

BYLAWS
OF
HAITI HEALTH INITIATIVE

ARTICLE I. OFFICES

Section 1.1 Business Offices. The principal office of the corporation shall be located in Utah County, Utah. The corporation may have such other offices, either within or outside Utah, as the Board of Trustees may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. If a registered office of the corporation is required to be maintained in Utah, it may be, but need not be, the same as the principal office, if in Utah, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE II. MEMBERS

Section 2.1 Members. The corporation shall have no members. The corporation shall not issue shares of membership stock or other evidence concerning membership or interest in the corporation.

ARTICLE III. BOARD OF TRUSTEES

Section 3.1 General Powers. The business and affairs of the corporation shall be managed by its Board of Trustees, and administered by the Executive Committee, except as otherwise provided in the Utah Nonprofit Corporation and Co-operative Association Act, the articles of incorporation or these bylaws.

Section 3.2 Number, Election, Tenure and Qualifications. The number of trustees of the corporation shall be from three to seven, as determined by the Board of Trustees from time to time. Any action of the Board of Trustees to increase or decrease the number of trustees, whether expressly by resolution or by implication through the election of additional trustees, shall constitute an amendment of these bylaws effecting such increase or decrease. Each trustee shall hold office until his successor shall have been elected and qualified, or until his earlier death, resignation or removal. Trustees must be at least eighteen years of age but need not be residents of the State of Utah. Trustees shall be removable in the manner provided by the statutes of the State of Utah.

Section 3.3 Vacancies. Any trustee may resign at any time by giving written notice to the president or to the secretary of the corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining trustees. Any trusteeship to be filled by reason of an increase in the number of trustees shall be filled by the affirmative vote of a

majority of the trustees then in office.

Section 3.4 Regular Meetings. A regular semi-annual meeting of the Board of Trustees shall be held during the first and third quarters of the calendar year at the time and place, either within or outside Utah, determined by the board, for the purpose of electing trustees and selecting officers for nomination, and for the transaction of such other business as may come before the meeting. The Board of Trustees may provide by resolution the time and place, either within or outside Utah, for the holding of additional regular meetings.

Section 3.5 Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the president or any two trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any place as the place, either within or outside Utah, for holding any special meeting of the board called by them.

Section 3.6 Notice. Notice of each meeting of the Board of Trustees stating the place, day and hour of the meeting shall be given to each trustee at his business address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery of written notice or by telephonic or electronic notice (and the method of notice need not be the same to each trustee). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If telephonic or electronic, such notice shall be deemed to be given when the message is transmitted. Any trustee may waive notice of any meeting before, at or after such meeting. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 3.7 Presumption of Assent. A trustee of the corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

Section 3.8 Quorum and Voting. A majority of the trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, and the vote of a majority of the trustees present in person or communicating by electronic media at the meeting at which a quorum is present shall be the act of the Board of Trustees. If less than a quorum is present at a meeting, a majority of the trustees present may adjourn the meeting until a quorum shall be present. No trustee may vote or act by proxy at any meeting of trustees.

Section 3.9 Compensation. Trustees shall not receive compensation for their services as such, although the reasonable expenses of trustees of attendance at board meetings may be paid or reimbursed by the corporation. Trustees shall not be disqualified to receive reasonable

compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 3.10 Executive and Other Committees. By one or more resolutions, the Board of Trustees may designate from among its members an Executive Committee and one or more other committees, or the Board of Trustees may request an election of Officers to the Executive Committee by the general membership of the organization. Each committee may, to the extent provided in the resolution establishing such committee, exercise all of the authority of the Board of Trustees, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the Board of Trustees or any member of the board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the board shall be as established by the Board of Trustees, or in the absence thereof, by the committee itself.

Section 3.11 Meetings by Telephone. Members of the Board of Trustees or any committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.12 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the trustees or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees or committee members entitled to vote with respect to the subject matter thereof. Such consent, which may be signed in counterparts, shall have the same force and effect as a unanimous vote of the trustees or committee members.

ARTICLE IV. OFFICERS AND GOVERNMENT

Section 4.1 Number and Qualifications. The appointed officers of the corporation, namely the Executive Committee, shall be a president, a vice president, one or more directors, a secretary, and a treasurer subject to qualification and ratification by the Board of Trustees. The Executive Committee may also elect or appoint such other officers, assistant officers and agents, as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of president and secretary. Officers need not be trustees of the corporation. All officers must be at least eighteen years of age.

Section 4.2 Appointment and Term of Office. The appointed Executive Committee officers of the corporation may be appointed at the first bi-annual meeting of the Board of Trustees. If the appointment of officers shall not be held at such meeting, such appointment shall be held as soon as convenient thereafter. Each officer's position will be reviewed by the Board of Trustees on a yearly basis at the first bi-annual meeting. It is foreseen that each officer shall hold office for two years. However, each officer shall hold office until his successor shall have been duly appointed and shall have been qualified, or until his earlier death, resignation or removal.

