

BYLAWS OF
Wholesome Life Transformation
A District of Columbia Non-Profit Corporation

ARTICLE I – NAME

The name of the Corporation shall be “Wholesome Life Transformation”

ARTICLE II – PURPOSES

The Corporation is organized exclusively for charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation will only engage in activities that are in furtherance of charitable purpose.

ARTICLE III - OFFICES

The principal office of the Corporation shall be located in the District of Columbia. The Corporation may also have offices at such other places as the Directors of the Corporation may from time to time designate or as the purposes of the Corporation may require.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. General Powers.

The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications.

The number of Directors of the Corporation shall be initially 4, and may be increased by the Board of Directors. The interim Directors, as named in the Articles of Incorporation, shall serve their term until successor Directors are chosen. Directors shall serve a term of 1 year or until successor Directors are duly appointed and qualified.

Section 3. Selection.

Directors shall be elected by a majority vote of the Directors then serving.

Section 4. Regular Meetings.

A regular meeting of the Board of Directors shall be held at least one (1) time per year. Other regular meeting times shall be held as designated from time to time by the Board.

Section 5. Special Meetings.

Special meetings of the Board of Directors may be called by the request of the President, or any two Directors.

Section 6. Place of Meetings.

The Board of Directors may hold its regular and special meetings at such place as they designate. In the absence of such determination, regular and special meetings of the Board shall be held by telephone conference call.

Directors may participate in a meeting of the Board or Board-approved committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meetings can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

Section 7. Notice.

Notice of the place, day and hour of every regular and special meeting shall be given to each Director at least three (3) days before the time fixed for the meeting, by notice delivered personally, by phone, fax, electronic mail or voice mail, or mailed to each Director at such Director's address of record. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 8. Waiver of Notice.

No notice of a meeting need be given to any Director who, in writing executed and filed with the records of the meeting either before or after the meeting, waives such notice.

A Director's attendance at or participation in a meeting shall waive any required notice to the Director of the meeting unless the Director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 9. Quorum.

The presence of a majority of the Board of Directors then serving shall constitute a quorum for the transaction of business at every meeting.

Section 10. Action by the Directors.

Except as otherwise provided in the Articles of Incorporation or these Bylaws, the action of a majority of the Board who are present and eligible to vote at a meeting at which a quorum is present, shall be the action of the Board of Directors.

Any action of the Directors may be taken without a meeting if a written consent setting forth the action taken is signed by all Directors then serving and filed with the minutes of the Corporation.

Section 11. Vacancies.

Any vacancy occurring in the Board of Directors created by the death or resignation of a Director, or by an increase in the number of Directors, shall be filled by the Directors then serving.

Section 12. Removal.

Any Director may be removed from office by a vote of a majority of the Directors, with or without cause. Another Director may be elected in the place of the person so removed to serve for the remainder of such removed Director's term.

Section 13. Compensation.

Directors shall receive no compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

Section 14. Minutes and Records.

The Board of Directors shall keep minutes of its meetings and a full account of all of its transactions.

ARTICLE V – OFFICERS

Section 1. General.

The Board of Directors shall choose the officers of the Corporation. The Officers of the Corporation shall act as its agents under the direction of the Board of Directors. The officers shall consist of a President, a Vice-President, a Secretary, a Treasurer and any such other officers as the Board may deem advisable. The President shall be chosen from among the Board of Directors. Any two offices, except those of President and Treasurer, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity, when such instrument is required to be executed, acknowledged or verified by any two or more officers. The Board of Directors may from time to time appoint such other agents and employees with such powers and duties as the Board may deem proper.

Section 2. Term.

Each officer shall serve for a term of 1 year and thereafter until a successor has been appointed.

Section 3. President.

The President shall, when present, preside at all meetings of the Board of Directors. The President shall have general management and direction of the activities of the Corporation and all powers ordinarily exercised by the President of a corporation, and shall have authority to sign and execute, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments to be executed on the Corporation's behalf.

Section 4. Vice-President.

In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President, (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their designated seniority) shall perform the duties of the President, and when so acting, shall have and may exercise all the powers of the President. Any Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5. Secretary.

