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ARTICLE I NAME, FORM OF ORGANIZATION AND PURPOSES

Section 1.1 Name.

The name of the corporation is Hearts and Hands for Jesus, International (hereinafter, "the Corporation").

Section 1.2 Nonprofit and tax exempt status

The corporation is organized as a nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1988 (hereinafter, "the Act") and is a tax exempt organization under Section 501 (c)(3) of the Internal Revenue Code, as amended, or the corresponding provisions of any future related tax code or laws.

Section 1.3 No members

The corporation shall have no members.

Section 1.4 Purpose

The purpose for which the corporation is organized, as stated in the articles of incorporation, are as follows: To witness to and implement the Gospel of Jesus Christ in Costa Rica and throughout Central America and the world by working with economically disadvantaged people to help them survive, grow and thrive; to communicate the Gospel of Jesus Christ by means of the spoken and written word; and to receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

ARTICLE II OFFICES

Section 2.1 Principal office

The principal office of the corporation shall be located in York, Pennsylvania at the address designated in the most recent annual report filed with the Pennsylvania secretary of state. The corporation shall maintain at its principal office a copy of the corporate records specified in Section 7.5 of Article VII.

Section 2.2 Registered office and agent

The registered office of the corporation is required by law to be maintained in the state of Pennsylvania may, but need not, be identical with the principal office. The corporation shall maintain a registered agent whose office is identical with the registered office. The corporation may change its registered office or registered agent from time to time in the manner required by law.

Section 2.3 Other offices

The corporation shall have offices at such other places within the state of Pennsylvania as the board of directors from time to time may determine, or as the affairs of the corporation may require.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 General powers and authority of the board

All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under, the direction of the board of directors.

Section 3.2 Number, term, and qualifications

The authorized number of Directors of the corporation shall be not less than five (5) nor more than twenty-five (25), as the Board of Directors shall determine from time to time. Directors may serve in a voluntary advisory capacity for an indefinite term, but once a Director becomes an officer of the Board they are subject to the term limits of an officer as stated in Section 5.2 of these bylaws.

Section 3.3 Election of directors

Except as provided in Section 3.6 below relating to vacancies, directors shall be elected by the board of directors at a regular meeting of the board of directors. A nominating committee, if it exists, shall present a slate of nominees as directors. Nominations may also be made by directors from the floor. Those persons who receive a plurality of the votes cast by the seated board shall be deemed to have been elected. If any director then holding office so demands, the election of directors shall be by secret ballot.

Section 3.4 Resignation of directors

A director may resign by delivering written notice to the board of directors, president or secretary of the corporation. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 3.5 Removal of directors

A director may be removed without cause by the vote of two-thirds (2/3) of the directors then in office. In addition, a director may be removed by affirmative vote of a majority of the directors then in office for failing to attend two (2) consecutive, regular meetings of the board of directors without a valid excuse or without giving proper notice to the directors of their impending absence.

Section 3.6 Vacancies

If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the board of directors may fill the vacancy, provided that if the directors remaining in office constitute fewer than a quorum of the board they may fill the vacancy only by the affirmative vote of a majority of all the directors remaining in office or by the sole remaining director. A director elected to fill a vacancy shall hold office until the next annual meeting of the board of directors, if the board so provides at the time the vacancy, if filled, or until the end of the unexpired term that such director is filling, or until such director's death, resignation, removal or disqualification, or until such director's successor is elected and qualifies.

Section 3.7 Chairperson and vice chairperson

The president of the corporation shall serve as the chairperson of the board of the directors and shall preside at all meetings of the board of directors and perform other duties as may be prescribed from time to time by the board. The vice president shall serve as vice chairperson of the board of directors, and in the absence of the president, or in the event of death, inability or refusal to act of the president, shall preside at all meetings of the board.

Section 3.8 No compensation

The board of directors shall not permit compensation of directors for their services as such.

ARTICLE IV MEETINGS OF DIRECTORS

Section 4.1 Place of meetings

All meetings of the board of directors shall be held through electronic communication or at such a place as the board of directors may determine.

Section 4.2 Annual meeting

The annual meeting of the board of directors, for the purpose of electing directors, appointing officers, approving a budget for the year, and transacting other business, shall be held at 4 p.m. U.S. Eastern DST on the second Sunday of September of each year, or at such other time as the board of directors may determine.

