



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Hearts of East Africa, Inc.
1019 STONEBRIDGE PARK DR
FRANKLIN, TN 37069-4001

April 18, 2012

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Control # :	683663	Formation Locale:	WILLIAMSON COUNTY
Filing Type:	Corporation Non-Profit - Domestic	Date Formed:	04/04/2012
Filing Date:	04/04/2012 2:53 PM	Fiscal Year Close	12
Status:	Active	Annual Rpt Due:	04/01/2013
Duration Term:	Perpetual	Image # :	7036-0227
Public/Mutual Benefit:	Public		

Document Receipt

Receipt # : 734233	Filing Fee:	\$100.00
Payment-Check/MO - ANDREW H SMITH, NASHVILLE, TN		\$100.00

Registered Agent Address:
Andrew Harold Smith
1019 STONEBRIDGE PARK DR
FRANKLIN, TN 37069

Principle Address:
1019 STONEBRIDGE PARK DR
FRANKLIN, TN 37069-4001

Congratulations on the successful filing of your **Charter** for **Hearts of East Africa, Inc.** in the State of Tennessee which is effective on the date shown above. You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett
Secretary of State

Processed By: Carolyn Lush

State of Tennessee



Department of State
Corporate Filings
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

CHARTER
(Nonprofit Corporation)

For Office Use Only

FILED

The undersigned acting as incorporator(s) of a nonprofit corporation under the Tennessee Nonprofit Corporation Act adopts the following Articles of Incorporation.

1. The name of the corporation is: Hearts of East Africa, Inc.

2. Please complete all of the following sentences by checking one of the two boxes in each sentence:

This corporation is a [X] public benefit corporation / [] mutual benefit corporation.

This corporation is a [] religious corporation / [X] not a religious corporation.

This corporation will [X] have members / [] not have members.

3. The name and complete address of the corporation's initial registered agent and office in Tennessee is:

Andrew Harold Smith 1019 Stonebridge Park Franklin TN 37069 Williams
Name Street Address City State Zip Code County

4. List the name and complete address of each incorporator:

Andrew Harold Smith 1019 Stonebridge Park Drive Franklin TN 37069
Name Street Address City State Zip Code

Name Street Address City State Zip Code

Name Street Address City State Zip Code

5. The complete address of the corporation's principal office is:

1019 Stonebridge Park Drive Franklin TN/USA 37069
Street Address City State/Country Zip Code

6. The corporation is not for profit.

7. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time are:
Date , Time (Not to exceed 90 days.)

8. Insert here the provisions regarding the distribution of assets upon dissolution: Provisions regarding distribution of assets following dissolution are detailed in Article IV, Section (J) within the attached Articles of Incorporation.

9. Other provisions: Additional provisions are detailed in attached (1) Articles of Incorporation and (2) Corporate Bylaws, and subject to revision as stated in Article IV, Section (F).

30 MARCH 2012
Signature Date

[Signature]
Incorporator's Signature

Andrew Harold Smith
Incorporator's Name (typed or printed)

Received by Tennessee Secretary of State The Harrell, 04/04/2012, 14:55:53, 7936-0227

Article I

THE NAME OF THE CORPORATION IS: HEARTS OF EAST AFRICA, INC.

Article II

THE PRIMARY OBJECTIVE OF HEARTS OF EAST AFRICA, INC. IS TO RAISE AND DISTRIBUTE FINANCIAL SUPPORT AND MATERIALS THAT WILL SUPPORT AND PROMOTE THE CARE OF CHILDREN AND YOUNG ADULTS OF EAST AFRICA WITH HEART DISEASE. OUR GOAL IS TO MAKE BOTH THE MEDICAL AND SURGICAL CARE OF CHILDREN AND YOUNG ADULTS WITH HEART DISEASE NOT ONLY POSSIBLE, BUT SELF-SUSTAINING, IN AN AREA OF THE WORLD WHERE RESOURCE LIMITATIONS WOULD OTHERWISE RENDER SUCH DISEASES FATAL. THE ACCESS TO SUCH SUPPORT SHOULD BE INDISCRIMINATE OF INCOME, SOCIAL CLASS, OR NATIONAL ORIGIN.

