



BYLAWS
OF
WHEELS OF FREEDOM PROJECT

ARTICLE ONE
NAME, PURPOSES, POWERS AND OFFICES

Section 1.1. Name. The name of this corporation (the “Corporation”) is Wheels of Freedom Project.

Section 1.2. Purposes. The Corporation is organized and shall be operated exclusively for charitable, educational, scientific, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the “Code”).

Section 1.3. Powers. The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Arizona Administrative Code; provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

Section 1.4. Offices. The Corporation may have, in addition to its registered office, offices at such places, both within and without the State of Arizona, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

ARTICLE TWO
MEMBERS

Section 2.1. No Membership. The Corporation shall have no members.

ARTICLE THREE
BOARD OF DIRECTORS

Section 3.1. General Powers; Delegation. The activities, property and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation.

Section 3.2. Number and Qualifications. The Board of Directors shall consist of such number of directors as shall be determined from time to time by resolution of the Board of Directors of the Corporation; provided, that at no time shall the number of directors be less than three (3), and no decrease in number shall have the effect of shortening the term of any incumbent director.

Section 3.3. Election and Term of Office. The initial directors of the Corporation shall be those persons named in the Certificate of Formation as the initial directors, and they shall hold office until their successors are chosen and qualified at the first annual meeting of the Board of Directors, or until their respective earlier deaths, resignations, retirements, disqualifications or removals from office. Thereafter, each director shall hold office for a one-year term concluding upon the next annual meeting of the Board of Directors following such director’s election and until such director’s successor is chosen and qualified, or until such director’s earlier death, resignation, retirement, disqualification or removal from office. Directors may serve any number of consecutive or nonconsecutive terms.



Section 3.4. Removal. Any director may be removed, either for or without cause, by the affirmative vote of two-thirds of the directors present at any meeting of the Board of Directors at which a quorum is present, if notice of the intention to act upon such matter shall have been given in the notice of such meeting.

Section 3.5. Filling of Vacancies. Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, or disqualification of any director, or resulting from the Board of Directors' removal of a director, shall be filled by the affirmative vote of a majority of the directors present at any meeting of the Board of Directors at which a quorum is present. Any director elected or designated to fill a vacancy shall hold office until the next annual meeting of the Board of Directors of the Corporation and until such director's successor is chosen and qualified, or until such director's earlier death, resignation, retirement, disqualification or removal from office.

Section 3.6. Resignation. Any director may resign at any time by delivering written notice to the Board of Directors or to the President of the Corporation. The resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

Section 3.7. Place of Meeting. Meetings of the Board of Directors shall be held at such places, within or without the State of Arizona, as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 3.8. Annual Meetings. An annual meeting of the Board of Directors shall be held in each year at such time and place as shall be determined by the Board of Directors (or determined by the President if not determined by the Board of Directors) and communicated to all directors. At such annual meeting, the directors shall elect or reelect directors and officers and shall transact any and all other business as may properly come before the meeting.

Section 3.9. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board and communicated by written notice to all directors. Except as otherwise provided by statute, by the Certificate of Formation or by these Bylaws, any and all business may be transacted at any regular meeting.

Section 3.10. Special Meetings. Special meetings of the Board of Directors may be called by the President upon not less than twenty-four (24) hours' notice to each director. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) or more directors. Except as otherwise provided by statute, by the Certificate of Formation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.11. Quorum and Manner of Acting. At all meetings of the Board of Directors the presence of a majority of the number of directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Certificate of Formation or by these Bylaws. Directors present by proxy may not be counted toward a quorum. The act of a majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, by the Certificate of Formation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law.



Section 3.12. Compensation. Directors may receive compensation for their services to the Corporation, including as directors, if such compensation is approved by the Board of Directors in accordance with the requirements of the Certificate of Formation, these Bylaws, and any other relevant policies adopted from time to time by the Board of Directors. Directors may receive reimbursement for reasonable documented expenses incurred on behalf of the Corporation or in attending meetings of the Board of Directors.

ARTICLE FOUR COMMITTEES

Section 4.1. Board Committees. The Board of Directors by resolution adopted by a majority of the directors in office may designate one or more board committees which, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Each such board committee shall consist of two (2) or more persons, a majority of whom are directors. The designation of such board committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on the Board or such director by law.