Section 4.3 Regular meetings

The Board of Directors shall meet at least four (4) times per year, upon call of the President, or at the request of a majority of the current directors, or at such other time as the board of directors may determine.

Section 4.4 Notice of meetings

Regular meetings of the board of directors may be held without notice if the date, time and place of the meeting previously have been fixed by the board; otherwise, regular meetings must be preceded by at least two (2) days' notice to each director of date, time and place, but not the purpose, of the meeting. Special meetings of the board of directors must be preceded by at least two (2) days' notice to each director of the date, time, place and purpose of the meeting. Notice required by the foregoing provisions may be given by any usual means of communication and may be oral or written. However,

any board action to remove a director or to approve a matter that would require approval by the members if the corporation had members, shall not be valid unless each director is given at least seven (7) days' written notice that the matter will be voted upon at a directors' meeting or unless notice is waived pursuant to Section 4.6 below. Oral notice is effective when communicated, if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following: (a) when received, (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or, (c) thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. Written notice is correctly addressed to a director if addressed to the director's address shown in the corporation's current list of directors.

Section 4.5 Waiver of notice

A director may at any time waive any notice required by law or these bylaws. Except as hereinafter provided in this section, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with law or these bylaws objects to lack of notice and does not thereafter vote for or assent to the objected to action.

Section 4.6 Quorum

A quorum of the board of directors consists of a majority of the directors in office immediately before a meeting begins; provided that in no event shall a quorum consist of fewer than two (2) directors.

Section 4.7 Manner of acting

If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is an act of the board of directors, unless the vote of a greater number of directors is required by law or these bylaws.

Section 4.8 Presumption of assent

A director of the corporation who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

(a) such director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or, (b) such director's dissent or abstention from the action taken is entered in the minutes of the meeting; or, (c) such director delivers written notice of dissent or abstention to the presiding officer of the meeting before adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 4.9 Meeting via communications equipment

The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.10 Action without meeting

Action required or permitted by law or these bylaws to be taken at a meeting of the board of directors may be taken without a meeting if the action is taken by all of the duly elected and qualified directors of the corporation. The action must be evidenced by one or more written consents describing the action taken, signed by each director and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section thus has the effect of a meeting vote and may be described as such in any document.

Section 4.11 Director conflict of interest transactions

A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. For purposes of this section a director has an indirect interest in a transaction if: (a) another entity in which a director has a material interest or in which the director is a general partner is a party to the transaction, or (b) another entity of which the director is a director, officer, or trustee is party to the transaction. A conflict of interest transaction is not voidable on the basis for imposing liability on the director if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided. A transaction in which a director has a conflict of interest may be approved in advance by the vote of the board of directors or a committee of the board if: (a) the material facts of the transaction and the directors' interest are disclosed or known to the board or committee of the board and b) the directors approving the transaction in good faith reasonably believe that the transaction is fair to the corporation. For the purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the directors on the board or on the committee, who have no direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single director. If a majority of the directors on the board who have neither direct nor indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as hereinabove provided.

ARTICLE V OFFICERS

Section 5.1 Number

The officers of the corporation shall consist of a president, vice president, secretary, treasurer, and such assistant secretaries, treasurer and other officers as are appointed by the board of directors from time to time. If only three directors are willing to serve as officers in a given year, a secretary / treasurer position may be invoked by the board and held by that third director. Only one member of a household (anyone living at the same address) is permitted to hold an officer position on the Board in a given year.

Section 5.2 Appointment and term

The principal officers of the corporation shall be appointed by the board of directors at its annual meeting. Nominations may be made from the floor, or by a nominating committee, if one exists. All nominees for the four (4) principal offices must be members of the board of directors. Each officer shall hold office for a period of one (1) year, or until such officer's death, resignation, or removal, or until such officer's successor is elected and qualifies. No person may be appointed to serve for more than three (3) successive years in the office of president or in the office of vice president. No person may be appointed to serve for more than six (6) successive years in the office of secretary or in the office of treasurer. The board of directors may appoint assistant secretaries, assistant treasurers and other officers at such time or times as the need may arise. A vacancy occurring in a position of officer of the corporation may be filled at any time by the board of directors. The term of an officer elected to fill a vacancy shall expire at the end of the unexpired term that such officer is filling.

