

BYLAWS
OF
THE LOVE QUILT PROJECT, INC.

Article I: Principal Office

The principal office of THE LOVE QUILT PROJECT, INC. (hereinafter called the "Corporation"), shall be located at 4250 North Glebe Road, Arlington, Virginia, with such additional offices as may from time to time be designated by the Board of Directors.

Article II: Purposes

The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). In furtherance of these purposes, the corporation shall sponsor volunteer projects to support, fund, and effect the design, crafting and delivery of quilts without cost to each child in South Africa who has been orphaned by AIDS (Acquired immune deficiency syndrome or acquired immunodeficiency syndrome), the disease caused by a virus called HIV (Human Immunodeficiency Virus). Each quilt given without cost to an orphan in South Africa will show these orphans that someone still cares and loves them. The corporation will also engage in educational activities to raise awareness of the terrible cost of the AIDS epidemic by, among other activities, publication of a children's book based on the fictional story of an orphan in South Africa.

The Corporation's vision: To provide a Love Quilt to every orphan child in South Africa while increasing international awareness of the South Africa HIV/AIDS pandemic.

The Corporation's mission: To bring volunteers and communities together to give hope and improve the lives of children orphaned in South Africa by HIV/AIDs..

The Corporation's core values:

- We are committed to helping children orphaned in Africa by HIV/AIDs.
- We work in partnership with communities of faith and like-minded civic groups to design, craft and deliver unique quilts to those children orphaned in Africa by HIV/AIDs to show that they are not alone and that those who participate share in their loss.
- We believe in inclusiveness and seek to promote a diversity that is reflective of our communities.
- Our core initiative and our common denominator is that of volunteers using our skills, talents and love to create beautiful, unique quilts and deliver them without

cost to those young children in Africa whose lives have been ripped apart by the epidemic of HIV/AIDs.

Love Quilt Project Description:

The Love Quilt Project provides handmade quilts to young children in South African who have been orphaned by HIV/AIDS. Estimates run as high as 1.9 million children in that country have been left without both parents as a result of the pandemic. These quilts are gifts of love that provide warmth and support to children in need. Each quilt incorporates art squares filled with messages of love drawn by children. Volunteer quilters, initially from St. Peter's Episcopal Church in Arlington, Virginia but now from around the world stitch the messages of love into the quilts. The process of making the art squares by the children who participate and stitching the quilts by adults helps teach the importance of compassion to both. When completed, each Love Quilt is given to an orphan in South Africa without charge (the Love Quilts may not be sold) identified and distributed with the cooperation of St. Francis Church, Simon's Town, St. Andrew's, Glencairn, and Homes to Grow, Masiphumelele, South Africa. The Love Quilt Project has also produced a children's storybook, "Lily's Love Quilt", written by two St. Peter's parishioners, about a child's experience with loss, recovery, hope and the power of love. The book is designed to increase international awareness of the Love Quilt Project as a response to the AIDS pandemic. The hope is that those reading it will be encouraged to participate. Proceeds will be used to fund the Love Quilt Project.

Article III: Persons Eligible for Quilts

Those children who are identified by the government of South Africa and other trusted groups or churches as orphans whose parents have both died because of HIV/AIDs.

Article IV: Board of Directors

Section 1. Powers. The property, affairs and activities of the Corporation shall be managed and controlled and its powers exercised by the Board of Directors. This Corporation shall have powers to the full extent allowed by law directly or, if delegated, under the ultimate direction of the Board of Directors, and shall be consistent with the purposes and limitations set forth in the Articles of Incorporation and these Bylaws.

Section 2. Duties.

(A) The Board of Directors may:

(1) Appoint and discharge advisors and consultants who have skills necessary or helpful to the Corporation.

(2) Employ and discharge an Executive Director for the furtherance of the purposes of the Corporation.

(3) Exercise all other powers necessary to manage the affairs and further the purposes of the Corporation in conformity with the Articles of Incorporation and these Bylaws.