THIS CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE PURPOSES. TO THIS END, THE CORPORATION SHALL AT ALL TIMES BE OPERATED EXCLUSIVELY FOR CHARTIABLE PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS NOW ENACTED OR HEREAFTER AMNEDED. ALL FUNDS, WHETHER INCOME OR PRINCIPAL, AND WHETHER ACQUIRED BY GIFT OR CONTRIBUTION OR OTHERWISE, SHALL BE DEVOTED TO SAID PURPOSES.

Article III

HEARTS OF EAST AFRICA, INC., SHALL HAVE ONE CLASS OF MEMBERSHIP. ANY INDIVIDUAL SHALL BE QUALIFIED TO BECOME A MEMBER UPON ELECTION BY THE BOARD OF DIRECTORS, AND SHALL CONTINUE AS A MEMBER UNTIL THE INDIVIDUALS TERM HAS EXPIRED, AS FIXED BY THE BOARD OF DIRECTORS.

Article IV

(A) THE CORPORATION SHALL HAVE PERPETUAL SUCCESSION IN ITS CORPORATE NAME.

(B) MEETINGS OF THE DIRECTORS AND OFFICERS MAY BE HELD ANYWHERE IN THE UNITED STATES OF AMERICA.

(C) NO OFFICER OR DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR ANY BREACH OF FIDUCIARY DUTY AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, EXCEPT (TO THE EXTENT PROVIDED BY APPLICABLE LAW) FOR LIABILITY (I) FOR BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION, (II) FOR ACTS OF OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW OR (III) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT.

(D) THE CORPORATION SHALL MAKE NO CONTRIBUTION FOR OTHER THAN CHARITABLE PURPOSES IN ACCORDANCE WITH PURPOSES SET FORTH UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

(E) THE CORPORATION MAY BE A PARTNER TO THE MAXIMUM EXTENT PERMITTED BY LAW IN ANY ENTERPRISE WHICH IT WOULD HAVE POWER TO CONDUCT BY ITSELF.

HEARTS OF EAST AFRICA, INC.
ARTICLES OF INCORPORATION
Effective: 30 March 2012

(F) THE DIRECTORS OF THE CORPORATION MAY MAKE, AMEND, OR REPEAL THE CORPORATE BYLAWS IN WHOLE OR IN PART.

(G) THE CORPORATION MAY SOLICIT AND RECEIVE CONTRIBUTIONS FROM ANY AND ALL SOURCES AND MAY RECEIVE AND HOLD, IN TRUST OR OTHERWISE, FUNDS RECEIVED BY GIFT OR BEQUEST.

(H) NO PART OF THE NET EARNINGS OR THE ASSETS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF ANY OFFICER OR DIRECTOR OF THE CORPORATION OR ANY PRIVATE INDIVIDUAL, EXCEPT THAT THE CORPORATION MAY PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF ITS EXCEPT PURPOSES.

(I) NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, EXCEPT TO THE EXTENT PERMITTED BY SECTION 501(H) OF THE INTERNAL REVENUE CODE, AND THE CORPORATION SHALL NOT PARTICIPANT 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 PROVISIONS OF THE ARTICLES OF ORGANIZATION, THE CORPORATION SHALL NOT CARRY ON NAY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY A CORPORATION EXCEPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE.

(J) IN THE EVENT OF THE DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL LIABILITIES OF THE CORPORATION, SHALL DISTRIBUTE, IN ANY PROPORTION CONSIDERED PRUDENT, ALL THE ASSETS OF THE CORPORATION, PURSUANT TO CHARITABLE OR EDUCATIONAL PURPOSES AND AT THE TIME QUALIFYING AS AN EXCEPT ORGANIZATION OR ORGANIZATIONS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS THE BOARD OF DIRECTORS SHALL DETERMINE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

