

Draft Copy
STATE OF TENNESSEE
BYLAWS
Breast Connect, Inc.

These Bylaws shall regulate the business and affairs of the Breast Connect, Inc. (the "Corporation"), subject to the provisions of the Corporation's Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, as amended.

1.ARTICLE
OFFICES

1.1 *Principal Office.* The principal office of the Corporation shall be located at 1400 Kenesaw Ave., Apt. 31G, Knoxville, Tennessee 37919. The Corporation may have such other offices, either within or without Knox County, Tennessee as the Board of Directors may designate or as the business of the Corporation may require from time to time.

1.2 *Registered Office.* The registered office of the Corporation required to be maintained in the State of Tennessee by the Tennessee Nonprofit Corporation Act, as amended from time to time (hereinafter referred to as the "Act") may, but need not, be identical with the principal office in the State of Tennessee; and the address of the registered office may be changed from time to time by the Board of Directors. The current Registered Office is the Principal Office.

2.ARTICLE
PURPOSES

2.1 *Purposes.* The purposes of the Corporation are those set forth in its charter of incorporation, as from time to time amended or restated (hereinafter referred to as the "Charter").

2.2 *Prohibitions.* The Corporation is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the Corporation shall be distributable to, or inure to, the benefit of its directors, officers, or any other private person, except as provided herein as reimbursement for reasonable expenses on behalf of the Corporation, and except to make payments and distributions in furtherance of the purposes of the Corporation, as set forth in the Charter. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Corporation shall be the participation in, or intervention in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office. In no event shall any gift or bequest of property be received or accepted by the Corporation if such gift or bequest is conditioned or limited in such manner as to require the disposition of its income or principal to any person or organization other than in accordance with its governmental purposes.

2.3 *Section 115.* The Corporation shall not carry on any activities not permitted to be carried on by a nonprofit corporation organized under the laws of the State of Tennessee pursuant to the Act and the Corporation shall take all necessary action to qualify as an entity exempt from income taxation under IRC Section 501(c)(3), as amended (the "Code"), or corresponding provisions of any later federal tax laws. In order fully to effectuate the provisions of this Section, the Corporation shall adopt such procedures, and shall otherwise adhere to such administrative requirements as may from time to time be necessary, in order fully to comply with all applicable federal tax laws and regulations.

2.4 *Termination of the Corporation.* The Board of Directors shall have the authority to terminate the Corporation at any time that, by an affirmative vote of a majority of the Board, it deems such termination appropriate or advisable. In such event, after paying, or making provision for the payment of, all liabilities of the Corporation then outstanding and unpaid, the Board of Directors shall distribute the assets of the Cancer Support Community of East Tennessee. Any assets not so disposed of by the Board of Directors shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Corporation is then located, with the distribution of assets to be made to [relevant established charities whose purpose is to affect positive improvement in Breast Cancer research and/or the lives of breast cancer patients and survivors.](#)

3.ARTICLE MEMBERSHIP

3.1 *Members.* The Corporation shall have no members.

4.ARTICLE DIRECTORS

4.1 *General Powers.* The business and affairs of the Corporation shall be supervised by its Board of Directors (the "Board"), which shall exercise in the name of and on behalf of the Corporation all of the rights and privileges legally exercisable by the Corporation as a corporate entity, except as may otherwise be provided by law, the Charter, or these Bylaws. In addition, without limiting the foregoing, the Board shall be authorized and empowered:

- (a) to employ such persons as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof;
- (b) to receive, accept, administer, invest and distribute on behalf of the Corporation property gifted or bequeathed to the Corporation in accordance with the provisions set forth in these Bylaws;
- (c) to make distributions of income and principal in furtherance of the Corporation's governmental purposes in such amounts and proportions as the Board, in its discretion, shall determine. The primary consideration of the Board shall be income

distributions, but the Board also shall be authorized to make distributions of principal from time to time as the Board shall determine.

