

AMENDED AND RESTATED
BYLAWS OF THE JUSTIN PEPPER FOUNDATION

Approved and Adopted as of October 21, 2012

ARTICLE I - NAME

The name of the organization shall be The Justin Pepper Foundation, (the “organization” or “foundation”).

ARTICLE II –MISSION STATEMENT

The Justin Pepper Foundation offers opportunity for character development for youth through charitable activities that educate youth in the spirit of cooperation and the consideration of others. Our goal is to build independence and self confidence in today’s youth.

ARTICLE III – OFFICES AND REGISTERED AGENT

The principal office of the Organization shall be at the address of the person who is serving as registered agent of the Organization as reflected in the records of the Secretary of State of South Carolina. The Organization may have offices at such other places within the state of South Carolina as the Board of Directors (the “Board”), of the Foundation from time to time may approve.

ARTICLE IV- MEMBERSHIP

The Foundation will not have active or inactive membership.

ARTICLE V – BOARD MEMBERS

Section 5.1 The authorized number of Board Members shall not be less than five (5).

Section 5.2 The immediate family members of Justin Pepper shall not exceed fifty percent (50%) of the Board.

Section 5.3 Board Members shall serve for a term of three (3) years, at which time they may be re-elected to the Board for a second term of two (2) years.

Section 5.6 Board Members shall not serve more than five (5) consecutive years.

Section 5.7 A Board Member having served five (5) consecutive years, after a (1) one year hiatus, may be re-elected and serve again.

Section 5.8 If a Board Member anticipates being absent from a board meeting, the individual will contact the Chairman of the Board as to the reason. If a Board Member has three (3) unexcused absences within a twelve (12) month calendar year, the Board Member will be deemed to have resigned and the position declared vacant. Remaining Board Members may elect a replacement.

Section 5.9 Elections for Board Members shall be held annually at the last regular board meeting of the calendar year. Newly elected Board Members will assume their position on January 1 of the following year.

Section 5.10 A Special Election for Board Members may be approved by one hundred percent (100%) of the Board Officer's consent. In the event of Special Elections, those newly elected Board Members will assume their position within thirty (30) days.

Section 5.11 The method of election shall be determined by the Board. Those persons who receive a plurality of votes cast shall be deemed to have been elected.

Section 5.12 The Board shall have the right to request the resignation of any Board Member whose work and interest proves to be out of harmony with the Organization, detrimental to the Organization's best interest, or failure to follow the guidelines set by the Board. Any request for the resignation of a Board Member must be approved by at least two-thirds (2/3) of the votes cast.

Section 5.13 Any Board Member may resign, at their discretion, at any time, by giving written notice to the Chairman of the Board.

Section 5.14 Fundraising. Board Members are required to contribute to the fundraising activities of the foundation at a minimum of three hundred fifty dollars (\$350) per year. This may be acquired from a personal donation and/or through donations solicited.

Section 5.15 Board Members must attend fifty percent (50%) of the planned activities scheduled per year. Or arrange for adequate representatives (volunteers) to participate in their absence.

ARTICLE VI – OFFICERS OF FOUNDATION

Section 6.1 Officers of the Foundation (the "Officers"), shall consist of a Chief Executive Officer (the "CEO"), Chairman, Vice-Chairman, Secretary, and Treasurer. And such other Officers as the Board shall approve.

Section 6.2 At least one (1) non-immediate family member of Justin Pepper must serve as an Officer in one of the following positions: Chairman, Vice-Chairman, Secretary, or Treasurer.

Section 6.3 Officers are required to attend meetings of the Board and are permitted to participate in all business discussions.

Section 6.4 Officers, with the exception of the CEO, shall serve ex-officio with vote.

Section 6.5 The CEO shall serve ex-officio without vote.

Section 6.6 Officers shall serve for a term of two (2) years and are elected by the Board during the last regularly scheduled meeting of each even number year. The term shall begin at the beginning of the fiscal/calendar year following the election or appointment. Each officer shall hold office until his/her term expires, death, resignation, removal, disqualification, or his/her successor has been elected or appointed.

Section 6.7 Officers may serve unlimited consecutive terms, with ex-officio voting rights for no more than five (5) consecutive years with a one (1) year hiatus between voting terms.

Section 6.8 Chief Executive Officer. The CEO may sign, with the Secretary or any other officer authorized by the Board, any instruments which may be executed on behalf of the Board. The CEO is responsible for the daily operation of the Foundation including, but not limited to, the administrative duties, marketing, budgeting, and operational planning. The CEO shall be the Organization's public face and convey the Foundation's mission to the general public and shall supervise all fund-raising efforts. The CEO shall prepare a report as required by the Board for each Board Meeting.

Section 6.9 Chairman. The Chairman shall preside at all meetings of the Board. The Chairman shall perform such other duties as may be prescribed from time to time by the Board. In the absence of the CEO, or in the event of inability or refusal of the CEO to act, the Chairman shall perform the duties of the CEO and when so acting shall have all the powers of and be subject to all the restrictions upon the CEO.

Section 6.10 Vice Chairman. In the absence of the Chairman, or in the event of inability or refusal of the Chairman to act, the Vice Chairman shall perform the duties of the Chairman and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall perform such other duties as may be assigned from time to time by the Chairman or the Board.

Section 6.11 Secretary. The Secretary shall prepare minutes of all meeting of the Board; give all notices required by law and by these Bylaws; sign such documents as may be required; and perform all other duties as may be assigned from time to time by the CEO or the Chairman.

Section 6.12 Treasurer. The Treasurer shall have custody of all funds belonging to the Foundation and receive, timely deposit, or disburse the same under the direction of the Board; keep full and accurate accounts of the finances of the Foundation in books provided for the purpose; cause such tax returns, reports, and/or schedules as may be required by the Internal Revenue Service and state taxing and regulatory authorities be prepared and filed in a timely manner; and prepare a true balance sheet

(statement of the assets, liabilities and fund balance) of the Foundation as of the close of each fiscal year and statements of activities (support and revenue, expenses, and changes in fund balance), functional expenses, and cash flow for such fiscal year, all in reasonable detail, to be prepared and submitted to the Board and will perform such other duties as may be assigned from time to time by the Board. The Treasurer shall prepare a report as required by the Board for each Board Meeting.

ARTICLE VII – MEETINGS OF THE BOARD

Section 7.1 Regular meetings of the Board will be held six (6) times per calendar year, during the odd numbered months.

Section 7.2 A schedule of regular meetings for the upcoming calendar year shall be presented by the CEO and approved by the Board at the last Board Meeting of the previous year.

Section 7.3 Special meetings may be called by or at the request of the CEO, the Chairman, or by twenty percent (20%) of the Board Members.

Section 7.4 Notice of Meetings. Regular meetings may be held without notice if the date, time, and place for the meeting previously have been fixed by the Board; otherwise regular meetings must be preceded by a least two (2) days notice to each Board Member of the date, time, and place, but not the purpose of the meeting. Special meetings of the Board must be preceded by at least two (2) days notice to each Board Member of the date, time, place, and purpose of the meeting.

Section 7.5 Quorum. Fifty percent (50%) plus one shall constitute a quorum for the transaction of business.

Section 7.6 Board Members or Officers shall attend meetings in person, by conference call, or through video feed. Conference calls and video feeds must be acknowledged by the CEO or Chairman at least one hour prior to the start time of any given meeting.

ARTICLE VIII – COMMITTEES OF THE FOUNDATION

Section 8.1 The Board may create one (1) or more committees as the Board determines necessary.

Section 8.2 Committees shall be appointed by and serve at the pleasure of the Board.

Section 8.3 Committee members do not have to be members of the board, but should have a vested interest in the Board's mission.

Section 8.4 At least one (1) Board Member must serve on a designated committee as the Chair of the Committee.

ARTICLE IX – MANAGEMENT OF FUNDS AND BUSINESS TRANSACTIONS

Section 9.1 The fiscal year of the Foundation shall begin on January 1 of one year and end on December 31 of the same year.

Section 9.2 Board Members and Officers may enter into any contract on behalf of the Foundation.

Section 9.3 Board Members and Officers of the Foundation may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Organization.

Section 9.4 The Foundation may not lend money to or guarantee the obligation of a Board Member nor Officer of the Foundation.

Section 9.5 The CEO, in running the organization's day-to-day affairs, may spend at their discretion funds not to exceed seven hundred and fifty dollars (\$750) within a thirty (30) day period, without Board approval.

Section 9.6 Expenses that may arise between Board Meetings in excess of seven hundred and fifty dollars (\$750), may be approved by one hundred percent (100%) of the Officers written consent, not to exceed two thousand, five hundred dollars (\$2500).

Section 9.7 The Foundation shall be operated so that no part of its net earnings or assets shall ever be distributed as dividend or inure to the benefit of any Board Member nor Officer of the Foundation.

ARTICLE X – POLITICAL INVOLVEMENT

Section 10.1 The Foundation shall not directly or indirectly participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for elective public office.

Section 10.2 The Foundation shall make no contributions to any political campaign fund.

Section 10.3 Board Members and Foundation Officers shall make no public statements of position (verbal or written) made on behalf of the Foundation in favor of or in opposition to any candidate for public office.

Section 10.4 Board Members and Foundation Officers shall not directly or indirectly participate in or intervene into any political view or politically motivated message for any political candidate, political party, or organization on behalf of the Foundation.

ARTICLE XI – AMENDMENTS

Section 11.1 These Bylaws may be amended or repealed and new bylaws may be adopted by the Board Members of the Foundation. A written notice of a meeting at which Bylaws are to be adopted, amended or repealed shall be provided which states that the purpose, or one of the purposes, of the

meeting is to consider a proposed amendment to the bylaws and contains, or is accompanied by, a copy of the amendment.

Section 11.2 No amendment shall be put to a vote unless and until the said amendment has been presented and read at one regular meeting previous to the meeting at which a vote is to be taken on the amendment.

Section 11.3 Any amendment must be approved by two-thirds (2/3) of the votes cast.

ARTICLE XII– DISSOLUTION

Section 12.1 If at any time the Foundation shall cease to carry out its purposes as herein stated, the Board may dissolve the Foundation by a two-thirds vote of the Board with a quorum present.

Section 12.2 All assets and property held by the Foundation, at the time of dissolve shall be applied exclusively for the enhancement of youth programs. The details of such distribution shall be administered by the Officers of the Foundation.