Section 5.3 Resignation and removal

An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future effective date and the board of directors accepts the future effective date, the board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. The board of directors may remove any officer at any time with or without cause.

Section 5.4 Contract rights of officers

The appointment of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the corporation. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.

Section 5.5 President

The president shall be the chief executive officer of the corporation and, subject to the control of the board of directors, shall supervise and control the management of the corporation in accordance with these bylaws. The president may sign, with the secretary or any other proper officer of the corporation so authorized by the board of directors, any deeds, leases, mortgages, bonds, contracts, or other instruments which lawfully may be executed on behalf of the corporation, except where signing and execution thereof expressly shall be delegated by the board of directors to some other officer or agent of the corporation, or where required by law to be otherwise signed and executed. The president shall serve as the chairperson of the board of directors and shall preside at all meetings of the board of directors. The president shall, in general, perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the board of directors.

Section 5.6 Vice president

In absence of the president, or in the death, inability, or refusal to act of the president, the vice president, unless otherwise determined by the board of directors, shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall serve as vice chairperson of the board of directors and, in the

absence of the president, or in the event of the death, inability, or refusal to act of the president, shall preside at all meetings of the board. The vice president shall perform such other duties as may be assigned from time to time by the president or the board of directors.

Section 5.7 Secretary

The secretary shall: (a) cause to be prepared minutes of all meetings of the board of directors and the executive committee; (b) authenticate records of the corporation when requested to do so; (c) give all notices required by law and by these bylaws; (d) have general charge of the corporate books and records and of the corporate seal, and affix the corporate seal to any lawfully executed instrument requiring it; (e) sign such instruments as may require signature; (f) cause such corporate reports as may be required by state law to be prepared and filed in a timely manner; and (g) in general, perform all duties incident to the office of secretary and such other duties as may be assigned from time to time by the president or the board of directors.

Section 5.8 Assistant secretaries

In the absence of the secretary or in the event of death, inability, or refusal to act of the secretary, the assistant secretaries, in the order of their length of service as assistant secretaries, unless otherwise determined by the board of directors, shall perform the duties of the secretary and, when so acting, shall have all the powers of and be subject to all the restrictions upon the secretary. They shall perform such other duties as may be assigned to them by the secretary, the president or the board of directors.

Section 5.9 Treasurer

The treasurer shall: (a) have custody of all funds and securities belonging to the corporation and receive, deposit or disburse the same under the direction of the board of directors; (b) keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose; (c) cause such returns, reports and/or schedules as may be required by the Internal Revenue Service and the state taxing authorities to be prepared and filed in a timely manner; (d) cause a true balance sheet (statement of the assets, liabilities and fund balance) of the corporation as of the close of each fiscal year and true statements of activity (support and revenue, expenses, and changes in fund balance), functional expenses, and cash flows for such fiscal year, all in reasonable detail, to be prepared and submitted to the board of directors; and, (e) in general, perform all duties incident to the office of treasurer and such other duties as may be assigned from time to time by the president or the board of directors.

Section 5.10 Assistant treasurers

In the absence of the treasurer or in the event of death, inability, or refusal to act of the treasurer, the assistant treasurers, in the order of their length of service as assistant treasurers, unless otherwise determined by the board of directors, shall perform the duties of the treasurer and, when so acting, shall have all the powers of and be subject to all the restrictions upon the treasurer. They shall perform such other duties as may be assigned to them by the treasurer, the president or the board of directors.

Section 5.11 No compensation

The principal and assistant officers of the corporation described in the foregoing sections shall not be compensated for their services as such.

Section 5.12 Executive director

The board of directors may appoint an executive director, who shall be the chief operating officer of the corporation and subject to the control of the board of directors, have overall responsibility for the routine management of the affairs of the corporation. The executive director shall report to the board of directors and shall work closely with the president of the corporation. Duties of the executive director shall include: (a) coordinating the activities of the operating committees; (b) representing the corporation in the community; (c) overseeing the benevolent activities of the corporation; (d) supervising the administrative functions of the corporation; and, (e) in general, performing such other duties as may be assigned from time to time by the president or the board of directors. The board of directors may approve compensation and benefits for the executive director. The executive director may not be elected to serve on the board of directors.

