

**AMENDED AND RESTATED
BY-LAWS OF
ADOPT-A-VILLAGE IN GUATEMALA, INC.**

These Amended and Restated By-Laws of Adopt-a-Village in Guatemala, Inc. (the “Corporation”), a non-profit Florida and Oregon Corporation, dated as of March 16, 2024, amends and restates the By-Laws of the Corporation, dated as of March 15, 1991 (the “Original By-Laws”) (Exhibit A). These By-Laws include Amendments made as of January 27, 2003 (Exhibit B).

WHEREAS, the Officers and Directors desire to amend and restate the Original By-Laws as set forth herein; and

NOW, THEREFORE, in consideration of the By-Laws set forth herein, the Officers and Directors hereby agree as follows:

**ARTICLE 1
Formation of Company**

1.1 Formation. The Directors agree that the Corporation shall be governed by the terms and conditions of these By-Laws.

1.2 Name. The name of this Corporation is **ADOPT-A-VILLAGE IN GUATEMALA, INC.** (hereinafter referred to as the “Corporation”).

1.3 Seal. The seal of the Corporation shall be circular in form and shall bear on its outer edge the words “**ADOPT-A-VILLAGE IN GUATEMALA, INC.**” and in the center the words and figures “Corporation Not For Profit, Florida.” The Board of Directors may change the form of the seal, or the inscription thereon as needed.

1.4 Term. The Corporation shall have perpetual existence.

1.5 Registered Office and Registered Agent. The street address of the registered office of the Corporation in Florida is located at 1264 NE 156th Street, North Miami Beach, Florida 33162, and its registered agent at that address is Frances Dixon. The Corporation in addition is registered, maintains an office, and maintains its legal mailing address in the state of Oregon as PO Box 698, Grants Pass, OR 97528. The Corporation also may have offices at such other places as the Board of Directors from time to time may appoint or the purposes of the Corporation may require.

1.6 Applicable Law. These By-Laws shall be governed by, and construed in accordance with, the laws of the State of Florida, and the laws of the State of Oregon.

ARTICLE 2
Guiding Principles

2.1 Purpose. The Corporation is organized exclusively for educational, humanitarian, and nutritional purposes. The purposes of the Corporation may be modified from time to time by the Board of Directors, provided any modification in purpose shall be educational programs for Maya children and students and their humanitarian aid.

The purpose of Adopt-a-Village in Guatemala, Inc. is to work in partnership with the Indigenous Maya in northwestern Guatemala to empower the Maya children and students through education and nutrition. The Corporation is committed to helping Maya children and students, descendants of the ancient Maya, a civilization which has endured for three thousand years. Through circumstances wholly beyond their control, they have overwhelming needs but almost no access to resources of any kind. Education, nutrition, adequate housing, and health - life's most basic necessities - are out of reach for most. To help overcome these hardships, Adopt-a-Village in Guatemala, Inc. is making resources and training accessible to the Indigenous Maya in areas where the need is greatest. Our aim is to assist them in gaining the skills and knowledge necessary to develop their own communities with success and self-reliance.

ARTICLE 3
Membership

The Corporation shall have no Members.

ARTICLE 4
Directors

4.1 Generally. All power and authority of the Corporation shall be vested exclusively in the Board of Directors, which shall manage and direct the affairs of the Corporation. The members of the Board of Directors shall be referred to as "Directors". The Board of Directors, by general resolution, may delegate to committees of its own Directors or to Officers of the Corporation such powers as it may see fit.

4.2 Number and Qualification. The Board of Directors shall be composed of a minimum of three (3) Directors and not to exceed a maximum of nine (9) Directors. Directors shall be volunteers in good standing and of legal age [18 years of age or older] but need not be residents of the State of Florida or the State of Oregon.

4.3 Election of Directors; Term of Office. At an annual Regular meeting of the Board of Directors of the Corporation, the election of Directors shall take place and they shall be elected by a majority of the quorum. Nominations, directed by a nominating committee, from all Directors will be allowed at the annual meeting or such other persons as the Board of Directors may see fit. Directors will then be elected verbally at the meeting. Directors shall serve for a term of three (3) years. Officers shall serve a term of two (2) years. Board vacancies during the term may be filled by the Board until the next election. Directors and Officers may serve an

unlimited number of consecutive terms and would be eligible for re-election at the end of each successive term.

