

BYLAWS
OF
THE HAVEN BUTTERFLY FOUNDATION

May __, 2023

ARTICLE I
Name, Offices, Purposes and Mission

1. Name. The name of this corporation is THE HAVEN BUTTERFLY FOUNDATION (hereinafter the "Foundation").

2. Offices and Known Place of Business. The principal office and the known place of business of the Foundation shall be in Pima County, Arizona. The Foundation may also have offices at such other places as the Board may from time to time appoint or the purposes of the Foundation may require.

3. Purposes. The Foundation is organized and will be operated exclusively as an entity exempt from tax and described in Sections 501(c)(3) and 509(a) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), and the Treasury Regulations promulgated thereunder. Foundation shall conduct charitable activities within the meaning of Section 501(c)(3) of the Code, including making grants in support of the work and outreach of The Haven, an Arizona nonprofit corporation (the "Haven"), for so long as the Haven is a qualified organization, and then for any successor Member as provided in these Bylaws. An organization is a "qualified organization" for purposes of these Bylaws only if it is exempt from tax as an organization described in Section 501(c)(3) and Sections 170(b)(1)(A) of the Code and is named as the Member pursuant to Article III herein.

4. Mission. The Foundation's specific purpose is to support the Haven's mission to meet the needs of women in addiction recovery. The Foundation's mission is to transform lives through its support of the Haven's mission, offering hope to women as they move into a life free of alcohol and drug abuse, including educating and inspiring the community in which the Haven and the Foundation operate.

ARTICLE II
The Foundation and The Haven

The Foundation and the Haven are separate, independent legal organizations, each with its own governing body, expenses, mission and organizational structure; provided, however, Foundation's primary purpose is to support the Haven and its mission. The Foundation shall have the right to create separate accounts or subaccounts to house the Foundation's assets as the Foundation's Board shall approve in order to keep separate assets dedicated to differing purposes or for any other reason the Board deems appropriate.

ARTICLE III

Member

1. The Member. There shall be only a single member of the Foundation. The Haven shall be the initial Member and shall so serve until such time as it ceases to be a qualified organization. If at any time the Haven ceases to be a qualified organization, the Board of the Foundation shall select another qualified organization to serve as the Member.

2. Term. The Member shall continue as such until such time as the Member resigns, dissolves, or ceases to be a qualified organization. The Member may designate one or more individuals as a representative to act on its behalf and to represent it in its dealings with Foundation. Written notice of the designation of one or more individuals to act as representative shall be given to the Secretary of the Foundation prior to the time the individual begins representing the Member and any change or revocation of such representative's authority must be provided in writing to Foundation.

3. Approval of Certain Actions. Affirmative consent of the Member shall be required to adopt or approve the following actions:

- a. Liquidation or dissolution of the Foundation;
- b. Merger, consolidation or transfer of substantially all of the assets of the Foundation;
- c. Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Foundation or adoption of new articles of Incorporation or new Bylaws.

4. What Constitutes Member Approval. Whenever these Bylaws require approval of the Member, then so long as the Haven is the Member, the approval of the Haven's Board shall be evidenced in a writing attesting to the vote of the Board signed by the Haven's Chair and Secretary; provided, however, the Member may delegate to a representative of the Member's organization the right to represent the Member in discussions with the Foundation and the scope of such designated representative's authority shall be stated in the delegation of authority, although a designated representative shall not have the authority to approve the actions listed in Section 3 of this Article. . At such time as the Haven is no longer the Member, the new Member's approval shall be evidenced as provided herein with the highest officer and Secretary signing and the designated representative being named as provided.

ARTICLE IV

Board of Directors

1. Powers. The Foundation's Board of Directors (the "Board") shall have general charge of the affairs, property and assets of the Foundation. It shall be the duty of the Board to carry out the aims and purposes of the Foundation and, to this end, except as otherwise provided in these Bylaws and the Articles of Incorporation with respect to the powers reserved to the Member, to manage and control all of the Foundation's property and assets.

2. Number and Terms.

a. Number. At the time of the adoption of these Bylaws, the number of directors is three (3). The number of directors may be increased or decreased by the Member in the future, but never below three (3) directors. If the number of directors is increased by the Member, each new position on the Board shall be treated as a vacancy. If the number of directors is decreased by the Member, each director in office shall serve until his or her term expires or until his or her resignation or removal as herein provided.

b. Term and Term Limits. Each director shall hold office for a term of three (3) years and until his or her successor is duly elected and qualifies, subject to his or her earlier resignation or removal. A director's term shall begin at the close of the annual meeting at which the director is elected or appointed and qualifies and shall end as of the end of the annual meeting at which the director's successor is duly elected or appointed and qualifies. No director may serve more than two consecutive three-year terms without first being absent from the Board for a period of at least one-year. Following a hiatus from the Board of at least one-year, an individual is again eligible for re-election to the Board. The Member may choose to stagger the directors' terms beginning with an annual meeting during or after the year 2023 in order to have only a portion of the directors' terms expiring each year.

c. Staggered Terms. In order to stagger the Board for future appointment purposes, the Member may split the then-serving directors into three groups as designated by the Chair. Beginning at the annual meeting at the time staggering is implemented, one group of directors shall serve for an initial term of one year, another group shall serve for an initial term of two years, and the final group shall serve for an initial term of three years, with three-year terms for all directors appointed after these initial terms expire. The initial short terms of one-year and two years do not count towards the term limits set forth in subsection b of this Section 2.

3. Appointment of Directors.

a. Appointed Directors; Ex Officio Director.

i. Appointment of Directors. At all times, the Member shall have the right to appoint the members of the Foundation's Board. At least fourteen (14) days prior to the expiration of any director's term or upon any event that increases the number of Directors, the Member shall notify in writing the Board of the Member's appointee(s) to the Board, which shall be selected according to criteria developed by the Foundation.

ii. Ex Officio, Non-Voting Director. For purposes of aligning the missions and goals of The Haven and the Foundation, as well as the planning and activities of the two entities, The Haven's chief executive officer ("CEO") shall be an ex officio, non-voting member of the Foundation's Board, not counting in the minimum number of directors stated in Section 2 of this Article or for purposes of quorum.

b. Nominations of Candidates for Director. In the absence of any such notification, it shall be presumed that the Member's incumbent director(s) whose term(s) will expire that year have been re-appointed as a director by the Member to fill such

vacancy unless the Member notifies the Foundation of another appointee. Whenever there is any vacancy in a director position, nominations for potential directors to fill such vacancy may be submitted by the Foundation Board to the Member for consideration, as well as developed by whatever processes the Member has established for nominating potential directors. If the Foundation Board determines it wishes to nominate any individual(s) for consideration as a potential director, it shall provide the name, contact information and resume of such individual to the Member's designated representative not less than 45 days prior to the date of the meeting at which the vacancy will be filled.

c. Eligibility for Appointment; Limitation of Overlap in Service with The Haven and Exception. Candidates for director are required to agree to uphold and further the mission and purposes of the Foundation and must be over the age 21. At no time may more than twenty-five percent (25%) of the Board be simultaneously serving on the Foundation's Board and on also serving on The Haven's Board of Directors or serving as an officer or employee of the Haven; provided, however, the CEO of The Haven shall not be included in this limitation in the position as an Ex Officio, non-voting director on the Foundation's Board.

4. Resignation. Any director, by notice in writing to the Secretary and Chair of the Board, may resign at any time. No acceptance of the resignation is required to be effective. Although a later effective date is stated, the Chair may choose to make a resignation effective immediately upon submission.

5. Removal. Any director may be removed from office without assigning any cause by either the Member through the delivery of a written notice of removal given to the director at his last known address with a copy to the Secretary of the Foundation, or by a two-thirds vote of the directors then in office at a special meeting called for that purpose. The director whose removal is sought shall have no right to counsel or representation at the meeting where removal is sought, but may be given an opportunity to be heard briefly.

6. Vacancies. A vacancy in any director position shall be filled in compliance with Section 3 of this Article.

7. Quorum. A majority of the then serving number of directors shall constitute a quorum for the transaction of business at any meeting of the directors. Once a quorum has been formed at any meeting, the directors from time to time remaining in attendance may continue to transact business properly brought before the meeting until adjournment, notwithstanding the prior departure from the meeting of enough directors to leave less than a quorum.

8. Meetings.

a. Annual Meeting. Annual meetings of the Board shall be held at such time and place in February as shall be determined from time to time by the Chair or the Secretary and stated in the notice of meeting.

b. Regular Meetings. Regular meetings of the Board may be held at regular intervals on such dates and at such places and times as the Board may determine.

c. Special Meetings. Special meetings of the Board may be called by the Chair or by the number of directors that would be required to constitute a quorum, and must be called within 20 days of any written request from the Member.

9. Notices of Meeting. Written notice of the date, time and place of each annual or regular meeting of the directors shall be given to each director by the Secretary or the person or persons calling the meeting not more than sixty (60) days nor less than five (5) days before such meeting. Such notice need not specify the purposes of the meeting and may be given by any reasonable means. Notice of any regular meeting of the Board during any calendar year is required to be given only prior to the first such meeting in any calendar year, provided that such notice includes a list of the other regular meeting dates, times and locations intended to be covered by such notice. Notice of any special meeting stating the place, date, hour and purpose of the meeting shall be given to each director by telephone, electronic mail, facsimile or telegram no less than seventy-two (72) hours before the date of the meeting. Notice of any meeting shall be considered given if mailed, faxed, electronically mailed or otherwise sent or delivered in writing to the director at his or her address, electronic mail address, or fax number specified in the records of the Foundation. The giving of notice shall be deemed to be waived by any director who shall attend and participate in such meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice and may be waived, in a writing, by any director either before, at or after such meeting.

10. Chair. At all meetings of the Board, as elected by the Board at the annual meeting, or in his or her absence the Vice Chair (if any), or in their absence a chair chosen by a majority of the directors present, shall preside.

11. Proxies and Voting. At any meeting of the directors, every director entitled to vote may vote in person or by a transmission permitted by law filed in accordance with the procedure established for the meeting. No proxies will be permitted. Each director shall have one vote. Except as otherwise required by law, by these Bylaws, or by the Articles of Incorporation, all matters shall be determined by a majority of the directors present at any meeting at which there is a quorum.

12. Action Without a Meeting. Any action which might be taken at any meeting of the directors or of any committee thereof may be taken without such meeting if all the then serving directors or members of such committee, as the case may be, consent thereto in a writing signed by (or e-mail sent to the Secretary by) all of the then serving directors. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of the Foundation and inserted in the permanent records relating to meetings of the directors.

13. Meetings By Telephone or Other Communication Technology.

a. Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board by, or conduct the meeting through the use of, telephone or any other means of communication by which all participating directors may simultaneously hear each other during the meeting.

b. If a meeting will be conducted through the use of any means described in subsection (a), all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting..

14. Compensation. Directors shall not receive any stated salary for their services, but by resolution of the Board a reasonable sum for reimbursement of expenses may be allowed for attendance at any meeting of the Board. The Board shall have the power in its discretion to contract for and to pay to directors rendering unusually or exceptional services to Foundation special compensation appropriate to the value of the services.

15. Reimbursement by Directors. Any payments made to a director, including those for services or reimbursements of expenses, which shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such director of the Foundation to the full extent of such disallowance. In lieu of payment by the director from which reimbursement is sought, subject to a determination made by the remainder of the directors, amounts may be withheld from his or her future compensation or reimbursement payments until the amount owed to Foundation has been recovered.

ARTICLE V Officers

1. Number. The principal officers of the Foundation shall be a Chair, Vice Chair, Secretary and Treasurer. The Board may elect such other officers and assistant officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one office. The Board may also hire a paid executive staff person to run the day to day operations of the Foundation, with such person to be known as the “Executive Director”.

2. Election, Qualifications and Term of Office. The officers of the Foundation shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. The Chair and Vice Chair shall be elected by the Board of Directors from among their number and the other officers shall be elected from among such persons as the Board may see fit. Each officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer’s death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

3. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board, whenever in its judgment the best interests of the Foundation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

5. Chair. It will be the duty of the Chair to preside at all meetings of the Board and to be responsible for general governance of the Foundation. The Chair may execute on behalf of the Foundation contracts, deeds, conveyances, and other instruments in writing that may be required for the proper and necessary transaction of the business of the Foundation. The Chair shall be the primary liaison with the CEO and the Board.

6. Vice President. the Foundation may elect a Vice Chair. If the Foundation determines to elect a Vice Chair, this individual shall act in the absence of the Chair, or in the event of the Chair’s death, inability or refusal to act, the Vice Chair shall perform the duties of the

Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board.

7. Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Foundation if one is authorized by the Board, in which case the Secretary shall see that the seal of the Foundation is affixed to all documents the execution of which on behalf of the Foundation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board.

8. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Foundation, and for moneys due and payable to the Foundation from any source whatsoever, including the deposit of such moneys in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

9. Other Assistants and Acting Officers. The Board shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board.

10. Executive Director. The Executive Director shall be the principal executive officer of the Foundation and a paid executive of the Foundation. Subject to the control of the Board, the Executive Director shall in general supervise and control all of the business and affairs of the Foundation. The Executive Director shall have authority, subject to such rules as may be prescribed by the Board and the Member, to appoint such agents and employees of the Foundation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the Executive Director and, ultimately the Board. In general, the Executive Director shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time. The Executive Director shall be the person responsible for oversight of the day to day operations of the Foundation. The Executive Director shall report to the Board, with the Chair being the primary liaison, and the Board will determine compensation for the Executive Director and all other contractual rights, if any, of the Executive Director.

11. Compensation. Other than the Executive Director who shall be a paid executive of the Foundation, the officers of the Foundation shall not receive compensation for serving as officers. Any compensation paid to an officer for personal services rendered to the Foundation shall be paid only after compliance with the Foundation's policy governing Conflicts of Interest. However, officers may receive reimbursement for reasonable expenses incurred in connection with

corporate matters, provided that such reimbursement is authorized by the Board of Directors in compliance with the Foundation's conflicts of interest policy.

12. **Reimbursement by Officers.** Any payments made to an officer, including those for reimbursements of expenses, which shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the Foundation to the full extent of such disallowance. In lieu of payment by the officer from whom reimbursement is sought, subject to a determination made by the Board of Directors, amounts may be withheld from his or her future reimbursement payments until the amount owed to the Foundation has been recovered.

ARTICLE VI COMMITTEES

1. Committees of Directors.

a. Scope of Authority. The Board may, from time to time, by resolution adopted by a two-thirds (2/3) vote of a quorum present at a Board meeting, appoint standing or temporary committees from its membership and vest such committees with such powers as the Board may include in its resolution; provided, however, the Board may not delegate its power in reference to the following matters:

- i. fixing compensation, if any, of any individual rendering personal services to Foundation and also serving as a director or an officer,
- ii. filling vacancies on the Board or on any committee with Board-delegated authority;
- iii. adoption, amendment or repeal of Bylaws or adopt new Bylaws, or amend, repeal, or adopt new Articles of Incorporation; or
- iv. approve any transaction between
 - A. The Foundation and one or more of its directors or officers, or
 - B. The Foundation and any entity in which one or more of its directors or officers have a material financial interest.

b. Tenure of Committee Members. Except in the case of resignation, disqualification, removal or the inability to serve for any reason, each member of any committee established under this Article shall hold office for a period of one year and until his successor is elected and qualified.

c. Meetings of Committees.

- i. **Process.** Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV concerning meetings of directors, with such changes in the context of Article IV as are necessary to substitute the committee and its

members for the Board and its members, except that the time for regular meetings of committees may be determined by resolution of the Board, and special meetings of committees may also be called by resolution of the Board. In the absence of rules adopted by the Board specific to the committee, the committee may adopt such rules; provided, however, the committee is required to comply with subsection ii of this section.

- ii. Minutes and Reports to the Board. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any committee not inconsistent with the provisions by these Bylaws.

d. Quorum of Committee Members. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of any committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

e. Revocation of Delegated Authority. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a committee, increase or decrease (but not below two) the number of members of a committee, and fill vacancies in a committee from the members of the Board.

2. Advisory Committees.

a. Appointment of Advisory Committees. The Board may create one or more advisory committees. Each such committee may consist of any number of persons who are not directors and who the Board deems appropriate to serve on such committee, provided that at least one director shall be a member of each such committee. The Board at any time may appoint additional members thereto.

b. Scope and Purpose. Such advisory committees shall advise with and aid the officers and directors of the Foundation in all matters designated by the Board as is described in the resolution creating such committee. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

c. Terms of Membership. The members of any advisory committee shall serve at the pleasure of the Board, but it shall be presumed unless contrary designation is in the resolution appointing members to the committee, that the term of membership is one (1) year.

d. Rules of Procedure; Minutes and Reports.

- i. Process. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV concerning meetings of directors, with such changes in the context of Article IV as are necessary to substitute the committee and its

members for the Board and its members, except that the time for regular meetings of committees may be determined by resolution of the Board, and special meetings of committees may also be called by resolution of the Board. In the absence of rules adopted by the Board specific to the committee, the committee may adopt such rules; provided, however, the committee is required to comply with subsection ii of this section.

- ii. Minutes and Reports to the Board. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any committee not inconsistent with the provisions by these Bylaws.

- e. Compensation. The members of any advisory committee shall not receive any stated salary for their services, but by resolution of the Board a reasonable sum for reimbursement of expenses may be allowed for attendance at each annual or special meeting of the Board at which the committee member is asked to attend and each meeting of the committee. The Board shall have the power in its discretion to contract for and to pay to any member of an advisory committee rendering unusual or exceptional services to Foundation special compensation appropriate to the value of the services.

ARTICLE VII

Agents, Contracts, Checks, Deposits, Gifts and Interpretation

1. Agents and Representatives. The Board may appoint such agents and representatives of the Foundation with such powers and to perform such acts or duties on behalf of the Foundation as the Board may see fit, so far as may be consistent with these Bylaws, and to the extent authorized or permitted by law.

2. Contracts. The Board may authorize one or more officers or agents of the Foundation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent, or employee shall have any power to bind Foundation or to render it liable for any purpose or amount.

3. Checks. All checks, drafts, or other orders for payment of money by the Foundation shall be signed by such person or persons as the Board may from time to time designate by resolution. Such designation may be general or confined to specific instances.

4. Deposits. All funds of the Foundation shall be deposited to its credit in such bank, banks, or other depositories as the Board may designate. Such designation may be general or confined to specific instances.

5. Gifts. The Board may accept on behalf of the Foundation any gift, bequest, devise, or other contribution for the purposes of the Foundation on such terms and conditions as the Board shall determine.

6. Interpretation. In this document the terms "he" or "she" shall mean he/she/it and "him" or "her" shall mean him/her/it. The masculine may be substituted with the feminine without substantive change in any provision. The headings are meant as descriptive and are not substantive provisions. Words are to be given their plain and ordinary meaning unless a term is defined to have a particular meaning within these bylaws.

ARTICLE VIII Conflicts of Interest

The Board shall adopt a policy regarding transactions between the Foundation and interested persons, including but not limited to the sale, lease or exchange of property to or from interested persons and the Foundation, the lending or borrowing of monies to or from interested persons by the Foundation or the payment of compensation by the Foundation for services provided by interested persons. For the purposes of this Article "interested person" means any director, officer, or member of a committee with board delegated powers, or any person in a position to exercise substantial influence over Foundation's activities, who has a direct or indirect financial interest.

ARTICLE IX Limitations

1. Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of the Foundation shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization (i) exempt from Federal income tax as an organization described in Code Sections 501(c)(3) and 170(b)(1)(A), and (ii) contributions to which are deductible under Code Section 170.

2. Prohibition Against Sharing in Earnings. No director, officer, or employee of, or other person connected with Foundation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Foundation, provided that this shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for the benefit of the Foundation or the reimbursement of expenses incurred by any such person on behalf of the Foundation, in connection with effecting any of the purposes of the Foundation; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Foundation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Foundation, whether voluntary or involuntary, the assets of the Foundation, after all debts have been satisfied, then remaining in the hands of the Board, shall be distributed, transferred, conveyed, delivered and paid over as provided in the Articles of Incorporation.

ARTICLE X Fiscal Year

The fiscal year of the Foundation shall commence on October 1 of each year and end on September 30 of each year.

ARTICLE XI
Record of Directors

The Secretary of the Foundation shall keep or cause to be kept a book in which shall be written the name of all directors, together with the last known address of each. There shall also be stated therein the date upon which each director became such, and upon termination of any directorship for any cause, the fact relating thereto shall be recorded in said book, together with the date of such termination. It shall be the duty of every director, upon becoming such, forthwith to furnish to the Secretary of the Foundation his or her then address and likewise promptly to report to the Secretary for inclusion in such record any change in any such address.

ARTICLE XII
Amendments

The power to make, alter, amend, or repeal the Bylaws is vested in the Board of the Foundation, subject to the provisions of Article III approval by the Member before any alteration, amendment or repeal may be implemented by the Board.

CERTIFICATE OF ADOPTION

Certified a true and correct copy of the Bylaws adopted effective on the ____ day of May, 2023, by the Board of Directors of The Haven Butterfly Foundation and approved by the Member.

The Haven Butterfly Foundation,
an Arizona nonprofit corporation

By _____
_____, Chair

Approved By
The Haven
Effective: May __, 2023

By _____
Name:
Its:

By _____
Name:
Its:

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