

BYLAWS OF

HANDS OF THE FUTURE, INC

ARTICLE I

General

Section 1. Name. The name of the corporation is Hands of the Future, Inc. (the "Corporation"). The official acronym is HF.

Section 2. Address. The post office address of the Corporation's registered office is 474 Maple Street, West Lafayette, IN 47906.

Section 3. Registered Agent. The registered agent in charge of the registered office is the Executive Director.

Section 4. Non-Profit Status. The Corporation shall have no capital stock and shall not be conducted for pecuniary profit. It shall have no power to issue any shares of stock or to declare or pay dividends.

Section 5. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December next succeeding.

ARTICLE II

Purpose

Section 1. Programming. To educate children about the beauty and wonder of nature and foster active engagement with the world around them in Tippecanoe County Indiana and surrounding counties. Children's programs will be developed and provided to children within the community through Junior Nature Club.

Section 2. Facilities/Site. To develop a Children's Forest in cooperation with the community to provide the area children a safe, natural place to explore their world and have adventures. This site would also be used for various environmental education opportunities with area schools, churches, scouts and other children's clubs.

ARTICLE III

Membership

Section 1. Membership. Membership is established solely by participation in the Corporation. Membership is open to all children whose residence is within Tippecanoe County and surrounding counties. There shall be no dues for membership nor shall there be voting rights or other benefits. The sole right of membership shall be the ability to participate in the activities of the Corporation.

Section 2. Equal Opportunity. There shall be no discrimination on the grounds of race, color, national origin, age, religion, gender or sexual orientation, with regard to membership.

ARTICLE IV

Board of Directors

Section 1. Directors. The affairs of the Corporation shall be under the supervision of the Board of Directors, subject to the provisions of the Articles of Incorporation and these Bylaws. The duties of the Board of Directors shall be established from time to time by the Board of Directors and these Bylaws. The Executive Director shall conduct Board meetings, unless that duty is delegated. The Board of Directors shall consist of not less than three (3) members and no more than eleven (11), as designated by resolution of the Board of Directors from time to time. The term of each member of the initial Board of Directors shall be three (3) years, and until his or her successor is elected and qualified. At the regular meeting of the Board of Directors immediately preceding the expiration of the term of any director, or at a special meeting, the directors of the Corporation shall elect a new director to replace the director whose term will expire, or has expired, and such a new director shall serve for a term of three (3) years, or such other period as prescribed by the directors at the time of such election, and until his or her successor is elected and qualified. A director may serve multiple consecutive terms.

Section 2. Removal of Directors. Any Director may be removed, with cause, by a two-thirds vote of all the Directors at any regular or special Board meeting. Failure to comply with the conflict of interest provisions of federal, state or local laws, and these Bylaws, may constitute cause for removal of a Director. Active participation in the activities of the Corporation by each Director is crucial to the long-term success of the Corporation. If a Director does not participate in at least three quarters (75%) of the

Board meetings or is not excused in advance from a Board meeting by the Executive Director, then the Executive Director shall communicate with the Director and inquire as to their continued interest in service to the board. If the Executive Director is not able to obtain satisfactory communication with a Director, then the Executive Director may recommend to the Board that said Director be terminated for cause.

Section 3. Director Conflicts of Interest.

A. Definitions. For purposes of these Bylaws.

1. A "conflict of interest" exists between the Corporation and a Director with respect to a contract, transaction, or other matter if the contract, transaction, or other matter is between the Corporation and:
 - a) The Director, including contract for employment if Executive Director receives a salary;
 - b) Any partnership, firm, corporation, limited liability company, association, or other entity in which the Director is an officer, employee, or director receiving compensation other than per diem or expenses; or
 - c) Any partnership, firm, corporation, limited liability company, association, or other entity which the Director is financially interested.
2. A Director is "financially interested" in a partnership, firm, corporation, limited liability company, association, or other entity if:
 - a) The Director or a spouse or child of the Director owns any legal or beneficial interest in the partnership, firm, corporation, limited liability company, association, or other entity, whether equity or debt; or
 - b) The Director or spouse or un-emancipated child of the Director would directly or indirectly benefit financially from a contract transaction, other matter between the Corporation and the partnership, firm, corporation, limited liability company, association, and other entity; or
 - c) The Director knows that any of the following family members of Directors: spouse, parent, child, sibling, grandparent, grandchild, sibling of a spouse, or spouse of any person listed above if the Director receives compensation other than per diem or expenses as an officer, director, partner, or other

principal of the partnership, firm, corporation, limited liability company, association, or other entity; provided, however, that a Director is not financially interested if the legal or beneficial interest described in subsection A:

- 1) Consists of securities publically traded on a national or regional securities exchange and the Director's ownership interest does not exceed 5 percent of those securities outstanding; or,
- 2) Is a time or demand deposit in a financial institution or insurance policy.

