

NON-PROFIT CORPORATE BYLAWS
OF
MASTERLIFE MINISTRY, INC
(OKLAHOMA)

ARTICLE I

NAME

1.01 Name

The name of the corporation shall be MasterLife Ministry, Inc. (hereafter referred to as the “corporation”).

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

MasterLife Ministry, Inc. is a non-profit corporation and shall be operated exclusively for religious, educational, and charitable purposes, including such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

MasterLife Ministry, Inc. has a designated purpose to address, educate, coordinate, and provide aid and relief to eradicate the effects of the moral, ethical, and spiritual decline of our society on a local and global level.

We address those issues by introducing those who suffer, without regard to race, sex, socio-economic status, or belief system, to the redeeming power that comes from allowing Jesus Christ to be the Master of their life.

We offer support in a group setting of like-minded individuals – free of charge - providing any and all materials needed to continue weekly meetings and studies as resources permit. Such materials may be, but not limited to: Bibles, writing materials, newsletters, food, meals, cosmetics, and clothing.

MasterLife Ministry, Inc. has a primary focus on institutional settings, such as, prisons, jails, and boys’ and girls’ homes, for direct ministry. We will not, however, decline to assist any who wish to begin a MasterLife group setting, in ANY environment, with whatever resources we have available. We will also assist in coordinating the structure of, and development of those groups and each individual participant’s basic needs.

The mission of a MasterLife group is to help each individual nurture and build a personal understanding and relationship with God by:

1. Allowing Christ to become the center of their life,
2. Learning to live in the Word,
3. Praying in Faith,

2.01 Purpose (cont'd)

4. Fellowshiping with believers,
5. Witnessing to the world
6. Ministering to Others.

With these steps we are determined to eradicate the strongholds that are causing the moral and ethical decline of our society, such as, pride, greed, anger, hate, racism, bigotry, addiction, and slothfulness.

MasterLife Ministry, Inc. seeks to restore hope to those that are hurting, lonely, and lost, and bring peace and love to those who are hostile and bitter, by helping to transform one's character into a Christ-like character, changing individual values to Kingdom values, and helping each person develop their gifts in the service of others through the grace of our Lord and Savior, Jesus Christ.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the Internal Revenue Code and serve similar purposes as our own.

At times, per the discretion of the Board of Directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid and assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the private and public sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

- a) Nonprofit Legal Status. MasterLife Ministry, Inc. is an Oklahoma non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by an organization contribution to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or is amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any Director, officer, member, or other private person, except that the corporation shall

2.03 b) Nonprofit Status and Exempt Activities Limitation (cont'd)

be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

- c) Distribution Upon Dissolution. Upon termination or dissolution of MasterLife Ministry, Inc., any assets lawfully available for distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization(s) have a charitable purpose which, at least generally, includes a purpose similar to the termination or dissolving corporation.

The organization to receive the assets of MasterLife Ministry, Inc. hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if it's members can not so agree, then the recipient organization shall be selected pursuant to a Verified Petition in equity, or such other court of appropriate jurisdiction, filed in a court of proper jurisdiction against MasterLife Ministry, Inc. by one (1) or more of its managing body, which Verified Petition shall contain such statement as reasonable indicate the applicability of this section. The court upon finding that this section is applicable shall select the qualifying organization(s) to receive the assets to be distributed, giving preference to organizations located within the State where said assets are located.

In the event that the court shall find this section is applicable but there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to MasterLife Ministry, Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State in which the assets are located, to be added to the general fund.

ARTICLE III

MEMBERSHIP

3.01 No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, it's properties and franchises.

3.02 Non-Voting Affiliates and Dues

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation.

3.02 Non-Voting Affiliates and Dues (cont'd)

The Board, a designated committee of the Board, or any duly-elected officer in accordance with Board policy, shall have the authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliate's rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliates consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, clinics, other events or the corporate website. Affiliates have no voting rights and are not members of the corporation, nor will there be dues for affiliates.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Board Powers

All corporate powers shall be exercised by or under the authority of the Board of Directors and the affairs of MasterLife Ministry, Inc. shall be managed under the direction of the Board, except as otherwise provided by law.

4.02 Number of Directors

MasterLife Ministry, Inc. shall have a Board of Directors consisting of at least 3 and no more than 15 Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of the Directors.

4.03 Terms

- a) All Directors shall be elected to serve a one-year term; however, the term may be extended until a successor has been elected.
- b) Directors may serve terms in succession.
- c) The term of office shall be considered to begin January 1 and end December 31, unless the term is extended until a successor is elected.

4.04 Qualifications and Elections of Directors

In order to be eligible to serve as a Director on the Board of Directors, the individual must be at least 18 years of age and an affiliate with an affiliate classifications created by the Board. Directors may be elected at any Board meeting by the majority voted of the existing Board of Directors. The election of Directors to replace those who have fulfilled their term shall take place at the discretion of the existing Board by majority vote.

4.05 Vacancies

The Board of Directors may fill vacancies, subject to the maximum number of Directors under these Bylaws. Vacancies shall be filled by the Board for the balance of the term of the Director being replaced, or in the occurrence of a new Director position created, December 31 of the year elected.

4.06 Removal of Directors

A director may be removed by a majority of the current Board of Directors, if:

- a) The Director is absent from more than two Board meetings in a twelve-months period, without prior excusal or notification, to the President or Vice President.
- b) For cause or no cause, if before any Board meeting at which a vote of removal will be made, the Director in question is given electronic or written notice of the Board's intention to discuss his/her case and is given the opportunity to be heard by the Board.

4.07 Board of Directors Meetings

- a) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Board meeting, being held upon seven (7) days notice, either written, electronic, or via telephone or in person. Notice of meetings will specify date, time, place, and type of meeting. Purpose need not be specified.
- b) Special meetings. Special meetings of the Board may be called by the President/Treasurer or Vice President or Secretary with 72 hours electronic or written notice to each Director of the date, time, and place, but not the purpose of the meeting.
- c) Waiver of Notice. Any Director may waive notice of any meeting, in accordance of Oklahoma Statutes.

4.08 Manner of Acting

- a) Quorum. A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.
- b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.
- c) Hung Board Decisions. On occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the President or Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.
- d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video, or telephone conference call.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out the duties of their office. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities.

4.10 Compensation for Professional Services by Directors.

Directors are not restricted from being remunerated for professional services provided for the corporation. Such remuneration shall be reasonable and fair and must be reviewed in accordance with the Board Conflict of Interest policy and applicable state, federal, or territory law.

ARTICLE V

COMMITTEES

5.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. The authority of which, be determined at the time of the designation and appointment of each individual committee.

5.02 Meetings and Actions of Committees

Meetings and action of the committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and it's member for the Board of Directors and it's members, except that the time for regular meetings of committees be determined either by the Board or the committee.

5.03 Informal Action by the Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. This consent may be in the form of electronic or digital transmission. The intent of this provision is to allow the Board of Directors to use electronic means, such as e-mail or text, to approve actions.

ARTICLE VI

OFFICERS

6.01 Board Officers

The officers of the corporation shall be a Board President/Treasurer, Vice President, and Secretary, all of whom shall be chosen by, and serve at the pleasure of the Board of Directors. The office of President and Treasurer, at the discretion of the Board, may be served in unison by a single appointed Director. Each Board officer shall have the authority and shall perform the duties of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional Vice Presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of who shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.

6.02 Term of Office

Each officer shall serve a one-year term of office and may not serve more than (3) consecutive terms of office, unless unanimously elected by the Board at the end of his/her (3) year terms. Each Board officers' term shall begin at the adjournment of the Board meeting at which elected and end upon the adjournment of the Board meeting during which a successor is elected.

6.03 Removal and Resignation

The Board of Directors may remove an officer at any time without cause. Any officer may resign at any time, by any means of written notice. The resignation shall take effect at the time specified in the notice, or if no time be specified, upon receipt of the notice.

6.04 Board President

The Board President shall be the Chief Volunteer Officer of the corporation. The President shall lead the Board of Director in performing its duties and responsibilities, and perform all other duties incident of the office, as determined by the Board.

6.05 Vice President

In the absence of the President, the ranking Vice President shall perform the duties of the President. When so acting, he/she shall have all the powers and restrictions of the President. The Vice President shall have other powers and perform other duties prescribed by the Board or the President.

6.06 Secretary

The Secretary shall cause to be kept a book of minutes of all meetings and actions of Directors and Committees of Directors. The minutes of each meeting shall state the time

6.06 Secretary (cont'd)

and place and by what means it was held, and such other information to clearly determine the actions taken and if all actions were in accordance with the law and Bylaws. The Secretary shall cause notice to be given of all meeting of Directors and committees as required by the Bylaws. The Secretary shall have other powers prescribed by the Board or the President. The Secretary, with Board approval, may appoint a Director to assist with the duties of the Secretary.

6.07 Treasurer

The Treasurer shall be the lead Director of oversight of the financial condition and affairs of the Corporation. The Treasurer will keep the Board informed of the financial condition of the corporation and of audit and financial reviews results. In conjunction with other offices, the Treasurer will oversee budget preparation and shall ensure that appropriate financial reports, including account of major financial transactions, are made available to the Board on a timely basis as required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board and the President. The Treasurer, with Board approval, appoint a qualified fiscal agent or member of the staff to assist in the duties of the Treasurer.

6.08 Non-Director Officers

The Board of Directors may designate additional officer positions of the Corporation and may appoint and assign duties to non-director officers of the Corporation.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION, AND RELATED MATTERS

7.01 Contracts and other writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

7.02 Checks, Drafts

All checks, drafts, brother orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officers or agents of the corporation and in such a manner as shall from time to time be determined by the Board.