4.4 Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

4.5 Removal. Any Director may be removed from office by an affirmative vote of a majority of the Board of Directors. Any Director of the Board who is absent for two (2) meetings without the consent of the President may be removed and replaced, at the discretion of the Board.

4.6 Vacancies. Except as provided in section 4.5 above, any vacancy in the Board of Directors occurring during any term of office, including a vacancy created by an increase in the number of Directors made by the Board of Directors or the removal of a Director, may be filled. Any Director so elected by the Board of Directors shall hold office until the Board Meeting in November at which time the election of his or her successor will take place.

4.7 Regular Meetings. Regular meetings of the Board shall be held at least four (4) times per year. Regular meetings of the Board of Directors may be held at such times and place, or places as shall be determined by the Board of Directors. Board meetings may be held in person, electronically via Zoom, or other agreed upon platform, or by telephone.

4.8. Special Meetings. Special meetings of the Board of Directors may be called by the President as he or she sees fit and must be called by the President upon the written request of at least one-half of the Directors of the Board of Directors. Except as otherwise required by law, the Articles of Incorporation or these By-Laws, any business may be transacted at a Special meeting. Special meetings of the Board of Directors may be held at such times and place, or places as shall be determined by the Board of Directors. Special meetings may be held in person, electronically via Zoom, or other agreed upon platform, by telephone, or by electronic mail containing timelines and due dates for responses.

4.9. Notice of Meetings. Notice of the time, place and purposes of the Regular meetings shall be given to each Director not less than ten nor more than 45 days before the date thereof. Notice of all Special meetings of the Board of Directors, except as otherwise provided, shall be given to each Director not less than five nor more than 30 days before the date thereof. Notice of any meeting may be waived by any Director. At any meeting at which every Director shall be present, even though without any notice or waiver, any business may be transacted.

4.10. Method of Giving Notice. Notices shall be deemed given immediately upon personal delivery, five days following the date of dispatch, via United States Mail, Federal Express Priority Service or other reputable overnight delivery service, or on the date of transmission via telephone electronic facsimile (“fax”), provided that written confirmation of completed transmission is received at the transmitting fax machine, or by electronic mail, provided electronic mail is sent with return receipt requested. If no confirmation is received within five days following the electronic mail message, notice will be sent by United States Mail. Notices that are given by mail, overnight delivery service or fax shall be deemed received hereunder only if addressed to the Director at the last address or fax number, as the case may be,

that the Director shall have provided in writing to the Secretary of the Corporation for receipt of notices.

4.11. Chairperson. At all meetings of the Board of Directors, the President, the Vice President, or in their absence a chairperson chosen by the Directors present, shall preside.

4.12. Voting By Directors. In all votes of the Board of Directors, each Director shall be entitled to cast one (1) vote.

4.13. Quorum. A quorum of the Board shall be a majority of the current Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent Director.

4.14 Compensation. Directors shall not receive any stated salary for their services. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services. Payments to Directors under this Section 4.15, if not excessive, shall not be deemed to violate the prohibition set forth in Subsection 12.1 hereof; however, the restrictions set forth in Section 12 hereof shall apply to any determination by the Board of Directors as to the making of such payments.

ARTICLE 5

Officers

5.1. Number and Titles. The Officers of this Corporation shall be President, Vice President, Secretary and Treasurer with such titles, powers, and duties not inconsistent with these By-Laws as may be appointed and determined by the Board of Directors. One individual person may hold any two of these offices, except that the President and Vice President shall not be the same person.

5.2. Election, Term of Office, and Qualifications. The Officers shall be elected by the Directors at an annual Regular meeting of the Board of Directors, generally in November. They shall be elected by a majority of the quorum. The President shall be elected from among the Directors of the Board of Directors, and all other Officers shall be elected from among the Directors of the Board of Directors, or eligible other persons outside the Board, as the Board of Directors may see fit. Elections shall be directed by the nominating committee. The nominating committee will solicit Directors for recommended and eligible candidates for positions, the committee will in addition verify with current Directors of their intent to extend expiring terms or vacate their position. The nominating committee will advise Directors of vacating positions, and the list of candidates, by email, in advance of Regular or Special Board Meeting designated for elections. The nominating committee will provide bios of proposed and eligible candidates to Directors, for review prior to elections. Officers shall assume their duties when elected in accordance with these By-Laws. Officers shall be elected for a term of two (2) years. Vacancies in office during a term may be filled by the Board until the next election. Officers shall be adult persons [18 years of age or older].

