



AMENDED AND RESTATED BYLAWS
OF
A SHELTER FOR CANCER FAMILIES

ARTICLE I – NAME

The name of the Corporation shall be A Shelter for Cancer Families (“ASCF”).

ARTICLE II – MISSION

ASCF is dedicated to providing tangible support to families affected by cancer including but not limited to temporary housing and cancer navigation/patient advocacy services.

ARTICLE III – STRUCTURE

Section 1. The Principal Place of Business. The principal place of business of the Corporation shall be located in the greater metropolitan area of Houston in the State of Texas. The initial address of the principal office of the Corporation shall be 2726 Bissonnet Street, Suite 240-314, Houston, Texas 77005 until the Board of Directors elects to move such principal office. The Corporation may have other offices, either

within or outside of the State of Texas as the Board of Directors may determine, or as the affairs of the Corporation may require, from time to time.

Section 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, as required by the Texas Business Organizations Code. The registered office may 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 in accordance with applicable law. The initial registered office and registered agent of the Corporation are shown in the Articles of Incorporation as amended.

ARTICLE IV – MEMBERSHIP

The organization shall not have members, and therefore no membership meetings will be held.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Powers. The property, business and affairs of the Corporation shall be managed and controlled by the Board of Directors, and subject to the restrictions imposed by applicable law, the Articles of Incorporation (as amended), and these Amended and Restated Bylaws (the “Bylaws”). The Board of Directors shall exercise all of the powers of the Corporation.

Section 2. Number. The Board of Directors shall at a minimum consist of the three Directors (the President, Treasurer and Secretary named in the Articles of

Incorporation as amended and filed with the Secretary of the State of Texas). Thereafter, the number of Directors may be no fewer than three persons, with no maximum number.

Section 3. Classification and Terms of Office. The Board of Directors may serve as long as they are able to continue to fulfill the responsibilities of their duties.

Section 4. Election of Directors Including Filling of Vacancies. Any vacancy occurring in the office of a Director, whether by death, resignation, removal, or otherwise, may be filled by the affirmative vote of the majority of the remaining Directors even with less than a quorum of the Board of Directors. Additionally, the majority of the Directors present at a meeting at which a quorum is present (or via other means of voting allowed by these Bylaws including but not limited to electronic voting) may elect an individual to serve as a Director of the Corporation.

Section 5. Removal. Any Director may be removed from office, with or without cause, by the affirmative vote of a majority of the other Directors of the Corporation; provided, however, that any Director who misses three (3) consecutive Board meetings within a calendar year may be removed from office, unless a majority of Directors votes otherwise. Any Director removed pursuant to the foregoing sentence shall be notified in writing of such removal.

Section 6. Meetings of Directors. The Directors may hold meetings and maintain an office, and keep the Corporation's books and records, at such place as the Board of Directors may determine.

Section 7. Regular Meetings. Regular meetings of the Board of Directors ("Regular Meetings") shall be held regularly at such times and places as shall be designated from time to time by the Chairman of the Board of Directors; provided that at

least one (1) Regular Meeting per fiscal year shall be held. Notice of Regular Meetings shall be required.

Section 8. Special Meetings. Special meetings of the Board of Directors (“Special Meetings”) shall be held at such times and places as shall be designated by the (i) President or Chairman or (ii) on the written request of a majority of the Directors then in office. Notice of Special Meetings shall be required.

Section 9. Notice of Meetings. The Secretary, President or Chairman shall give notice of the time and place of each Regular and Special Meeting to each Director in person, by mail, electronic notice, text or telephone at least five (5) days prior to such meeting; provided, however, that the Chairman may call an emergency meeting on twenty-four (24) hours’ electronic notice. Unless otherwise indicated in such notice, all matters pertaining to the Corporation’s purpose may be considered and acted upon at such meeting.

Section 10. Quorum. A majority of the then acting Directors shall constitute a quorum for the consideration of any matters pertaining to the Corporation’s purposes. The act of a majority of the Directors present at the meeting at which a quorum is present (or alternative voting as allowed by Article V, Section 11 of these Bylaws) shall be the act of the Board of Directors.

Section 11. Voting. Any action that may be taken at any meeting of the Board may be taken without a meeting provided that Directors shall submit their votes in person, via text, e-mail, fax or telephone, and provided that the record of such action and the result of such vote shall be filed with the minutes of the meetings of the Board. Such consent or vote shall have the same force and effect as a vote at a meeting, and may be

stated as such in any document or instrument filed with the Secretary of State or any other authority or interested party. Notwithstanding any provision of these Bylaws to the contrary, a Director who has an interest, financial, or otherwise, direct or indirect, in any matter involving the Corporation shall abstain from voting on such matter.

Section 12. Conduct of Business. At meetings of the Board of Directors, any matters pertaining to the Corporation's purposes may be considered. At all meetings of the Board of Directors, the President shall preside as Chairman, and in absence of the President, the Secretary shall preside. An acting Chairman will be chosen if neither is present. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the Chairman may appoint any person to act as Secretary of the meeting. The Chairman of any meeting of the Board of Directors shall determine the order of business and the procedure at the meeting, including without limitation, conduct of the discussion and the order of business.