4.2 *Directors.* The Corporation shall have a board of directors in which the power authorized by the Agreement and the Charter to the Corporation shall be vested and which shall initially be three (3) in number. The initial three directors shall be Janet Testerman, Nina Reineri, and Allen. Pannell. Once the corporation reaches either an asset base of or gross annual revenue of \$50,000, two (2) additional directors shall be appointed to the Board by the existing members. Once assets or revenue reach \$250,000, two (2) additional directors shall be added for a total of seven (7). More directors may be added than required at the discretion of the Board, not to exceed a total of ten (10). All members of the board of directors shall serve without compensation. Each appointed director shall hold office until their successors have been duly appointed and qualified, or until such director's earlier resignation, removal from office, or death. The three initial directors shall serve lifetime terms. The initial directors may be removed by a majority vote of the directors.

The subsequent members of the board of directors shall serve for a term of three (3) years. No subsequent member of the board of directors shall serve more than two (2) consecutive three-year terms.

4.3 *Limited Personal Liability.* No person who is or was a director of the Corporation, nor such person's heirs, executors, or administrators (hereinafter collectively referred to for purposes of this Section as a "director"), shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director. However, this provision shall not eliminate or limit the liability of a director:

- (a) for any breach of a director's duty of loyalty to the Corporation;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
- (c) under Section 48-58-304 of the Act.

No repeal or modification of the provisions of this Section, either directly or by the adoption of a provision inconsistent with the provisions of this Section, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

4.4 *Annual Meeting.* The annual meeting of the Board shall be held within or without the State of Tennessee within the first four months of the fiscal year of the Corporation at such time and date as shall be determined by the Board. The purpose of the annual meeting shall be to elect officers and transact such other business as may properly be brought before the meeting in accordance with Section 48-57-101 of the Act. If the directors and officers are not elected on the day herein designated for any annual meeting of the Board, or at any adjournment thereof, the Board shall cause a special meeting of the Board to be held as soon thereafter as may be convenient for such purpose.

4.5 *Regular and Special Meetings.* The Board shall meet monthly to conduct the business of the corporation. The Chairman shall schedule and communicate such meetings 30 days in advance. The Chairman may cancel such meetings at his/her discretion, however there must be at least six (4) total meetings a year and no three (3) month period without a meeting. Special meetings of the Board may be called by the Chairman or at the request of the majority of members of the Board.

4.6 *Notices.* Notice of the time and place of each annual or special meeting shall be given to each Director by the Secretary or by the person or persons calling such meeting. Notice of each annual and special meeting shall be given at least ten (10) days prior thereto. 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 was not lawfully called or convened.

4.7 *Quorum and Participation.* A majority of the total number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. The members of the Board, or any committee designated by the Board, may participate in a meeting of the Board, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The Board shall be promptly furnished a copy of the minutes of the meetings of the Board.

4.8 *Manner of Acting.* Each director shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Board. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except as may otherwise be specifically provided by law, by the Charter, or by these Bylaws. Members of the Board absent from any meeting shall not be permitted to vote at such meeting by written proxies.

4.9 *Action Without a Meeting.* Any action required or permitted to be taken at a meeting by the Board, or by any committee thereof, may be taken without a meeting if all voting members of the Board or committee thereof as the case may be, consent in writing (email is acceptable) to taking such action without a meeting. If all members entitled to vote on the action shall consent in writing to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Board or committee thereof as the case may be. The action must be evidenced by one (1) or more written consents describing the action taken, signed in one (1) or more counterparts by each member entitled to vote on the action, indicating each signing member's vote or abstention on the action taken. All such written consents and actions shall be filed with the minutes of the proceedings of the Board, or committee thereof. A consent signed under this Section shall have the same force and effect as a meeting vote of the Board, or any committee thereof, and may be described as such in any document.

