursing care and similar or related care services to and for individuals, families and children in crisis.

-To train, hire, employ, contract with, pay and co-ordinate and make readily available, a network of persons, including doctors, medical professional, nurses, geriatric nursing assistants, certified nursing assistants, medical assistants, technicians, auxiliaries, etc., who are available to provide care for children, families, individuals who are sick or have special needs.

-To provide, co-ordinate and make readily available, a network of people who are permanently or temporarily willing to provide medical care for at-risk and indigent individuals.

-To provide group or individualized medical care, support, resources and social services for individuals, families and children in need.

-To act as an employment agency in a wide area of employment in the medical field for the care of sick people.

-To provide safe spaces for at-risk families, children, sick or afflicted children, fostering and support and resources for children and families in crisis, and transform their lives for the better.

-To provide information, education, and support to individuals, children, families interested in caring for their illnesses.

-To proactively form partnerships, support and promote other companies, organizations, individuals, groups with similar goals and objectives, by partnering with any such companies, organizations, groups or individuals.

-To raise funds and other in-kind donations, enter contracts, create trusts, and enter into other types of combines or activities or combines in order to carry out the purposes and goals for which this corporation is set up as enumerated herein.

-To act as consultants on medical business, medical tourism, development, economic and investment strategies and offer such services to individuals, governments, corporations and other entities.

-To do all other things that the corporation considers in the interest of progress in this Corporation or in its best interest.

-To do all other things that are legal and incidental to or reasonable for the purpose of carrying out any of the above or other lawful objectives of this Corporation.

ARTICLE 3 - OFFICES

The principal office of the Corporation/Organization shall be located at 8630 Fenton Street, Suite 126, Silver Spring, Maryland 20910.

The Corporation may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation may find a need for from time to time.

ARTICLE 4 - DEDICATION OF ASSETS

The properties and assets of the Corporation are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 – MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any validly credentialed Medical Practice Professional or any other individual who supports the purpose statement in Article 2. Membership is granted after completion and receipt of a membership application and annual dues. All new membership shall be granted only upon a 60 % yes vote of the board to admit any such individual.

Section 2. Annual Dues

The amount required for annual dues shall be \$150 each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues and attending 60% of the meeting annually.

Section 3. Rights of Members

Each financially paid up member shall be eligible to be present at the meeting of members and to cast the member's vote in Corporation's elections personally or by proxy.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the Secretary of the board. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership or Board. A member may be terminated for habitual late payment (delayed for up to three months each year over the previous 2 years) or non-payment of dues, charges or assessments; a member may also be terminated for conduct or making statements that may bring the organization into disrepute or for conviction for a criminal conduct of moral turpitude or felony. The member involved shall be notified of his/her offense(s) and allowed the opportunity to be heard by the members or Board.

Section 5. Non-Voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE 5A - MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held bi-monthly or as needed, at a time and place designated by the President/Chairman of the Board. Meetings may be held using telephonic, virtual, and electronic or any other new, innovative means of holding and hosting meetings as the President/Chief Executive Officer may direct.

Section 2. Annual Meetings

An Annual General Meeting (AGM) of the members shall take place before the end of each year, the specific date, time and location of which will be designated by the President/Chief Executive Officer. At the annual meeting the members shall elect directors, receive reports on the activities

of the Corporation, and determine the direction of the Corporation for the coming year. The President/Chief Executive Officer shall preside over all AGM or designate a Chairman for the meeting.

Section 3. Special Meetings

Special meetings may be called by the Chairman, the Executive Committee, the President/Chief Executive Officer or a simple majority of the Board of Directors. A petition signed by five percent (5%) of voting members, submitted to the Secretary of the Corporation, may also call a special meeting.

Section 4. Notice of Meetings

Printed notice of each meeting shall be given to each voting member, by mail, email or other written or record method not less than two weeks prior to the meeting. The notice of meetings may also establish the place, and format the meeting is to be conducted, so long as it is a reasonable place to hold any such meeting. Meetings may be held using virtual or latest safe and appropriate meeting formats as the Board may from time to time determine, in so far as the Meeting to remove a director or member may not be held for the first time using a format that the Membership has never used in any of its previous meetings.

Section 5. Quorum

A quorum for a meeting of the members shall consist of at least forty percent (40%) of the active and financially paid up membership.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present, and voting, at the meeting in which the vote takes place. Members may be allowed to vote by written proxy, however proxies may not be counted to make a quorum.

