

OPEN ARMS, INC./ BRYAN'S HOUSE
AMENDED AND RESTATED BYLAWS
ADOPTED 6/ 24/ 2008

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A NON-PROFIT CORPORATION

ARTICLE I

NAME AND PURPOSE

1.1 Name. This corporation was registered under the Texas NonProfit Corporation Act as The Care Foundation, Inc. on January 14, 1988. On January 27, 1988, the name of the corporation was registered as Care Coalition, Inc. On May 20, 1988 the name of the corporation was registered as Open Arms, Inc.

1.2 Purpose. This corporation is organized to meet the needs of children, women, and families who are in need of medically managed child care, respite care and community-based, family-centered support services, and the corporation shall be operated within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions hereinafter in effect. Specifically, the corporation is organized for all those charitable purposes for which a non-profit corporation may be organized under the laws of the State of Texas.

The mission of Bryan's House is to respond to the needs of children and their families by providing medically-managed child care, respite care and community-based, family-centered support services.

The corporation shall be operated exclusively for such purposes; no part of the net earnings of the corporation shall inure to the benefit of any Director or officer of the corporation or any private individual; no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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ARTICLE II

OFFICES

2.1 Principal Office. The principal office of the corporation in the State of Texas shall be located in the City of Dallas, County of Dallas. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

2.2 Registered Office and Registered Agent. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

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ARTICLE III

BOARD OF DIRECTORS

- 3.1 General Powers. The direction and management of the affairs of the corporation and the control and disposition of the properties and funds shall be vested in its duly elected and qualified Board of Directors (the "Board").
- 3.2 Number. There shall be at least fifteen (15) and up to forty (40) members of the Board of Directors. Five (5) Directors shall be officers, and the remaining Directors shall be Directors at Large. Special Directors are not considered Directors at Large and, therefore, are not included in the limitation of forty (40) members.
- 3.3 Election. Directors of the Corporation shall be elected by the Board of Directors at its May meeting, or as soon thereafter as the election conveniently may be held, and shall take office on the first of July following the election. In addition, Directors may be elected to fill a vacancy or to expand the number of members of the Board of Directors, up to the maximum specified in Section 3.2, at any meeting of the Board of Directors.
- 3.4 Declaration of Vacancy. A majority of the Board of Directors may declare a vacancy in any seat on the Board upon the death or resignation of the occupant thereof, or upon the disability of any occupant rendering him or her permanently incapable of participating in the management and affairs of the corporation.
- 3.5 Term of Director at Large. Each Director whose term begins on July 1st of any year shall serve a two (2) year term of office, and each Director whose term begins at any other time during the year shall serve until the following July 1st. If for any reason the Directors are not elected by July 1st of any year, each Director shall continue to serve until a new Board of Directors is elected and qualified. A Director shall be eligible for election to three (3) successive two (2) year terms; except that a Director who has served for three (3) successive two (2) year terms shall be eligible to continue as a Director if he or she is elected to be an officer as defined in Sections 6.1, 6.2, and 6.3 of these Bylaws. A Director whose term begins at any time during the year other than July shall be eligible for election to three (3) full terms in addition to the initial partial term. A Director shall not be eligible for re-election for a period of one (1) year after expiration of his or her third full two (2) year term.
- 3.6 Self-Perpetuating Body. The Board of Directors shall be a self-perpetuating body. The manner of electing successors to the Directors and filling vacancies occurring in the Board shall be by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board.
- 3.7 Regular Meetings. The regular meetings of the Board of Directors shall be held at least once per quarter of every calendar year. The date, time and place of such regular meetings shall be determined the Board. The Directors shall receive written notice of regular meetings.
- 3.8 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or upon request of one-third (1/3) of the Directors then serving. Notice of the call of the

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special meeting shall be at least five (5) days in advance of the meeting and may be in person, or by telephone, fax, e-mail or mail.

3.9 Annual Meetings. At one or more meetings of the Board of Directors held in each fiscal year of the Corporation, the Board of Directors shall elect Directors and Officers and hear a presentation of the annual financial report for the preceding fiscal year in addition to conducting other business that may properly come before the Board.