(K) THE DIRECTORS SHALL HAVE THE POWER TO FIX THEIR COMPENSATION FROM TIME TO TIME. NO CONTRACT OR TRANSACTION BETWEEN THE CORPORATION AND ONE OR MORE OF ITS DIRECTORS OR OFFICERS, OR BETWEEN THE CORPORATION AND ANY OTHER CORPORATION, PARTNERSHIP, ASSOCIATION OR OTHER ORGANIZATION IN WHICH ONE OR MORE OF ITS DIRECTORS OR OFFICERS ARE DIRECTORS OR OFFICERS, OR HAVE FINANCIAL OR OTHER INTEREST, SHALL BE VOID OR VOIDABLE SOLELY FOR THIS REASON, OR SOLELY BECAUSE THE DIRECTOR OR OFFICER IS PRESENT AT OR PARTICIPATES IN THE MEETING OF THE BOARD OF DIRECTORS OF COMMITTEE THEREOF WHICH AUTHORIZES THE CONTRACT OR TRANSACTION, OR SOLELY BECAUSE HIS OR THEIR VOTES ARE COUNTED FOR SUCH PURPOSE, NOR SHALL ANY DIRECTOR OR OFFICER BE UNDER ANY LIABILITY TO THE CORPORATION ON ACCOUNT OF ANY SUCH CONTRACT OR TRANSACTION IF:

- (1) THE MATERIAL FACTS AS TO HIS RELATIONSHIP OR INTEREST AND AS TO THE CONTRACT OR TRANSACTION ARE DISCLOSED OR ARE KNOWN TO THE BOARD OF DIRECTORS OR THE COMMITTEE, AND THE BOARD OR COMMITTEE

AUTHORIZED THE CONTRACT OR TRANSACTION BY THE AFFIRMATIVE VOTES OF A MAJORITY OF THE DISINTERESTED DIRECTORS, EVEN THOUGH THE DISINTERESTED DIRECTORS BE LESS THAN A QUORUM; OR

- (2) THE CONTRACT OR TRANSACTION IS FAIR AS THE CORPORATION AS OF THE TIME IT IS AUTHORIZED, APPROVED OR RATIFIED, BY THE BOARD OF DIRECTORS OR A COMMITTEE THEREOF. COMMON OR INTERESTED DIRECTORS MAY BE COUNTED IN DETERMINING THE PRESENCE OF A QUORUM AT A MEETING OF THE BOARD OF DIRECTORS OR OF A COMMITTEE WHICH AUTHORIZES THE CONTRACT OR TRANSACTION.

(M) THE CORPORATION SHALL, TO THE EXTENT LEGALLY PERMISSIBLE, INDEMNIFY ANY PERSON SERVING OR WHO HAS SERVED AS A DIRECTOR, OFFICER, EMPLOYEE, OR OTHER AGENT OF THE CORPORATION, OR AT ITS REQUEST AS A DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT OF ANY ORGANIZATION, OR AT ITS REQUEST IN ANY CAPACITY WITH RESPECT TO ANY EMPLOYEE BENEFIT PLAN, AGAINST ALL LIABILITIES AND EXPENSES, INCLUDING AMOUNTS PAID IN SATISFACTIONS OF JUDGMENTS, IN COMPROMISE OF AS FINES AND PENALTIES, AND COUNSEL FEES, REASONABLY INCURRED BY HIM IN CONNECTION WITH THE DEFENSE OR DISPOSITION OF ANY ACTION, SUIT OR OTHER PROCEEDING, WHETHER CIVIL OR CRIMINAL, IN WHICH HE MAY BE INVOLVED OR WITH WHICH HE MAY BE THREATENED, WHILE IN OFFICE OR THEREAFTER, BY REASON OF HIS BEING OR HAVING BEEN SUCH AS DIRECTOR OR OFFICER (OR IN ANY CAPACITY WITH RESPECT TO ANY EMPLOYEE BENEFIT PLAN), EXCEPT WITH RESPECT TO ANY MATTER AS TO WHICH HE SHALL HAVE BEEN ADJUDICATED IN ANY PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION (OR, TO THE EXTENT THAT SUCH MATTER RELATES TO SERVICE WITH RESPECT TO AN EMPLOYEE BENEFIT PLAN, IN THE BEST INTEREST OF THE PARTICIPANTS OR BENEFICIARIES OF SUCH EMPLOYEE BENEFIT PLAN); PROVIDED, HOWEVER THAT AS TO ANY MATTER DISPOSED OF BY A COMPROMISE PAYMENT BY SUCH PERSON, PURSUANT TO A CONSENT DECREE OR OTHERWISE, NOT INDEMNIFICATION EITHER FOR SAID PAYMENT OR FOR ANY OTHER EXPENSES SHALL BE PROVIDED UNLESS SUCH AS COMPROMISE AND INDEMNIFICATION THEREFORE SHALL BE APPROVED:

- (1) BY A MAJORITY VOTE OF A QUORUM CONSISTING OF DISINTERESTED DIRECTORS
- (2) IF SUCH A QUORUM CANNOT BE OBTAINED, THEN BY A MAJORITY VOTE OF A COMMITTEE OF THE BOARD OF DIRECTORS CONSISTING OF ALL THE DISINTERESTED DIRECTORS
- (3) IF THERE ARE NOT TWO OR MORE DISINTERESTED DIRECTORS IN OFFICE, THAN BY A MAJORITY OF THE DIRECTORS THEN IN OFFICE, PROVIDED THEY HAVE OBTAINED A WRITTEN FINDING BY SPECIAL INDEPENDENT LEGAL COUNSEL APPOINTED BY A MAJORITY OF THE DIRECTORS TO THE EFFECT THAT, BASED UPON A REASONABLE INVESTIGATION OF THE RELEVANT FACTS AS DESCRIBED IN SUCH OPINION, THE PERSON TO BE INDEMNIFIED APPEARS TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION (OR, TO THE EXTENT THAT SUCH MATTER RELATES TO SERVICE WITH RESPECT TO AN EMPLOYEE BENEFIT PLAN, IN THE BEST INTERESTS OF THE PARTICIPANTS OR BENEFICIARIES OF SUCH EMPLOYEE BENEFIT PLAN); OR
- (4) BY COURT OF COMPETENT JURISDICTION.

IF AUTHORIZED IN THE MANNER SPECIFIED ABOVE FOR COMPROMISE OF PAYMENTS, EXPENSES INCLUDING COUNSEL FEES, REASONABLY INCURRED BY ANY SUCH

HEARTS OF EAST AFRICA, INC.
ARTICLES OF INCORPORATION
Effective: 30 March 2012

PERSON IN CONNECTION WITH THE DEFENSE OR DISPOSITION OF ANY SUCH ACTION, SUIT OR OTHER PROCEEDING MAY BE PAID FOR TIME TOT TIME BY THE CORPORATION IN ADVANCE OF THE FINAL DISPOSITION THEREOF UPON RECEIPT OF (A) AN AFFIDAVIT OF SUCH INDIVIDUAL OF HIS GOOD FAITH BELIEF THAT HE HAS MET THE STANDARD OF CONDUCT NECESSARY OF FOR THE INDEMNIFICATION UNDER THIS ARTICLE, AND (B) AN UNDERTAKING BY SUCH INDIVIDUAL TO REPAY THE AMOUNTS SO PAID TO THE CORPORATION IF IT IS ULTIMATELY DETERMINED THAT INDEMNIFICATION FOR SUCH EXPENSES IS NOT AUTHORIZED BY LAW OR UNDER THIS ARTICLE, WHICH UNDERTAKING MAY BE ACCEPTED WITHOUT REFERENCE TO THE FINANCIAL ABILITY OF SUCH PERSON TO MAKE REPAYMENT.