ARTICLE VI – OFFICERS

Section 1. Number and Titles. The Officers of the Corporation, at a minimum, shall consist of a President, Secretary, and Treasurer. In addition, the Board of Directors may elect other Officers in its discretion from time to time. Any two offices may be held by the same individual, except the offices of President and Secretary.

Section 2. Removal. The Board of Directors may remove any Officer or agent, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Appointment of an Officer or agent shall not of itself create contract rights.

Section 3. Vacancies. The Board of Directors may fill any vacancy occurring in any office of the Corporation.

Section 4. Powers and Duties of the President. The President shall preside at all meetings of the Membership and Board of Directors and shall serve as the chief executive officer of the Corporation. Subject to the control of the Board of Directors, the President shall have general executive charge, management and control of the properties, business, and operation of the Corporation with all such powers as may be reasonably incident to such responsibilities, shall have the authority to agree upon and execute all leases, contracts, evidence of indebtedness, and other obligations in the name of the Corporation subject to the policies and other approvals established from time to time by the Board of Directors, applicable law and these Bylaws.

Section 5. Powers and Duties of the Treasurer. The Treasurer shall have custody of all the Corporation's funds and securities that come into such Officer's hands. When necessary or proper, the Treasurer or President may endorse, in the name and on behalf of the Corporation, checks, notes, and other obligations for collection and shall deposit the same to the credit of the Corporation in such bank or depositories, may sign all receipts and vouchers for payments made to the Corporation either alone or jointly with such other Officer as may be designated by the Board of Directors; whenever required by the Board of Directors, shall render a statement of cash account; shall enter regularly in the Corporation's books accurate accounts of all moneys received and paid out on account of the Corporation; and shall, if required by the Board of Directors, give such bond for the faithful discharge of such Officer's duties.

Section 6. Powers and Duties of Secretary. The Secretary, or his or her designee, shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; shall attend to the giving and serving of notices as requested by the President; in furtherance of the Corporation's purposes and subject to the limitations contained in the Articles of Incorporation as amended, may sign with the President in the name and on behalf of the Corporation and/or attest the signatures to all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments of the Corporation; shall have charge of the Corporation's books, records, documents, and instruments of the Corporation, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall be open at reasonable times to the inspection of any Director upon application at the Corporation's office during business hours; and shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

Section 9. Additional Powers. Any Officer of the Corporation, in addition to the powers conferred upon him or her by these Bylaws will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors. The Board of Directors may establish standing and ad hoc committees from time to time to accomplish the work of the Corporation. At the discretion of the Board of Directors, such committees may include individuals who are not Officers or Directors.

ARTICLE VII – MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The Board of Directors shall determine the Corporation's fiscal year, and in absence of such determination, the fiscal year shall be a calendar year.

Section 2. Seal. The Board of Directors may approve the Corporation's seal, if any.

Section 3. Notice and Waiver of Notice. Whenever any notice is required to be given by mail under the provisions of these Bylaws, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed postpaid wrapper addressed to the person or Member entitled thereto at such person's post office address, as such appears in the records of the Corporation, and such notice shall be deemed to have been given on the date of such mailing. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 4. Resignations. Any Director or Officer may resign at any time. Such resignation shall be made in writing (including electronic notice) and shall take effect at the time specified therein, or, if no such date is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Executive Director. The Board may, at its discretion, hire an executive director of the Corporation. The Board may allocate such responsibilities and roles to the executive director, and establish such limitations on authority of the executive director, as the Board deems appropriate, and the executive director shall report to the Board. The

executive director shall keep the Officers and the Board informed concerning the business and activities of the Corporation.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify (which indemnification shall include, without limitation, advancing reasonable expenses of or to) any person who is or was a Director, Officer, employee, or agent of the Corporation (or any person who is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise) to the fullest extent required or permitted by applicable law. In addition, the Corporation shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) to the fullest extent permitted by law such other person as the Board of Directors may determine. The Corporation shall have the power to purchase and maintain at its expense insurance on behalf of such indemnified person to the fullest extent permitted by applicable law, whether or not the Corporation would have the power to indemnify such person under the foregoing provisions.

ARTICLE IX. -- AMENDMENTS

The Bylaws may be altered, amended, restated, or repealed by the affirmative vote of a majority of the Board of Directors at any Regular or Special Meeting (or pursuant to Article V, Section 11) if notice of the proposed amendment is contained in the notice of such Regular or Special Meeting. The notice of any meeting at which the Bylaws are altered, amended, restated, or repealed, or at which new Bylaws are adopted

shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, restated, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE X. – DISSOLUTION

The duration of this organization is perpetual. Should the purpose of the organization terminate or the Board of Directors vote to dissolve the Corporation, all surplus funds of this organization shall be promptly distributed to charitable non-profit organizations with a similar purpose, which have been selected by the Board of Directors, as provided under applicable law.

ARTICLE XI. - FORMER BYLAWS

All former Bylaws are hereby repealed.