3.10 Quorum. Twenty-five percent (25%) of the Directors then serving shall constitute a quorum for the transaction of business. The Directors present at a duly organized meeting at which a quorum is present at any time during that meeting may continue to transact business until adjournment, even if a Director whose presence at the meeting was counted toward the quorum thereafter leaves the meeting. If less than twenty-five percent of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. 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 of Directors, unless the act of a greater number is required by law or by these Bylaws.

3.11 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by a number of the Directors equal to at least the number that would constitute a majority of the number of Directors then in office. Such consent will have the same force and effect as a majority vote of the Board of Directors, and may be stated as such in any document. Each consent must be dated and all the required consents for that action must be delivered to the Corporation by delivery to its registered office, registered agent, or principal place of business, or by delivery to an officer or agent of the Corporation having custody of the books in which proceedings of meetings of the Board of Directors are recorded. Delivery will be by hand, certified or registered mail, return receipt requested, or facsimile or electronic mail transmission within 60 days of the date of the earliest consent. For purposes of this Section 2.12, an electronic mail or other electronic transmission, telegram, or similar transmission by a Director or a photocopy, facsimile, or other reproduction of a consent signed by a Director is deemed a signed consent. Prompt notice of any action taken by the Directors under this Section 2.12 by less than unanimous consent must be given to all Directors who did not consent in writing to the action.

3.12 Voting.

- A. Each Director of the Board, with the exception of Ex-Officio Directors, shall be entitled to (1) one vote on each matter submitted to a vote of the Directors of the Board.
- B. A Director may vote in person (however attending) or by proxy executed in writing by that Director. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. A Director represented by proxy shall not be counted toward a quorum.

3.13 Removal and Resignation. Any Director elected or appointed by the Board may be removed by the Board, with or without cause and after notice and hearing, whenever in its judgment the best

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interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Director so removed. If the removal shall be for cause, the Director shall be entitled to written notice five (5) days in advance of such meeting. An affirmative vote of two-thirds of the Board present at a meeting in which a quorum is present shall be required for removal. Any Director may resign at any time by giving written notice of such resignation to the President and a copy to the Secretary. Such resignation shall take effect at the time specified therein, or immediately if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.14 Compensation. Directors may not receive any compensation for their services as a Director, officer, or as a member of a standing or special committee of the Board, but may receive reimbursement for expenses incurred on behalf of the Corporation or in attending meetings of the Board of Directors. Nothing in this Section may be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

3.15 Actions by Conference Telephone. Subject to any notice of meeting requirements in these Bylaws or under Texas law, members of the Board of Directors or members of any committee designated by such Board may participate in and hold a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Minutes of any such meeting shall be promptly prepared and circulated to all members entitled to vote at the meeting (whether they participated or not), placed in the regular corporate records containing similar meeting minutes, and called to the attention of such Board or committee at its next regular meeting.

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ARTICLE IV

NOTICE

4.1 Notice. Whenever, under the provisions of law, the Articles of Incorporation or these Bylaws, notice is required to be delivered to any Director and the manner of delivery of notice is not specified, the notice may be delivered in person, by telephone, by mail, by fax, by electronic mail, or by other similar means, postage prepaid, addressed to such Director at such address as appears on the books of the corporation. Such notice shall be deemed to be delivered at the time when the same shall be mailed, with correct postage affixed, or faxed or sent electronically, or delivered in person, or when a recorded voice message is left. "Written notice" includes any notice that can be delivered by mail, fax, electronic mail, or other similar means.

4.2 Waiver of Notice. Whenever any notice is required to be given to any Director of the corporation under the provisions of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, shall be equivalent to the giving of such notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except when a Director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

4.3 Specification of Business. Business to be transacted at a special meeting of the Board of Directors shall be limited to items specified at the time the special meeting is called. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice of such meeting, unless specifically required by law or by these Bylaws.

