

By Laws:

ARTICLE ONE INTRODUCTION

These bylaws constitute the
code of rules adopted by

MOR Bible Inc.

(the "Corporation") for the regulation and management of its affairs.

ARTICLE TWO DIRECTORS

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 Florida law, the Articles of Incorporation, and these bylaws. The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to committees, staff or the President/CEO, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. The Board of Directors is responsible for enabling the organization to achieve its vision and mission by being an advocate, ensuring the establishment and implementation of appropriate policies and procedures, actively participating in strategic planning and resource development, and exercising stewardship.

Qualifications

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Each director shall be an individual at least 18 years of age. (The members of the Board of Directors shall be appointed by the Board of Directors in accordance with the procedures set forth in these bylaws.

Number of Directors

The Board of Directors will consist of not more than 6, or less than 3` Directors. Upon resolution of the Board of Directors, the Governor of Florida may appoint an additional Director so that the Corporation might qualify for assistance from Florida's Community Development Corporation Support and Assistance Program.

Terms of Directors

Directors shall serve terms of three years unless re-appointed as specified below. When a term expires, the remaining members of the Board of Directors shall, by majority vote (even though less than a quorum) fill the vacancy.

There shall be staggered terms of office for Directors. The purpose of the system of staggered terms is to have one third of the Board appointed or re-appointed each year by the remaining members of the Board.

The system for staggered terms of office shall be implemented as follows: at the meeting of the Board of Directors, at which these bylaws are adopted, there shall be a drawing of lots in order to determine the initial terms of the Directors. After the drawing of lots, one-third of the Board members shall have terms of one year, one third shall have terms of two year, and one third shall have terms of three years (if the number of Board seats does not evenly divide into thirds, the number of Board members serving one year terms shall be reduced). The drawing shall be done as follows: there shall be pieces of paper prepared equaling the number of Board seats. On each piece of paper shall be written one of the following three numbers: "1", "2", "3" (the numbers refer to the length of each initial staggered Board term to be held by that Board member drawing that particular piece of paper.) There shall be one numbered piece of paper to correspond to each of the desired initial staggered Board terms. The papers shall then be folded and placed in a hat or other receptacle and then the drawing shall take place. Each Board member shall have the initial term that is indicated on the piece of paper. The minutes of this Board meeting shall show the results of the drawing.

After the initial assignment of terms, all Board members shall serve three-year terms.

Board members, whose terms have expired, may continue serving until they are either re-appointed or until their successors are chosen. A Director may succeed himself/herself in office.

The Board of Directors may choose to delay in either re-appointing or replacing a Board member whose term has expired. If so, the held-over Board member may continue to serve pursuant to the previous paragraph. The Board of Directors, however, can at any time after a term has expired act to formally re-appoint or to replace the Board member. Such re-appointment or replacement, however, relates back to the date that the term expired (i.e. the new term does **not** begin to run from the date of re-appointment or replacement).

RESIGNATIONS, REMOVALS AND VACANCIES

Resignations. Any director or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, or the president or the clerk or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Removals. A director may be removed with or without cause by a two-thirds (2/3) vote of a majority of the directors then in office (not including himself). An officer may be removed with or without cause by the vote of a majority of the directors then in office (not including himself). A director or officer may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him on the occurrence of any of the following events:

(a) upon a good faith finding by the directors of (i) the failure of such director or officer to perform his assigned duties for the corporation, (ii) dishonesty, gross negligence or willful misconduct, or (iii) the conviction of, or the entry of a pleading of guilty or nolo contendere by such director or officer to, any crime involving moral turpitude or any felony;

(b) upon any period of inactivity on the part of such director or officer for the preceding twelve month period prior to such removal as determined by the directors in their reasonable discretion; and

(c) upon the disability of such director or officer. As used in this section, the term "disability" shall mean the inability of such director or officer, due to a physical, emotional or mental disability, for a period of one hundred and twenty (120) days, whether or not consecutive, during any three hundred and sixty-five (365) day period to perform his assigned duties for the corporation. A determination of disability shall be made by the directors in their reasonable discretion.

Any Board member shall be removed from office after he or she misses three consecutive regularly scheduled meetings of the Board of Directors and whose absences were unexcused. An "excused absence" is when the Director has notified the Corporation, prior to the commencement of the meeting that the Director will be unable to attend. This notification shall be by telephone or in writing or US mail, Facsimile or email and given to the Secretary or the Corporation's principal office. An "unexcused absence" is when the Director does not deliver such notice to the Corporation prior to the commencement of the scheduled meeting of Directors.

Vacancies

Resignations of Directors shall become effective immediately or on the date specified in the written notice of resignation given to the Chairperson or President/CEO, and vacancies will be deemed to exist as of such effective date.