ARTICLE VI STANDING AND OTHER COMMITTEES

Section 6.1 Standing committees may be established by the Board as needed, for the life of the need.

ARTICLE VII GENERAL PROVISIONS

Section 7.1 Corporate seal

The corporate seal shall be in such form as the board of directors may from time to time determine.

Section 7.2 Amendments

These bylaws may be amended or repealed and new bylaws may be adopted by the board of directors. The corporation shall provide at least seven (7) days' written notice of any meeting of directors at which an amendment is to be approved, unless notice is waived pursuant to Section 4.6 above. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Any amendment must be approved by a majority of the directors in office at the time the amendment is adopted.

Section 7.3 Fiscal year

This fiscal year of the corporation shall begin on January 1 and end on December 31 of each year.

Section 7.4 Financial reports

The books of the corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the board of directors (see Section 5.9 regarding duties of the treasurer). At the discretion of the board of directors, the corporation may engage an independent certified public accountant to audit or review the financial statements.

Section 7.5 Corporate minutes and records

The corporation shall keep as permanent records minutes of all meetings of its board of directors, a record of all actions taken by the directors without a meeting, and a record of all actions taken by the executive committee and any other committees of the board of directors. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The corporation shall keep a copy of the following records at its principal office: (a) its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect; (b) its bylaws or restated bylaws and all amendments to them currently in effect; (c) a list of the names and business or home addresses of its current directors and officers; and, (d) its most recent annual report delivered to the secretary of state, as required by the Act. The minutes and records described above shall be made available for inspection by current directors of the corporation during normal business hours. In addition to the extent required by applicable law, the corporation shall make available for inspection during regular business hours, by an individual, copies of: (i) any application filed with any letter or other document issued by the Internal Revenue Service with respect to the tax exempt status of the corporation and, (ii) the annual returns filed with the Internal Revenue Service for the three most recent years (to the extent the corporation is required to file such returns); provided that the names and addresses of contributors to the corporation may be kept confidential.

Section 7.6 Investments

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the board of directors without being restricted to the class of investments which a director or trustee is or may hereafter be permitted by law to make or any similar restriction; provided that no action shall be taken by or on behalf of the corporation if such action is a forbidden activity or would result in the denial of tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 7.7 Checks and drafts

All checks, drafts or other orders for the payment of money issued in the name of the corporation, the disbursement of such funds having been approved by the whole Board at an official meeting, or through electronic voting means, may be signed and dispersed by the Treasurer, Assistant Treasurer, or any other Officer authorized by the bank. Any check, draft or other order for the payment of an amount which has NOT been pre-approved by the entire Board in advance, which is in excess of five hundred dollars (\$500.00) shall require two (2) authorized signatures.

Section 7.8 Prohibited activities

The corporation is organized as a nonprofit corporation exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as Amended. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 these articles of incorporation. The corporation and any of its directors are not permitted to engage in any activities that do not directly further the stated purposes of the corporation as stated in Section 1.4 of these bylaws. No 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 to any candidate for public office. The corporation will be in compliance at all times with the United States Department of Treasury Office of Foreign Assets Control (OFAC) rules and regulations, and at no time will any donations or work of the corporation be carried out in countries that are under economic sanctions by OFAC. The Board of Directors will review the OFAC sanctions list no less frequently than yearly at the annual meeting of the corporation, and make policy adjustments as needed according to the current OFAC regulations.

Section 7.9 No loans to or guaranties for directors

The corporation may not lend money to or guarantee the obligation of a director or officer of the corporation, but the fact that a loan or guarantee is made in violation of this section does not affect the borrower's liability on the loan.

Section 7.10 Indemnification

The corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he or she is or was a director of the corporation, against reasonable expenses actually incurred by the director in connection with the extant as a director. In addition, if an individual is made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation, the board of directors may, to the extent permitted by law, authorize the corporation to advance expenses to such individual and/or indemnify such individual against liability incurred in the proceeding.

ARTICLE VIII DISSOLUTION OF THE ORGANIZATION

Section 8.1 Dissolution

In the event of the dissolution of the organization, the assets shall be applied and distributed as follows: All liabilities and obligations shall be paid, satisfied and discharged; or adequate provision shall be made to do so. Remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the organization 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.