

Amended and Restated Bylaws
of
JUNGLE FRIENDS PRIMATE SANCTUARY, INC.

Amendment and Restatement Adopted: December 29, 2012, Gainesville, FL

BYLAWS OF JUNGLE FRIENDS PRIMATE SANCTUARY, INC.

TABLE OF CONTENTS

ARTICLE 1: NAME, SEAL, OFFICES	3
ARTICLE 2: MISSION AND GUIDING PRINCIPLES	3
ARTICLE 3: MEMBERSHIP	5
ARTICLE 4: BOARD OF DIRECTORS	6
ARTICLE 5: OFFICERS	8
ARTICLE 6: FOUNDER AND PRESIDENT	10
ARTICLE 7: EXECUTIVE DIRECTOR	10
ARTICLE 8: INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS	10
ARTICLE 9: COMMITTEES	11
ARTICLE 10: BOOKS, RECORDS, AND REPORTS	14
ARTICLE 11: CONTRACTS, DEPOSITS, CHECKS AND CONTRIBUTIONS	14
ARTICLE 12: FISCAL YEAR	15
ARTICLE 13: RESTRICTIONS ON ACTIONS	15
ARTICLE 14: INVESTMENTS	15
ARTICLE 15: EXEMPT ACTIVITIES	15
ARTICLE 16: ADVISORY BOARD	16
ARTICLE 17: DISSOLUTION	17
ARTICLE 18: NONDISCRIMINATION	17
ARTICLE 19: AMENDMENTS	17
ARTICLE 20: EFFECTIVE DATE	17

ARTICLE 1: NAME, SEAL, OFFICES

A. Name.

The name of this organization is 'Jungle Friends Primate Sanctuary, Inc.' (hereinafter referred to as the 'Corporation').

B. Seal.

The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words 'Jungle Friends Primate Sanctuary, Inc.' Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

C. Offices.

The registered office of the Corporation shall be at such location in the State of Nevada as may be appointed by the Board of Directors. The Corporation also may have offices at such other places as the Board of Directors from time to time may appoint or the purposes of the Corporation may require.

ARTICLE 2: MISSION AND GUIDING PRINCIPLES

A. Mission.

The mission of Jungle Friends Primate Sanctuary is to rescue and offer a permanent, safe haven for primates who have been abused, confiscated by authorities, used in research, kept as pets, or who are simply no longer wanted.

B. Guiding Principles.

Jungle Friends Primate Sanctuary was founded with a very specific philosophy that embodies what we believe and how we operate. We are as much a values driven organization as we are a programmatic one. As such, Jungle Friends Primate Sanctuary will forever be dedicated to the following guiding principles and practices:

- a. We create a refuge and sanctuary for primates who have been used in the entertainment industry, in experimental research studies, in substandard roadside zoos, or in private pet situations, and who have outgrown their situation or who are no longer wanted.
- b. We embody the philosophy of 'Sanctuary' that is defined as a place where animals can come to live and be protected for the rest of their lives. It's a safe haven, where they receive the very best care possible. Animals are not bought, sold, bred, traded, used for commercial purposes, or mistreated in any way. They are given every opportunity to behave naturally in a wonderfully loving environment.

- c. We care for primates in a safe, permanent and enriching habitat in accordance with their specific species requirements and we strive to provide naturalistic enclosures.

Most of the monkeys who come to the sanctuary have been species isolated and don't know they are monkeys. Our goal is to make sure every monkey at Jungle Friends Primate Sanctuary is introduced to a compatible monkey friend of the same or like species. Monkeys are social by nature and it is most important for them to be with another monkey or a group of monkeys. Grooming sessions relieve stress and peer play is very important.