4.10 *Vacancies.* Any vacancy occurring in the Board shall be filled pursuant to Section 4.2. If a vacancy is not filled within ninety (90) days of the event which resulted in there being fewer

directors than required by the Bylaws or Charter, any director may apply to a court having equity jurisdiction in the county in which the Corporation has its principal office to have such court appoint a sufficient number of directors so that the Corporation will have the number of directors required by its Bylaws or Charter, whichever number is greater.

4.11 *Presumption of Assent.* A director of the Corporation who is present at a meeting of the Board at which action on any Corporation matter is taken shall be presumed to have assented to the action taken, unless such director's dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forward such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

4.12 *Resignation.* A director may resign his or her membership at any time by tendering his or her resignation in writing to the Chairman or, in the case of the resignation of the Chairman, to the Secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

5.ARTICLE OFFICERS

5.1 *Number.* The Corporation shall have a Chairman, Vice-Chairman, Secretary and a Treasurer each of whom shall be elected in accordance with the provisions of this Article. The Board may also elect such other officers and assistant officers as the Board may from time to time deem necessary or appropriate. Any two or more offices may be held by the same person.

5.2 *Election and Term of Office.* The officers of the Corporation shall be elected annually by the Board at its annual meeting. Each officer shall hold office for a term of one (1) year or until his or her earlier death, resignation, or removal from office in the manner hereinafter provided. A retiring officer may succeed himself or herself.

5.3a *Chairman.* The Chairman shall be the principal executive officer of the Corporation. The Chairman shall, when present, preside at all meetings of the Board and the Executive Committee (if such committee is formed pursuant to Article 6) and shall, in general, perform all of the duties, and have all of the authority, incident to the office of the chief executive officer of a corporation, and such other duties as may from time to time be prescribed by the Board. The Chairman may sign, with the Secretary or any other proper officer thereunto authorized by the Board: deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

5.3b *Vice-Chairman.* The Vice-Chairman shall understand the responsibilities of the board chair and be able to perform these duties in the chair's absence; carry out special assignments as

requested by the board chair Participate as a vital part of the board leadership; attend all board meetings and serve on the executive committee.

5.4 Secretary. The Secretary shall keep the minutes of the proceedings of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal, if any, of the Corporation and see that the seal is affixed to all documents, the execution of which is duly authorized on behalf of the Corporation under its seal; keep a register of the post office address of each member of the Board, which address shall be furnished to the Secretary by each director; and in general perform all duties incident to the office of secretary and such other duties as may from time to time be assigned to him or her by the Chairman or by the Board.

5.5 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 7 of these Bylaws; disburse the funds of the Corporation in accordance with the directives of the Board, taking proper vouchers for such disbursements, and render to the Board, at its annual meeting and at such other times as may be requested by the Board, an accounting of all the transactions of the Chairman and of the financial condition of the Corporation; and in general to perform all duties incident to the office of Treasurer and such other duties as may be assigned to him by the Board.

5.6 Removal. The Board may remove any officer when, in its judgment, the best interests of the Corporation will be served thereby. Such removal may be with or without cause by an affirmative vote of the majority of the Board.

5.7 Vacancies. A vacancy in any office held by a director, because of death, resignation, removal disqualification, or otherwise, may be filled by the Board.

5.8 Resignation. An officer may resign such officer's position at any time by tendering such resignation in writing to the Chairman or, in the case of the resignation of the Chairman, to the Secretary. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

5.9 Voting Securities. Unless otherwise ordered by the Board, the Chairman shall have full power and authority on behalf of the Corporation to attend and to act and vote at any meetings of security holders, partnerships, or corporations in which the Corporation may hold securities, and at such meetings shall possess and may execute any and all rights and powers incident to the ownership of such securities which the Corporation might have possessed and exercised if it had been present. The Board may from time to time by a resolution confer like powers upon any other person or persons.

