

BYLAWS OF BLESSING HANDS, INC.

ARTICLE I

CORPORATE PURPOSES AND OBJECTIVES

1.1 General Purposes. The purpose of this corporation shall be for charitable and public purposes and all activities of the corporation shall be exclusively religious, charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

1.2 Nonpartisan Activities. This corporation has been formed under the Kentucky Nonprofit Corporation Acts for the charitable and public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

1.3 Dedication of Assets. The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation shall ever inure to the benefit of any private person or individual, or any member, officer or Director of this corporation. Upon the dissolution or winding up of the corporation (within the meaning of Kentucky Revised Statutes 273.303 and 273.300 or their successors), but not upon a merger, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II

OFFICES

2.1 Principal Office. The principal office for the transaction of the business of the corporation shall be located at 106 Timber Lane, Morehead, KY 403. The Board of Directors is hereby granted full power and authority to change said principal office to another location.

2.2 Other Offices. One or more branches or other subordinate offices may at any time be fixed and located by the Board of Directors at such place or places within or without the Commonwealth of Kentucky as it deems appropriate.

ARTICLE III

MEMBERSHIP

3.1 Members. This corporation shall have no members.

3.2 Effect of Prohibition. Any action, which would otherwise require approval by a majority of all members, or approval by the members, shall require only approval of the Board of Directors. All rights, which would otherwise vest under the Kentucky Nonprofit Corporation Acts in the members, shall vest in the Directors.

ARTICLE IV

DIRECTORS

4.1 Exercise of Corporate Powers. Except as otherwise provided by the Articles of Incorporation of the corporation or by the laws of the Commonwealth of Kentucky now or hereafter in force, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without limitation of the foregoing, the Board of Directors of this corporation shall have sole authority to determine the particular programs and activities in which the corporation shall engage to achieve its general purposes as set forth in the Articles of Incorporation and these bylaws. The Board may delegate the management of the day-to-day operation of the business of the corporation as permitted by law provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

4.2 Number. The number of the corporation's Directors shall be not less than three (3), with the exact number of Directors to be fixed within the limits specified by a resolution adopted by a majority of the Board of Directors.

4.3 Qualifications. The Directors of the corporation shall have a particular interest in furthering the goals and objectives of the corporation, and should possess some knowledge or expertise conducive to the furtherance of those goals and objectives.

4.4 Compensation. The Directors of the corporation shall receive no compensation as salary from the corporation but are entitled to reasonable compensation for special activities or expenses on behalf of the corporation. Such special expenses shall be reimbursed upon a vote of the Board of Directors.

4.5 Term of Office. Each Director shall hold office for a two (2) year term and shall hold such office until a successor Director has been appointed or elected.

4.6 Election and Designation. . The Directors shall be elected at each regular meeting of the Board of Directors as prescribed by Article IV of these Bylaws. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Article IV of these Bylaws. The term of

office of the Directors shall begin immediately after their election and shall continue until the expiration of the term for which elected and until their respective successors have been elected and qualified.

4.7 Vacancies. A vacancy or vacancies in the Board of Directors shall exist when any authorized position of Director is not then filled by a fully elected Director, whether caused by death, resignation, removal, change in the authorized number of Directors or otherwise. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached any duty set forth in the Kentucky Nonprofit Corporation Acts law. Vacancies on the Board may be filled by the affirmative vote of a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. Any Director may resign effective upon giving written notice to the Board, the President, or the Secretary of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. No Director may resign when the corporation would then be left without any duly elected Director in charge of its affairs.

4.8 Removal. Any and all of the Directors may be removed without cause if such removal is approved by the affirmative vote of a majority of the remaining Directors. Any reduction of the authorized number of Directors shall not have the effect of removing any Director prior to the expiration of such Director's term of office.

4.9 Meetings of Directors.

(a) Place of Meetings. Unless otherwise specified in the notice thereof, meetings (whether regular, special or adjourned) of the Board of Directors of the corporation shall be held at the principal office of the corporation for the transaction of business, as specified in accordance with Article 11 hereof, which is hereby designated as an office for such purpose in accordance with the laws Commonwealth of Kentucky or at any other place which has been designated from time to time by resolution of the Board or by written consent of all members of the Board.

(b) Regular Meetings. Regular meetings of the Board of Directors, of which three (3) days notice needs to be given as required by the laws of the Commonwealth of Kentucky, shall be held at the discretion of the Board of Directors, but not less than annually and at such other times as may be designated from time to time by resolution of the Board of Directors.