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ARTICLE V

INTERESTED DIRECTORS/OFFICERS

5.1 Contracts Between the Corporation and Interested Directors/Officers. Any contract or other transaction between the corporation and any of its Directors or officers (or any corporation or firm in which any of the Directors or officers are interested, directly or indirectly) shall be valid for all purposes, notwithstanding the presence of such Director or officer at the meeting authorizing or ratifying such contract or transaction or his or her participation in such meeting. The foregoing shall, however, apply only if (a) the interest of each such Director or officer is disclosed at the meeting of the Board of Directors and such disclosure will be reflected in the minutes of the meeting, (b) the entering into of such contract or transaction does not violate the proscriptions in the Articles of Incorporation, and (c) the contract, transaction or act will not result in denial of the Corporation's exemption from federal income tax. In no event, however, will any person or entity dealing with the Board of Directors or officers of the Corporation be obligated to inquire into the authority of the Board or officers to enter into and consummate any contract, transaction, or take other action.

5.2 Interested Director/Officer Vote. Each such interested Director may be counted in determining whether a quorum is present but may not vote on such contract or transaction.

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ARTICLE VI

OFFICERS, EMPLOYEES AND AGENTS

6.1 Officers. The officers of the corporation shall be the President, President-Elect, Secretary, and Treasurer, and may include a First Vice-President and Second Vice-President if the Board so determines. Officers shall have authority and perform the duties prescribed, from time to time, by the Board of Directors.

6.2 Election. The officers of the corporation shall be elected by the Board of Directors at its May meeting and shall take office on the first of July immediately following the election. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as it conveniently may be held.

6.3 Term. Each officer shall hold office for a one (1) year term or until his or her successor shall have been duly elected and shall have qualified. In practice, each officer may be re-elected one time to the same office, in succession.

6.4 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board with or without cause and after notice and hearing, whenever in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. If the removal shall be for cause, the officer shall be entitled to written notice (5) days in advance of such meeting. An affirmative vote of two-thirds of the Board present at a meeting in which a quorum is present shall be required for removal. Any officer may resign at any time by giving written notice of such resignation to the Board.

6.5 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

6.6 President. The President shall be the principal executive officer of the corporation and shall see that all policies and resolutions of the Board of Directors are carried into effect, shall preside at all meetings of the Board and the Executive committee, and shall appoint the chairs of standing and special committees and task forces and shall charge standing committees with annual objectives and special committees and task forces with objectives related to their purpose. He or she may sign with the Secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

6.7 President-Elect. The President-Elect shall become the next President of the board when the seated President shall end his or her term or office. The President-Elect shall be elected to such office one year prior to becoming the President. He or she will be an officer -in-training to assume the

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leadership of the board and to be familiar with the operations and affairs of the corporation. In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the power of and be subject to all the restrictions upon the President. The President-Elect shall be a member of the Executive Committee and shall be an ex-officio member to all board committees. The President-Elect shall perform all duties incident to the office of President-elect and such other duties as may be prescribed by the board from time to time.

6.8 Past President. The past President continues to serve as a member of the Board of Directors immediately after completing a term as President.

6.9 First Vice-President. In the absence of the President and President-Elect, or in the event of their inability or refusal to act, the First Vice-President shall perform the duties of the President, and when so acting shall have all the power of and be subject to all the restrictions upon the President. The First Vice-President shall be ex-officio to all committees related to the administration of the Board or to all committees related to the generation of revenue for the corporation, as the President may determine. The First Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

6.10 Second Vice-President. In the absence of the President, President-Elect and the First Vice-President or in the event of their inability or refusal to act, the Second Vice-President shall perform the duties of the President, and when so acting shall have all the power of and be subject to all the restrictions upon the President. The Second Vice-President shall be ex-officio to all committees related to the administration of the Board or to all committees related to the generation of revenue for the corporation, as the President may determine. The Second Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

6.11 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors, see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and shall have authority to affix the seal of the corporation to all documents where its use is required; and, in general, perform all duties as may be assigned by the Board or by the Executive Committee.

