

BY LAWS

KIDS FIRST! INC.

ARTICLE I
MEMBERSHIP

Section 1 – Qualifications:

Membership in the Corporation shall be open to all persons on the basis of the criteria set forth in the corporation's Articles of Incorporation.

Section 2 – Fees:

Each member shall pay such annual dues as established by the Board of Directors, from year to year.

ARTICLE II
MEMBERS' MEETINGS

Section 1 – Annual Meeting:

The annual meeting of the members shall be held in February of each year, at such time as the Board of Directors shall authorize. Notice of the annual meeting shall be given by the Secretary by serving personally or by U.S. Mail or by electronic mail, not less than thirty (30) days and not more than sixty (60) days previous to such meeting, addressed to each member of record. An agenda shall be sent together with the notice. Any and all requirements for notices of such meeting may be waived by any member by written waiver or by personal attendance at the meeting.

Section 2 – Special Meetings Affecting All Members:

Special meetings of the members for any purpose or purposes other than those regulated by statute affecting the interests of all members may be called by resolution of the Board of Directors or by the President, and must be called by the President at the request in writing by a majority of the members in good standing.

Section 3 – Special Meetings of Members:

Special meetings of the members may be called by the Board of Directors, or the President, with the same notice requirements as set forth in Section 1 above.

Section 4 – Voting:

Members entitled to vote at meetings may do so in person or by proxy appointed by an instrument in writing subscribed by the member or by his duly authorized attorney. Each member in good standing shall be entitled to one vote at the annual or special meeting.

Section 5 – Quorum:

At any meeting of the members of the Corporation, except as otherwise provided by statute, by these By-Laws or the Articles of Incorporation, establishing Kids First! Inc., the presence in person or by proxy of a majority of members in good standing shall constitute a quorum at the annual or at a special meeting. However, a lesser number when not constituting a quorum may adjourn the meeting from time to time until a quorum shall be presented or represented.

Section 6 – Voting at Members’ Meetings:

At any meeting of the members, except as otherwise provided by statute, by the Articles of Incorporation, by these By-Laws or the Declaration establishing the corporation, the vote of the majority of the members of the Corporation in good standing present in person or by proxy shall decide any question brought before such meeting.

ARTICLE III
BOARD OF DIRECTORS

Section 1 – Number of Directors:

The affairs and the business of the Corporation shall be managed by the Board of Directors who are required to be members of the Corporation, in good standing.

Section 2 – How Directors Are Elected:

Other than the initial Board of Directors, at the annual meeting of members, the persons duly elected by the votes cast at the election shall become Directors for the prescribed term.

Section 3 – Term of Office:

The term of office of each of the Directors shall be for three (3) years, or until the first annual meeting following the expiration of the third anniversary of their appointment.

Section 4 – General Duties of Directors:

The Board of Directors as a whole shall have the control and general management of the affairs and business of the Corporation. Such Directors shall, in all cases affecting the general interests of all members, act as a Board regularly convened by a majority, and they may adopt such rules and regulations for the conduct of their meetings, and the management and business of the Corporation as they may deem proper, not inconsistent

with the Declaration, the Articles of Incorporation, these By Laws and the Laws of the Virgin Islands of the United States of America.

Section 5 – Meetings of the Board of Directors as a Whole:

Regular meetings of the Board of Directors as a whole shall be held immediately following the annual meetings of the members and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors as a whole may be called by the President at any time and must be called by the President or the Secretary upon the written request of two (2) Directors.

Section 6 – Notice of Special Meetings of the Board of Directors:

Notice of special meetings of the Board of Directors as a whole, shall be served personally or by mail addressed to each Director at his last known address, or by electronic mail, no less than five (5) days prior to the date of such meeting. The notice of such meeting shall contain a statement of the business to be transacted. No business other than that specified in the call for the meeting shall be transacted at any such meeting. However, if all directors are present, other matters may receive consideration or be transacted. Notice of a special meeting may be waived by any Director by written waiver or by personal attendance.

Section 7 – Board of Directors Quorum:

At any meeting of the Board of Directors, as a whole, except as otherwise provided by statute, by the Articles of Incorporation, by these By Laws or the Declaration establishing the corporation, a majority of the Board of Directors shall constitute a quorum. However, a lesser number when not constituting a quorum may adjourn the meeting from time to time until a quorum shall be present or represented.

Section 8 – Board of Director Voting:

Except as otherwise provided by statute, or by the Articles of Incorporation, by these By Laws or the Declaration establishing the corporation, the affirmative vote of a majority of the Directors present at any meeting of the Board of Directors at which quorum is present shall be necessary for the transaction of any item of business. In the event of a tie vote, the President's vote shall be the deciding vote.

Section 9 – Informal Action:

Any action which may be taken at any meeting of Directors may be taken without a meeting if a consent in writing setting forth the action shall be signed by all of the Directors entitled to vote on the action and shall be filed with the Secretary of the Corporation. This consent shall have the same effect as a unanimous vote at any Director's meeting.

Section 10 – Vacancies in the Board of Directors:

Vacancies in the Board of Directors occurring between annual meetings of the members shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors.

Section 11 – Removal of Directors:

Any Director may be removed, with cause defined as conduct inconsistent with the goals and purposes of the corporation, as defined in Article II of the corporation's Articles of Incorporation, or otherwise contrary to the best interests of the corporation, at any time by a majority vote of the Board of Directors.