THE RIGHTS OF INDEMNIFICATION HEREBY PROVIDED SHALL NOT BE EXCLUSIVE OF OR AFFECT ANY OTHER RIGHTS TO WHICH ANY SUCH INDEMNIFIED PERSON MAY BE ENTITLED. NOTHING CONTAINED HEREIN SHALL AFFECT ANY RIGHTS TO INDEMNIFICATION TO WHICH CORPORATE PERSONNEL OTHER THAN THE PERSONS DESIGNATED IN THIS ARTICLE MAY BE ENTITLED BY CONTRACT, BY VOTE OF THE BOARD OF DIRECTORS, OR OTHERWISE UNDER LAW. AS USED HEREIN THE TERMS "PERSON," "DIRECTOR," "OFFICER," "EMPLOYEE," AND "AGENT" INCLUDE THEIR RESPECTIVE HEIRS, EXECUTORS AND ADMINISTRATORS, AND AN "INTERESTED" DIRECTOR OR OFFICER IS ONE AGAINST WHOM IN SUCH CAPACITY THE PROCEEDING IN QUESTION OR OTHER PROCEEDING ON THE SAME OR SIMILAR GROUNDS IS THEN PENDING.

IF ANY TERM OR PROVISION HEREOF, OR THE APPLICATION THEREOF TO ANY PERSON OR CIRCUMSTANCES, SHALL TO ANY EXTENT BE HELD INVALID OR UNENFORCEABLE, THE REMAINED HEREOF, OR THE APPLICATION OR SUCH TERM OR PROVISION TO PERSONS OR CIRCUMSTANCES OTHER THAN THOSE AS TO WHICH IT IS HELD INVALID OR UNENFORCEABLE, SHALL NOT BE AFFECTED THEREBY, AND EACH TERM AND PROVISION HEREOF SHALL BE HELD VALID AND BE ENFORCED TO THE FULLEST EXTENT PERMITTED BY LAW.

(N) ALL REFERENCES HEREIN TO (I) THE INTERNAL REVENUE CODE SHALL BE DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986, AS NOW IN FORCE OR HEREAFTER AMENDED

Article VII

The name and residential address of each director and officer is as follows:

Director (1)

Expiration of Term: 31 DECEMBER 2013
Name: REBEKAH NESBITT
Residential address: 5306A Georgia Avenue
City and State: Nashville, TN 37209
Email address: rbnezzy@yahoo.com

Director (2)

Expiration of Term: 31 DECEMBER 2013
Name: KRISTEN BARRY
Residential address: 601 Old Hickory Blvd #113
City and State: Brentwood, TN 37027
Email address: kristennicoleb@gmail.com

Director (3)

Expiration of Term: 31 DECEMBER 2013
Name: LEAH SUPALLA
Residential address: 5306B Georgia Avenue
City and State: Nashville, TN 37209
Email address: leahdisque@gmail.com

President

Expiration of Term: 31 DECEMBER 2013
Name: ANDREW H. SMITH
Residential address: 1019 STONEBRIDGE PARK DRIVE
City and State: FRANKLIN, TENNESSEE 37069
Email address: ahs1975@me.com

Secretary

Expiration of Term: 31 DECEMBER 2013
Name: ANDREW H. SMITH
Residential address: 1019 STONEBRIDGE PARK DRIVE
City and State: FRANKLIN, TENNESSEE 37069
Email address: ahs1975@me.com

Treasurer

Expiration of Term: 31 DECEMBER 2013
Name: ANDREW H. SMITH
Residential address: 1019 STONEBRIDGE PARK DRIVE
City and State: FRANKLIN, TENNESSEE 37069
Email address: ahs1975@me.com

ARTICLE I

Purposes of the Corporation

As set forth in the Articles of Incorporation, Hearts of East Africa, Inc. is organized exclusively for charitable and educational purposes.

Mission

Hearts of East Africa, Inc. promotes and supports the care of children and young adults of East Africa with heart disease.

Vision

Our vision is not only to make the medical and surgical care of this vulnerable population possible, but also self-sustaining, in an area of the world where resource limitations would otherwise render such diseases fatal.

Primary objectives

1. Promote the accessibility of medical and surgical care of children and young adults with heart disease in East Africa.
2. Create and support a system for the provision of care that will be self-sustainable.
3. Eliminate barriers for provision of care including income, social class, and religion.

ARTICLE II

Offices

Section 2.01 Location. The principal office of Hearts of East Africa, Inc. shall be located within or without the State of Tennessee, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. Hearts of East Africa Inc. shall continuously maintain within the State of Tennessee a registered office at such place as may be designated by the Board of Directors.

ARTICLE III

Membership

Section 3.01 Members. Hearts of East Africa, Inc. shall have one class of membership. Any individual shall be qualified to become a member upon election by the Board of Directors, and shall continue as a member until the individual's term has expired, as fixed by the Board of Directors.

ARTICLE IV

Board of Directors

Section 4.01. Power of Board. The affairs of Hearts of East Africa, Inc. shall be managed by the Board of Directors. Directors may be residents of the State of Tennessee, other parts of the United States, or other countries.

Section 4.02. Number of Directors. The number of Directors of Hearts of East Africa, Inc. shall be not less than three nor more than nine. The number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to less than three.

Section 4.03. Election and Term of Directors.

(a) The first Board of Directors of Hearts of East Africa, Inc. shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first annual election of Directors.

(b) Election of Board members shall occur at each annual meeting of the Board of Directors. The terms of directors shall be staggered. Initial Board members shall serve staggered terms of one and two years. Thereafter, Board members shall serve two-year terms with approximately half of the Directors elected at each annual meeting. Each director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected and qualified.

Section 4.04 Qualifications. A majority of Directors must reside in the United States.

Section 4.05. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office and shall serve until his/her successor is elected and qualified.

Section 4.06 Removal of Directors. A director may be removed by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the Board of 3 Directors, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4.07 Resignation. Except as otherwise required by law, a director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 4.08 Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, a majority of the directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, 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.

Section 4.09 Meetings of the Board.

(a) Meetings of the Board of Directors, regular or special, may be held at such place within or without the State of Tennessee and upon such notice as may be prescribed by resolution of the Board of Directors.

(b) An annual meeting shall be held once a year at a time and location set by the Board of Directors. The Board shall hold at least four regular meetings a year, but may meet more frequently if circumstances require.

(c) A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(d) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

Section 4.10 Informal Action by Directors; Meetings by Conference Telephone.

(a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

(b) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

Section 4.11 Voting. Each Director shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed. In the event of a tie, voting

Section 4.12 Compensation. Directors shall not receive any compensation from Hearts of East Africa, Inc. for services rendered to the Corporation as members of the Board, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board.

Section 4.13. Absence. Each Board member is expected to communicate with the President in advance of all Board meetings stating whether or not s/he is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Board member who is absent from three successive Board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

ARTICLE V Committees

Section 5.01 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 5.02. Executive Committee. Between meetings of the Board of Directors, ongoing oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the officers of the Board.

Section 5.03. Finance/Audit Committee. The Finance/Audit Committee is responsible for ensuring that Hearts of East Africa, Inc. financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The Treasurer of the Board shall always be a member of the Finance/Audit Committee.

Section 5.04. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 5.05. Term of Office. Each member of a committee shall serve for one year until the

next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 5.06. Vacancies. Vacancies in the membership of committees may be filled by the President.

Section 5.07. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VI

Officers, Agents, and Employees

Section 6.01. Officers. The Board of Directors of Hearts of East Africa, Inc. shall elect a President, a Secretary, and a Treasurer. Officers shall not receive any salary and must be directors of the Corporation. Any two offices may be held by the same person.

Section 6.02 Term of Office. The officers of Hearts of East Africa, Inc. shall be elected for one-year terms at the regular annual meeting of the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected or appointed and qualified.

Section 6.03 Removal. Any officer may be removed by a majority vote of the Board of Directors in office whenever in the Board's judgment the best interests of the Corporation will be served thereby.

Section 6.04 Resignation from Office. Officers may resign at any time by providing written notice to the President.

Section 6.05 Powers and Duties. The powers and duties of the officers of Hearts of East Africa, Inc. shall be as follows:

(a) Chair. The Chair shall preside at the meetings of the Board of Directors. In the absence of paid staff, the Chair shall ensure the supervision and administration of the business and affairs of the Corporation. The Chair shall play a major role in resource development and in representing the organization within and outside the community. The Chair, as well as any other proper officer or staff person of Hearts of East Africa, Inc. authorized by the Board of Directors, may sign any deeds, bond, mortgages, or other instruments and enter into agreements necessary to carry out the missions and programs of Hearts of East Africa, Inc., except where these Bylaws or policies adopted by the Board require the signature of some other officer or agent of the Corporation. The Chair shall communicate to other officers or to the Board of Directors such matters and make such suggestions as may in her/his opinion tend to promote the prosperity and welfare and increase the usefulness of Hearts of East Africa, Inc. and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office.

