

BY-LAWS
OF
THE EAGLES WINGS FOUNDATION, INC.

ARTICLE I

Name and Location

Section 1. The name of this corporation shall be The Eagles Wings Foundation, Inc.

Section 2. Its principal office shall be located at 375 Possum Pass, West Palm Beach, Florida 33413.

Section 3. Other offices for the transaction of business shall be located at such other places within the State of Florida as the Board of Directors from time to time designate.

ARTICLE II

Purposes

This corporation is organized for the purpose of providing short term, post-disaster relief and organizational leadership and coordination of volunteer and professional personnel and services in the United States and abroad and for the conduct of other charitable purposes as a corporation organized exclusively for public, charitable and educational purposes.

ARTICLE III

Members

This Corporation shall have no members.

ARTICLE IV

Directors

Section 1. The affairs of the corporation shall be managed by a Board of Directors of not less than three (3) nor more than ten (10). Directors shall serve for two (2) year terms and shall be elected by the Board of Directors. Directors shall receive no compensation for their services as Directors.

Section 2. An annual Meeting of the Board of Directors shall be held at the registered office on the first Monday of December each year; provided, however, that whenever such day shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day. At such meeting, the Directors shall elect the Board of Directors and officers to serve until the next annual meeting of the Board of Directors or until successors to such Directors and officers shall be elected and qualified.

Section 3. Special meetings of the Board of Directors, to be held at the principal office of the corporation or at some other designated place either within or without the State of Florida, may be called by the President, or in his absence, by the Vice President, or by any three (3) members of the Board. By unanimous consent of the Directors, special meetings of the Board may be held without notice at any time and place. Any Director may waive notice of any meeting.

Section 4. Unless otherwise waived by the particular Director, notice of all regular and special meetings, except those specified in Section 2 of this Article, shall be mailed to each Director by the Secretary at least ten (10) days previous to the time fixed for the meeting. All notices of special meetings shall state the purpose thereof.

Section 5. A quorum for the transaction of business at any regular or special meeting of the Directors shall consist of a majority of the members of the Board,

but if only one Director be present at any regular or special meeting, he or she shall have the power to adjourn the meeting to a future time.

Section 6. The Directors shall elect the officers of the corporation and fix their salaries. Such election shall be held at the Directors' annual meeting. An officer may be removed at any time by a two-thirds (2/3) vote of the full Board of Directors.

Section 7. Vacancies in the Board of Directors may be filled by the remaining Directors at any regular or special meeting of the Directors, and the term "vacancy" shall be construed as to include vacancies created by increasing the number of Directors as authorized in these by-laws.

ARTICLE V

Officers

Section 1. The officers of this corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, who shall hold office until their successors are duly elected and qualified. No one shall be eligible to the office of President who is not a Director of the corporation. Any such officer who ceases to be a Director shall cease to hold office as President as soon as his/her successor is elected and qualified. Any two offices may be held concurrently by one person, provided that the office of President and Secretary shall never be combined.

Section 2. The President shall preside at all Directors' meetings; shall have general supervision over the affairs of the corporation and over the other officers; and shall perform all such other duties as are incident to his/her office. In case of absence or disability of the President, or when directed or authorized by the Board of Directors, his/her duties shall be performed by a Vice President.

Section 3. The Secretary shall issue notices of all Directors' meetings and shall attend and keep the minutes of the same; shall be custodian of the corporate seal, and shall perform all such other duties are incident to his/her office.

Section 4. The Treasurer shall have custody of all money and securities of the corporation and shall give bond, in such sum and with such sureties as the Directors may require conditioned upon the faithful performance of the duties of his/her office. S/he shall keep regular books of account and shall submit them, together with all his/her vouchers, receipts, records, and other papers, to the Directors for their examination and approval as often as they may require and shall perform all such other duties as are incident to his/her office.

ARTICLE VI

Committees

Section 1. The Board of Directors may appoint from their own number such committee or committees and delegate to it or them such authority as may be by the Directors deemed advisable so long as same shall be within the limits of their own authority and discretion.

Section 2. The Board of Directors may select three (3) of their number as an Executive Committee, of whom two (2) shall constitute a quorum. The Chairman of the committee shall be the President of the corporation. The President and Treasurer shall always be members of this committee.

The Executive Committee shall have and exercise full authority with reference to the investment, sale, reinvestment and administration of the principal of all funds and property devised, bequeathed, given or transferred to the corporation, shall have authority to execute property transfers, assignments, contracts, deeds, releases, receipts, acquaintances and any and all such instruments, including powers of attorney, that may be necessary in the administration of the

property and assets of the corporation. Where funds or property are given or devised to said corporation in accordance with specific conditions and provisions as to how the same shall be administered or distributed, said Executive Committee shall have full authority to carry out such specific directions.

Where funds and/or property are devised, bequeathed, given or transferred to the corporation with any instructions or conditions, it shall be the duty of the Executive Committee to investigate and agree to the specific instructions and conditions before the corporation shall accept the funds or property. The terms of an annuity shall be determined by the Executive Committee under such general directions as the Board of Directors may give.

Section 3. The Board of Directors may select three (3) of their number as an Audit Committee. They shall be responsible for an audit of the affairs of the corporation by a Certified Public Accountant and shall make such report to the annual meeting of the Board of Directors as shall be in the best interest of the corporation. A copy of each audit shall be furnished to the respective agencies or institutions for which funds are administered, or from which funds are solicited.

ARTICLE VII

Investments

All funds transferred to the corporation, unless otherwise directed, shall be invested in strict conformity with the laws of Florida regulating investments of trust funds, and the funds of the several agencies and institutions served shall be diversified in accordance with approved investment practices.

ARTICLE VIII

Limitations on Activities

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these By-Laws, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or of the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IX

Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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.

ARTICLE X

Compensation Restriction

Any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or offices will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such

employment and with the compensation ordinarily paid persons with similar positions or duties.

ARTICLE XI

Amendments

Amendments to these By-Laws may be made by vote of the Directors representing a majority of the full Board of Directors at any annual or special meeting of the Board of Directors when the proposed amendment has been set out in the notice of such meeting.