

BYLAWS
OF
IMPACT MINISTRIES USA

This is to certify that the foregoing is a true and correct copy of the Articles of Incorporation of the corporation named in the title thereto and that such Articles of Incorporation were duly accepted by the Washington State Secretary of State of said corporation on the date set forth below.

Originally adopted on: April 15, 2011



Candance M. Weaver - Board Secretary

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ARTICLE 1. OFFICES

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("**Board**") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. BOARD OF DIRECTORS

2.1 General Powers

A Board of Directors shall manage the affairs of the corporation. The president, vice president, secretary, treasurer and one or more other persons shall be the directors of the corporation. No rule, made by the corporation in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

2.2 Number

The Board shall consist of at least five (5) Directors. There may be a greater number as determined from time to time at a general meeting. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director. No act or proceeding of the directors is invalid only be reason of there being less than the prescribed number of directors in office.

2.3 Qualifications

Every Director should:

- a) Have a vibrant and growing relationship with Jesus that is evident to their church family and their community.
- b) Live a life that is consumed and compelled by the Holy Spirit to serve the lost and the poor with the motive of introducing others to the restorative message of Jesus Christ.
- c) Be widely known in their community as a person of integrity;
- d) Have demonstrated in the past their interest, understanding and support for Impact Ministries USA and the Basic Beliefs;
- e) Have demonstrated in the past their understanding and commitment to Impact Ministries USA mission, values, and goals;
- f) Have spent time in Guatemala as part of an Impact Ministries Mission Team or as a Field Worker;

Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

2.4 Term of Office

Unless a Director dies, resigns or is removed, he or she shall hold office for three years, with approximately one third of the directors elected each year.

2.5 Election of Directors

2.5.1 Initial Directors

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of the Board.

2.5.2 Successor Directors

The Board at its annual meeting shall elect successor Directors for each director whose term has expired each year. An election may be by acclamation; otherwise it shall be by ballot. All the names of members nominated for election as directors shall be on the ballot. The members with the most votes shall fill the positions. If no successor is elected the person previously elected or appointed continues to hold office.

2.6 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

2.7 Removal

The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

2.8 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office. In the event of one or more one-year positions being vacant at the same time as one or more two-year positions, the two-year positions shall be filled first. In the event of one or more two-year positions being vacant at the same time as one or more three-year positions, the three-year positions shall be filled first.

2.9 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation

2.10 Annual Meeting

The first annual meeting shall be held not more than 15 months after the date of incorporation, and after that, an annual meeting shall be held at least once in every calendar year and not after more than 15 months after the holding of the last preceding annual general meeting. The annual meeting of the Board shall be held for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting.

2.11 Regular Meetings

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution and in case of special business, the general nature of that business. A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

2.12 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any Director, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

2.13 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

2.14 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

2.15 Notice of Special Meetings

2.15.1 In Writing

Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation not less than 10 days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.

2.15.2 Personal Communication

Notice may be by personal communication with the Director not less than 10 days before the meeting.

2.15.3 Electronic Transmission

Notices may be provided in an electronic transmission and be electronically transmitted not less than 10 days before the meeting. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. Furthermore, the consent is automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

2.15.4 Posting Electronic Notice

Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network not less than 10 days before the meeting. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.11.4.

2.15.5 Accidental Omission

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

2.16 Waiver of Notice

2.16.1 Record

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

A director who may be absent temporarily from Washington may send or deliver to the address of the corporation a waiver of notice, which may be by letter, telegram, telex, email or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn.

- a) no notice of meeting of directors shall be sent to that director; and
- b) any and all meetings of the directors of the corporation, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

2.16.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.17 Quorum

A majority of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If within 30 minutes a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a regular meeting at a time when a quorum is not present. If at any time during a regular meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

2.18 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless these Bylaws, the Articles of Incorporation or applicable Washington law requires the vote of a greater number.

2.18.1 Annual Meeting

The following is the general business at an annual meeting

- a) The adoption of rules of order;
- b) The consideration of the financial statements;
- c) The report of the directors
- d) The report of the auditor, if any;
- e) The election of directors;
- f) The appointment of the auditor, if required;

- g) The other business that, under these bylaws ought to be transacted at an annual general meeting, or business, which is brought under consideration by the report of the directors, issued with the notice convening the meeting.

All other business at an annual meeting is special business.

2.18.2 Regular & Special Meetings

The president of the corporation, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting. If the president, vice president or another director present within 30 minutes after the time appointed for holding the meeting; or the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman. All business at a special meeting is special business except the adoption of rules of order.

2.18.3 Adjournment of Meetings

A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

2.18.4 Resolutions

No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or postpone a resolution. A resolution in writing, signed by all directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

2.18.5 Voting

A member in good standing present at a meeting of members is entitled to one vote. Voting is by show of hands. Voting by proxy is not permitted. In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

2.19 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

2.20 Action by Board Without a Meeting

Any action, which could be taken at a meeting of the Board, may be taken without a meeting if all the Directors execute consent in the form of a record, which consent clearly sets forth the action to be taken. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 3.16, record means information inscribed on a tangible medium or contained in an electronic transmission.

2.21 Board Committees

2.21.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board and by applicable Washington law. except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

2.21.2 Quorum; Manner of Acting

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their numbers to be chairman of the meeting. The members of a committee may meet and adjourn as they think proper.

2.21.3 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairman of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

2.21.4 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

ARTICLE 3. OFFICERS

3.1 Number and Qualifications

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. The Board may assign any officer any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers must be Directors of the corporation.

3.2 Election and Term of Office

The Board at the annual meeting of the Board shall elect the officers of the corporation each year. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

3.3 Resignation

Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.4 Removal

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

3.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

3.6 President

The President shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the Board. The President may sign deeds, mortgages,

bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

3.7 Vice President

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

3.8 Secretary

The Secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (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 of the corporation; (d) keep records of the post office address of each Director and officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

3.9 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in an amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and 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 to him or her by the President or the Board.

3.10 Secretary/Treasurer

One person who shall be known as the secretary treasurer may hold the offices of secretary and treasurer. When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 3.2.

3.11 Compensation

The officers shall receive no compensation for their service as officers but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

ARTICLE 4. INTERESTS OF DIRECTORS AND OFFICERS

4.1 Compensation

If at some point in the future any Directors receive any compensation for services in any capacity, directly or indirectly, from the corporation may not vote on matters pertaining to that Director's compensation.

4.2 Conflict of Interest

We, the directors and officers of Impact Ministries USA, resolve that no member of the Board shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

4.3 Review of Certain Transactions

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly situated organization for functionally comparable positions, goods or services rendered.

ARTICLE 5. ADMINISTRATIVE AND FINANCIAL PROVISIONS

5.1 Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

5.2 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and the corporation shall extend no credit to its officers or Directors.

5.3 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

5.4 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

5.5 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Boards and any minutes which may be maintained by committees of the Board; records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

5.6 Corporate Seal

If the Board determines that it is advisable, the corporation shall have a corporate seal consisting of the name of the corporation, the state of its incorporation and the year of its incorporation.

5.7 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the twelve months ending December.

5.8 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board. An auditor may be removed by ordinary resolution.

5.9 Auditor

This part applies only where the corporation is required or has resolved to have an auditor. The directors shall appoint the first auditor, and any subsequent vacancies in the office of auditor. At each annual general meeting the corporation shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting. An auditor shall be promptly informed in writing of appointment or removal. No director and no employee of the corporation shall be auditor. The auditor may attend general meetings.

ARTICLE 6. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws, or by the written consent of each of the Directors.