ARTICLE IV
OFFICERS

Section 1 – Number of Officers:

The Officers of the Corporation shall be a President, a Treasurer, and a Secretary, who shall be elected from among the members of the Board of Directors. The Board of Directors may appoint such other Officers, agents and employees as in their sole discretion they shall deem advisable, who shall be subject to recall at all times by a majority vote of the Board of Directors. Any two (2) offices, but not more than two (2), other than the offices of President and Secretary, may be held by the same person.

Section 2 – Election of Officers:

The Officers of the Corporation shall be elected annually by the Board of Directors at its meeting held immediately after the annual meeting of members and shall hold office for one (1) year and until their successors have been duly elected and qualified.

Section 3 – Removal of Officers:

Any Officer may be removed, with or without cause, and a successor elected, by a majority vote of the Board of Directors, regularly convened at a regular or special meeting.

Section 4 – President:

The President shall be the chief executive officer of the Corporation and shall have general charge of the business affairs and property thereof, subject to direction of the Board of Directors, and shall have general supervision over its officers and agents. He shall, if present, preside over all meetings of members or Board of Directors meetings and shall chair whichever Committee of which he is a member and shall approve any expenditures made from that Committee's special account. He may do and perform all

acts incident to the office of President. The President must approve payment of any bills to be paid from the general account before payment is made by the Treasurer or any other Officer.

Section 5 – Secretary:

The Secretary shall perform the following duties:

- (a) Record the minutes of the meetings of the Board of Directors and meetings of the members and document these minutes in appropriate record books;
- (b) Present and deliver all notices of meetings of the Corporation;
- (c) Act as custodian of the records and of the seal of the Corporation and affix the latter to such instruments or documents as may be authorized by the Board of Directors, including the By Law Register required by Article X;
- (d) Maintain the membership books in such a manner as to show at any time the names of the members alphabetically arranged, the members' respective place of residence, or mailing address, and the time at which each person became a member; and
- (e) Execute and fulfill all other duties incident to the Office of Secretary, including performing the functions of the President, in the event that the President and the Treasurer are unable to act.

Section 6 – Treasurer:

The Treasurer shall perform the following duties:

- (a) Have custody and responsibility for all general funds and securities of the Corporation and establish a general account for the deposit of such funds in the name of and for credit to the Corporation in such bank and safe deposit vault as the Directors may designate;
- (b) Have custody and responsibility for the funds of any Committees of which he is a member;
- (c) Make available and exhibit at all reasonable times, to any Director or member, the books and accounts of the Corporation;
- (d) Prepare and render a statement of the condition of the general finances of the Corporation at each stated meeting of the Board of Directors, if called upon to do so, and provide a full report at the annual meeting of members, as well as a separate financial report to the affected members at any special meeting called pursuant to Article II, Section 3. The Treasurer shall keep such books of account as the Board of Directors shall require; and
- (e) Execute and fulfill all other duties incident to the Office of the Treasurer, including acting as the President in the event that the President is unable to act.

Section 7 – Delegation of Duties of Officers:

In the case of the absence of any Officer or the Corporation, or for any reason the Board may deem sufficient, the Board may, except as otherwise provided by these By Laws, delegate the powers or duties of such Officer(s) to any other Officer(s) or any Director(s) for an temporary period of time, provided a majority of the entire Board concurs therewith.

Section 8 – Filling Vacancies of Board Members and Officers:

Should any vacancy occur by death, resignation or otherwise, filling of said vacancy shall occur, without undue delay, at the next regular meeting, or at a special meeting called for that purpose, by the Board of Directors.

Section 9 – Bank Accounts and Expenditures:

All disbursements of funds from the general account shall require the signature of either the President or the Treasurer and all expenditures in excess of Five Thousand Dollars (\$5000.00) at any time, shall require the signature of both the President and the Treasurer.

ARTICLE V
COMMITTEES

SECTION 1 – Committees:

The Board of Directors shall have the power to create and designate the member of any and all committees deemed necessary for the operation of the corporation and the good of its members.

ARTICLE VI
COMPENSATION OF DIRECTORS AND OFFICERS

The members of the Board of Directors and the Officers of the Corporation shall receive no compensation for their duties as such. The Treasurer may, however, by a majority vote thereof, reimburse any member of the Board or any Officer for actual expenses incurred by such Board member or Officer on behalf of the corporation. The President, however, must authorize the Treasurer prior to the Treasurer's reimbursement of himself.

ARTICLE VII
SEAL

The seal of the Corporation shall be as follows:

[Affix sample of seal here]

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX
AMENDMENTS

Amendments to the By Laws may be proposed by the Board of Directors or any member of the corporation. The By Laws may be amended, altered or replaced by the vote of a majority of the members entitled to vote at any special meeting of the members called for that purpose, or at any annual meeting of the members.

ARTICLE X
INDEMNIFICATION

Any person made a party to any action, suit or proceeding by reason of the fact that he is or was a Director, Officer or employee of the Corporation, or of any corporation on which he served at the written request of this Corporation, shall be indemnified by this Corporation against the reasonable expense, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, that such Officer, Director or employee is liable for gross negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director, Officer or employee may be entitled apart from the provisions of this article.

ARTICLE XI
DOCUMENT CONTEXT

The masculine shall be read in the feminine and the singular shall be read in the plural whenever the context of these By Laws shall plainly so require.