(B) The Board of Directors shall:

(1) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws.

(2) Direct an Executive Director, if selected, to present at the annual meeting of the Board of Directors a financial report, verified by the Executive Director or certified by an independent public accountant or a certified public accountant or a firm of such accountants selected by the Board of Directors. This report shall be filed with the records of the Corporation and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the Board of Directors.

(3) Meet at such times and places as required by these Bylaws.

(4) Register their street addresses, phone numbers, facsimile numbers, electronic mail addresses or other electronic communication addresses with the Secretary of the Corporation, and notices of meetings mailed, telegraphed or electronically transmitted to them at such addresses shall be valid notices thereof.

(5) Appoint all officers for the Corporation, prescribe their duties and fix their compensation.

Section 3. Number and Election.

(A) The initial number of Directors shall be three and shall serve until the first meeting of Directors. At the first meeting of Directors, the initial board may vote to increase the number of Directors of the Corporation to an odd number with a minimum of five and a maximum of fifteen Directors. The initial Directors shall elect the new Directors by majority vote, however, the initial Directors shall elect the first Board of Directors so that approximately 1/3 of the Directors serve three-year terms; 1/3 of the Directors serve two-year terms and 1/3 of the Directors serve one-year terms. At each Annual Meeting thereafter, Directors shall be elected by majority vote of the Directors then in office and shall serve three-year terms. The majority of Directors shall at all times be members of St. Peter's Episcopal Church, Arlington, Virginia

(B) Any vacancy on the Board will be filled as soon as possible by the vote of a majority of the Directors then holding office and any Director so elected shall serve the remainder of the term.

(C) Directors may be removed for good cause, including repeated failure to attend meetings, by a two-thirds vote of the Directors present at a meeting at which a quorum is present. Notice of a proposed removal shall be given to the affected Director at least seven days prior to any vote on such removal.

Section 4. Annual Meetings. A meeting of the Board of Directors shall be held at least once a year. The Annual Meeting shall be called by the Executive Director, the Chair, or any two Directors, and noticed in accordance with Section 7 of this Article. In addition to the election of new Directors and other corporate business, the Board of Directors will review the Affiliate Partnership Agreement, Bylaws, Articles of Incorporation, Standards of Excellence and evaluation results to establish yearly action plans.

Section 5. Special Meetings. Special Meetings of the Board of Directors may be called by the Executive Director, the Chair of the Board of Directors, or any three directors, and noticed in accordance with Section 7 of this Article.

Section 6. Conduct of Meetings. Meetings, both Annual and Special, of the Board of Directors shall be presided over by the Chair, or, in the absence of the Chair, by the Vice Chair, or, in the absence of the vice Chair, an acting Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Board shall act as Secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Section 7. Notice. Notice of the Annual Meeting and any Special Meetings of the Board of Directors shall be given to each Director at least ten (10) business days before any such Meeting. Notice may be given by first-class mail or personally by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, such as telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, time and purpose of the meeting.

Section 8. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the Meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 9. Quorum. A majority of the total number of Directors then in office shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws. A meeting at which a quorum is initially present may continue

to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 10. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the proceedings of the Board of Directors. Such written consents shall have the same force and effect as the unanimous vote of such directors.

Section 11. Proxies. A director may vote either in person or by proxy executed in writing by the director or a duly authorized attorney-in-fact.

Section 12. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, a secured Internet service using electronic mail or instant messaging, or other communications equipment so long as all of the following apply:

(A) each Director participating in the meeting can communicate with all of the other Directors concurrently;

(B) each Director is provided with the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and

(C) the Corporation verifies that:

(1) a person communicating by telephone, electronic video screen, a secured Internet service using electronic mail or instant messaging, or other communications equipment is entitled to participate in the Board of Directors meeting as a Director, or by invitation of the Board of Directors or otherwise; and

(2) all motions, votes, or other actions required to be made by a Director were actually made by a Director and not by someone who is not entitled to participate as a Director.