5.3. Vacancies. In the event that any office of the Corporation shall become vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, may elect an Officer or Director to fill such vacancy, and the Officer or Director so elected shall hold office and serve until the election and qualification of his or her successor.

5.4. President. The President shall preside at all meetings of the Board of Directors and shall be an ex officio Director of all committees. He or she shall have general charge and supervision of the business and affairs of the Corporation, subject to the direction of the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

5.5. Vice President. The Vice President shall have such powers as the Board of Directors may determine and shall perform such other duties as may be assigned to him or her by the Board of Directors. The Vice President shall assume responsibilities of the President in the absence of the President.

5.6. Secretary. The Secretary shall have charge of books (Ref Article 9.1), documents, and papers as the Board of Directors may determine. He or she shall attend, or cause to be attended, and keep, or cause to be kept, the minutes of all the meetings of the Board of Directors and committees having the delegated authority of the Board of Directors, and he or she shall be responsible for the Corporation's compliance with all requirements under Section 8 of these By-Laws relating to such minutes. He or she may sign with the President or an authorized Vice President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he or she may affix the seal of the Corporation. He or she shall, in general, perform all the duties incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Board of Directors. In general, the Secretary is responsible for: (i) keeping an up-to-date list of all the Directors; (ii) notifying Directors of their election to office or appointment to committees, and furnishing them with the proper documents; (iii) notifying Directors of elections; (iv) signing all the minutes and other certified acts of the organization, unless the By-Laws specify differently; (v) emailing Directors a notice for each forthcoming meeting; (vi) taking minutes at all business and board meetings. The Secretary must know how to call a meeting to order if the President and Vice President are absent and know how to preside until the assembly elects a temporary chairman; (vii) bringing to each meeting the minutes book, By-Laws, rules, Director's list, a list of committees, the records, ballots, and any other necessary supplies.

5.7. Treasurer. The Treasurer shall be responsible for supervising the financial books and records of the Corporation and for filing its annual tax and business reports with the Internal Revenue Service and the states of Florida and Oregon. He or she shall be responsible for the Corporation's compliance with all requirements under Section 9 of these By-Laws relating to such financial books and records of account and to the keeping of financial statements of the Corporation. He or she shall perform, in general, all the duties incident to the office of the Treasurer, subject to the control of the Board of Directors.

5.8. Compensation. No Officer shall receive compensation for services rendered to or on behalf of the Corporation. This provision of the By-Laws may not be changed without an affirmative vote of two-thirds of the Directors. In the event that compensation of one or more Officers is permitted, the salaries of such Officer(s) shall be fixed by the Board of Directors and shall be reasonable in amount. The fact that any Officer is a Director of the Corporation or a Director of one or more committees, shall not preclude his or her receiving a salary or voting on the resolution providing for the same. Payments to Officers under this Section 5.8, if not excessive, shall not be deemed to violate the prohibition set forth in Subsection 12.1 hereof; however, the restrictions set forth in Section 12 hereof shall apply to any determination by the Board of Directors as to the making of such payments.

5.9. Removal. Any Officer may be removed from office by the affirmative vote of Directors entitled to cast a majority of all of the votes that may be cast at any Regular or Special meeting called for that purpose, with or without cause. Any Officer proposed to be removed shall be entitled to at least five days' notice in writing, by any method described in Section 4.10 hereof, of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. The presence or absence of such Director shall not be taken into account for the purpose of determining whether a quorum is present, and such Director shall not be entitled to cast a vote on the question of his or her removal from office.

ARTICLE 6

Executive Director

6.1. Appointment of an Executive Director. The Board of Directors may, at its discretion and as the need arises, appoint a person to the position of Executive Director and to discharge that person.