5.10 *Initial Officers.* The initial officers of the corporation shall be;

- Chairman – Nina Reineri
- Vice-Chairman – T. Allen Pannell, Jr.
- Secretary – Janet Testerman
- Treasurer – Janet Testerman

6.ARTICLE CONTRACTS, LOANS, CHECKS, DEPOSITS, INVESTMENTS

6.1 *Contracts and Employment of Agents.* The Board may authorize any director, officer, or agent to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Corporation. The Board shall be specifically authorized, in its sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts, consultants and other counsel, legal, investment or otherwise, as the Board shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Such authority may be general or confined to specific instances.

6.2 *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.

6.3 *Checks.* 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, agent or agents, of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board.

6.4 *Deposits.* All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation with such banks, trust companies, brokerage accounts, investment managers, or other depositories as the Board may from time to time select.

6.5 *Investment Authority.* The Board shall be authorized to retain assets distributed to it, even though such assets may constitute an over-concentration in one or more similar investments. Further, the Board shall have the authority to make investments in unproductive property, or to hold unproductive property to the extent necessary until it can be converted into productive property at an appropriate time, provided the retention of such property is in the best interest of the Corporation and does not in any way jeopardize the tax-exempt status of the Corporation.

7.ARTICLE STANDARDS OF CONDUCT

7.1 Standards of Conduct. A director or an officer of the Corporation shall discharge his or her duties as a director or as an officer, including duties as a member of a committee:

- (a) in good faith;
- (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) in a manner he or she reasonably believes to be in the best interest of the Corporation.

7.2 Reliance on Third Parties. In discharging his or her duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (a) one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented;
- (b) legal counsel, public accountants, or other persons as to matters the director or officer reasonably believes are within the person's professional or expert competence; or
- (c) with respect to a director, a committee of the Board of which the director is not a member, as to matters within its jurisdiction, if the director or officer reasonably believes the committee merits confidence.

7.3 Bad Faith. A director or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by the Section 7.2 unwarranted.

7.4 No Liability. A director or officer is not liable for any action taken, or any failure to take action, as a director or officer, if such director or officer performs the duties of his or her office in compliance with the provisions of this Article, or if such director or officer is immune from suit under the provisions of Section 48-58-601 of the Act.

7.5 No Fiduciary. No director or officer shall be deemed to be a fiduciary with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

7.6 Prohibition on Loans. No loans or guarantees shall be made by the Corporation to its directors or officers. Any director who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

8.ARTICLE CONFLICTS OF INTEREST

8.1 General. A conflict of interest transaction is a transaction with the Corporation in which a director or officer of the Corporation has a direct or indirect interest. A director or officer of the Corporation has an indirect interest in a transaction if, but not only if, a party to the transaction is another entity in which the director or officer has a material interest, or of which the director or officer is a general partner, director, officer, or director. A conflict of interest transaction is not voidable or the basis for imposing liability on the director or officer if the transaction was fair at the time it was entered into, or if the transaction is approved as provided in Section 8.2.

8.2 Manner of Approval. A transaction in which a director or officer of the Corporation has a conflict of interest may be approved if:

- (a) the material facts of the transaction and the interest of the director or officer were disclosed or known to the Board, or to a committee consisting entirely of members of the Board, and the Board or such committee authorized, approved, or ratified the transaction; or
- (b) approval is obtained from the Attorney General of the State of Tennessee, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.

8.3 Quorum Requirements. For purposes of Section 8.2, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the members of the Board, or of a committee consisting entirely of members of the Board, who have no direct or indirect interest in the transaction; but a transaction may not be authorized, approved, or ratified under this Article by a single director. A quorum is present for the purpose of taking action under this Article if a majority of the members of the Board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction. The presence of, or vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection 8.2(a) if the transaction is otherwise approved as provided in Section 8.2.