ARTICLE 6 - BOARD OF DIRECTORS

General Powers and Responsibilities

The Corporation shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Texas. The Board shall establish policies and directives governing business, events, activities and programs of the Corporation and shall delegate to the President/Chief Executive Officer and Corporation's staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed. The affairs of the Corporation shall be managed by the Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; except the bye-laws or any special resolution of the Corporation or the Act of the Corporation expressly directs or requires such power, act or thing to be done by the Corporation at a general meeting of the Corporation. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Number and Qualifications

The Board shall have up to 11, but no fewer than 9 Board members. The number of Board members may be increased beyond members of 11 or decreased to less than 9 members by the affirmative vote of a simple majority of the then serving Board of Directors. A Board member need not be a resident of the State of Texas. However, each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office as prescribed in these by-laws.

Board Compensation

The Governance Committee shall present nomination for new and renewing Board members each year at the Corporation's Annual General Meeting. Recommendations from the Governance Committee shall be made known to the Board and AGM in writing before nominations are made and voted on.

Election of Board Members

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Term of Board

All elections to the Board shall be for a term of 2 year(s). No person shall serve more than 2 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 2 additional year(s). No person shall serve more than 2 consecutive years pursuant to that additional appointment. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration and re-election as a Board member after 3 years has passed since the conclusion of such Board member's service.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions.

- a) The death, resignation, or removal of any director.
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has not attended up to 60% of the Board of Directors meetings during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual General meeting of members or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in this Article on Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the Chairman of the Board, the President/Chief Executive Officer, the Corporation Secretary, or Secretary of the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Texas is first notified, no director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by vote of a simple majority of the member at any of its meetings or directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

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Removal

A Board member may be removed, for cause by a two thirds (2/3) vote of the members present at the General Meeting or a Special Meeting called by the Board Chairman or the President/Chief Executive Officer. The Director involved shall be notified of his/her offense(s) and allowed the opportunity to be heard by the members. The house must immediately fill the vacancy. Board members so appointed shall serve out the remaining term of the removed Director.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chairman of the Board or any 4 Board members may call a special meeting of the Board with 72-hours days' hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place, and format the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board. Board meetings may be held using virtual or latest safe and appropriate meeting formats as the Board may from time to time determine, in so far as the Meeting to remove a director may not be held for the first time using a format that the board has never used in any of its previous meetings.

Minutes

The Secretary of the Board shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may

determine from time to time. However, in the event that the Secretary is unavailable, the Chairman of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 7 business days after the close of each Board meeting.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of simple majority of members of the board or committee respectively shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chairman of the Board or Committee shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one vote.

Proxy

Board or Board Committee members shall not be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who is absent from 3 consecutive regular meetings of the Board without excused absence during a fiscal year shall be encouraged to reevaluate with the Chairman of the Board his/her commitment to the Corporation. The Board may deem a Board member who has missed 3 consecutive meetings (without excuse) without such a reevaluation with the Chair to have resigned from the Board.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to term set out in these bylaws.

Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be

taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Board Committees

Section 1. Committee Formation

The Board may create committees as needed, such as fundraising, public relations, data collection, audit, etc. The board chairperson appoints all committee chairs.

Section 2. Executive Committee

Five officers, to include the President/Chief Executive Officer who shall head this committee serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

Section 3. Finance Committee

The Treasurer is the chair of the Finance Committee, which includes two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board and the members in their meeting must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board and the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public. No funds of the Corporation may be expended without approval. Signatories to any accounts of the Corporation shall be the President, Chairman of the Board and the Treasurer. The President is an 'A' signatory who must sign with any of the other 2 officers.

ARTICLE 7 - OFFICERS

Section 1. Board Officers.

Section 1.1. Same. Election; Term. The officers of the Board shall be elected by the Board, to include a Chairman, a Vice Chairman, a Secretary, President/Chief Executive Officer and any other officer as the Board may from time to time designate. As long as they remain Directors, the officers of the Board shall remain in office for four years, and may be eligible for re-election for as long as they remain Board members.

Section 1.2. Same. Duties. The duties of the Board officers shall be set forth and determined by the Board or as set out in these bylaws and will comport with the best practices of Board of Directors structure to insure organizational efficiency.

Section 1.3. Same. Salary. The Board officers may not receive compensation except as approved by the Board. Board Officers may be paid reasonable allowances.

Section 2 Corporate Officers.

Section 2.1. Same. Offices; Election; Term. The officers of the Corporation shall be a President/Chief Executive Officer, and such number of Executive Vice Presidents as may be determined by the Board from time to time, a Corporation Secretary, and a Chief Financial Officer, each of whom shall be elected or appointed by the Board. All Corporate officers shall hold office for a period indefinitely or until their successors are elected or appointed, qualified and installed. Such election shall be held at the AGM, and installation shall occur immediately or as soon as practicable.