6.2. The Executive Director shall: (i) be responsible for providing professional advice and assistance to the Board of Directors, the Officers, and committees. As "operating head" of the Corporation he or she shall make recommendations to the Board regarding the staff in Guatemala. He or she shall advise the Officers and give full help and support of his or her office to the various activities of the Corporation; (ii) develop meaningful programs within the policies already adopted or to be established in the future by the Board of Directors; (iii) be responsible for the preparation of the annual budgets and for the control of all expenses to assume the attainment of budgeted results; (iv) assist in the establishment of development programs to assume the flow of needed income; and (v) provide other services as directed by the President of the Board.

ARTICLE 7
Committees

7.1. Committees of the Board of Directors. By resolution duly adopted, the Board of Directors may establish one or more committees of the Board of Directors, each of which shall include one or more Directors. Committees should include, but not limited to, fundraising, donor relations/communication, director nominations and public outreach. To the extent provided by such resolution, such committees shall have and may exercise authority as designated by the Board of Directors. The designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Directors, or any Director individually, of any responsibility imposed upon it, him or her by law, the Articles of Incorporation, or these By-Laws. Notwithstanding the foregoing, no committee shall have or be permitted to exercise the authority of the Board of Directors with respect to the election or removal of Directors, amendment of the Articles of Incorporation or these By-Laws, the dissolution of the Corporation or the disposition of substantially all of the assets of the Corporation. Any Director of any such committee may be removed by the Board of Directors whenever, in the judgment of the Board of Directors, the interests of the Corporation would be served best by such removal.

7.2. Advisory Council. Advisory Council not having and exercising the managerial authority of the Board of Directors may be established by resolution duly adopted by the Board of Directors. Membership of such Advisory Council shall not be limited to Directors of the Corporation. Membership of the Advisory Council will be defined as a volunteer of the Advisory Council. Except as otherwise may be provided by resolution, volunteers of such Advisory Council shall be selected by appointment of the President. Any volunteer of any such Advisory Council may be removed by the person or persons authorized to appoint such volunteer whenever, in the judgment of such appointing person or persons, the interests of the Corporation would be served best by such removal.

7.3. Terms of Office. Each volunteer of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless such committee shall be abolished sooner or unless such committee volunteer shall resign, be removed, or cease to qualify as a volunteer thereof.

7.4. Chairperson. One volunteer of each committee shall be designated as chairperson by the person or persons authorized to appoint the volunteers of the committee.

7.5. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any volunteer so elected shall be elected for the un-expired term of his or her predecessor.

7.6. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with these By-Laws

7.7. Compensation. The volunteers of any committee shall not receive any stated salary for their services. The Board of Directors shall have the power in its discretion to contract for and to pay to any volunteer of a committee rendering unusual or exceptional services to the

Corporation special compensation appropriate to the value of such services. Payments to volunteers of committees under this Section 6.7, if not excessive, shall not be deemed to violate the prohibition set forth in Subsection 12.1 hereof; however, the restrictions set forth in Section 12 hereof shall apply to any determination by the Board of Directors as to the making of such payments.

ARTICLE 8

Agents and Representatives

The Board of Directors may appoint agents and representatives of the Corporation with powers and to perform acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these By-Laws, to the extent authorized by law.

ARTICLE 9

Books, Records and Reports

9.1. Books and Records. In compliance with Section 617.1601 of Florida and Oregon Statutes, as amended, or any successor thereto, the Corporation shall keep as permanent records (i) accurate accounting records and (ii) minutes of all meetings of the Board of Directors and committees having any of the authority of the Board of Directors and a record of all actions taken by the Directors, the Board of Directors or any such committee without a meeting. Additionally, the Corporation shall keep (i) a copy of the Articles of Incorporation and these By-Laws and any amendments thereto, (ii) a list of the names and business street, or home, if there is no business street, addresses of its current Directors and Officers, and (iii) its most recent annual report delivered to the Florida and Oregon Department of State under Section 617.1622 of Florida and Oregon Statutes. All records of the Corporation described in this Section 8.1 shall be kept in written form or in another form capable of conversion into written form within a reasonable time and shall be made available upon reasonable notice at the Corporation's principal office for inspection by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

9.2. Annual Reports. The Corporation shall properly file each year during the period prescribed by Section 617.1622 of Florida and Oregon Statutes, as amended, or any successor thereto, an annual report that is in full compliance with said statute and any requirements lawfully imposed by the Florida and Oregon Department of State or the successor thereto. In addition, the Corporation shall file such federal and state income tax or information reporting returns as may be prescribed by law.

