

BYLAWS OF
HELP 2 OTHERS FOUNDATION, INC. (H₂O Foundation)
AN ALABAMA NONPROFIT CORPORATION

ARTICLE ONE

INTRODUCTION

1.01. Definition of Bylaws. The Bylaws constitute the code of rules adopted by **HELP 2 OTHERS FOUNDATION, INC. (H₂O Foundation)**, for the regulation and management of its affairs.

1.02. Purposes and Powers. This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law. Namely, to make gifts and other donations of services or property to the needy residents of the Greater Birmingham Metropolitan Statistical Area that cannot afford to pay their water and sewer bill or to pay to have leaky plumbing or faulty plumbing repaired or others in furtherance of the objects and purposes of this Corporation. Also, to engage in such other charitable, educational or scientific activities consistent with the foregoing purposes or necessary or appropriate for carrying out the same.

ARTICLE TWO

OFFICES AND AGENCY

2.01. Principal and Branch Offices. The principal place of business of this Corporation in Alabama will be located at 3600 First Avenue North, Birmingham, Alabama 35283. In addition, the Corporation may maintain other offices either within or without the State of Alabama, as its business requires.

2.02. Location of Registered Office. The location of the initial registered office of this Corporation is 2101 Sixth Avenue North, Suite 700, Birmingham, Alabama 35203. Such office will be continuously maintained in the State of Alabama for the life of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the Secretary of State.

ARTICLE THREE

DIRECTORS

3.01. Definition of Board of Directors. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

3.02. Structure of Board. The number of Directors constituting the Board of Directors shall be no less than three (3) and no more than fifteen (15) as fixed by the Board of Directors of the Corporation at the annual Board of Directors' meeting or at any special meeting called for that purpose and such number shall continue to be the number of Directors until changed by Board of Directors pursuant to this section. The Board of Directors shall be elected annually by the Board of Directors at their annual meeting, or at a meeting of the Board of Directors held pursuant to the laws of Alabama, and shall hold office at the pleasure of the Board of Directors until respective successors are elected.

The Board of Directors may remove any Director, with or without cause, at a meeting of the Board of Directors expressly called for that purpose, by a vote of at least two-thirds.

3.03. Vacancies on the Board. Resignation of Directors will become effective immediately or on the date specified therein, and vacancies will be deemed to exist as of such effective date. Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointment by a majority of the remaining Board of Directors at a special meeting to be called by the Board. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

3.04. Place of Directors' Meetings. Meetings of the Board of Directors, regular or special, will be held at the registered office of this Corporation or any place or places within or without the state as the Board of Directors may designate by a duly adopted resolution.

3.05. Regular Directors' Meetings. Regular meetings of the Board of Directors will be held on the first Monday of the first month of each calendar quarter. Should any such day in any year constitute a legal holiday, then the meeting will be held instead in such instance on the Monday immediately following. This provision of the Bylaws constitutes notice to all Directors of regular meetings for all years and instances, and no further notice shall be required although such notice may be given.

3.06. Notice of Special Directors' Meetings. Written or printed notice stating the place, day and hour of any special meeting of the Board of Directors will be delivered to each Director not less than three (3) nor more than five (5) calendar days before the date of the meeting, either personally or by first class mail, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail by certified mail addressed to the Director at his or her address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

3.07. Call of Special Board Meetings. A special meeting of the Board of Directors may be called by or at the request of the President or any Director.

3.08. Waiver of Notice. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting, except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

3.09. Quorum of Directors. A majority of the whole Board of Directors will constitute a quorum; provided, that in no event shall a quorum consist of less than one-third of the whole Board. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the board of Directors, unless a greater number is required under the provisions of the Articles of Incorporation, or any provision of these Bylaws.

ARTICLE FOUR

OFFICERS

4.01. Number. The officers of the Corporation shall be determined by the board of Directors. There shall be a President and there may be a Secretary, one or more Vice Presidents, a Treasurer and other officers and assistant officers. Any two or more offices may be held by the same person, except the offices of president and secretary.

4.02. Selection of Officers. Each of the Officers will be elected and appointed annually by the Board of Directors. Each Officer will remain in office until a successor to such office has been selected and qualified. Such election will take place at the regular meeting of the Board of Directors taking place in the third calendar quarter of each year.

4.03. President. The President shall be the principal executive officer of the Corporation and shall have in his or her charge the general direction and promotion of its affairs with authority to perform acts and to enter into contracts as are necessary or proper

to carry on the affairs of the Corporation. He or she shall preside over all official meetings of the Corporation provided no one has been specifically elected to the office of Chairman of the Board, and shall also perform those duties which usually devolve upon a president of a corporation under the laws of the State of Alabama. The President may, during the absence of any officer; delegate said officer's duties to any other officer.

4.04. Vice President. The Vice President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

4.05 Secretary. The Secretary shall (1) keep minutes of all meetings of Members and of the Board of Directors; (2) be the custodian of the corporate records; (3) give all notices as are required by law or by these Bylaws; and, generally, (4) perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the Board of Directors.

4.06. Treasurer. The Treasurer shall (1) have charge and custody of all corporate funds; (2) deposit the funds as required by the Board of Directors; (3) keep and maintain adequate and correct accounts of the Corporation's properties and business transactions; (4) render reports and accountings to the Directors (and Members) as required by the Board of Directors or by law; and (5) perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the Board of Directors.

4.07. Removal of Officers. Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers, whenever in their judgment the best interests of this Corporation will therefore be served. Such removal, however, shall be without prejudice to any contract rights of the Officer so removed.

4.08. Salaries. The Salaries of the Officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving a salary by reason of the fact that he is also a Director of the Corporation.

ARTICLE FIVE

INFORMAL ACTION

5.01. Waiver of Notice. Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Directors, specify the nature of the business to be transacted.

5.02. Action by Consent. Any action required by law or under the Articles of Incorporation of these Bylaws, or any action that otherwise may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary.

ARTICLE SIX

COMMITTEES

6.01. Committees. The Board of Directors shall have power, by resolution passed by a majority of the Board, to designate one or more committees, each committee to consist of two or more Directors, which to the extent provided in the resolutions shall have and may, during the intervals between the meetings of the Board, exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation.

ARTICLE SEVEN

OPERATIONS

7.01. Fiscal Year. The fiscal year of this corporation shall be the calendar year.

7.02. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and delivery any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.03. 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 of Directors. No loan shall be made to any officer or Director of the Corporation.

7.04 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 the officers and in the manner as shall from time to time be determined by resolution of the Board of Directors.

7.05. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in banks, trust companies or other depositories as the Board of Directors may select.

7.06 Books and Records. The Corporation shall keep correct and complete books and records of account, and minutes of the proceedings of its Board of Directors and Directorial Committees.

7.07 Inspection of Books and Records. All books and records of this Corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

7.08. Nonprofit Operations - Compensation. This Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Directors, or Officers. The corporation may, however, pay compensation in a reasonable amount to Directors or Officers for services rendered.

ARTICLE EIGHT

AMENDMENTS

8.01. Amendment of Articles of Incorporation. The power to alter, amend or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors. Such action must be taken as specified in the Articles of Incorporation.

8.02. Modification of Bylaws. The power to alter, amend or repeal these bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors.

IN WITNESS WHEREOF, These Bylaws have been adopted this ____ day of March, 2004 by the Directors of **HELP 2 OTHERS FOUNDATION (H₂O Foundation)**

Michael O. Vann- Director

Cathy Crenshaw- Director

Connie Harris - Director

Chris Bazuaye - Director

Norm Davis- Director

Melvin Staples- Director