Section 4.2. Advisory Committees. Advisory committees not having and exercising the authority, responsibility or duties of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by the Board of Directors. Except as otherwise provided in such resolution, the members of any such advisory committee need not be directors of the Corporation. If not designated by the Board, the President shall appoint the members of any such advisory committees.

Section 4.3. Rules. The Board of Directors may from time to time prescribe additional rules for the functioning and governance of one or more committees. To the extent not prescribed by the Board, the President may prescribe such rules. To the extent not prescribed by the Board or the President, each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors or President.

ARTICLE FIVE NOTICES

Section 5.1. Manner of Giving Notice. Whenever notice is required to be given to any director or committee member of the Corporation, and no provision is otherwise made as to how such notice shall be given, any such notice may be given in person, in writing by hand delivery, by facsimile transmission, by electronic transmission, by registered courier service, or by mail, postage prepaid, addressed to such director or committee member at such person's address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Any notice required or permitted to be given by facsimile or electronic transmission shall be deemed to be delivered upon successful transmission of such facsimile or electronic message.

Section 5.2. Waiver of Notice. Whenever any notice is required to be given to any director or committee member of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.



ARTICLE SIX
OFFICERS, EMPLOYEES AND AGENTS:
POWERS AND DUTIES

Section 6.1. Designation of Officers. The officers of the Corporation shall include a President, a Secretary, and a Treasurer, and may also consist of one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or such other officers as may be elected by the board of directors.

Section 6.2. Qualifications. None of the officers need be a member of the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 6.3. Selection; Term of Office; Removal; Vacancies. The initial officers of the Corporation shall be appointed by the Board of Directors at their organizational meeting. Thereafter, the officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor, if any, shall have been duly elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal from office. Any officer may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 6.4. Resignation. Any officer may resign at any time by delivering written notice to the President or the Secretary of the Corporation. The resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

Section 6.5. Compensation. The compensation of any officer of the Corporation shall be fixed from time to time by the Board of Directors. Any officer of the Corporation who receives compensation from the Corporation for his or her services shall abstain from all discussions and voting with respect to the amount or any other aspect of such compensation. The Board of Directors may from time to time delegate to an officer of the Corporation the authority to fix the compensation of any or all of the other employees and agents of the Corporation.

Section 6.6. President. The President shall have general supervision of the activities and affairs of the Corporation and shall have general and active control thereof. The President shall preside when present at meetings of the Board of Directors. The President shall have general authority to execute bonds, deeds and contracts in the name of the Corporation; to cause the employment or appointment of such employees and agents of the Corporation as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent; and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by statute, the Certificate of Formation or these Bylaws.

Section 6.7. Secretary. The Secretary shall see that notice is given of all meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board. The Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The Secretary shall generally perform all duties usually appertaining to the office of secretary of a corporation.



Section 6.8. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) 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 such banks, trust companies, or other depositories as shall be utilized by the Corporation; and (c) in general, perform all 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 board of directors. In addition to fulfilling the foregoing duties, the Treasurer shall render to the board of directors, at the annual meeting of the board, or when the board so requires, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 6.9. Vice President. The Vice President, if any, shall perform the duties of the President in the event of the President's absence or inability or refusal to act. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the board of directors.

Section 6.10. Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers and Assistant Secretaries, if any, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the board of directors. In the absence or inability of the Secretary to perform any necessary or appropriate duty, an Assistant Secretary may perform such duty in place of the Secretary. In the absence or inability of the Treasurer to perform any necessary or appropriate duty, an Assistant Treasurer may perform such duty in place of the Treasurer.

Section 6.11. Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, each officer of the Corporation shall perform such other duties and services and exercise such further powers as may be provided by statute, the Certificate of Formation or these Bylaws, or as the Board of Directors may from time to time determine.

ARTICLE SEVEN CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 7.1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2. Checks, Drafts or Orders for Payment. All checks, drafts or 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 authorized by these Bylaws or as shall from time to time otherwise be determined by resolution of the Board of Directors. If not otherwise determined by resolution of the Board of Directors, checks, drafts and orders for the payment of money shall be signed by (a) either the President or Treasurer if the amount is less than \$500.00, or (b) both the President (or a Vice President) and the Treasurer (or an Assistant Treasurer) if the amount is equal to or more than \$500.00.