(b) Secretary. The Secretary shall be responsible for keeping an accurate record of all meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board. The Secretary shall have custody of the corporate seal of the Corporation, if any, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing

by his/her signature. In case of the absence of the Chair, or of her/his inability from any cause to act, the Secretary shall perform the duties of that office. Like the President, the Secretary shall play a major role in resource development and in representing the organization within and outside the community.

(d) **Treasurer.** The Treasurer shall be responsible for financial management and oversight, including ensuring that appropriate fiscal records are kept and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management.

Section 6.06. Agents and Employees. The Board of Directors may choose to appoint an Executive Director, who shall serve at the pleasure of the Board. The Executive Director shall hire, direct, and discharge all other agents and employees, who shall have such authority and perform such duties as may be required to carry out the operations of the Corporation. Any employee or agent may be removed at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 6.07 Compensation. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered. The Board shall determine the level of compensation of the Executive Director, and shall approve compensation guidelines for other categories of employees. The Board may require officers, agents, or employees to give security for the faithful performance of their duties.

ARTICLE VII

Miscellaneous

Section 7.01. Fiscal Year. The fiscal year of the corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 7.02 Corporate Seal. The corporate seal, if any, shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "State of Tennessee" and 2012, the year the Corporation was formed, in the center.

Section 7.03. Contracts and Other Documents. The Board of Directors may authorize the President, the Executive Director, if any, and the Secretary in the absence of an Executive Director to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf. Such authority may be invested in other officers or agents of the Corporation from time to time for specific purposes.

Section 7.04. Gifts. The Board of Directors may authorize the Executive Director and the Secretary, as well as the Chair, to accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of Hearts of East Africa, Inc.

Section 7.05 Checks, Drafts, Loans, Etc. All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of Hearts of East Africa, Inc. shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be from time to time determined by the Board of Directors. In the absence of such determination, such instrument shall be signed by the Chair, except that disbursements over a specific amount, to be set by the Board from time to time, shall be considered "special disbursements" and must be approved in advance by the Board of Directors.

Section 7.06. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

Section 7.07 Books and Records to be Kept. The Corporation shall keep at its registered office in the State of Tennessee (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the Board members entitled to vote. All books and records of the Corporation may be inspected by any Board member having voting rights, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 7.08 Amendment of Articles and Bylaws. The Articles of Incorporation and the Bylaws of the Corporation may be adopted, amended, or repealed by a majority vote of the directors then in office, provided that at least ten days' written notice has been given each member of the Board of the intention to adopt, amend, or repeal the Articles of Incorporation or the Bylaws.

Section 7.09 Loans to Directors and Officers. No loans shall be made by the Corporation to its directors or officers.

Section 7.10 Indemnification and Insurance.

(a) Unless otherwise prohibited by law, Hearts of East Africa, Inc. shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for-profit or not-for-profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which s/he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Corporation.

(b) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that s/he is not entitled to indemnification under this Article.

(c) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

(d) The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

(e) The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him/her

which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

(f) In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of o 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in o 4941(d) or o 4945(d), respectively, of the code.

(g) If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

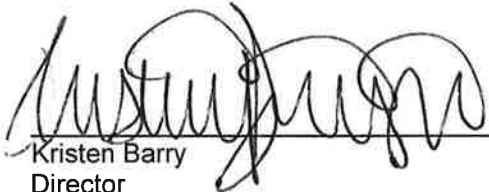
These Bylaws were approved by the Board of Directors on 30 MARCH 2012



Andrew H. Smith
President and Chair



Rebekah Nesbitt
Executive Director



Kristen Barry
Director



Leah Supalla
Director