- B. Disclosure of Conflict of Interest; Disqualification. A Director shall promptly disclose any actual or potential conflict of interest the Director may have with respect to any contract, transaction, or other matter which the Director knows to be considered by the Corporation, the Board of Directors, or any Committee of the Corporation, which disclosure shall be made to the Board of Directors, the Executive Director, and any Committee considering the matter. The Director shall disclose the actual or potential conflict of interest as soon as it is discovered. In any event, such an actual or potential conflict of interest shall be included and briefly noted on the agenda for any public meeting including the matter at issue. A Director with a conflict of interest shall not participate in any vote on, or discussion or review of, the matter other than to disclose the conflict of interest. If during the meeting, it is determined that a Director has a conflict of interest, the Director must verbally indicate so (with the minutes reflecting) and the Director excuses him/her-self from the remainder of the discussion and vote.
- C. Prohibited Transactions. If an actual conflict of interest exists in connection with a contract, transaction, or other matter before the Corporation, and the Director subject to that conflict nonetheless knowingly and significantly participates in Corporate discussions relating to that contract, determinations of specific standards for performance of the contract, development of invitations for bid or requests for proposal, or similar activities relating to the contract, the contract shall not be awarded to the Director or any other activity that gave rise to the conflict of interest.
- D. Annual Disclosure. Upon becoming a Director and thereafter annually, each Director shall file with the Secretary of the Corporation an adequate written statement of disclosure of economic interests of the Director and the Director's

spouse (a "disclosure statement"). The disclosure statement shall be considered adequate if it:

1. Sets forth information that would permit independent verification or other confirmation of compliance by the Director with these Bylaws which is from time to time acceptable by the Board of Directors: or
2. Includes the following information:
 - a) Positions of employment;
 - b) Positions as director, officer, or agent for any partnership, firm, corporation, limited liability company, association, or other entity for which compensation other than per diem or expenses is received;
 - c) Boards, partnerships, firms, corporations, limited liability companies, associations, or other entities in which the Director is financially interested unless the Director provides a written statement declaring that, for each entity in which the Director is financially interested and which is not disclosed in the economic interest statement, such entity does not have any potential to give rise to a conflict of interest with regard to the activities of the Corporation;
 - d) For each entity listed under item a), b), or c) above, a listing of any benefits or services that the Director knows such entity has provided to the Corporation for any of its programs for a fee or any benefits or services that the Corporation has provided to such entity for a fee, within the last five (5) fiscal years; and
 - e) Such additional information as the Corporation may require.

The Corporation may provide a form to be used in making these disclosure statements. All disclosure statements filed with the Corporation shall be available for inspection by any person during regular business hours at the Corporation's administrative office. The Corporation shall provide copies of such statements to the Executive Director.

E. Contract or Purchase. If the Corporation enters into a contract or purchase with respect to which a conflict of interest exists involving a Director and the ultimate contractor or purchase is an entity that gave rise to the conflict of interest, the Corporation must be able to establish to the reasonable satisfaction of its accountants and auditors that the contract or purchase was adequately bid or negotiated and that the terms of the contract or purchase are fair and reasonable to the Corporation.

Section 4. Good Faith Duty

- (a) A Director shall, based on the facts then known to the Director, discharge duties as a director, including the director's duties as a member of a committee, as follows:
 - (1) In good faith.
 - (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances.
 - (3) In a matter the director reasonably believes to be in the best interest of the corporation.
- (b) In discharging the director's duties, a director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by one (1) of the following:
 - (1) An officer or employee of the corporation whom the director reasonably believes to be reliable and competent in the matters presented.
 - (2) Legal counsel, certified public accountants, or other persons as to the matters the director reasonably believes are within the person's professional or expert competence.
 - (3) A committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence.
- (c) A director is not acting in good faith if the director has knowledge concerning a matter in question that makes reliance otherwise permitted by subsection (b) unwarranted.
- (d) A director is not liable for an action taken as a director, or failure to take an action, unless the:
 - (1) Director has breached or failed to perform the duties of the director's office in compliance with this section; and
 - (2) Breach or failure to perform constitutes willful misconduct or recklessness.
- (e) A director is not considered to be a trustee with respect to a corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Section 5. Quorum and Voting. A majority of directors in office must be present (in person or by proxy, including via email) immediately before a meeting begins in order to constitute a quorum for the transaction of any business properly to come before the Board of Directors. The majority act of the directors present shall be the act of the Board of Directors.

Section 6. Regular Meetings. The Board of Directors may hold regular meetings, as fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. Meetings of the Corporation are not subject to the provisions of the Indiana Open Door Law located at Indiana Code 5-14.1.5, as amended. Notice of meetings shall be made in the manner determined by the Board from time to time, and specifically may include but not limited to publishing via the Corporation's website, or posting on the front door of the Corporate Office.