Section 7.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected in accordance with procedures established by the Board.

Section 7.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation. Prior to acceptance of any non-cash contribution, gift, bequest, or devise, from a person (other than marketable



securities that are traded on a recognized securities exchange), the Board of Directors (or its designee) shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by the Corporation would be in the best interests of the Corporation.

Section 7.5. Loans to Officers and Directors Prohibited. No loans shall be made by the Corporation to its officers or directors, and any director voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 7.6. Conflicts of Interest. No contract or agreement may be entered into by and between the Corporation and any of following: (a) a director, officer, committee member, or employee of the Corporation (hereinafter an “Insider”); or (b) any corporation, partnership, trust, sole proprietorship or any other entity (hereinafter an “Entity”) in which an interest is owned or held, directly or indirectly, by or for the benefit of an Insider, unless the transaction is approved in accordance with A.R.S. § 38-503, 8.2, 8.2.1; provided, however, that the following contracts and agreements shall not be subject to the foregoing prohibition: a wholly gratuitous transfer of assets or promise to transfer assets to the Corporation of any kind, including but not limited to, a charitable contribution of cash or property to the Corporation, an interest-free loan or a wholly gratuitous lease to the Corporation, a pledge to the Corporation, or an assumption of the Corporation’s liability. All Insiders shall, as a condition of qualifying and continuing to qualify as a director, officer, and/or employee of the Corporation, abide by such conflict of interest policies as the Board of Directors may adopt from time to time, and file such conflict of interest disclosure statements as the Board of Directors shall direct.

ARTICLE EIGHT ACTIONS WITHOUT MEETINGS

Section 8.1. Action Without a Meeting By Unanimous Consent. Any action required or permitted to be taken at any meeting of directors or committee members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the directors or committee members, as the case may be, having voting rights.

Section 8.2. Action Without a Meeting By Less Than Unanimous Consent. Any action required or permitted to be taken at any meeting of directors or committee members may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by a sufficient number of directors or committee members, as the case may be, as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by directors or committee members without a meeting by less than unanimous written consent shall be given to all directors or committee members who did not consent in writing to the action. No written consent signed by less than all the directors or committee members entitled to vote with respect to the action that is the subject of the consent shall be effective to take such action unless, within sixty (60) days after the date of the earliest date the consent or consents were delivered to the Corporation in the manner required by law, a consent or consents signed by not less than the minimum number of directors or committee members that would be necessary to take the action that is the subject of the consent are delivered to the Corporation by delivery to its President, Secretary, or Assistant Secretary.

Section 8.3. Form of Consent. Every written consent of the directors or committee members shall bear the date of signature of each person who signs the consent. An email or other electronic transmission by a director or committee member, or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a director or committee member, shall be regarded as signed by the director or committee member



for purposes of this Section 8.2. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any document.

ARTICLE NINE MISCELLANEOUS

Section 9.1. Dividends Prohibited. No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its directors or officers. The Corporation may pay compensation in a reasonable amount to its officers or directors for services rendered and may reimburse them for reasonable expenses incurred on behalf of the Corporation.

Section 9.2. Books and Records. The Corporation shall keep at its principal office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the directors and officers of the Corporation and their respective addresses. Any of the books, minutes, and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 9.3. Limitations on Liability and Indemnification. Limitations on liability and indemnification of officers and directors of the Corporation shall be as provided in the Corporation's Certificate of Formation.

Section 9.4. Fiscal Year. The fiscal year of the Corporation shall be fixed, and may be changed, by resolution of the Board of Directors.

Section 9.5. Meetings By Telephone or Other Remote Communications Technology. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by such Board may, unless otherwise restricted by statute, by the Certificate of Formation or by these Bylaws, participate in and hold a meeting by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video conferencing technology or the Internet (but only if, in the case of such other suitable communications system, each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant). Participation in a meeting pursuant to this Section 9.5 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section 9.6. Gender. Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 9.7. Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 9.8. Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.



ARTICLE TEN
AMENDMENTS

These Bylaws may be amended or repealed, or new bylaws may be adopted, in the manner set forth in the Certificate of Formation of the Corporation.

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The Undersigned, Secretary of this Corporation, hereby certify that Bylaws of this Corporation was duly adopted as of the 27th day of January, 2017.

By _____
Secretary