Section 13. Standard of Care.

(A) General. A Director shall perform the duties of a Director, including duties as a member of any Board Committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

(B) In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) one or more officers or employees of this Corporation whom the Director believes to be reliable and competent as to the matters presented;

(2) counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

(3) a Board Committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such Committee merits confidence; so long as in any such case, the Director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

(C) A person who performs the duties of a Director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a charitable, educational or scientific purpose to which a corporation, or assets held by it, are dedicated.

(D) Investments. Except with respect to assets held for use or used directly in carrying out this Corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this Corporation's investments, the Board of Directors shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this Corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this Corporation.

(E) Confidentiality. The Officers, Directors, members of committees and employees of this Corporation must hold in confidence all information respecting the personal affairs of any person for whom or to whom the Corporation extends its services whether in furtherance of its exempt purposes or otherwise, except when required to be disclosed by state or federal law.

Section 14. Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this Corporation.

Section 15. Compensation. Directors shall serve without compensation, except that they shall be allowed and paid reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

Article V: Board Committees

Section 1. Executive Committee. There shall be an Executive Committee elected by the Board consisting of three (3) Directors, which shall have and exercise the authority of the Board except as limited by law, the Corporation's Articles of Incorporation, or these Bylaws. The Chair, the Secretary, and the Treasurer shall be members of the Executive Committee. The Chair shall act as the Chair of the Executive Committee. Minutes shall be kept recording the actions of the Executive Committee, and all such actions shall be reported to the Board at its next meeting. The Executive Director shall attend meetings of the Executive Committee unless disinvited by the Chair or the Executive Committee.

Section 2. Meetings of the Executive Committee. The Executive Committee shall meet on such days and at such times as the Executive Committee may determine from time to time and such notice thereof shall be given as the Executive Committee may prescribe by resolution. Special meetings of the Executive Committee shall be held at any time or place when called by the Chair or upon written request by any two (2) members of the Executive Committee. At any meeting of the Executive Committee a majority of the members of the Executive Committee shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee. A quorum must be present for the Executive Committee to transact business. The Executive Committee shall fix its own rules of procedure and shall meet as provided by those rules, with these Bylaws, with the Articles of Incorporation, and with law.

Section 3. Other Board Committees. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, create any number of additional committees of the Board of Directors ("Board Committees"), each consisting of two or more Directors and only of Directors, to serve at the pleasure of the Board of Directors. Appointments to any Board Committee shall be made by a majority vote of the Directors then in office. All Board Committees, including the Executive Committee, may be given all the authority of the Board of Directors, except for the powers to:

- (A) set the number of Directors within a range specified in these Bylaws;
- (B) elect Directors or remove Directors without cause;
- (C) fill vacancies on the Board of Directors or on any Board Committee;
- (D) fix compensation of Directors for serving on the Board of Directors or any Board Committee;
- (E) amend or repeal these Bylaws or adopt new Bylaws;
- (F) adopt amendments to the Articles of Incorporation of this Corporation;

(G) amend or repeal any resolution of the Board of Directors by which its express terms is not so amendable or repeatable;

(H) create any other Board Committees or appoint the members of any Board Committees;

(I) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation;

(J) approve any self-dealing transaction; or

(K) approve any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in the Virginia Code.

Section 4. Advisory Committees. The Board of Directors may establish one or more committees to advise the Board of Directors ("Advisory Committees"). The members of any Advisory Committee may consist of Directors or non-Directors and may be appointed as the Board of Directors determines. Advisory Committees may not exercise the authority of the Board of Directors to make decisions on behalf of this Corporation, but shall be restricted to making recommendations to the Board of Directors or Board Committees, and implementing Board of Directors or Board Committee decisions and policies under the supervision and control of the Board of Directors or Board Committee.

Section 5. Meetings.

(A) Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

(B) Advisory Committees. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept. The Board of Directors may adopt rules for the governance of any Board of Directors or Advisory Committee not inconsistent with the provisions of these Bylaws.