A vacancy in any board of director sit because of death, resignation, removal or any other cause shall be filled by a majority vote of the Board of Directors after receiving the recommendation of the Nominating Committee, and such director so appointed shall serve for the remainder of term of the directorship so vacated. The minutes of the Board meeting, where the vacancy is filled, shall specify the remaining length of the term that is being filled.

Place of Director's Meetings/Meetings by Telephone

Regular or special meetings of the Board of Directors shall be held at the Corporation's principal office or a pre-designated location. Regular or special, may be conducted by telephone or audio visual conference.

Annual, Regular and Special Meetings

The Board of Directors shall hold its annual meeting in October of each year for the purpose of appointing Directors and electing officers of the Corporation, and for the transaction of other business.

Regular meetings of the Board of Directors shall be held four (4) times a year, or more frequently as is deemed necessary by the Board of Directors. These four (4) meetings shall be held in January, March, September, and November or as determined by the majority of the Board. Notices shall be sent by US mail, Facsimile or email at least seven days prior to the Board meetings. The Advisory Team will meet two (2) times a year for planning and organization vision.

The Chairperson or the President/CEO may call special meetings of the Board. Written notice of any special meeting shall be given to each Board member by U. S. Mail, facsimile or e-mail transmission and shall be delivered at least five days prior to the date of the special meeting.

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

Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-Laws.

Action by Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the board of directors may participate in a meeting, except for the annual meeting, of such board 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, and participation by such means shall constitute presence in person at a meeting.

Quorum

One-third of the incumbent Directors (not counting vacancies) shall constitute a quorum for the conduct of business. At Board meetings, where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board of Directors unless the Articles of Incorporation or any provision of these bylaws requires a greater number. Directors may not vote by proxy.

Fees and Compensation

Directors and Officers generally will not receive compensation for their services as such, but may receive reasonable reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors.

ARTICLE THREE OFFICERS

Roster of Officers

The Corporation shall have a Chairperson, Vice Chairperson, Secretary, and Treasurer. The officers shall also be members of the Board of Directors.

Selection and Removal of Officers

All officers shall serve two-year terms. Officers shall be elected by the Board of Directors from the members of the Board at the Corporation's annual meetings held in even-numbered years, or as soon as practical thereafter. Officers shall remain in office until their successor has been selected.

Chairperson

The Chairperson will be the presiding officer of the Corporation and will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The Chairperson shall preside at all Board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.

Vice Chairperson

The Vice Chairperson shall act in place of the Chairperson in the event of the Chairperson's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

Secretary

The Secretary, or his or her designee, shall act as Secretary of all meetings of the Board of Directors, and shall cause to be kept minutes of all such meetings, to be filed in the corporate books kept for that purpose. He or she shall attend to the giving and serving of any required notices of the Corporation, and shall generally perform all duties incident to the office of Secretary. In performing these duties, the Secretary may delegate various responsibilities to the staff of the Corporation, but the Secretary shall oversee their work and verify that the duties have been performed.

Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and financial transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements and other matters customarily included in financial statements. The Treasurer shall cause to be deposited all moneys in the name of and to the credit of the Corporation with such depositories as may be designated by the Board of Directors.

The Treasurer shall oversee the receipt of expenditures of all funds of the Corporation and shall verify that arrangements have been made for an annual audit of the Corporation's accounts. The Treasurer shall make a report at the annual meeting or when requested by the Chairperson.

The Treasurer shall serve as the Chair of the Finance Committee.

In performing these duties, the Treasurer may delegate certain functions to the staff of the Corporation and the Accountants and Bookkeepers retained by the Corporation, but the Treasurer shall oversee their work and verify that the duties have been duly performed.

President / CEO

The Board of Directors may, upon resolution, appoint a President/CEO to serve at the Board's discretion and to carry out whatever tasks the Board, from time to time, resolves. The President/CEO shall be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or the Executive Committee, supervise and control the affairs of the Corporation and actively manage its business. The President/CEO shall report to and advise the Board of Directors on all significant matters of the Corporation's business. The President/CEO shall see to it that all orders and resolutions of the Board of Directors are carried into effect. The President/CEO shall generally be expected to attend all meetings of the Board of Directors.

Removal of Officers

Any officer elected or appointed to office may be removed by an affirmative 2/3 vote of the quorum, the Board of Directors whenever in their judgment the best interest of this Corporation will be served. Such removal, however, will be without prejudice to any contract rights of the Office so removed.

Vacancies

Any Board of Directors Sited may be removed with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board, the Chairperson or the Secretary of the Corporation. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation. An acceptance of the resignation shall not be necessary to make it effective.

A vacancy in any office because of death, resignation, removal or any other cause shall be filled by a majority vote of the Board of Directors after receiving the recommendation of the Nominating Committee. The officer so appointed shall serve for the remainder of the term of the officer who has vacated their office, and the minutes of the Board meeting where the vacancy is filled shall specify the remaining length of the term that is being filled.

The Vice-Chairperson shall serve as Acting Chairperson in the event of a vacancy in that office until the successor Chairperson has been appointed by the Board of Directors.