6.12 Treasurer. The treasurer shall serve as the chief financial officer of the corporation and as Chair of the Finance Committee. He or she shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

6.13 Executive Director. The Executive Director shall be the chief operating officer of the corporation. He or she shall have the active supervision and control of the operations and affairs of the corporation. The Executive director shall have, within the budget limits approved by the Board of Directors, the general authority to cause the employment or appointment of such employees or agents of the corporation as the proper conduct of operations may require and to fix their compensation. The Executive Director may also remove or suspend any employee or agent and may take such other

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actions on behalf of the corporation as may be necessary or advisable to conduct the activities of the corporation.

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ARTICLE VII

COMMITTEES

7.1 Executive Committee. The President, the President-Elect, the Immediate Past President, the First Vice-President, the Second Vice-President, the Treasurer, and the Secretary shall be voting members of the Executive Committee. The Committee shall have and exercise the authority of the Board of Directors in the management of the corporation during the interval between meetings of the Board, subject at all times to the control and direction of the Board. The Executive Committee must inform the Board at its next meeting of any action taken by the Executive Committee. The Executive Committee shall not have the authority of the Board in reference to amending, altering or repealing the Bylaws, electing, appointing, or removing any member of any such committee or any Director or officer of the corporation.

The Executive Committee shall report back to the full Board of Directors on its activities, specifically identifying any resolutions which have been altered, repealed or amended by the Committee since the previous regularly scheduled meeting. The Executive Committee shall be presided over by the President of the corporation. A majority of the members of the Committee may determine its action and set the date, time, and place of its meetings unless the Board shall otherwise provide. The designation and appointment of an Executive Committee shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law.

7.2 Nominating Committee. The President shall appoint a Nominating Committee from the members of the Board, which shall nominate candidates for the Board of the corporation to be elected by the Directors then serving.

7.3 Committees and Task Forces. The President shall determine the committees and task forces of the corporation that are appropriate during each fiscal year. The President shall appoint the Chairs of each committee and recommend to the Board of Directors for confirmation the members of all committees and task forces of the Board. A committee or task force shall be composed of two (2) or more persons, at least one of whom must be a Director of the corporation, and the committee or task force shall have such duties, authority, rights, and powers at the Board may determine, or as otherwise provided by these Bylaws. Each committee or task force is answerable to the Board and any action not covered by existing authorized by the Board. Any member of a committee or task force may be removed by the person or persons authorized to appoint or confirm such member whenever in their judgment the best interests of the corporation shall be served by such removal.

The Chair of each committee or task force shall appoint a member to take minutes at each meeting. Signed minutes of each committee or task force meeting shall be given, in a timely manner, to the Secretary of the Board of Directors.

Committees shall report to the President or to another officer if the President so designates. Task forces shall report to the Executive Committee.

7.4 Term. Each Committee member shall be recommended by the President and confirmed by

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the Board for a term ending at the end of each fiscal year.

7.5 Meetings. Each committee shall hold such meetings as it deems advisable and necessary to perform its functions.

7.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

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ARTICLE VIII

INDEMNIFICATION

8.1 Indemnification. The corporation shall have the power to indemnify any Director or officer or former Director or officer of the corporation for expenses and costs (including attorney's fees) actually and necessarily incurred in connection with any claim asserted by action in court or otherwise by reason of his or her being or having been such Director or officer, provided that with respect to: (1) any criminal action or proceeding, such person had no reasonable cause to believe that her conduct was unlawful; or (2) any civil claim, issue or matter, such person shall not be guilty of gross negligence or willful misconduct in the performance of his or her duties to the corporation. Termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person had reasonable cause to believe that his or her conduct was unlawful, or that such person did not act in good faith or in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation.

Procedure for Indemnification. Indemnification shall be made by the corporation only as authorized in each such specific case upon determination that indemnification of such person is proper in the circumstances because he or she has met the applicable standards of conduct as set forth in these Bylaws. Such determination shall be made: (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings; or (2) if such quorum is not obtainable, by independent legal counsel and a written opinion. Indemnification so determined may be paid, in part, before the termination of such action, suit or proceeding upon the receipt by the corporation of an undertaking by or on behalf of the person claiming such indemnification to repay all sums so advanced if it is subsequently determined that he or she is not entitled thereto as provided in this Section.