Article VI: Board Officers

Section 1. Board Officers. The officers of the Board shall be the Chair, Treasurer, Secretary, and such other officers elected in accordance with this Article. The Board may elect or appoint such other officers, assistant secretaries or assistant treasurers as it shall deem desirable, such other officers to have the authority and perform the duties

prescribed by these Bylaws or as prescribed by the Board. The Chair, Treasurer and Secretary shall be Directors.

Section 2. Election and Term of Office. The Board officers shall be elected annually by the Board at the Annual Meeting except as otherwise provided by these Bylaws. If the election of Board officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies in the positions elected by the Board may be filled or new offices created and filled at any meeting of the Board. Each Board officer elected by the Board shall hold office at the pleasure of the Board. In case of temporary absence or disability of any Board officers, the Board may appoint a substitute with power to perform the duties of such Board officer during the absence or disability.

Section 3. Removal. Any Board officer or agent elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interest of the Corporation would be served thereby, with or without cause.

Section 4. Chair of the Board. The leader of the Board ("Chair") shall preside at all meetings of the Board and Executive Committee at which the Chair shall be present. The Chair shall supervise the business and affairs of the Corporation. The Chair shall have such other powers and perform such other duties as from time to time may be assigned by the Board.

Section 5. Board Secretary. The Board secretary shall keep a record of the proceedings of all meetings of the Board. The Board secretary shall record all votes at all such meetings, serve as custodian of records and reports of the Corporation and the Board, and perform such other duties as the Board may from time to time require. The Board secretary shall have such other duties as are designated by the Board.

Section 6. Treasurer. The Treasurer shall oversee the Corporation's Executive Director in keeping accurate financial records and accounts and, whenever required by the Board or the Chair, render statements and reports showing the transactions and the financial condition of the Corporation; and in general, discharge such other duties ordinarily incident to the office of treasurer of a corporation or such duties assigned to the treasurer by the Board.

Article VII: Corporate Officers

Section 1. Officers. The officers of this Corporation, should the Directors authorize the hiring of employees, shall be an Executive Director and a Secretary. The Corporation may also have, at the discretion of the Directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that the Secretary may not serve concurrently as the Executive Director or the Chair.

Section 2. Qualifications and Election. Any person 18 years of age or older may serve as an officer of this Corporation. The officers of this Corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect on receipt of that notice by any other officer than the person resigning or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this Corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. Executive Director. The Board may engage an employee as the Executive Director. The Executive Director shall be the Chief Executive Officer of the Corporation. The Executive Director shall report directly to the Board. Subject to the direction of the Chair, the Executive Director shall see that the policies and directions of the Board are properly carried out. The Executive Director shall have continuous responsibility for the day to day actions of the Corporation. The Executive Director shall establish and carry out personnel policies and procedures, including the right to hire and fire employees, maintain corporate records, maintain adequate insurance, and represent the Corporation in legal and tax matters. The Executive Director shall have the general powers and duties of management usually vested in the office of Executive Director of a Corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. Notwithstanding anything contained in this provision to the contrary, the Executive Director must obtain the approval of the Board of Directors for: (a) any borrowing by or line of credit extended to the Corporation; and (b) any expenditure above \$15,000.00. The Executive Director, if not a Director, shall serve as an ex officio member of the Board. The Executive Director may be removed from office and terminated as an employee of the Corporation by the Board.

Section 7. Corporate Secretary. The Corporate Secretary shall attend to the giving and serving of all notices on behalf of the Corporation, shall have custody of the records and the seal of the Corporation and shall affix the seal to any instrument which requires the seal of the Corporation. Such officer shall, in general, perform all the duties and functions incident to the office of Secretary and shall also perform such other duties as may from time to time be assigned to such officer by the Board or the Executive Director.

Section 8. Subordinate Officers. The Board or the Executive Committee may create such subordinate offices as they deem desirable from time to time and may elect persons to fill such offices. The Chair may appoint persons to fill such offices upon authorization by the Board or Executive Committee. Subordinate officers appointed pursuant to this section need not be Directors. Each such subordinate officer shall hold office for such period, have such authority, and perform such duties as the Board may prescribe. Each subordinate officer shall serve at the pleasure of the Board, the Executive Committee, and the Chair, any one of which may remove a subordinate officer with or without cause at any time.

Section 9. Compensation. The salaries of the Corporate Officers shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered to the Corporation, which relate to the performance of the charitable purposes of this Corporation.

Article VIII: Corporate Funds, Contracts, Gifts

Section 1. Funds. All funds of the Corporation not otherwise employed shall be deposited in such banks, savings and loan associations, credit unions, or trust companies as the Board of Directors may from time to time determine. All checks, drafts, notes and evidence of indebtedness of the Corporation shall be signed by the Executive Director and/or such other Officer or Officers of the Corporation as the Board of Directors may from time to time designate.

Section 2. Contracts. The Executive Director or such other Officer or Director appointed by the Board, shall have the authority to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless authorized by the Board of Directors, other than the Executive Director, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 3. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors determines.

Article IX: Fiscal Year

The fiscal year for the Corporation shall be January 1 through December 31.

Article X: Indemnification

Section 1. Every person, and his or her heirs, executors and administrators, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding of any kind, whether civil, criminal, administrative,

arbitrative or investigative, or was or is the subject of any claim, and whether or not by or in the right of the Corporation, by reason of his or her being or having been a director of officer of the Corporation, or by reason of his or her serving or having served at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, committee, trust or other enterprise, or at the request of the Corporation in any capacity that under federal law regulating employee benefit plans would or might constitute him or her a fiduciary with respect to any such plan, whether or not such plan is or was for employees of the Corporation, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines, penalties, awards, costs, amounts paid in settlement and liabilities of all kinds, actually and reasonable incurred by him or her in connection with, or resulting from, such action, suit, proceeding or claim, provided that such person shall have met the standards set forth in Virginia Code Section 13.1-870 or any subsequent version of that section, and further provided that no indemnification shall be made against his or her gross negligence or willful misconduct.

Section 2. Expenses (including attorney's fees) incurred by or in respect of any such person in connection with any such action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, may be paid by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by, or on behalf of, such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

Section 3. The Board of Directors shall have the power, generally and in specific cases, to indemnify its other employees and agents to the same extent as provided in this Article with respect to its Directors and Officers.

Section 4. The provisions of this Article are in addition to, and not in substitution for, any other right to indemnity to which any person who is or may be indemnified by or pursuant to this Article may otherwise be entitled, and to the powers otherwise accorded by law to the Corporation to indemnify any such person.

Section 5. If any provision of this Article shall be adjudicated invalid or unenforceable, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the Corporation may have under the laws of the Commonwealth of Virginia.

Section 6. The Board of Directors of the Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.

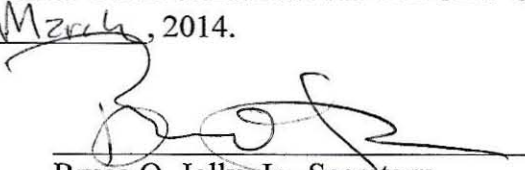
Article XI: Dissolution Clause

The Corporation may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Directors. Upon dissolution, all remaining assets of the Corporation, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to St. Peter's Episcopal Church, Arlington, Virginia, or as otherwise permitted by the Articles of Incorporation.

Article XII: Amendments

These ByLaws may be altered, amended, or repealed by a two-thirds vote of the Directors then in office at any duly scheduled meeting of the Board of Directors.

THESE BYLAWS HAVE BEEN ADOPTED BY THE UNANIMOUS VOTE OF THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION AT A DULY CALLED MEETING ON THIS 21 DAY OF March, 2014.


Bruce O. Jolly, Jr., Secretary