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other repository as the Board or designated committee of the Board may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

7.05 Indemnification

- a) **Mandatory Indemnification.** The corporation shall indemnify any former or present officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he/she was a party because he/she is or was an officer of the corporation against reasonable expenses incurred in connection with the proceedings.
- b) **Permissible Indemnification.** The corporation shall indemnify any former or present officer, made party to a proceeding because he/she was an officer of the corporation, against liability incurred in the proceeding, if determination to indemnify is made in the manner prescribed by law and payment has been authorized in such manner.
- c) **Advance for Expenses.** Expenses incurred in defending a legal action may be paid by the corporation in advance of the final disposition of such action as authorized by the Board of Directors upon receipt of
 - A written affirmation of good faith belief that the officer is entitled to indemnification as authorized in this article, and
 - An understanding by such officer to repay such amount, unless it shall be determined there is entitlement for indemnification by the corporation in the Bylaws.
- d) **Indemnification of Officers, Agents, and Employees.** An officer of the corporation, for the purposes of this Section, 7.05 of the Bylaws, refers to any Director, Officer, Agent, Employee, or person appointed to a position by majority vote of the Board of Directors of the corporation.

ARTICLE VIII

MISCELLANEOUS

8.01 Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board without a meeting, and record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of its Articles of Incorporation and Bylaws as amended to date.

8.02 Conflict of Interest

The Board shall adopt a Conflict of Interest Policy to protect the corporation against any transaction or arrangement that may be of personal benefit to any individual with a personal interest in the corporation. This policy will be reviewed annually at minimum.

8.03 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31.

8.04 Nondiscrimination Policy

The persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect of age, sex, race, religion, national origin and sexual orientation. It is the policy of MasterLife Ministry, Inc. not to discriminate on any basis that makes one person different or alike, but to reach out and serve every individual person that God has put in our path.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a majority vote of the Board of Directors at a meeting of the Board, provided;

- a) That no amendment shall be made that would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of a future Federal tax code;
- b) If the amendment affects the voting rights of Directors, it would require ratification by a majority vote at a Board meeting.
- c) That all amendments be consistent with the Articles of Incorporation.

ARTICLE IX

COUNTERTERRORISM AND DUE DILIGENCE POLICY

9.01 Counterterrorism and Due Diligence

In furtherance of its exemption by contributions to other organizations MasterLife Ministry, Inc. shall stipulate how the funds will be used and require the recipient to provide detailed records and financial proof of how any funds were utilized.

In adherence to the U.S. Department of Treasury's publication entitled "Voluntary Best Practice for U.S. Based Charities", MasterLife Ministry, Inc. will voluntarily recognize and attempt to practice these suggestions and guidelines, to protect the corporation from exploitation from terrorist organizations and their networks.

MasterLife Ministry, Inc. shall also comply and put into practice the federal guidelines, suggestions, laws and limitation set forth by pre-existing U.S. legal requirements relating

9.01 Counterterrorism and Due Diligence (cont'd)

to combating terrorist financing, which include, but not limited to, various sanction programs administered by the Office of Foreign Assets Control in regard to its foreign activities.

ARTICLE X

DOCUMENT RETENTION POLICY AND TRANSPARENCY POLICY

10.01 Paper and Digital Retention and Periods of Retention

MasterLife Ministry, Inc. will retain hardcopies or digital copies of all Corporate Documents permanently. This is to include Bylaws, Articles of Incorporation, Tax records, Employment and Payroll records, Bank and financial records, Press releases and Public filings, legal documentation, Marketing and Sales documents, and Development/Intellectual Property and Trade Secret documents, Audits, and Contracts.

10.02 Public Information and Transparency Policy

The corporation shall keep at its principle office, registered office, or Secretary's office in this state:

- a) Current Articles of Incorporation and Bylaws;
- b) A list of members names, addresses, and positions (if any);
- c) A list of officers and Director's names and addresses;
- d) Correct and adequate Statements of accounts and finances;
- e) Minutes of any committee or Board meetings;
- f) Form 1023 and Application for Exemption and 990.

ARTICLE XI

CODE OF ETHICS AND WHISTLEBLOWER POLICY

11.01 Purpose, Policy, and procedure

MasterLife Ministry, Inc. requires its Directors, officers, and any appointed person that acts in stead of the corporation, even as a volunteer, to adhere to our mission as stated in the Articles of Incorporation and these Bylaws, described under the heading "Purpose". We are a faith-based public benefit corporation and requires all appointed or elected individuals to have made such a profession of faith in Christ Jesus before a committee or Board of appointed officers. In doing so we expect and require all that represent this corporation to act in the highest integrity, report any unethical behavior, illegal activities, or discrimination actions inside this corporation, in writing to the Board of Directors immediately. These reports will be handled confidentially, without retaliation, without delay, and properly documented.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

12.01

Any amendment to the Articles of Incorporation may be adopted by approval of a majority of the Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS
OF
MASTERLIFE MINISTRY, INC.

I do hereby certify that the above stated Bylaws of MasterLife Ministry, Inc. were approved by the MasterLife Ministry, Inc's. Board of Directors on May 10 2019 and constitute a complete copy of the Bylaws of the corporation.

Secretary: Kenneth Masters

Date: May 10, 2019