(c) Special Meetings. Special meetings of the Board of Directors may be called at any time by: the President, any Vice President, the Treasurer, the Secretary, or any one or more of the Directors.

(d) Notice-of Meetings. Except in the case of regular meetings, notice of which has been dispensed with, all meetings of the Board of Directors shall be held upon not less than three (3) days notice by first-class mail or e-mail requiring a notice of its reception or forty-eight (48) hours notice delivered personally or by telephone, telegraph, facsimile, or other electronic or wireless means. If the address of a Director is not shown on the records and is not readily

ascertainable, notice shall be addressed to him or her at the city or place in which the meetings of the Directors are regularly held. Except as set forth in Paragraph (f) below, notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

(e) Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors except as otherwise provided by law. 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.

(f) Adjourned Meetings. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the meeting to the Directors who were not present at the time of the adjournment.

(g) Waiver of Notice and Consent. Notice of a meeting need not be given to any Director who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, despite the lack of notice to such Director.

(h) Action Without a Meeting. Any action required by Kentucky Revised Statutes 273.161 to 273.390 to be taken at a meeting of the Directors of the corporation or any action which may be taken at a meeting of the Directors, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed individually or collectively by all the Directors. Such consent shall have the same force and effect as an unanimous vote, and may be stated as such in any articles or document filed with the Secretary of State under KRS 273.161 to 273.390. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

(i) Participation in Meetings by Telephonic Device. Directors may participate in regular and special meetings of the Board through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a Board meeting by such means constitutes presence in person at such meeting.

4.10 Committees of the Board; Creation; Members; Powers. The Board of Directors may, by resolution adopted by a majority of the number of Directors then in office, provided that a quorum is present, create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Subject to such limitations of purpose or authority as the Board of Directors shall impose with respect to any committee formed hereunder, a committee of the Board shall have all the authority of the Board, except as provided by the Kentucky Nonprofit Corporation Acts.

4.11 Advisory Board. The Board of Directors may appoint from time to time an Advisory Board consisting of persons whose experience and advice would be helpful to the Board in carrying out

its duties. Persons serving on the Advisory Board shall serve for such time as the Board shall determine. Members of the Advisory Board shall have no voting rights with respect to any matters.

ARTICLE V

OFFICERS

5.1 Election and Qualifications. The officers of the corporation shall be a President, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the Board of Directors shall deem expedient, who shall be chosen in such manner and hold their offices for such terms as the Board of Directors may prescribe. The same person may hold any two or more of such offices. Any Vice President, Assistant Treasurer, or Assistant Secretary, respectively, may exercise any of the powers of the President, the Treasurer, or the Secretary, respectively, as directed by the Board of Directors, and shall perform such other duties as are imposed upon such officer by the bylaws or the Board of Directors.

5.2 Appointment. The officers of the corporation shall be chosen annually by the Board of Directors, and each shall hold his or her office until he or she shall die, resign, is removed or otherwise disqualified to serve.

5.3 Term of Office and Compensation. The term of office of each of said officers shall be fixed and determined by the Board of Directors and may be altered by said Board from time to time at its pleasure, subject to the rights, if any, of said officers under any contract of employment. Its Board of Directors shall fix the salary of any officer of this corporation.

5.4 Removal and Vacancies. Any officer of the corporation may be removed at the pleasure of the Board of Directors at any meeting or at the pleasure of any officer who may be granted such power by a resolution of the Board of Directors. Any officer may resign at any time upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. If any vacancy occurs in any office of the corporation, the Board of Directors may elect a successor to fill such vacancy for the remainder of the unexpired term and until a successor is duly chosen and qualified.

5.5 Powers and Duties of Chairman of the Board. The powers and duties of the Chairman of the Board, if there shall be such an officer, shall be to act as the chief executive officer of the corporation and, subject to the control of the Board of Directors, to have general supervision direction and control of the business and affairs of the corporation.

5.6 Powers and Duties of the President. The powers and duties of the President shall be to act as the chief operating officer of the corporation and, subject to the control of the Board of Directors, to manage all day-to-day business and affairs of the corporation. In the absence, disability or death

of the Chairman of the Board, the President shall exercise all the powers and perform all the duties of the Chairman of the Board.