The Secretary shall keep minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, maintain, authenticate and be custodian of the corporate records and of the seal of the Corporation, and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6. Treasurer.

The Treasurer shall have charge for all funds and securities of the Corporation, receive and give receipts for monies due to the Corporation, and deposit all such monies in the name of the Corporation in such banks or other depositories as shall from time to time be selected by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of his or her office in such sum and with such surety or sureties as the Board of Directors shall determine, the cost of which shall be borne by the Corporation.

The Treasurer shall keep the books of the Corporation for the purpose of full and accurate account of all monies and obligations received and paid or incurred for or on account of the Corporation, and the Treasurer shall exhibit such books at all reasonable times to any Director upon request at the offices of the Corporation.

In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Compensation.

With the exception of the Chief Executive Officer, no officers shall receive any compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses, actually and reasonably incurred on behalf of the Corporation.

Section 8. Removal.

The Board of Directors shall have the power to set the term of any officer and at any regular or special meeting to remove any officer, with or without cause. The Board may authorize any officer to remove subordinate officers.

Section 9. Vacancies.

The Board of Directors, at any regular or special meeting, shall have the power to fill a vacancy in any office.

ARTICLE VI – CHIEF EXECUTIVE OFFICER

The Board of Directors may appoint a Chief Executive Officer who shall serve as the executive director of the Corporation and shall have such powers and duties as may be articulated by the Board of Directors. The Chief Executive Officer, if appointed, shall be responsible for day-to-day implementation of the policy and guidelines of the Board of Directors. The Chief Executive Officer may be removed with or without cause by a majority vote of the Board of Directors.

ARTICLE VII – INDEMNIFICATION

The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

ARTICLE VIII – COMMITTEES

Section 1. Appointment of Board Committees.

The Board of Directors may by resolution constitute and appoint any Board Committee to perform such duties and functions as the Board may deem appropriate and as permitted by the law of the District of Columbia. All Members of Board Committees shall also be Directors of the Corporation. The Board of Directors shall appoint the chairperson of each committee.

Section 2. Advisory Committees.

The Board of Directors may by resolution create and appoint Advisory Committees to advise the Board of Directors on any matters relating to the purposes of the Corporation. Such Advisory Committees may also suggest projects, which the Corporation may undertake. Members of Advisory Committees need not be Directors of the Corporation.

Section 3. Term of Office.

Each member of every committee shall continue in office at the pleasure of the Board of Directors.

Section 4. Chairman.

One member of each committee shall be appointed chairman, either directly by the Board of Directors or in such other manner as the Board of Directors may prescribe.

Section 5. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, the presence of a majority or more of committee members shall constitute a quorum. The action of the committee members possessing a majority of the votes of the committee members present at a meeting at which a quorum is present shall be the action of the committee.

Section 6. Rules.

Each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation, with these Bylaws, with rules adopted by the Board of Directors, or with any applicable law of the District of Columbia.

Section 7. Committee Dissolution.

The Board of Directors may, in its sole discretion, dissolve any committee with or without cause by approval of a majority of the Board of Directors.

ARTICLE IX – CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. In the absence of such resolution, the President shall have this authority.

Section 2. Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, the President shall have this authority.

Section 3. Deposits.

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

Section 4. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors shall use and distribute all such contributions according to the specific purposes and conditions that were agreed upon by each donor when the contribution was received, except where the express written permission of the donor or the donor's heirs or assigns has been obtained to do otherwise.

ARTICLE X – BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having and exercising any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI – FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1st of each year and conclude on the December 31st of the year.

ARTICLE XII – AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted a majority vote of the Directors.

ARTICLE XIII – AMENDMENTS TO ARTICLES

The Articles of Incorporation of the Corporation may, to the extent allowed by law, be altered, amended, or restated and new Articles of Incorporation may be adopted by a majority vote of the Directors.

ARTICLE XIV- DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

The undersigned, as an Officer of the Corporation, does hereby certify that the foregoing are the Bylaws of the Corporation as approved and amended by vote of the Board of Directors on the 4th day of August, 2014.

Name: