

## BYLAWS

OF

L.E.A.P. ORG.

ARTICLE I

### Board of Directors

Section 1.1. Powers; Numbers; Qualifications. The business and affairs of the corporation shall be managed by, and all organization powers shall be exercised by or under, the direction of the Board of Directors, except otherwise provided in these by-laws or in the Charter. The Board of Directors shall consist of one or more members, the number thereof to be determined from time to time by the Board.

Section 1.2. Election; Term of Office; Resignation; Vacancies. At each annual meeting, directors shall be elected to hold office until the next annual meeting. Each director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors of the organization, unless the notice specifies a later time for the effectiveness of such a resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Unless otherwise provided in the Charter or these by-laws and except for a vacancy caused by the removal of a director, vacancies on the Board may be filled by appointment by the Board. The President and/or Founder may elect a director at anytime to fill a vacancy not filled by the Board of Directors.

Section 1.3. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such places within or without State of Tennessee and at such times as the Board may from time to time determine.

Section 1.4. Special Meetings; Notice of Meetings; Waiver of Notice. Special meetings of the Board of Directors may be held at any time or place within or without the State of Tennessee whenever called by the Chairman of the Board, by the Vice Chairman of the Board, if any, or by any two directors. Subject to any greater notice requirements set for in the Tennessee Business Corporation Act, special meetings shall be held on five days notice by mail or 48 hours notice delivered personally or by telephone, email, or any other means of communication authorized by the Tennessee Business Corporation Act. Notice delivered personally or by telephone may be transmitted to a person at the director's office who can reasonably be expected to deliver such notice promptly to the director.

Notice of a meeting need not be given to any director who signs a waiver of notice or consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the organization's records or made a part of the minutes of the meeting. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board.

Section 1.5. Participation in Meetings by Conference Telephone Permitted. Members of the Board, or any committee designated by the Board, may participate in a meeting of the Board or of such committee, as the case may be through the use of conference telephone or similar communications equipment permitted by the Tennessee Business Corporation Act, so long as all members participating in such meeting can hear one another, and participation in a meeting pursuant to this Section 1.5 shall constitute presence in person at such meeting.

Section 1.6. Quorum; Adjournment; Vote Required for Action. At all meetings of the Board of Directors, one-half of the authorized number of directors shall constitute a quorum for the transaction of business. Subject to the provisions of the Tennessee Business Corporation Act, every act or decision done or made by the majority of the directors present at which a quorum is present shall be the act of the Board unless the Charter or these by-laws shall require a vote of a greater number.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any directors who were not present at the time of the adjournment.

Section 1.7. Organization. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in the absence of the Chairman of the Board by the Vice Chairman of the Board, if any, or in their absence by a chairman chosen at the meeting. The Secretary, or in absence of the Secretary and Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 1.8. Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board or of such committee, as the case may be shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 1.9. Compensation of Directors. The Board of Directors shall not have the authority to fix the compensation of directors for serving on the Board in any capacity.

## Article II

### Executive and Other Committees

Section 2.1. Executive and Other Committees of Directors. The Board of Directors, by resolution adopted by a majority of the authorized number of directors, may designate an executive committee and other committees, each consisting of two or more directors, to serve at the pleasure of the Board, and each of which, to the extent provided in the resolution but subject to the Tennessee Business Corporation Act, shall have all the authority of the Board.

The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Unless the Board of Directors otherwise provides each committee designated by the Board may adopt, amend, and repeal rules for the conduct of its business. In the absence of a provision by the Board of Directors or a provision in the rules of such committee to the contrary each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of these by-laws.

## Article III

### Officers

Section 3.1. Officers; Election. As soon as practicable after the annual meeting of the Board in each year, the Board of Directors shall elect a Present, a Vice President, an Assistant Secretary, and such other officers as the Board may deem desirable or appropriate and may give any of them such further designations or alternate titles as it considers desirable. Any number of offices may be held by the same person.