ARTICLE 9
Contracts, Deposits, Checks and Contributions

9.3. Contracts. Except as otherwise provided in these By-Laws, the Board of Directors may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no Officer, employee, agent or representative shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

9.4. Deposits. All funds of the Corporation shall be deposited regularly to the credit of the Corporation in such banks, trust companies or other depositories or, pursuant to Article 9 hereof, invested regularly for and on behalf of the Corporation, as the Board of Directors may elect.

9.5. Checks, Drafts, Orders for Payment. All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as the Board of Directors from time to time shall determine by resolution.

9.6. Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever, for the purposes of the Corporation (subject to Section 12 hereof).

ARTICLE 10
Fiscal Year

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

ARTICLE 11
Investments

11.1 Management of Investments. Funds, securities and other property of the Corporation may be invested and reinvested under the direct management of the Board of Directors, such Officers of the Corporation as may designated by the Board of Directors, or such investment managers, advisors and/or brokers as the Board of Directors, in the exercise of its judgment, may engage for such purpose. The Board of Directors may authorize any such investment manager, advisor or broker engaged by the Board of Directors for such purpose to exercise such discretion as the Board of Directors shall determine, in the exercise of its judgment, to be in the best interests of the Corporation; provided, however, that in all such instances, the Board of Directors clearly and specifically shall instruct such investment manager, advisor or broker as to the extent and limitations of the discretion so authorized and shall require

such investment manager, advisor or broker to make regular reports to the Board of Directors as to its investment policies, transactions on behalf of the Corporation and the results thereof.

11.2 Permissible 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 that a Director is or may be permitted by law to make or any similar restriction; provided, however, that (i) no action shall be taken by or on behalf of the Corporation if such action would result in the denial of the tax exemption under any section or sections of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, including without limitation Sections 501 and 507, and (ii) the Corporation shall not hold any investments that constitute excess business holdings, as defined in Section 4943 of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended, or that jeopardize or may be deemed to jeopardize the carrying out of any of the Corporation's exempt purposes, as set forth in Section 4944 of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended.

ARTICLE 12 **Exempt Activities**

Notwithstanding any other provision of these By-Laws, no Director, Officer, employee, agent or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of such Code and Regulations as they now exist or may be amended.

ARTICLE 13 **Indemnification**

Subject to Section 12.2 of these By-Laws, the Corporation shall indemnify and advance expenses on behalf of its Directors and Officers to the fullest extent permitted under Section 617.0831 of Florida and Oregon Statutes, as amended, or any successor thereto. Said indemnification shall extend to any and all liabilities of the Directors and Officers arising from their relationships with the Corporation in any and all capacities, provided that no indemnification constitutes self-dealing, as defined in Section 4941(d) of the Internal Revenue Code and its regulations, as they now exist or as they may be amended. Subject to Section 12.2 of these By-Laws, by resolution duly adopted, the Board of Directors may authorize the Corporation to (i) indemnify any or all of its employees and agents who are not Directors to any extent that the Board of Directors may determine, up to and including the fullest extent permitted under Section 617.0831 of Florida and Oregon Statutes, as amended, or any successor statute.

ARTICLE 14
Parliamentary Authority

Robert's Rules of Order shall be the governing authority for conduct of all meetings of the Board of Directors and all committees, except where inconsistent with law, the Articles of Incorporation, these By-Laws or the rules adopted by any such committee for the conduct of its meeting.

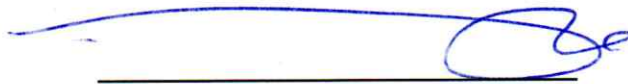
ARTICLE 15
Amendments

The Board of Directors may later amend, revise, add to, repeal or rescind these By-Laws and/or adopt new By-Laws by a majority vote of all of the Directors of the Board of Directors, provided that notice of the proposed alteration, amendment, revision, additions, repeal or rescission of the By-Laws or adoption of new By-Laws shall have been given at least ten (10) days preceding the meeting.

These By-Laws accepted and adopted for Adopt-a-Village in Guatemala, Inc., a non-profit Florida and Oregon Corporation, this 16th day of March, 2024.



President



Vice President



Secretary