Section 2.2. Same. Removal; Vacancies. Any corporate officer or agent elected or appointed by the Board may be removed by the Board at any time with or without cause by the affirmative vote of a majority of the Board. Corporate officers and agents otherwise elected or appointed may be removed in accordance with Texas law. The Board shall have the power at any regular or special meeting to fill vacancies among the officers, and officers so elected to fill such vacancies shall serve until their successors are elected or appointed, qualified and installed.

Section 2.3. Same. President. The President/Chief Executive Officer shall manage the day to day running of the Corporation and shall preside at all meetings of the Executives; shall appoint, for a period of three (3) year, the members of all committees, as the corporation may require and shall be an ex-officio member of all committees; shall sign such papers as may be required by his office or as may be instructed and approved by the Board; the President/Chief Executive Officer and other Corporate officers shall make reports and recommendations to the Board at any regular, annual or special meetings, concerning the work and affairs of the Corporation, which in his/her judgment are desirable for their information and guidance; may require such reports from the Corporate committees, as in his/her judgment are necessary; and shall perform other duties which are necessary and proper or incident to his/her office.

Section 2.4. Same. Vice Presidents. The Vice Presidents, in the order named by the Board, shall perform the duties of the President in case of the absence, the resignation, or the inability of the latter to act, and such other acts and duties. Vice Presidents will be assigned one (1) or more committees to oversee and coordinate. Roles and responsibilities of Vice Presidents shall be reviewed.

Section 2.5. Same. Corporation Secretary. The Corporation Secretary shall issue in writing all notices of meetings of the Executive Officers; shall notify individuals elected to executive office; shall keep complete records of the meetings of the Executive Officers, including an accurate record of attendance of members; shall notify the nominating committee of persons removed from executive office for any cause; shall furnish the nominating committee with a list of officers whose terms shall expire at or before the next meeting; shall issue and communicate such other notices as may be directed by the executive committee; shall be custodian of all records of the corporation, except such records and papers as shall be kept by the Treasurer as herein provided; shall sign such papers as may be required by his office or as directed by the executive officers or Board of Directors; and shall perform such other duties as may be necessary, proper or incident to the office, and the President/Chief Executive Officer may assign duties as to him/her from time to time.

Section 2.6. Same. Chief Financial Officer. The Chief Financial Officer, in partnership with appointed staff shall keep full account of all moneys received and paid out and shall make such reports thereof to the President and the Board as they may require. The Corporation shall receive and shall have custody of all deeds, securities, notes, contracts and other financial papers of the Corporation. The Chief Financial Officer shall maintain a full account of all deeds, securities, notes and financial papers of provided to the corporation, and shall make such reports thereof to the President and the Board as they may require. The Chief Financial Officer shall cause the books of account of the Corporation to be audited at least annually by a public accountant approved by the President and Board of Directors, and shall cause to be prepared, and shall present to the Board, a comprehensive financial statement, including the report of the accountant promptly upon receipt. The Chief Financial Officer shall sign such papers as may be required by the Board of Directors, or as may be directed by the President in accordance with Corporate Policies; and shall perform such other duties as may be necessary, proper or incident to the office, and such other acts and duties as may be assigned to him/her from time to time by the Corporation and the President or the Board.

Section 2.7. Same. Salary. The Executive Officers may receive compensation as approved by the Board.

ARTICLE 8 - ADVISORY COUNCIL

Section 1: Creation

An Advisory Council may be created whose members shall be elected each, for a term of 3 years, by the Board of Directors periodically but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council. The Chairman may from time to time call meetings of the Advisory Council in any manner that he deems appropriate. There shall be no more than two meetings of the Advisory Council in any

year.

Section 2. Removal

Any member of the Advisory Council may be removed with or without cause, at any time, by vote of simple majority of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Advisory Council must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

Section 3. Compensation. The members of the Advisory Council may not receive compensation, except for reasonable honorarium or stipends approved by the Board of Directors.

ARTICLE 9 - PARLIAMENTARY PROCEDURES

Any question concerning parliamentary procedure at any meetings of the Corporation or any of its units shall be determined by the Presiding Officer of such meeting, including the membership, board or committee by reference to Robert's Rules of Order.