Section 3.2. Term of Office; Resignation; Removal; Vacancies. Except as otherwise provided in the resolution of the Board of Directors electing any officer, each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the Board or to the Chairman of the Board or the Secretary of the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. The Board may remove any officer with the exception of the President and CEO with or without cause at any time. Any such removal shall of an officer shall not of itself create contractual rights. Any vacancy occurring in any office of the organization by death, resignation, removal, or otherwise may be filled for the unexpired portion of the term by the Board at any regular or special meeting.

Section 3.3. Powers and Duties. The officers of the organization shall have such powers and duties in the management of the organization as shall be stated in these by-laws or in a

resolution of the Board of Directors which is not inconsistent with these by-laws and to the extent not so stated as generally pertain to their respective offices, subject to the control of the Board. The Secretary shall have the duty to record the proceedings of the meetings of the Board of Directors and any committee in a book to be kept for that purpose.

Section 3.4. Salaries. The salaries, compensation, and other benefits, if any, of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he is also the Founder of the organization.

## Article IV

### Records and Reports

Section 4.1. Organizational Documents and By-Laws. The organization shall keep at its principal executive office the original or a copy of the Charter and by-laws as amended to date which shall be open to inspection by the members of the Board of Directors and its officer's at all reasonable times during officer hours. The organization shall upon written request of any Board member, furnish to that member a copy of the Charter or by-laws as amended to date.

Section 4.2. Minutes and Accounting Records. The minutes of proceedings of the Board of Directors, committees of the Board, and the accounting books and records shall be kept at the principal executive office of the organization, or at such other place or places as designated by the Board of Directors. The minutes shall be kept in written form, and the accounting books and records shall be kept either in written form or in a form capable of being converted into written form.

Section 4.3. Inspection by Directors. Subject to applicable Tennessee laws, every director shall have the right at any time to inspect all books, records, and documents of every kind and the physical properties of the organization and its subsidiary organizations for purposes relating to his or her status as director. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 4.4. Financial Statements. The organization shall keep a copy of each annual financial statement, quarterly, or other periodic income statement, and accompanying balance sheets prepared by the organization on file in the organizations principal office for 12 months; these documents shall be exhibited at all reasonable times, or copies provided, to any Board of Directors on demand.

Section 4.5. Form of Records. Any records maintained by the organization in the regular course of its business, with the exception of minutes of the proceedings of the Board of Directors and its committees, but including the organizations books of accounts, may be kept on, or be in

the form of magnetic tape, photographs, microphotographs, or any other storage device, provided that records so kept can be converted into clearly legible form within a reasonable time. The organization shall so convert any record so kept upon the request of any person entitled to inspect the same.

## Article V

### Miscellaneous

Section 5.1. Principal Executive or Business Offices. The Board of Directors shall fix the location of the principal executive office of the organization at any place either within or without the State of Tennessee.

Section 5.2. Fiscal Year. The fiscal year of the organization shall be determined by the Board of Directors.

Section 5.3. Seal. The organization may have an official seal which shall have the name of the organization inscribed thereon and shall be in such form as may be approved from time to time by the impressed or affixed or in any other manner reproduced.

Section 5.4. Indemnification. The organization shall have the power to indemnify, to the maximum extent and in the manner permitted by the Tennessee Business Corporation Act (the "Code"), each of its directors, officers, employees and agents against expense, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the organization.

The organization shall have the power, to the extent and in the manner permitted by the Code, to indemnify each of its employees and agents (other than directors and officers) against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding, arising, by reason of the fact that such person is or was an agent of the organization.

Section 5.5. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization and such authority may be general or confined in specific instances.

Section 5.6. 501c3 Federal Tax Code Requirements. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No Part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall 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 purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions or this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductions under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the 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. Any such assets not disposed of by the Court of Common Pleas of the country in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

Section 5.7. Amendment of By-Laws. To the extent permitted by law, these by-laws may be amended or repealed, and new by-laws adopted, by the Board of Directors.