

PAX DEI FOR NUBA BYLAWS

Pax Dei for Nuba (the “Corporation”), a nonstock corporation duly formed under the provisions of the Virginia Nonstock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia (the “Code”), hereby adopts the following Bylaws of the Corporation, which shall govern the management and operation of the Corporation’s business and the regulation of its affairs to the extent consistent with the Corporation’s Articles of Incorporation and applicable law and in accordance with Section 13.1-823 of the Code.

ARTICLE ONE DEFINITION OF TERMS

Unless otherwise stated in these Bylaws, all of the terms used in these Bylaws which are defined in Section 13.1-803 of the Code shall be deemed to have the meaning set forth in such Section of the Code.

ARTICLE TWO MEMBERS

The Corporation shall have no members.

ARTICLE THREE BOARD OF DIRECTORS

Section One – Authority. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Unless otherwise provided by resolution of the Board of Directors, the directors shall have the sole voting power.

Section Two – Number and Qualification. The number of directors shall be no fewer than three and no more than ten members, with the exact number to be fixed by resolution of the Board of Directors. Directors must be committed to orthodox Christian faith, be an active

participant in a local church, have international experience, be committed to the flourishing of God's Kingdom in the Nuba Mountains, be willing to make financial and time commitments to the mission of the Corporation, and have excellent skills in group interaction and negotiation.

Section Three – Election and Term. At each annual meeting of the Board of Directors, as close to one-third of the total number of directors shall be elected by the directors in office, including those whose terms are expiring. Directors elected at an annual meeting shall serve a term of three (3) years, or until their respective successors are elected and qualify. Directors appointed by the Board of Directors between annual meetings shall serve for the term indicated in the resolution of appointment.

Section Four – Resignation and Removal. A director may resign at any time by delivering written notice to the Board of Directors. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. The Board of Directors may remove one or more directors with or without cause upon an affirmative vote by two-thirds of the directors then in office.

Section Five – Vacancy. If a vacancy occurs on the Board of Directors between annual meetings, including a vacancy resulting from an increase in the number of directors, the vacancy may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the Board.

Section Six – Annual Meeting. The Board of Directors shall meet at least annually in the month specified by resolution of the Board for the purpose of general organization, the appointment of officers, and consideration of any other business that may properly be brought before the meeting. The failure to hold the annual meeting at the time stated herein shall not affect the validity of any corporate action.

Section Seven – Regular or Special Meetings in Addition to the Annual Meeting.

Regular meetings of the Board of Directors shall be held at such times as the Board may designate by resolution. Special meetings of the Board of Directors may be called any time by the President or, upon the request of any two directors, by the Secretary.

Section Eight – Notice of Meetings. The Secretary or officer performing the Secretary's duties shall give not less than two days' notice by word-of-mouth, mail, facsimile, or e-mail of all special meetings of the Board of Directors. The notice shall set forth the agenda, minutes, and other items of business requiring a vote. Special meetings may be held at any time without notice if all of the directors are present, or if those not present waive notice in writing either before or after the meeting. No notice shall be required for annual and regular meetings.

Section Nine – Place of Meetings. Meetings of the Board of Directors, annual, regular, or special, shall be held at such place as the Board of Directors may designate.

Section Ten – Quorum and Voting. Action may be taken on a matter by the Board of Directors only at a meeting at which a quorum shall be present. A quorum of the Board of Directors shall consist of a simple majority of the number of directors on the Board. Unless otherwise provided in these Bylaws, if a quorum is present when a vote is taken, the affirmative vote of a simple majority of directors present is the act of the Board of Directors.

Section Eleven – Conduct of Meetings. The President shall preside over all meetings of the directors. If the President is not present, the Vice President shall so preside. If none of such officers are present, a chairman shall be elected at the meeting. The Secretary of the Corporation shall act as secretary of all the meetings if present. If the Secretary is not present, the officer presiding over the meeting shall appoint a secretary of the meeting. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct a meeting

through the use of, any means by which all directors participating may simultaneously communicate with each other during the meeting.

Section Twelve – Action Without a Meeting. Any action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each director. A consent signed under this Section shall have the same effect as a meeting vote and may be described as such in any document.

Section Thirteen – Powers of Grants and Contributions. The Board shall have the exclusive authority to make grants and contributions and otherwise render financial assistance for the purpose of furthering the Corporation's tax-exempt purposes. The Board shall have the power to make grants to any organization that is organized and operated exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and which further the Corporation's tax-exempt purposes. All requests for funds shall be reviewed by the Board and shall state the proposed use of the requested funds. The Board shall have the discretion to refuse to make any grant or contribution. If a grant request is approved, the Board may fund such grant out of existing funds or it may solicit funds for the particular grant requested. The Board shall retain the absolute power to withdraw its support of any grant or contribution, for any reason, at any time. The Board shall not accept contributions that require the Corporation to contribute or transmit such contributions

solely to any named organization. Grantee organizations shall be required, from time to time, to furnish an accounting that shows how the funds were expended for the purposes approved by the Board.

ARTICLE FOUR COMMITTEES

Section One – Board Committees. The Board of Directors may create one or more Board committees and appoint members of the Board of Directors to serve on them. Each Board committee shall consist of two or more directors, who shall serve at the pleasure of the Board of Directors. Each Board committee may exercise the authority of the Board of Directors, subject to Section 13.1-869(D) of the Code.