Other Provisions. To the extent that a Director, officer, employee or agent of the corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding, whether civil or criminal, such person shall be indemnified against such expenses (including costs and attorneys' fees) actually and reasonably incurred by him or her in connection therewith. Indemnification provided herein shall be exclusive of any and all other rights and claims to which those indemnified may be entitled as against the corporation and every Director, officer, and employee thereof. The indemnification provided herein shall insure to the benefit of the heirs, successors, and administrators of any persons entitled thereto under the provisions of this Section. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the corporation, against any liability asserted against him or her and incurred by him or her in any such capacity, arising out of the status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Section.

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ARTICLE IX

CONTRACTS, LOANS, CHECKS, DEPOSITS, ANNUAL STATEMENT, AND GIFTS

9.1 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. Such authority shall be confined to specific instances.

9.2 Loans. Shall be contracted on behalf of the corporation and evidence of indebtedness shall be issued in its name only when authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

9.3 Checks and Drafts. All checks and 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 determination by the Board, such instruments shall be signed by two of the following: President, President-Elect, 1st Vice President, 2nd Vice President, Treasurer, Secretary, and Executive Director.

9.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors, by resolution, shall select.

9.5 Annual Statement. The Board of Directors annually shall present a full and clear statement of the affairs and conditions of the corporation, including a reasonably detailed balance sheet and income statement. Upon a majority vote of the Directors, audited financial statements for the corporation shall be prepared by a certified public accountant chosen by the Board and distributed to all Directors.

9.6 Gifts. The Board of Directors may accept on behalf of the corporation any contributions, gifts, bequests or device for the general purposes or for any special purpose of the corporation. In addition, the Board may make on behalf of the corporation any contribution or gift in furtherance of its general purposes of the corporation; provided such contribution or gift is not prohibited by these Bylaws, Articles of Incorporation, or any law. The Board may accept or reject gifts to the corporation carrying conditions or restrictions as to use. Conditions or restrictions placed on gifts that are accepted by the Board shall be complied with by the Board.

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ARTICLE X

FISCAL YEAR

10.1 Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

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ARTICLE XI

SEAL

11.1 Seal. The Board of Directors may provide a corporate seal which shall have inscribed thereon the name of the corporation and may be in such form as the Board may determine, and may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

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ARTICLE XII

BOOKS AND RECORDS

12.1 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 shall keep at the registered or principal office a record giving the names and addresses of the Directors.

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ARTICLE XIII

ADVISORY BOARD

13.1 General Functions. There shall be an Advisory Board to advise the Board of Directors with respect to all or any part of the affairs and/or operations of the corporation.

13.2 Number, Qualifications, Election, and Tenure. The members of the Advisory Board shall be recommended by the Nominating Committee of the Board of Directors, confirmed by the Board from time to time, and shall begin to serve immediately following their confirmation. Advisory Board members are not voting members of the Board of Directors. Advisory Board members shall be recommended and confirmed because of their special talents and abilities to serve in this capacity. There shall be at least ten (10) members of the Advisory Board.

Advisory Board members shall serve until they resign or until a new slate of Advisory Board members is elected by the Board of Directors.

OPEN ARMS, INC./ BRYAN'S HOUSE
AMENDED AND RESTATED BYLAWS
ADOPTED 6/ 24/ 2008

ARTICLE XIV

AMENDMENTS TO BYLAWS

14.1 Amendments. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds (2/3) majority of the Directors present at any regular scheduled meeting or at any special meeting at which a quorum is present, provided that the text of the proposed change is provided to all Directors entitled to vote at least ten (10) days prior to the meeting.

14.2 Validation. If any part of these Bylaws shall be held invalid or inoperative for any reason, then, so far as possible and reasonable, the remaining part shall be valid and operative, and effect shall be given so far as possible to the intent manifested by the part held invalid or inoperative.