Jungle Friends Primate Sanctuary offers the primates what we call 'Live Habitats'. The habitats are all built on natural ground with dirt for digging in, grass and edible ground cover, and mulch or pine straw. Mulch when we want the grass to grow and pine straw when we do not. We use pine straw in the smaller monkey's habitats, i.e. squirrel monkeys, marmosets and tamarins. We also plant non-toxic trees in and around the habitats for shade, climbing, bark peeling and gouging (marmosets), with leaves, flowers and/or fruit to eat. Every habitat has bamboo, non-toxic plants and shrubs growing in them, for eating, playing and hiding in. The large naturalistic habitats also provide their own ecosystem. The species specific habitats are also designed with plenty of climbing structures, ladders and ropes to traverse from one side to the other, with buckets and barrels to swing in, and plenty of naturalistic 'toys' to entertain the primates and enrich their lives.

- d. We also utilize a unique runway system that connects the habitats so the monkeys can be moved through the network of runways from one habitat to another for cleaning, repairing, replanting, enriching, socializing or separating monkeys. The runways are equipped with diet bowl holders to place and secure the diet bowls in and are covered to keep out the rain. Monkey stops or 'forks' and drop down chutes are also utilized in the runway system for safe capture, as well as a way to squeeze the monkey inside the runway for injections. With the drop down chutes we can safely move the monkey through the runway into the drop-down and into a squeeze cage, which avoids the danger and/or stress of darting or netting monkeys if and when they need to be captured. The runways are vital if the monkeys have a disagreement and need to be separated into different habitats. Additionally, we utilize the runways for our monkey introductions. When a new monkey arrives at the sanctuary he or she is situated near other monkeys we feel could be grouped with him or her. We can move the monkeys closer to each other by moving the 'monkey stops' or forks closer together. When monkeys are identified as suitable companions the forks are removed allowing the monkeys more than

one habitat with connecting runways until we consider the monkeys to be a compatible match.

- e. We educate the public about primates and why they should be allowed to live in the wild as nature intended. We do not support breeding primates in captivity to serve as pets, to be used as entertainment, research subjects or exploited in any way. We advocate stricter laws to end the use of primates in captivity.
- f. We embody the deeply held values of Ahimsa; 'dynamic harmlessness'-- which includes veganism and selfless service. We promote compassion by encouraging service to humanity, animals and nature.
- g. Jungle Friends Primate Sanctuary offers communal living on the sanctuary grounds for like-minded, caring and compassionate people to function as care staff, interns and apprentices, as well as our Founder and President. It is important for the monkeys' well-being to have care staff living on-site.
- h. We provide the primates in our care the opportunity to live full lives. In the event of a debilitating, painful and/or incurable illness we hold fast to the hospice philosophy for the primates in our care. The hospice philosophy recognizes death as the final stage of life and seeks to enable patients to continue an alert, pain-free life and to manage other symptoms so that their last days may be spent with dignity and quality, surrounded by their 'family'. Hospice affirms life and neither hastens nor postpones death. Euthanasia would only be considered in extraordinary circumstances (to be determined on an individual basis). If the decision were made to euthanize an animal in our care, this decision would be made by the Executive Director with veterinarian consultation.
- i. We are cognizant, at all times, of the portion of philanthropic funds received by the Corporation that are spent on expenses related to fundraising and administration.

ARTICLE 3: MEMBERSHIP

The Corporation is not a 'membership' organization. Donors may be referred to as 'members' for purely resource development and marketing purposes and are not voting members of the Corporation. No one but the Board of Directors shall have governing rights and responsibilities for the Corporation.

ARTICLE 4: BOARD OF DIRECTORS

A. **Governance.**

The governance and control of the Corporation and the responsibility for its proper operation shall be vested in the Board of Directors.

B. **Membership.**

The Board of Directors consists of the Founder, President, Executive Director and elected Directors.

C. **Election and Term.**

Upon nomination by the Governance Committee at the annual meeting of the Board of Directors, officers are elected to serve until successors are elected.

D. **Staff members/volunteers.**

Additional members of the Board of Directors shall come from the sanctuary staff or volunteers as appointed by the President of the Corporation and approved by the Board of Directors. Staff persons elected to the Board will have a vote on Board business matters, but shall not participate in any issues regarding compensation. Board members will represent the needs of the 'clients' of the Corporation (the monkeys) the staff and volunteers.

