

**BYLAWS
OF
EKAM USA, INC.
(A LOUISIANA NONPROFIT CORPORATION)**

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EKAM USA, Inc., a Louisiana nonprofit corporation, (“Corporation”) does hereby adopt, by and through its board of directors, the following Bylaws effective as of the date that the Articles of Incorporation of the Corporation is filed with the Louisiana Secretary of State.

ARTICLE I NAME AND OFFICES

Section 1. Name. This Corporation is a nonprofit corporation organized under the Nonprofit Corporation Law of the State of Louisiana and shall be known as the “EKAM USA, Inc”

Section 2. Offices. The principal office of the Corporation shall be 14637 Memorial Tower Dr., Baton Rouge, LA 70810. The board of directors may change the principal office from time to time without the need to amend this bylaw. The Corporation may also have offices at such other places, within or outside of the State of Louisiana, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE II CORPORATION PURPOSES

Section 1. Nonprofit Purpose. This Corporation 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 the corresponding section of any future federal tax code. The Corporation shall observe all local, state and federal laws applicable to nonprofit organizations. No part of the Corporation’s net earnings shall inure to the benefit of any member or other person. The Corporation is not organized for profit and shall not engage in any activity ordinarily carried on for profit.

Section 2. Specific Purpose. The specific purpose of the Corporation is to provide healthcare for the uninsured and financially dependent children in different parts of the world through financial support, training and educational programs. The Corporation’s specific objectives shall be:

- 2.1. To provide every child with the right to complete health.
- 2.2. To provide parents with support to get their children healthy.
- 2.3. To enable health care providers the ability to treat without financial constraints.

- 2.4. To improve maternal and child health, and reduce mortality and morbidity by supporting organizations with similar goal.
- 2.5. To provide opportunities to the community to engage in service projects.

ARTICLE III DIRECTORS

Section 1. Management. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number. The Corporation shall have minimum of three (3) directors, who, collectively, shall be known as the board of directors. The membership of the Corporation shall consist of the members of the Board of Directors.

Section 3. Qualifications. Directors shall be of the age of majority in the State of Louisiana and have capacity to carry out their duties and responsibilities for the Corporation.

Section 4. Powers. Subject to the provisions of the laws of the State of Louisiana and any limitations in the articles of incorporation and these bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 5. Duties. It shall be the duty of the directors to:

- 5.1. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws.
- 5.2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation.
- 5.3. Supervise all officers, agents, and employees of the Corporation to ensure that their duties are performed properly.
- 5.4. Conduct meetings at such times and places as required by these bylaws.
- 5.5. Register their current addresses with the secretary of the Corporation.
- 5.6. Ensure that any and all expenses of the Corporation are dispensed by check and other instruments bearing the signatures of at least 2 members of the board.

Section 6. Term of Office. Each director shall hold office for a single term of five (5) years, or until he or she dies, resigns or is removed by a majority vote of the Directors, or until his or her successor is elected and qualifies. There shall be no limit to the re-election of directors beyond the initial five (5) years in office.

Section 7. Compensation. No director or committee member shall be entitled to receive compensation for his/her services in such capacities. However, directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties as determined by the Board of Directors. Any payments to directors shall be approved in advance by the Board of Directors in accordance with the Corporation's conflict of interest policy.

ARTICLE IV MEETINGS

Section 1. Place of Meetings. The board of directors may hold regular or special meetings at the principal office of the Corporation, or at such other place as may be designated from time to time by resolution of the board of directors in the respective meeting notice or waivers of notice thereof.

Section 2. Telephonic Meetings. The board of directors may hold meetings by means of telephonic conference calls, video conferencing or similar communication, provided all directors participating in the meeting can hear and communicate with each other. Participation in a board meeting by such means of communication constitutes presence in person at the meeting, except as to a board member who participates in the meeting for the express purpose of objecting to the transacting of any business on the grounds that the meeting is not lawfully called or convened.

Section 3. Notice of Meetings. Notice of the time and place of any board of directors meeting shall be by written notice delivered personally or sent by mail, electronic mail or facsimile to each member of the board at his/her address in the Corporation's record. If mailed, such notice shall be deemed to be delivered when properly sent through the United States mail addressed to the board member, postage prepaid. If notice is given by electronic mail or facsimile, such notice shall be deemed to be given when the transmission thereof has been executed by the sender. Any board member may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting specifically for the express purpose of objecting to the transaction of any business at the meeting.

Section 4. Annual Meetings. The board of directors shall hold a meeting annually at a time stated in or fixed in accordance with a resolution of the board of directors. In addition to the formal annual meeting, the board of director shall meet at least quarterly at a time stated in or fixed in accordance with a resolution of the board of directors.

Section 5. Special Meetings. On call of its board of directors, the corporation shall hold a special meeting at a time stated in or fixed in accordance with a resolution of the board of directors. Only business within the purpose or purposes described in the special meeting notice may be conducted at a special board of director's meeting.

Section 6. Quorum for Meetings. The presence of the majority of the board of directors of the Corporation at any annual or special meetings shall constitute a quorum. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the board shall entertain at such meeting is a motion to adjourn.

Section 7. Voting. All matters coming before the board of directors for a vote at any regular annual or special meeting shall be decided by a majority of the board of directors. Every act or decision done or made by a majority of the directors' present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 8. Conduct of Meetings. Meetings of the board of directors shall be presided over by the chairperson of the board. The secretary of the Corporation shall act as secretary of all meetings of the board.

Section 9. Removal of Directors. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State of Louisiana.

Section 10. Vacancies. Vacancies on the board of directors shall exist: (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased. Any director may resign effective upon giving written notice to the chairperson of the board, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs. Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors.

Section 11. Non-liability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 12. Indemnification by Corporation. The directors of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of Louisiana.

Section 13. Insurance for Corporate Agents. Except as may be otherwise provided under applicable law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer. The Corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

Section 2. Qualifications. Officers shall be of the age of majority in the State of Louisiana and have capacity to carry out their duties and responsibilities for the Corporation.

Section 3. Election and Term of Office. Officers shall be elected by the board of directors, at any time. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected, whichever occurs first.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the Corporation.

Section 5. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 6. President. The president shall be the chief executive officer of the Corporation and shall, subject to the control of the board of directors, supervise and control all assets, all affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. The president shall preside at all meetings of the board of directors. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, the President shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors. The President may appoint or remove any staff or consultants for the Corporation and establish the rate of compensation for any such staff person or consultant.

Section 7. Vice President. In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

Section 8. Secretary. The secretary shall:

- 8.1. Have the authority and responsibility for preparing the minutes of the directors' and shareholders' meetings and for maintaining and authenticating the records of the corporation required to be kept under the applicable law.

- 8.2. Keep at the principal office of the Corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- 8.3. Ensure that the minutes of meetings of the Corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this Corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this Corporation by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.
- 8.4. Certify and keep at the principal office of the Corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
- 8.5. Ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- 8.6. Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the Corporation.
- 8.7. Perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 9. Treasurer. The Treasurer shall:

- 9.1. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.
- 9.2. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever as may be directed by the board of directors.
- 9.3. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.
- 9.4. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- 9.5. Exhibit at all reasonable times the Corporation's books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefor.
- 9.6. Report to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the Corporation.

- 9.7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- 9.8. Perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 10. Compensation. The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered to or for the Corporation. All officer salaries shall be approved in advance in accordance with this Corporation's conflict of interest policy.

ARTICLE VI COMMITTEES

Section 1. Executive Committee. The board of directors may, by a majority vote of its members, designate an executive committee consisting of two board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the Corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of applicable law. By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease, and fill vacancies on the executive committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2. Other Committees. The Corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 3. Meetings and Action of Committees. Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE VII EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1. Execution of Instruments. The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes. Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the treasurer and countersigned by the president of the Corporation. Any and all expenses of the Corporation shall be dispensed by check bearing the signatures of at least 2 members of the board.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. Gifts. The board of directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation and as may be permitted by any applicable local, state, or federal law.

ARTICLE VIII CORPORATE RECORDS, REPORTS AND SEAL

Section 1. Maintenance of Corporate Records. The Corporation shall keep at its principal office:

- 1.1. Minutes of all meetings of directors, committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- 1.2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- 1.3. A copy of the Corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the directors of the Corporation.

Section 2. Corporate Seal. The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, and shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of applicable law.

Section 4. Right to Copy and Make Extracts. Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5. Periodic Report. The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state within the time limit set by applicable law.

ARTICLE IX IRS 501(C)(3) STATUS PROVISIONS

Section 1. Limitations on Activities. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, members, trustees, officers, or other private persons, except that the Corporation 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 Article II hereof. 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Distribution of Assets. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation 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.

ARTICLE X FISCAL YEAR

The fiscal year of the Corporation shall commence on the first day of January each year.

**ARTICLE XI
AMENDMENTS**

Section 1. Bylaws. These bylaws may be adopted, amended and repealed only by the Board of Directors of the Corporation. No alteration shall be made in any of the bylaws by the board unless such alteration shall be proposed in writing at a meeting of the board, and entered at length on the minutes of such meeting and then approved of by such body at a subsequent meeting thereof. Prior to the second meeting a copy of the proposed alteration shall be sent with the notice of the meeting of the board.

Section 2. Certificate of Incorporation. The Corporation's certificate of incorporation may be amended only by the Board of Directors of the Corporation. No change shall be made in certificate of incorporation by the board unless such change shall be proposed in writing at a meeting of the board, and entered at length on the minutes of such meeting and then approved of by such body at a subsequent meeting thereof. Prior to the second meeting a copy of the proposed change shall be sent with the notice of the meeting of the board.

ADOPTION OF BYLAWS

We, the undersigned, initial directors of this Corporation, consent to, and hereby adopt the foregoing bylaws, as the bylaws of this Corporation.

These bylaws are made effective as of _____.

Director

Director

Director