Section 7. Special Meetings. The Board of Directors may hold special meetings for any lawful purpose upon not less than two (2) days' notice, as described in Sections 5 and 6 of this Article IV, upon call by the Executive Director of the Corporation or by not less than two (2) members of the Board of Directors. A special meeting shall be held at such date, time, and place within or without the State of Indiana as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 8. Notice of Special Meetings and Waiver. Oral or written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Executive Director, the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least two (2) days before the date of the meeting. Oral notice shall be effective when communicated. Written notice shall be effective when received. Notice may be waived in writing, signed by the director entitled to the noticed, and filed with the minutes or corporate records. Attendance at or participation in any meeting of the Corporation's Board of Directors shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

Section 9. Means of Communication. The Board of Directors, or a committee thereof, may (a) permit a director or a committee member to participate in a meeting by or (b) conduct a meeting through the use of any means of communication by which all directors or committee members participating may simultaneously hear each other during the meeting. A director or a committee member participating in a meeting by such means is considered present in person at the meeting.

Section 10. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent, including email received in the normal course of business, describing such action is signed by each director or committee member and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section 7 through Section 10 shall have the effect of a meeting vote and may be described as such in any document.

Section 11. Vacancies. Any vacancy on the Board of Directors shall be filled by the Board of Directors.

ARTICLE V

Officers

Section 1. In General. The officers of this Corporation shall be the Executive Director and such other officers as the Board of Directors and these Bylaws may otherwise elect. An officer may simultaneously hold more than one (1) office. All officers should be members of the Board of Directors. Any vacancy occurring in the offices of Secretary and Treasurer shall be filled by the Executive Director.

Section 2. Executive Director. The Executive Director shall preside at all meetings of the Board of Directors of the Corporation. The Executive Director shall be responsible for implementation of policies established by the Board of Directors. The Executive Director shall perform the duties incident to the office of chief executive officer of the Corporation and such other duties as the Board of Directors may prescribe.

Section 3. Secretary. The Secretary shall be the custodian of all papers, books, and records of the Corporation other than books of account and financial records. The Secretary shall prepare and enter in the minute book the minutes of all meetings of the Board of Directors. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or Executive Director may prescribe.

Section 4. Treasurer. The Treasurer shall prepare and maintain correct and complete records of account showing accurately the financial condition of the Corporation. All notes, securities, and other assets coming into possession of the Corporation shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Board of Directors or the Executive Director, a statement of the financial condition of the Corporation and shall perform the duties usual to such position and such other duties as the Board of Directors or Executive Director may prescribe. The books kept by the treasurer shall be audited annually by a board member not acting as treasurer.

Section 5. Other Offices. Each other officer of the Corporation shall perform such duties as the Board of Directors or Executive Director may prescribe.

ARTICLE VI

Indemnification

Section 1. Indemnification by the Corporation. To the extent feasible as determined by the Board from time to time, the Corporation shall maintain Directors and Officers liability insurance. To the extent not inconsistent with applicable law and Indiana Code 23-17-16 et. seq, every person (and the heirs and personal representatives of such persons) who is or was a director or officer of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by them in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereof or, (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Article VI to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what they reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is

determined to have reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article VI.

Section 2. Definitions.

(a) As used in this Article VI, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or their heirs or personal representatives) may become involved, as a party or otherwise:

- (1) By reason of them being or having been a director or officer of the Corporation or any corporation where they served as such at the request of the Corporation, or
- (2) By reason of them acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust or other organization or entity where they served as such at the request of the Corporation, or
- (3) By reason of any action taken or not taken by them in any such capacity, whether or not they continue in such capacity at the time such liability or expense shall have been incurred.

(b) As used in this Article VI, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of a person.

(c) As used in this Article VI, the term "wholly successful" shall mean:

- (1) Termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against them;
- (2) Approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding; or
- (3) The expiration of a reasonable period of time after the making of a claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement of Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification

- (a) If special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Article VI and
- (b) If the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings that is within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article VI shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article VI, the Board of Directors may, at any time and from time to time, approve indemnification of the directors, officers, or other persons to the fullest extent permitted by applicable

law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article VI and insurance protecting the Corporation's directors or officers, or other persons.

ARTICLE VII

Contracts, Checks, Loans, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may by resolution, authorize one (1) or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by the Executive Director of the Corporation. Two other members of the directors of the Corporation should be authorized to sign in the event the Executive Director is unable to do so. Only one signature is required of the three persons authorized. Such designation may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

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

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

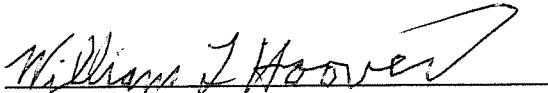
ARTICLE VIII
Amendments

The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Directors of the Corporation and shall require a positive vote of at least seventy-five percent (75%) of the active directors at any regular, special, or annual meeting.

Accepted this 3rd day of April, 2014.



Board of Directors



Board of Directors

Board of Directors



Executive Director