E. **Powers and Duties of the Board.**

The Board of Directors shall have the following powers and duties:

- a. To act on the behalf of the organization by leading committees, fundraising, attending meetings, and acting as ambassadors and advocates of the Corporation.
- b. To determine the long-range plans and general policies of the Corporation and to make major policy decisions.
- c. To exercise oversight of the financial operations of the Corporation, including, but not limited to; approval of all budgets, capital, endowment and operational funds, and any and all matters pertaining to the assets of the Corporation.
- d. To make and adopt such rules and regulations as are consistent with the Articles of Incorporation and the Bylaws.
- e. To employ an Executive Director who shall be the Chief Executive Officer of the corporation, which shall include the power to terminate or decline to renew the term and/or contract of said Executive Director.

- f. The Executive Director is authorized to sign all legal documents authorized and approved by the Board of Directors. The Executive Director may delegate such authority.

F. Quorum.

The presence of 50% of the members then in office plus one Board member constitutes a quorum at all Board meetings. For the purpose of Board meetings, a Board member may be present by participating in person, via teleconference, via Internet or other virtual technological means to the extent allowable by law, provided that the participant can hear the meeting and be heard by all of those attending the meeting in person.

G. Meetings.

The Board of Directors shall meet no fewer than two (2) times annually at such dates, times and places as determined by the Executive Director and/or President. The affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be sufficient to transact any business coming before the meeting, unless otherwise specified by these Bylaws or law. Each Director shall have one (1) vote and there shall be no voting by proxy. The Founder and President will have (2) votes in the event of a tie with regard to the Corporation's mission, purpose, philosophies, core values and guiding principles, amending or changing the bylaws or concerning the health and welfare of the animals at the sanctuary.

H. Annual Meetings.

The annual meeting of the Board of Directors shall be held each year at the sanctuary for the purpose of organization, election of officers, and the transaction of other business.

I. Special Meetings.

Special meetings of the Board of Directors may be called by the Founder and President and/or the Executive Director. Special meeting notices stating the business to be transacted shall be given to all members of the Board of Directors by mail or electronic means at least five (5) days before the meeting date.

J. Absences of Board members.

If a member of the Board of Directors shall be absent from two (2) consecutive Board meetings in any fiscal year of the Corporation he or she will be removed.

K. Removal.

At any regular or special meeting, any director or officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of affinity with the stated purpose of the Corporation with exception

of the Founder and President. Any director proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

L. Vacancy.

Vacancies, in any office for any reason, shall be filled by the Board of Directors.

M. Honorary Directors.

The Board of Directors shall have the authority to appoint and remove one or more Honorary Directors but who will not have voting rights (only advisory) of the Corporation. Honorary Directors shall have such rights as shall be established by the Board of Directors from time to time.

N. The Board of Directors may delegate to elected officers, committees or the Executive Director any of its rights or privileges not otherwise delegated herein.

O. Method of Giving Notice.

Notices shall be deemed given immediately upon personal delivery in writing by United States mail, fax, or e-mail and shall be deemed received hereunder only if addressed to the Executive Director and President at the last postal or email addresses or fax numbers that were provided to the Board. The notice shall be provided to the Secretary of the Corporation for receipt of notices.

P. Compensation.

Directors shall receive no compensation for their service as Directors.

ARTICLE 5: OFFICERS

A. Officers.

The officers of the organization are President, Vice President, Treasurer and Secretary. The organization's founder will serve as the Founder and President and is a permanent, non-elected officer of the Corporation. The Founder and President may simultaneously serve as the Executive Director and/or Chair of the Board. The Founder and President may appoint a Chair if needed.

B. Election and Term.

Officers of the Corporation shall be elected at the annual meeting of the Board of Directors, and shall serve for one year or until their replacements are elected and qualified.

C. Removal.

At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of affinity with

the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

D. Vacancy.

Vacancies, in any elected office for any reason, shall be filled by the Board of Directors.

E. Duties of officers.

The duties of the elected officers are those that are typically assigned to officers of similar title. As follows:

- a. The President shall preside at meetings of the Board of Directors unless a chairperson chosen by the President or directors present shall preside. The President shall have general charge and supervision of the business and affairs of the Corporation.
- b. The Vice President, at the request of the President, or in the event of her absence or disability, shall perform the duties and possess the powers of the President; and to the extent authorized by law the Vice President, if any shall then be in office, shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him or her by the Board of Directors. The Vice President shall lead the annual Bylaws review, and serve as the President-elect of the Board of Directors.
- c. The Secretary will keep minutes of all meetings of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.
- d. The Treasurer will work with the Director of Development and/or the Executive Director on all funds of this Corporation, to maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

F. Compensation.

No Officer shall receive compensation for services rendered to or on behalf of the Corporation.

ARTICLE 6: FOUNDER AND PRESIDENT

This position was specifically created for sanctuary founder Kari Bagnall. This position will belong to Ms. Bagnall for the remainder of her life, or until she voluntarily relinquishes. The Founder and President intends to be available at her discretion to cultivate supporters and donors of the sanctuary and will also be available for seminars, programs, workshops and presentations on primates, the Jungle Friends Primate Sanctuary, and other associated topics. The Founder and President will follow the governance policies and procedures of the Corporation in any specific functions, duties or responsibilities. She is a permanent voting member of the Board of Directors and its Executive Committee and may be compensated for these services and provided with a budget and office for conducting specific responsibilities at the discretion of the Board. The Founder and President will have (2) votes in the event of a tie with regard to the Corporation's mission, purpose, philosophies, core values and guiding principles, amending or changing the bylaws or concerning the health and welfare of the animals at the sanctuary. Pursuant to the terms of the life estate Ms. Bagnall has with the Corporation, her on-site residence, use of the sanctuary facilities, and access to animals will be made available to her as long as she is alive.

ARTICLE 7: EXECUTIVE DIRECTOR

The duties of the Executive Director shall be those that usually attach to this position. The Founder and President will serve as Executive Director until she appoints another Executive Director to replace her as approved by the Board.

A. Appointment of Executive Director.

The President may appoint an Executive Director of the Corporation who shall have such duties as the Board shall prescribe.

B. Duties of the Executive Director.

The duties of the Executive Director shall include:

- a. Overseeing and directing the day-to-day operation of the Corporation, including the health and welfare of the primates at the sanctuary;
- b. Responsibility for directing all employees, interns, apprentices and volunteers, and maintaining all facilities of the Corporation;
- c. Directing programming execution, expansion, compliance, and evaluation in accordance with the mission of the Corporation;
- d. Preparing an annual budget and operating the Corporation in accordance with the parameters of the budget;
- e. Operating the Corporation in accordance with all laws, rules and regulations applicable to the Corporation; and
- f. Performing such other duties as may be designated by the Board and/or Executive Committee.

- g. The Executive Director may serve as an officer, member of the Executive Committee, and/or a member of the Board of Directors at the pleasure of the Board.

ARTICLE 8: INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS

Directors, officers or agents of the Corporation shall be indemnified by the Corporation for all reasonably incurred or imposed costs and expenses associated with any action, suit or proceeding in which they may be involved due to their service. Reasonable settlements made to lower legal costs are included when, in the judgment of the Board of Directors or in the written opinion of a Board-appointed independent legal counsel, the Corporation's best interests are served.

Such indemnification may include payments for expenses incurred to defend civil or criminal actions or proceedings, provided the persons so indemnified agree in advance to repay the Corporation should they be judged to not be entitled to indemnification. However, the Corporation is not liable for expenses incurred by any who shall be adjudicated to not have acted in good faith or in the reasonable belief that their actions were in the Corporation's best interest.

This Article shall not prevent any Directors or officers from exercising other rights to which they may be entitled as a matter of law.

In determining the reasonableness of any settlement, the judgment of the Board of Directors shall be final.

The Corporation may purchase and maintain insurance on behalf of any persons covered by this Bylaw, regardless of whether the Corporation would have the power to indemnify them against such liability.

ARTICLE 9: COMMITTEES

- A. The Corporation may have committees established by the Officers.

- a. **Executive Committee.**

- The Executive Committee consists of the elected officers and the Founder and President. The Executive Committee shall meet only as necessary and its responsibilities shall be limited to the following: 1) to act when emergencies arise that require immediate decision or action for which there is insufficient time to call for a full meeting of the Board of Directors and the Executive Committee shall report all such actions to the Board of Directors; 2) to oversee personnel policy and ensure a fair and productive work environment for the Corporation and to serve as the board's agent for the board's oversight of the recruitment, appointment, contracting, compensation, and annual evaluation of an

Executive Director; 3) such other responsibilities and authority as may be expressly delegated by the Board of Directors.

b. Governance Committee.

The Governance Committee shall be responsible for ongoing review and recommendations to enhance the quality of the Board of Directors, including: 1) the identification, selection, and nomination, subject to review of the Board of Directors, of new officers and Board members; 2) overseeing development, orientation and training of all governing volunteers within the organization; 3) overseeing creation of Board roles and responsibilities; 4) overseeing assessment of Board effectiveness; 5) succession planning; and 6) such other responsibilities as may be expressly designated to it by the Board of Directors.

a. Budget and Finance Committee.

The duties and responsibilities of the Budget and Finance Committee shall include the following: 1) To review budgets initially prepared by staff, to help develop appropriate procedures for budget preparations and on a consistency between the budget and the organization's plans. 2) To report to the board any financial irregularities, concerns, opportunities. 3) To recommend financial guidelines to the board (such as to establish a reserve fund). 4) To work with staff to design financial reports and ensure that reports are accurate and timely. 5) To oversee short and long-term investments, unless there is a separate investments committee. 6) To advise the executive director and other appropriate staff on financial opportunities, priorities and information systems. The Chairman of the Budget and Finance Committee shall be the Treasurer and/or the Director of Development.

b. Fundraising Committee.

To work with staff to establish a fundraising plan that incorporates a series of appropriate vehicles, such as special events, direct mail, social media, or hosting fundraising parties and to work with staff and volunteers in their efforts to raise money. To bear responsibility for involvement of all board members in fundraising, such as having board members make telephone calls to ask for support, and to monitor fundraising efforts to ensure that ethical practices are in place, that donors are acknowledged appropriately and timely, and that fundraising efforts are cost-effective. The Fundraising Committee shall develop and review plans, policies and programs covering all sources of contributed income including major gifts, endowment gifts and planned estate gifts.

c. Board Development Committee.

This Committee is responsible for the general affairs of the board and preparing priorities for board composition. This Committee will meet with prospective board members and recommend candidates to the board and suggest new, non-board individuals for committee membership.

d. Program Committee.

To oversee new program development, and to monitor and assess existing programs. To initiate and guide program evaluations, and to facilitate discussions about program priorities for the Corporation. The Program Committee is charged with long range planning and general oversight.

- B. The President/Chair may establish standing committees from time to time and assign to any such committee such authority, powers and responsibilities as he/she may determine and may, in his/her sole discretion eliminate and/or change the authority, powers and responsibilities of any standing committee at any time. The President may appoint persons who are not members of the Board of Directors as chairpersons of the committees.
- C. Any committee so established and not expressly established in Section (A) above may be dissolved by the President.
- D. The President/Chair may establish such ad hoc committees for such periods and with such responsibilities, powers and authority, as the President/Chair may assign from time to time.
- E. The President may appoint persons who are not members of the Board of Directors as chairpersons of ad hoc committees.
- F. Chairpersons of all committees serve at the pleasure of the President. Chairpersons select committee members; committee members serve at the pleasure of the chairperson.
- G. Committees perform such duties as are assigned by the President or the Board of Directors and are usual to committees of similar title. No committee may incur any obligation or liability, or establish or change any policy of this organization, without the authority of the Board of Directors.
- H. Each committee reports to the President and/or the Board of Directors through its chairperson.
- I. The Founder and President and/or Chair are ex officio members of all committees.