ARTICLE 10 - CONFLICT OF INTEREST AND COMPENSATION

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Corporation) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

If a person is an interested person with respect to any entity in the health care system of which the organization is a part, he or she is an interested person with respect to all entities in the health care system.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under this Article 10 a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy**
 1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the

member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings

The minutes of the board of Directors and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5: Compensation

- a. A voting member of the governing board or Executive Committee who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- d. Physicians, Medical or non-Medical Professionals of all kinds who receive compensation from the Corporation, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters.

Section 6: Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,

- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7: Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8: Use of Outside Experts

When conducting the periodic reviews as provided for in this Article or by-laws, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 11 - INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Texas, the corporation shall indemnify any member, director, officer, advisory council member, employee, or agent, or former member, director, officer, employee, or agent of the Corporation, or any person who may have served at the Corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, advisory council member, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any by-law, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) 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, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE 12 - BOOKS AND RECORDS

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors, Membership, Advisory Council and Executive Meetings.

ARTICLE 13 - LOANS AND CONTRACTS

Section 1. Loans and Contracts by the Corporation

No loan or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation may enter into any contracts or execute and deliver any instrument in the name of or on behalf of the Corporation.

Section 2. Loans to Officers and Directors

The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by all members of the board or as allowed by Texas law; provided, however that the Corporation may advance money to a director or officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

ARTICLE 14 - OPERATIONS

Section 1. Staff

As to Administrative staff and support work force the Corporation may engage or hire individuals or personnel such as the Board or the Executive Committee of the Corporation may from time to time decide, and on terms, conditions and salary that is agreed upon with such staff. Such hiring may be temporary, permanent or on contract.

Section 2. Missions, events and Activities

As to work force for mission and operational purposes, the Corporation may engage individuals or personnel on an *ad hoc* basis from time to time centered on projects, events or activities such as the Board or the Executive Committee of the Corporation may from time to time decide. But participation in meetings or events around those missions, events or activities should not be deemed as affording any of the *ad hoc* participants' membership in the Corporation or affording such participants membership rights or making them employees of the Corporation (especially when such volunteers and recruits make additional financial contributions). No such contributors may be interpreted as having an ownership interest in the Corporation. For operational purposes, those recruited or who volunteer for the Corporation's missions, events or activities may be called affiliates and their roles enabled in a written document. However, the

non-existence of any written contract or documents shall provide no additional rights to those non-member participants or affiliates. Such affiliates may be given some kind of financial honorarium, payment or stipend, upon the end of the mission, event or activity as the Executive Committee may from time to time determine. The role or participation of an affiliate or *ad hoc* staff in, or with the Company will terminate at the end of the particular mission, event or activity that they volunteered for or were recruited; with or without a formal disengagement letter.

ARTICLE 15 - FISCAL YEAR

The fiscal year for the Corporation shall end on December 31.

ARTICLE 16 - CORPORATE SEAL

The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of the Corporation. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

ARTICLE 17 - AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least seven days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least ten days if delivered by mail. As required by the Articles, any amendment to any Article of the Articles of Incorporation requiring the affirmative vote of a higher majority of directors than a simple majority shall be binding. However, all other amendments of the Articles shall require the affirmative vote of 60% majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ARTICLE 18 - CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definition contained in the Texas Non-Profit Act as from time to time amended shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neutral, the singular number includes the plural number includes the singular, and the term "person" includes a Corporation as well as a natural person. If any competent court of law shall deem any portions of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

ARTICLE 19 – EARNINGS DISTRIBUTION AND DISSOLUTION

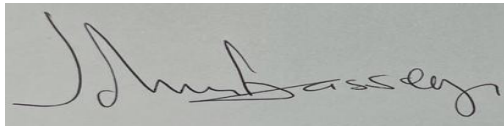
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article of Incorporation or the bylaws hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition of a candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed shall be disposed by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ADOPTION OF BYLAWS

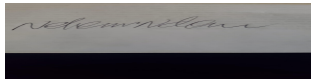
We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 7th day of September, 2021.



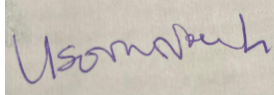
Mr. John Bassey, Board Chairman

Dr. Moses Udoh, President/Chief Executive Officer

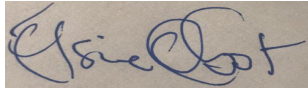


Dr. Ndem Ndem, By-Law Committee Chairman

Dr. Augustine Onwukwe

A rectangular box containing a handwritten signature in purple ink that reads "Usoro Noah".

Ms. Usoro Noah

A rectangular box containing a handwritten signature in black ink that reads "Elsie Obot".

Ms. Elsie Obot

Dr. Victor Jackson