5.7 Powers and Duties of Vice President. In case of the absence, disability or death of the President, the Vice President, if there shall be such an officer, or one of the Vice Presidents, shall exercise all the powers and perform all the duties of the President. If there is more than one Vice President, the order in which the Vice Presidents shall succeed to the powers and duties of the President shall be as fixed by the Board of Directors. The Vice President or Vice Presidents shall have such other powers and perform such other duties as may be granted or prescribed by the Board of Directors.

5.8 Powers and Duties of Secretary. The powers and duties of the Secretary are:

(a) Records. To keep a book of minutes at the principal office of the corporation, or such other place as the Board of Directors may order, of all meetings of its Directors with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present and the proceedings thereof.

(b) Seal. To keep the seal of the corporation, if there is one, and to affix the same to all instruments which may require it.

(c) Notices. To make service and publication of all notices that may be necessary or proper, and without command or direction from anyone. In case of the absence, disability, refusal or neglect of the Secretary to make service or publication of any notices, then such notices may be served and/or published by the Chairman of the Board, President, or a Vice President, or by any person thereunto authorized by either of them or by the Board of Directors.

(d) Other Duties. Generally to do and perform all such duties as pertain to the office of Secretary and as may be required by the Board of Directors.

5.9 Powers and Duties of the Treasurer. The powers and duties of the Treasurer are:

(a) Accounts. To supervise and control the keeping and maintaining of adequate and correct accounts of the corporation's properties and dealings, including accounts of its assets, liabilities, receipts, and disbursements. The books of account shall at all reasonable times be open to inspection by any Director.

(b) Deposits and Records. To oversee the management of all funds, securities, evidences of indebtedness and other valuable documents of the corporation, and, at the Treasurer's discretion, to cause any or all thereof to be deposited for the account of the corporation with such depository as may be designated from time to time by the Board of Directors.

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(c) Receipts. To receive or cause to be received, and to give or cause to be given, receipts and acquittances for moneys paid in for the account of the corporation.

(d) Disbursements. To disburse, or cause to be disbursed, all funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(e) Accountings. To render to the President and the Board of Directors, whenever they may require, accounts of all transactions and of the financial condition of the corporation.

(f) Other Duties. Generally to do and perform all such duties as pertain to the office of Treasurer and as may be required by the Board of Directors.

ARTICLE VI

CORPORATE RECORDS; REPORTS

6.1 Books of Account. The corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

6.2 Inspection of Records by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the corporation. Such inspection by a Director may be made in person, or by agent, or attorney.

6.3 Annual Report. The Board of Directors shall cause an annual report to be published between January 1 and May 30 after the close of the fiscal or calendar year. The report shall contain all the information required by the Kentucky Nonprofit Corporation Acts and shall be accompanied by any report thereon of independent accountants, if there is no such report. The annual report shall be furnished to all Directors. An annual report to the Commonwealth of Kentucky shall also be filed containing the name of the corporation and the statement that it is incorporated under the laws of the Commonwealth of Kentucky. It shall further state the address of its registered office and the name of its registered agent at that office. The address of its principal office and the names and addresses of its directors and principal officers shall be delivered to the Secretary of State of Kentucky between January 1 and June 30.

6.4 Fiscal Year. The fiscal year of the corporation shall begin on the first day of August and end on the last day of July.

ARTICLE VII

MISCELLANEOUS PROVISIONS

7.1 Certification and Inspection of Bylaws. The corporation shall keep at its principal executive office in this State, or if its principal executive office is not in this State at its principal business office in this State, the original or a copy of these bylaws as amended to date.

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7.2 Notices. Any reference in these bylaws to the time a notice is given or sent means, unless otherwise expressly provided, the time a written notice by mail is deposited in the United States mails, postage prepaid, or the time that an e-mail is dated or the time any other written notice is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient; or the time any oral notice is communicated, in person or by telephone or wireless, to the recipient or to

a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

7.3 Indemnification of Directors, Officers, Trustees, and Employees. For the purposes of this Article VII, "agent" means any person who is or was a Director, officer, trustee, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Article VII.

Subject to the specific determination required by Article VII, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Subject to the specific determination required by Article VII, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Article VII

In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless

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and only to the extent that the court in which such action was brought shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine; (i) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or (ii) of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval.

To the extent that an agent of a corporation has been successful on the merits in defense of any proceeding referred to in Article VII or in defense of any claim, issue, or matter therein, the agent

shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Except as provided otherwise herein, any indemnification under this Article VII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Article VII, by: (i) a majority vote of a quorum consisting of Directors who are not parties to such proceeding; or (ii) the court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section.

No provision made by the corporation to indemnify its Directors or officers for the defense of any proceeding, whether contained in a resolution of Directors, an agreement or otherwise, shall be valid unless consistent with this Section. Nothing contained in this Section shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

No indemnification or advance shall be made, except as provided in this Article VII, in any circumstance where it appears: (i) that it would be inconsistent with a provision of the Articles, bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (ii) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Section.

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Nothing in this Section shall restrict the power of the corporation to indemnify its agents under any provision of law from time to time applicable to the corporation, nor shall anything in this Section authorize the corporation to indemnify its agents in situations prohibited by law.

ARTICLE VIII

CONSTRUCTION OF BYLAWS WITH REFERENCE TO PROVISIONS OF LAW

8.1 Definitions. Unless defined otherwise in these bylaws or unless the context otherwise requires, terms used herein shall have the same meaning, if any, ascribed thereto in the Kentucky Nonprofit Corporation Acts, as amended from time to time.

8.2 Bylaw Provisions Additional and Supplemental to Provisions of Law. All restrictions, limitations, requirements, and other provisions of these bylaws shall be construed, insofar as possible, as supplemental and additional to all provisions of law applicable to the subject matter thereof and shall be fully complied with in addition to said provisions of law unless such compliance shall be illegal.

8.3 Bylaw Provisions Contrary to or Inconsistent with Provisions of Law. Any article, section, subsection, paragraph, sentence, clause, or phrase of these bylaws which upon being construed in the manner provided herein shall be contrary to or inconsistent with any applicable provision of law shall not apply so long as said provision of law shall remain in effect, but such result shall not affect the validity or applicability of any other portions of these bylaws, it being hereby declared that these bylaws would have been adopted and each article, section, subsection, paragraph, sentence, clause, or phrase thereof, irrespective of the fact that any one (1) or more articles, sections, subsections, paragraphs, sentences, clauses, or phrases is or are illegal.

8.4 Corporation powers. In order to accomplish its objectives, the corporation shall have all the powers granted by the laws of the Commonwealth of Kentucky Revised Statutes Chapter 273.171, as amended.

ARTICLE IX

ADOPTION, AMENDMENT, OR REPEAL OF BYLAWS

9.1 Amendment. New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of the Board of Directors, provided such bylaws as adopted and amended are not in conflict with the Articles of Incorporation or law. No amendment may extend the term of a Director beyond that for which such Director was elected.

CERTIFICATE OF SECRETARY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby certify that the undersigned is the Secretary of Blessing Hands, a nonprofit public benefit corporation duly organized and existing under and by virtue of the laws of the Commonwealth of Kentucky; that the above and foregoing Bylaws of said corporation were duly and regularly adopted as such by the Board of Directors of said corporation; and that the above and foregoing bylaws are now in full force and effect.

Dated as of _____ 2006

Secretary of the Board of Blessing Hands, Inc.

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AMENDMENT OF BYLAWS

Original as read

6.3 Annual Report. The Board of Directors shall cause an annual report to be published between January 1 and May 30 after the close of the fiscal or calendar year. The report shall contain all the

information required by the Kentucky Nonprofit Corporation Acts and shall be accompanied by any report thereon of independent accountants, if there is no such report. The annual report shall be furnished to all Directors. An annual report to the Commonwealth of Kentucky shall also be filed containing the name of the corporation and the statement that it is incorporated under the laws of the Commonwealth of Kentucky. It shall further state the address of its registered office and the name of its registered agent at that office. The address of its principal office and the names and addresses of its directors and principal officers shall be delivered to the Secretary of State of Kentucky between January 1 and June 30.

As Admended

6.3 Annual Report. The Board of Directors shall cause an annual report to be published between August 1 and December 31st after the close of the fiscal. The report shall contain all the information required by the Kentucky Nonprofit Corporation Acts and shall be accompanied by any report thereon of independent accountants, if there is no such report. The annual report shall be furnished to all Directors. An annual report to the Commonwealth of Kentucky shall also be filed containing the name of the corporation and the statement that it is incorporated under the laws of the Commonwealth of Kentucky. It shall further state the address of its registered office and the name of its registered agent at that office. The address of its principal office and the names and addresses of its directors and principal officers shall be delivered to the Secretary of State of Kentucky between January 1 and June 30.

This admendment to the By- Laws of Blessing Hands was passed by the board on
June 17, 2007

Janet Gross, Secretary

Date