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BYLAWS

OF

**EMPOWERING ETHIOPIAN CHILDREN BY
EDUCATION, INC.**

AN ALABAMA NONPROFIT CORPORATION

2011

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CORPORATE SEAL



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BYLAWS
OF
EMPOWERING ETHIOPIAN CHILDREN BY EDUCATION, INC.

ARTICLE I.
Corporate Seal

The corporate seal shall have inscribed thereon the name of the corporation and the words "Alabama Nonprofit Corporation Seal".

ARTICLE II.
Directors' Meetings

Section 1. Number of, Term of Office, Removal

The property and business of this corporation shall be managed by its board of directors, not fewer than three nor more than nine in number. Except as herein provided and as limited by the Articles of Incorporation, the number of directors may be increased or decreased from time to time by an amendment to these Bylaws. Vacancies on the board of directors resulting from an increase in the number shall be filled by the directors at the next regular annual meeting. The directors shall be elected at the annual meeting of the Board of Directors to serve for one year and until his or her successor shall be elected and shall qualify; except and provided that any director or directors may be removed at any time by the affirmative vote of the holders of a majority of all the remaining directors, with or without cause.

Section 2. Powers

In addition to the powers and authorities by these Bylaws expressly conferred upon them, the board of directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute, by 501(c)(3) of the Internal Revenue Code, by the Articles of Incorporation or by these Bylaws directed or required to be done by others.

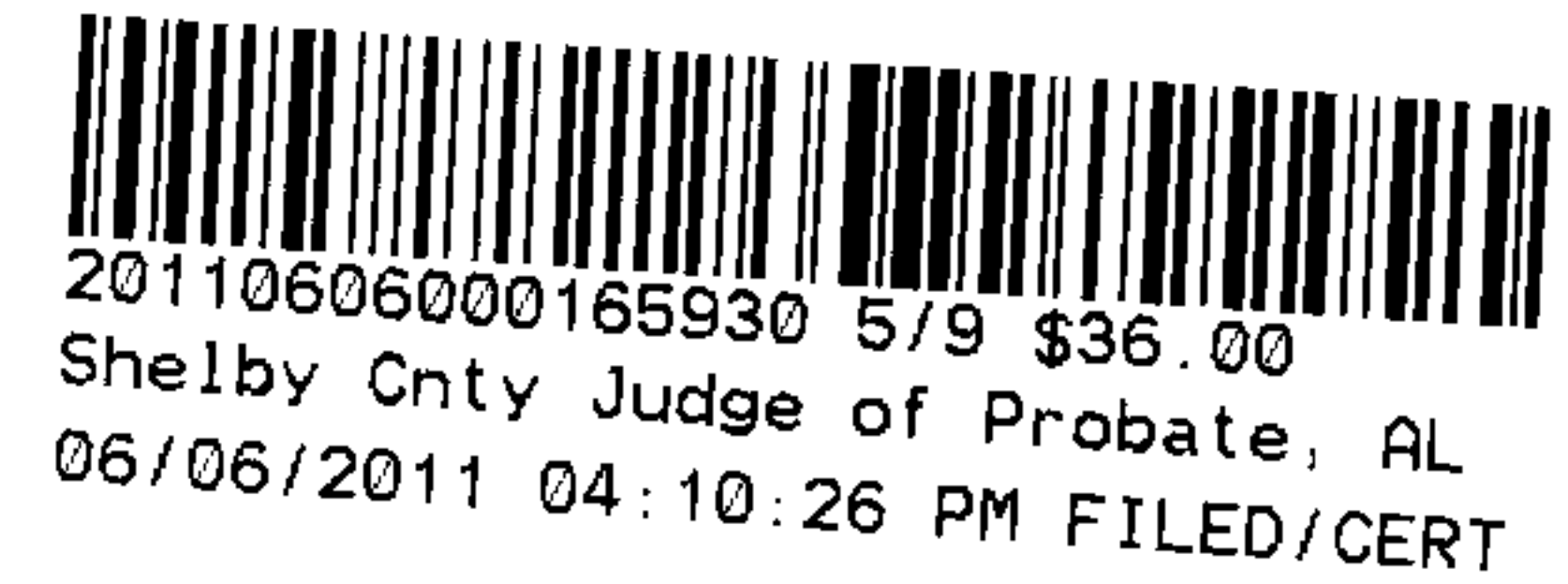
Section 3. Compensation

Directors, and members of any committee of the Board of Directors, shall not be entitled to compensation for their services as directors and members of any such committee. Reimbursement for any reasonable and necessary expenses incurred in attending such meetings may be made to directors and committee members based on adequate proof of such expenditures and compliance with policies for such reimbursements permitted under 501(c)(3) of the Internal Revenue Code.

Section 4. Qualification

Directors shall have necessary experience and knowledge concerning charitable activities

relevant to the purposes of the corporation.



Section 5. Vacancies

In case there are vacancies on the Board of Directors other than vacancies created by the removal of a director or directors by the directors, the remaining directors, although less than a quorum may, by a majority vote, elect a successor or successors for the unexpired term or terms.

Section 6. Committee

- (a) The Board of Directors, by a resolution adopted by a majority of the members of the whole board, may appoint an executive committee and such other committees as it may deem appropriate. Each such committee shall consist of at least two members of the Board of Directors. Each committee shall have and may exercise such powers as shall be conferred or authorized by the resolution appointing it. A majority of any such committee may determine its action and fix the time and place of its meetings, unless otherwise provided by the Board of Directors. The Board of Directors shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge any such committee.
- (b) Each such committee shall keep a written record of its acts and proceedings and shall submit such record to the Board of Directors at each regular meeting thereof and at such other times as requested by the Board of Directors. Failure to submit such record, or failure of the Board to approve any action indicated therein will not, however, invalidate such action to the extent it has been carried out by the corporation prior to the time the record of such action was, or should have been, submitted to the Board of Directors, as herein provided.
- (c) The same notice requirements applicable to meetings of the Board of Directors shall also apply to any committee created by the Board of Directors.

ARTICLE III

Meetings of the Board of Directors

Section 1. Regular Meetings

Regular meetings of the Board may be held without notice, at such time and place, whether within or without the State of Alabama, as shall from time to time be determined by the Board. The Board shall have a minimum of two meetings per year.

Section 2. Special Meeting

Special meetings of the Board may be called by the Chairman of the Board, the President or a

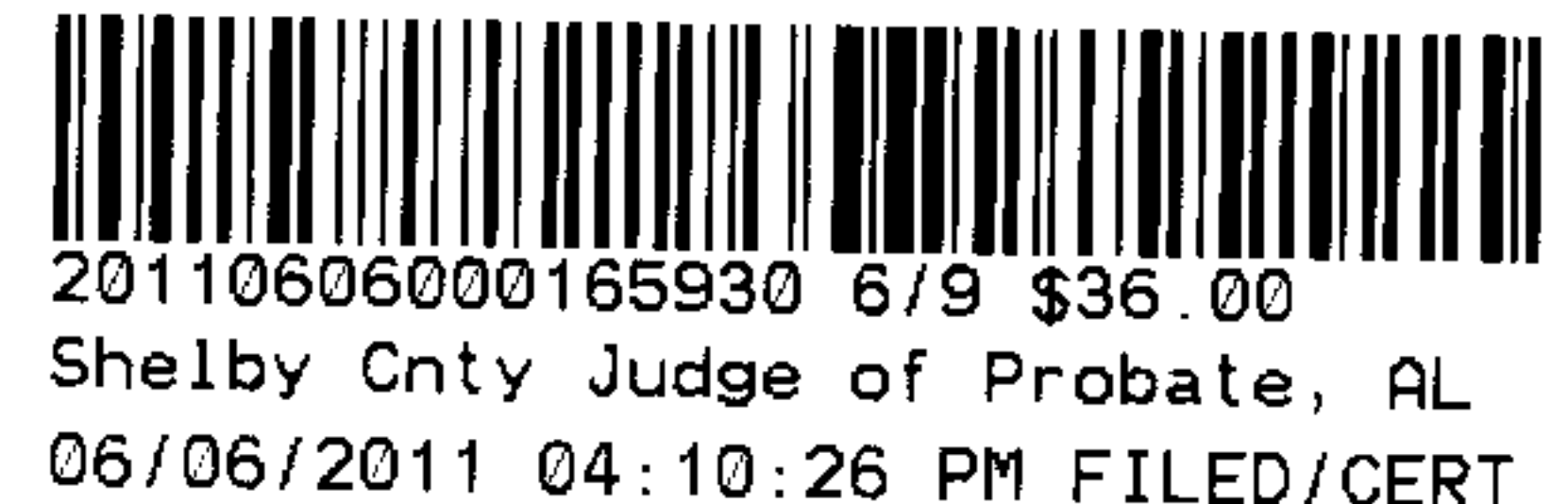
Vice President on no less than two day's notice to each director; special meetings shall be called by the Chairman of the Board, the President or a Vice President on like notice upon the written request of two directors.

Section 3. Quorum

A majority of the directors in office shall constitute a quorum, but in no event shall a quorum consist of less than one-third of the Directors or if the Chairman or President is absent. If the required quorum shall not be present or ceases to be represented at any meeting of the Directors, the Directors present in person or by proxy, shall have the power to adjourn the meeting without notice, provided, however that required notice must be reissued prior to any subsequent meeting. In the event the number of directors available to serve shall be decreased below a quorum due to death, resignation or termination of directors for cause, the Chairman, President, or a Vice President, and if none, the Attorney General of the State of Alabama shall be authorized to appoint a replacement director or directors to reconstitute the minimum required number of directors.

ARTICLE IV

Officers



Section 1. General

The officers of the corporation shall be a Chairman of the Board, a President, one or more Vice Presidents, a Treasurer, a Secretary, and one or more assistant secretaries. In addition there may be such subordinate officers as the Board of Directors may deem necessary. The president and the secretary may not be the same person.

Section 2. How Chosen, Term, Removal

The principal officers shall be chosen annually by the Board of Directors at the annual meeting of the Board, or as soon thereafter as is conveniently possible. Subordinate officers may be elected from time to time. The officers shall serve until their successors shall have been chosen and qualified, or until their death, resignation or removal. Any officer may be removed from office, with or without cause, at any time by the affirmative vote of a majority of the Board of Directors then in office.

Section 3. Compensation

The compensation of all officers of the corporation shall be fixed by the Board of Directors.

Section 4. The Chairman of the Board

The Chairman of the Board shall preside at all meetings of the Board of Directors. Except where by law the signature of the president is required, the Chairman shall possess the same power as the president to sign all certificates, contracts and other instruments of the corporation which may be authorized by the Board of Directors. The office of the Chairman of the Board shall remain vacant unless affirmatively filled by the Board of Directors. If the office of the Chairman

of the Board is not affirmatively filled by the Board of Directors, then the duties incident thereto shall be performed by the president.

Section 5. The President

- (a) The president shall be the executive officer and have general supervision of the affairs of the corporation. Such officer shall, in the absence of the Chairman of the Board, preside at all meetings of the directors and shall serve as an ex officio member of all committees. The president shall see that orders and resolutions of the Board are carried into effect and shall perform such other duties as are incident to the office or required of the president by the Board of Directors.
- (b) The President shall execute bonds, mortgages, and all other contracts requiring a seal, under the seal of the corporation, as authorized by the Board of Directors.

Section 6. The Vice Presidents

The Vice Presidents in the order designated by the Board of Directors shall have such powers as may be conferred upon them by the Board of Directors, and in the absence or disability of the president, the most senior vice president in service shall exercise the functions of the president. Each vice-president shall have such other duties as are assigned to their office from time to time by the Board of Directors.

Section 7. The Secretary

The secretary shall attend all sessions of the Board and all meetings of the committees where practicable, and shall report all of the votes and the minutes of all proceedings in a book to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the Board of Directors; shall keep in safe custody the seal of the corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it and shall attest it; if meetings are to be held without the State of Alabama, it shall be the secretary's duty to secure and file, if required by the laws of said State, a consent in writing of the Board of Directors to the holding of such meetings, and to make, or cause to be made, and file such certificate as may be provided for by law as to the agents at the principal office of the corporation in said State, and deposit with such agents copies of proceedings of the directors meetings held without said state if such shall be required by law; and the secretary shall perform such other duties as may be prescribed by the Board of Directors. The Assistant Secretaries, in order of their seniority, shall, in the absence of the Secretary, perform the duties and exercise the powers of Secretary and shall perform such other duties as may be assigned by the Board of Directors.

Section 8. The Treasurer


- (a) The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in a book belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to

the credit of the corporation, in such depositories as may be designated by the Board of Directors.

- (b) The treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the president and the directors at the regular meeting of the Board, or whenever they may require, an account of all transactions as treasurer, of the financial conditions of the corporation, and provide that funds of the corporation on deposit in any bank may be withdrawn on check, draft or other order drawn on behalf of the corporation and signed by such person or persons thereunto duly authorized by resolution of the directors.

ARTICLE V

Vacancies, How Filled


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Any vacancy in an office from any cause may be filled for the unexpired portion of the term by the Board of Directors.

ARTICLE VI

Duties of Officers May Be Delegated

In case of the absence of any officer of the corporation, or for any other reason that the board may deem sufficient, the Board may delegate, for the time being, the powers and duties, or any of them, of such officer, to any other officer or to any director.

ARTICLE VII

Alabama Office

The corporation shall at all times maintain a principal office in the State of Alabama, and an agent thereat.

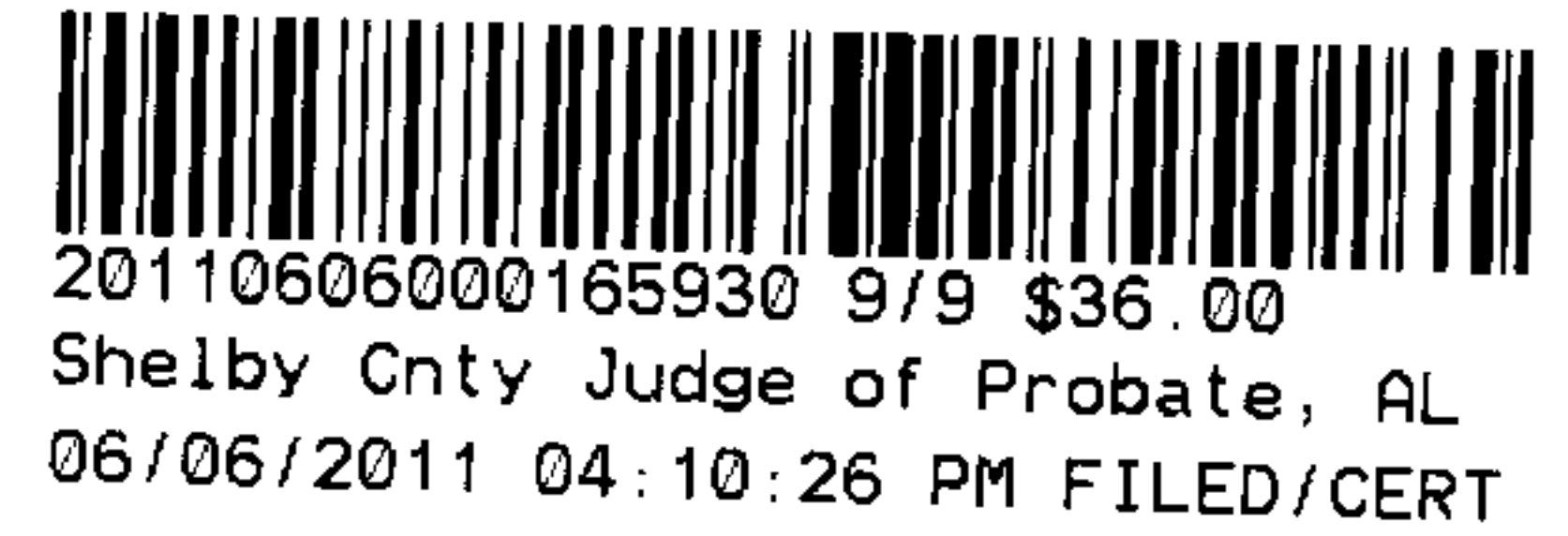
ARTICLE VIII

Corporate Action

Section 1. Depositories

- (a) The Board of Directors shall select banks, or other depositories in which all funds of the corporation not otherwise employed shall, from time to time, be deposited to the credit of the corporation.
- (b) The Board of Directors shall designate an officer or officers to sign all checks or demands for money and notes of the corporation.

- (c) All checks exceeding \$5,000.00 shall be countersigned by at least two officers of the corporation designated to sign checks or demands for money and notes of the corporation.



Section 2. Corporate Securities, How Voted

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the corporation to attend and to act and to vote at any meeting of the security holders of other corporations in which the corporation may hold securities. At such meeting the President shall possess and may exercise any and all rights and powers incident to the ownership of such securities.

Section 3. Fiscal Year

The Board of Directors shall determine the fiscal period upon which the basis of which the company shall set up its accounting system and report its income for tax purposes.

Section 4. Financial Statement

The Board of Directors shall review and approve at their annual meeting a full and clear statement of the business and condition of the corporation and shall maintain all reports and reporting capabilities required to obtain and maintain 501(c)(3) status with the Internal Revenue Service.

ARTICLE IX

Amendments to Bylaws

The Board of Directors shall have the power to amend, alter or repeal these Bylaws, and to adopt new Bylaws, from time to time by an affirmative vote of a majority constituting a quorum of the whole Board as then constituted. Notice of the proposal to make, alter, amend or repeal the Bylaws must be included in the notice of the directors' meeting at which such takes place. Any bylaws change affecting the status of the organization as a 501(c)(3) organization under the Internal Revenue Code shall be approved by private letter ruling or other determination by Internal Revenue Service before same shall take effect.

DATED with effect this the 20 day of January, 2011.

EMPOWERING ETHIOPIAN CHILDREN BY EDUCATION, INC.

By: MARCY PINION BROWN