Section 4.3 Compensation. No officer shall receive compensation. Furthermore, during any period in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, no payment of compensation (or payment or reimbursement of expenses)

shall be made in any manner so as to result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 4.4 Removal. Any officer or agent may be removed by the Board of Trustees whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not in itself create contract rights.

Section 4.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the President or to the Board of Trustees. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 4.6 Authority and Duties of Officers. The officers of the Executive Committee shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Trustees or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The President shall, subject to the direction and supervision of the Board of Trustees, (i) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the Executive Committee; (iii) see that all orders and resolutions of the Board of Trustees are carried into effect; and (iv) perform all other duties incident to the office of President and as from time to time may be assigned to him by the Board of Trustees.

(b) Vice-President. A Vice-President, shall, at the request of the President, or in his absence or inability or refusal to act, 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.

(c) Directors. One or more Directors shall assist the President and shall perform such duties as may be assigned by the President.

(d) Secretary. The Secretary shall: (i) record the minutes of the proceedings of the Board of Trustees and also the Executive Committee and any committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records; (iv) together with the President, shall sign all contracts for the organization; (v) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the president. Assistant secretaries, if any, may be assigned the same duties and powers, subject to supervision by the Secretary.

(e) Treasurer. The Treasurer shall: (i) be the principal financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and

other personal property and deposit the same in accordance with the instructions of the President and the Board of Trustees; (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Trustees statements of account showing the financial position of the corporation and the results of its operations; (iv) upon request, make such reports to the President and the Board of Trustees as may be required at any time; and (v) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Trustees. Assistant treasurers, if any, may be assigned the same powers and duties, subject to supervision by the Treasurer.

Section 4.7 Surety Bonds. The Board of Trustees may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of his duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

ARTICLE V. INDEMNIFICATION

Section 5.1 Indemnification of Trustees, Officers, Etc. The corporation hereby declares that any person who serves at its request as a trustee, officer, employee, chairman or member of any committee, or on behalf of the corporation as a trustee, director or officer of another corporation, whether for profit or not for profit, shall be deemed the corporation's agent for the purposes of this Article and shall be indemnified by the corporation against expenses (including attorneys' fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, provided such person acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Except as provided in Section 5.3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his conduct was unlawful.

Section 5.2 Indemnification Against Liability to Corporation. No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 5.1 shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action, suit or proceeding was

brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 5.3 Indemnification in Criminal Actions. No indemnification, shall be made in respect of any criminal action or proceeding as to which a person covered by Section 5.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 5.4 Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement, any other provision of these bylaws, vote of the disinterested trustees or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 5.5 Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a trustee, officer, employee or agent of the corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 5.6 Insurance. By action of the Board of Trustees, notwithstanding any interest of the trustees in such action, the corporation may, subject to Section 5.8, purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him and incurred by him in his capacity of or arising out of his status as an agent of the corporation, whether or not the corporation would have the power to indemnify him against such liability under applicable provisions of law. The corporation may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article.

Section 5.7 Right to Impose Conditions to Indemnification. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board of Trustees may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the corporation; (b) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to

be indemnified; and (c) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Section 5.8 Limitation on Indemnification. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code or would result in liability under section 4941 of the Internal Revenue Code.

ARTICLE VI. MISCELLANEOUS

Section 6.1 Account Books, Minutes, Etc. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees. All books and records of the corporation may be inspected by any trustee or his accredited agent or attorney, for any proper purpose at any reasonable time.

Section 6.2 Fiscal Year. The fiscal year of the corporation shall be as established by the Board of Trustees.

Section 6.3 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the Board of Trustees, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 6.4 Designated Contributions. The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

Section 6.5 Conflicts of Interest. If any person who is a trustee or officer of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the corporation of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the and (c) not be entitled to vote on the decision to enter into such transaction.

Section 6.6 Loans to Trustees and Officers Prohibited. No loans shall be made by the corporation to any of its trustees or officers. Any trustee or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 6.7 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1954 or later, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 6.8 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the Board of Trustees.

Section 6.9 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

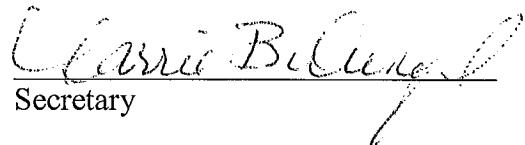
ARTICLE VII. DISSOLUTION

Section 7.1 The Board of Trustees may elect to voluntarily make a dissolution of the corporation by a unanimous vote of the Board of Trustees.

ACCEPTANCE OF BYLAWS

I certify that the above Bylaws were reviewed and accepted by the Board of Trustees.

DATED: This 7 day of November, 2010.


Secretary