ARTICLE 10: BOOKS, RECORDS AND REPORTS

A. Books and Records.

The Corporation shall keep as permanent records 1) accurate accounting records and 2) minutes of all meetings of the Board of Directors and committees having any of the authority of the Board of Directors. Additionally, the Corporation shall keep 1) a copy of the Articles of Incorporation and these Bylaws and any amendments thereto, 2) a list of the names, addresses and telephone numbers of its current directors and officers, and 3) its most recent annual reporting to State or federal authorities. All records of the Corporation shall be kept in written form or in another form capable of conversion into written form within a reasonable time and shall be made available upon reasonable notice at the Corporation's principal office for inspection by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

B. Annual Reports.

The Corporation shall properly file an annual report each year that is in full compliance with any requirements lawfully. In addition, the Corporation shall file such federal and state income tax or information reporting returns as may be prescribed by law.

ARTICLE 11: CONTRACTS, DEPOSITS, CHECKS AND CONTRIBUTIONS

A. Contracts.

Except as otherwise provided in these Bylaws, the Executive Committee may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to a specific instance. Unless so authorized by the Executive Committee, no officer, employee, agent or representative shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable for any purpose or to any amount. The Executive Committee may authorize one or more of its members to act on its behalf to carry out the stated intentions.

B. 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, or invested from time to time for and on behalf of the Corporation, as the President and/or Executive Director and/or the Director of Development may elect.

C. Checks, Drafts, 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 the President and/or the Executive Director and/or the Secretary.

D. Contributions.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever, for the purposes of the Corporation.

ARTICLE 12: FISCAL YEAR

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31 of that same year.

ARTICLE 13: RESTRICTIONS ON ACTIONS

- A. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes of the guiding principles set forth in Article II of these bylaws.
- B. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Corporation.

ARTICLE 14: INVESTMENTS

A. Management of Investments.

Cash equivalents, bonds, securities, mortgages and other investment grade assets of the Corporation, and any restricted or segregated fund of the Corporation may be invested and reinvested under the direct management of the President and/or the Executive Director and/or Director of Development.

B. Impermissible Investments.

No action shall be taken by or on behalf of the Corporation if such action would result in the denial of the tax exemption under any section or sections of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, including without limitation Sections 501 and 507. The Corporation shall not hold any investments that constitute excess business holdings, as defined in Section 4943 of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended, or that jeopardize or may be deemed

to jeopardize the carrying out of any of the Corporation's exempt purposes, as set forth in Section 4944 of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended.

ARTICLE 15: EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no director, officer, employee, agent or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of such Code and Regulations as they now exist or as they may be amended.

ARTICLE 16: ADVISORY BOARD

The Corporation may have an Advisory Board that shall consist of such number of Advisory Members as the President or the Executive Director may determine in good faith reasonable, from time to time.

The purpose of the Advisory Board is to enhance the good governance of the Corporation through the solicitation of advice from experienced and knowledgeable individuals and institutions who work with primates or in related activities of the Corporation. The Advisory Board is purely advisory and there shall be no implication or requirement that the President or Executive Director and/or the full Board should act on such advice.

Members of the Advisory Board should be encouraged to serve on permanent, standing, or ad hoc committees of the Board of Directors.

ARTICLE 17: DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the court having jurisdiction over the matter.

ARTICLE 18: NONDISCRIMINATION

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity, national origin, veteran status, marital status, sexual orientation, or gender identification.

ARTICLE 19: AMENDMENTS

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by a two-thirds majority vote of the full board.

ARTICLE 20: EFFECTIVE DATE

The effective date of these Bylaws shall be _____

Amendment and Restatement Adopted by the Jungle Friends Primate Sanctuary on the ___ day of _____, 2012.

By:



Kari Bagnall
President of the Corporation