ARTICLE FOUR INFORMAL ACTION

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of Florida 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, will be deemed equivalent to the giving of such notice.

Action by Consent

Any action required by Florida law or under the Articles of Incorporation or by these bylaws, or any action which 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 in individual counterparts or collectively by all of the directors in office, and filed with the minutes of the proceedings of the Board.

ARTICLE FIVE COMMITTEES

Appointment of Committees

The Board of Directors may, from time to time, designate and appoint one or more standing committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the board of Directors. No committee shall bind the Corporation in a contract or agreement, or expend corporate funds, unless specifically authorized to do so by the Board of Directors.

In addition, the Board may appoint special task forces on an ad-hoc basis as appropriate to address specific issues or projects.

Executive Committee

The officers of the Corporation, together with the President/CEO, shall constitute the Executive Committee. The Executive Committee shall have the authority to act on behalf of the Corporation in between regular board of Directors' meetings. The Board of Directors must validate the actions of the Executive Committee at its next regular or special meeting. Any such action not so validated will not be legally binding on the Corporation. The Chairperson shall act as Chairperson of the Executive Committee.

ARTICLE SIX OPERATIONS

Fiscal Year

The fiscal year for this Corporation will be the calendar year.

Executive of Documents

Except as otherwise provided by law, checks, drafts and orders for the payment of this Corporation shall be signed by those persons who have previously been designated by a Resolution of the Board of Directors.

Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by the Chairperson and his or her authority attested by the Secretary (or such other persons who may be so designated from time to time by the Board of Directors).

No contract shall be valid unless it is authorized in advance or ratified after the fact by a properly adopted Resolution of the Board of Directors.

The Chairperson shall report to the Board concerning all such transactions.

Books and Records

This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of meetings of the Board of Directors, the Executive Committee, and of any committees. The Corporation will keep at its principal place of business a register giving names and addresses of the Board of Directors and officers of the Corporation, together with the original certified copy of the Articles of Corporation, and a copy of its Bylaws, including all amendments to either document certified by the Secretary of the Corporation.

Inspection of Books and Records

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

Loans to Management

This Corporation will make no loans to any of its Directors or officers.

Amendments

The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation). Articles of Amendment must be adopted in accordance with Florida law. The bylaws may be amended at any time by a vote of the majority of Directors at a meeting where a quorum is present.

ARTICLE SEVEN CODE OF ETHICS

It is imperative to the success of the Corporation that there be fully informed, responsive, and reasonable Board of Directors. To accomplish this end, each Board member shall conduct themselves at all times in the best interest of the Corporation. In this regard each Board member shall abide by the following "Code of Ethics". No code or set of rules can be framed which will particularize all the duties of a Board member. The following Code of Ethics is adopted as general guide, yet the enumeration of particular duties should not be construed as a denial of the existence of others equally imperative, though not specifically mentioned.

- 1) Board Members shall put forth their best effort to attend all meetings and constructively participate in the same.
- 2) Board Members shall be responsible for insuring that adequate and correct information is presented to their particular constituents.
- 3) Board Members shall neither by commission or omission, foster rumors with the community.
- 4) Board Members shall exercise good judgment in the control and use of confidential information that may from time to time come into their possession.
- 5) Each Board Member shall serve as a public relations agent for the corporation and therefore shall work diligently and properly to promote its goals and objectives while keeping abreast with its overall progress.
- 6) Except for voting at properly called meetings of the Board of Directors, Board members shall refrain from entering into direct day to day administration of the program unless they are doing so upon express authority given to them by properly adopted Resolution of The Board of Directors.
- 7) Board members shall abstain from voting and fully disclose at a meeting of the entire Board any and all family and/or financial relationship in regard to "any matter" which is recommended to the Board upon which the Board must vote. "Any matter" includes, but is

Husband
Wife Father
Mother
Brother
Sister Son
Daughter

The Board shall be charged with the responsibility of reviewing any allegations of Board members violating this code or acting in any way, which is detrimental to the success of the Corporation and make recommendation to the full Board for final action.

ARTICLE EIGHT PUBLIC STATEMENTS

Authority to Make Statements

No person, except for the Chairperson or the President/CEO (if one has been appointed by the Board of Directors) shall be authorized to make any public statements, whether written or oral, purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

Limitation on Statements

Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Corporation. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

ARTICLE NINE MEMBERS

The Corporation shall not have any members.

ARTICLE TEN INDEMNIFICATION

Any person (and the heirs, executors and administration of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by them (or by their heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or officer is liable for negligence or misconduct in the performance of their duties. Such rights to which such Director or Office (or such heirs, executors of

administrators) may be entitled apart from this Article.

CERTIFICATION

I hereby certify that these Bylaws were adopted by the Board of Directors at their meeting held on (date) _____

Board Members Signature, Title and Date

President