9.ARTICLE INDEMNIFICATION

9.1 Mandatory Indemnification. To the maximum extent permitted by the provisions of Sections 48-58-501, et seq., of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section 10.1 which occur subsequent to the effective date of such amendment), the Corporation shall indemnify and advance expenses to any person who is or was a director or officer of the Corporation, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to for purposes of this Article as the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

- (a) the Proceeding was instituted by reason of the fact that such person is or was a director or officer of the Corporation; and
- (b) the director or officer conducted himself or herself in good faith, and he or she reasonably believed: (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of a Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director, or officer did not meet the standard of conduct herein described.

9.2 Permissive Indemnification. The Corporation may, to the maximum extent permitted by the provisions of Section 48-58-501, et seq., of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Section 9.1 above, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Corporation and met the standards of conduct set forth in Subsection 9.1(b) above. The Corporation also may indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation to the extent,

consistent with public policy, as may be provided by the Charter, by these Bylaws, by contract, or by general or specific action of the Board.

9.3 Non-Exclusive Application. The rights to indemnification and advancement of expenses set forth in Sections 9.1 and 9.2 above are contractual between the Corporation and the person being indemnified, and such person's heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by the Charter, by a resolution of the Board, by these Bylaws, by the purchase and maintenance by the Corporation of insurance on behalf of a director, officer, employee or agent of the Corporation, or by an agreement with the Corporation providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

9.4 Non-Limiting Application. The provisions of this Article 9 shall not limit the power of the Corporation to pay or reimburse expenses incurred by a director, officer, employee or agent of the Corporation in connection with such person's appearing as a witness in a Proceeding at a time when such person has not been made a named defendant or respondent to the Proceeding.

9.5 Prohibited Indemnification. Notwithstanding any other provision of this Article 9, the Corporation shall not indemnify or advance expenses to or on behalf of any director, officer, employee or agent of the Corporation, or such person's heirs, executors, administrators or legal representatives:

- (a) if a judgment or other final adjudication adverse to such person establishes such person's liability for any breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or under Section 48-58-304 of the Act;

- (b) in connection with a Proceeding by or in the right of the Corporation in which such person was adjudged liable to the Corporation; or

- (c) in connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which such person was adjudged liable on the basis that personal benefit was improperly received by him or her.

9.6 Repeal or Modification Not Retroactive. No repeal or modification of the provisions of this Article 9, either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

10.ARTICLE NOTICES AND WAIVER OF NOTICE

The notices provided for in these Bylaws shall be communicated in person, by telephone, facsimile, telegraph, teletype, electronic or e-mail, or by mail or private carrier. Written notice is effective at the earliest of:

- (a) receipt;
 - (b) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first-class postage affixed thereon;
 - (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.
- Whenever any notice is required to be given to any director, officer, or committee member of the Corporation under the provisions of these Bylaws, the Charter, or the Act, a waiver thereof in writing signed by 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.

11.ARTICLE AMENDMENTS

11.1 *Bylaws*. These Bylaws may be altered, amended, or repealed, and new Bylaws adopted, upon the affirmative vote of a majority of the Board at any meeting. No alteration, amendment, or repeal shall be made to the extent that such alteration, amendment, or repeal is inconsistent with Article 11 hereof. No amendment shall authorize the Board to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 115 of the Code, as now in force or hereafter amended, nor shall any amendment authorize distributions for purposes other than those set forth in Section 2.1 hereto and in the Charter.

11.2 *Charter*. The Charter may be altered, amended, or repealed, and a new Charter adopted, as provided in the Act.

12.ARTICLE EXEMPT STATUS

The Corporation has been organized and will be operated exclusively for governmental purposes within the meaning of Section 501(c)(3), of the Code and, as such, will be exempt from taxation under Section 115 of the Code. Any provision of these Bylaws or of the Charter which would in any manner adversely affect the Corporation's tax exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the Corporation's tax exempt status.

These Bylaws are effective _____, 2015.

Breast Connect, Inc. Board

By: _____ Nina Reineri - Chairman

By: _____ T. Allen Pannell, Jr. – Vice Chairman

By: _____ Janet Testerman – Secretary and Treasurer