Section Two – Meetings. The provisions of these Bylaws which govern meetings, action without meetings, and quorum and voting requirements of the Board of Directors shall apply to Board committees and their members as well.

ARTICLE FIVE OFFICERS

Section One – General. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer and such other officers as the Board may appoint. All officers shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors for such compensation as may be fixed by the Board. Any two or more offices may be held by the same person. A duly elected officer may appoint one or more officers or assistant officers if authorized by the Board of Directors.

Section Two – Resignation and Removal. An officer may resign at any time by delivering written notice to the Board of Directors. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made

effective at a later date and the Corporation accepts the future effective date, it may fill the pending vacancy before the effective date if the officer's successor does not take office until the effective date. The Board of Directors may remove any officer at any time with or without cause and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

Section Three – Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board.

Section Four – President. The President shall serve as the chief executive officer of the Corporation and, subject to the control of the Board, shall have general supervision, direction and control of the business and affairs of the Corporation. The President shall preside at all meetings of the Board and shall have such other powers and duties as the Board may prescribe from time to time.

Section Five – Vice President. The Vice President shall assist the President as requested by the President and shall perform such other duties as these Bylaws or the Board of Directors may prescribe. The Vice President shall preside at all meetings of the Board at which the President is absent.

Section Six – Secretary. The Secretary shall attend all meetings of the Board of Directors and shall have the responsibility for preparing and maintaining custody of the minutes of the meetings of the Board and for authenticating records of the Corporation. The Secretary shall keep or cause to be kept in a book provided for the purpose a true and complete record of the proceedings of all meetings. The Secretary shall be custodian of the records and the seal of the Corporation and shall see that the seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal have been duly authorized. The Secretary shall attend to

the giving of all notices and shall perform such other duties as these Bylaws or the Board of Directors may prescribe.

Section Seven – Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall be the legal custodian of all monies, notes, securities, and other valuables that may from time to time come into the possession of the Corporation. The Treasurer shall immediately deposit all funds of the Corporation coming into his or her hands in same reliable bank or other depository to be designated by the Board of Directors and shall keep this bank account in the name of the Corporation. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation and shall perform such other duties as these Bylaws or the Board of Directors may prescribe.

Section Eight – Transfer of Authority. In case of the absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may transfer the powers or duties of that officer to any other officer or to any director or employee of the Corporation.

ARTICLE SIX
SPECIAL CORPORATE ACTS
NEGOTIABLE INSTRUMENTS, DEEDS AND CONTRACTS

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation; all deeds, mortgages, and other written contracts and agreements to which the Corporation shall be a party; and all assignments or endorsements of registered bonds or other securities owned by the Corporation, shall be signed by such officers as the Board may from time to time direct. The Board of Directors may authorize any one of its officers to sign any of such instruments, for and in behalf of the Corporation, without necessity of countersignature;

may designate officers or employees of the Corporation, other than those named above, who may, in the name of the Corporation, sign such instruments; and may authorize the use of facsimile signatures of any of such persons. Any shares of stock issued by any other corporation and owned or controlled by the Corporation may be voted at any directors' meeting of the other corporation by the President of the Corporation, if he or she be present; or, in his or her absence, by the Secretary of the Corporation; or, in the event both the President and the Secretary are absent, then by such person as the President shall, by duly executed proxy, designate to represent the Corporation at such directors' meeting.

ARTICLE SEVEN
TRANSACTIONS WITH DIRECTORS

Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his, her or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and a majority of the directors who have no direct or indirect personal interest in the contract or transaction shall, nevertheless, vote to authorize or ratify the contract or transaction. However, no such contract or transaction may be authorized or ratified by a single director. If a majority of disinterested directors vote to authorize or ratify the contract or transaction, a quorum is present for the purpose of taking action under this Article.

This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE EIGHT
LIMITATION OF LIABILITY AND INDEMNIFICATION

Section One - Limitation of Liability. To the full extent that the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of the directors or officers, a director or officer of the Corporation shall not be liable to the Corporation for any monetary damages.

Section Two - Indemnification. The Corporation shall indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of fact that he or she is or was such a director or officer, or is or was serving at the request of the Corporation as a director, partner, trustee, officer, manager, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, against all liabilities and expenses incurred in the proceeding except such liabilities and expenses are incurred because of his or her willful misconduct or knowing violation of the criminal law.

Section Three - Advances and Reimbursement of Expenses. Unless a determination has been made that the indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that the director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to his or her ability to make repayment. Unless a determination has been made that indemnification is not

permissible, the Corporation is hereby empowered to contract in advance to indemnify and advance the expenses of any director or officer.

Section Four - Procedure for Indemnification. The determination to make advancements, reimbursements or indemnifications, or to contract in advance to do the same, shall be made by majority vote of a quorum of disinterested directors. If a quorum of disinterested directors cannot be obtained for any reason, then the determination shall be made by a majority vote of a committee designated by the Board of Directors, including interested directors, the committee to consist only of disinterested directors, at least two in number, or by special legal counsel selected by a quorum of disinterested directors or by the committee described above. If neither a quorum of disinterested directors nor a committee of a least two disinterested directors can be obtained, then the selection of the special legal counsel shall be made by a majority vote of the entire Board, including interested directors.

Section Five - Persons Covered. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause the Corporation to indemnify or contract in advance to indemnify any person not specified in Section Two of the Article who was or is a party to any proceeding by reason of the fact that he or she is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, trustee, officer, manager, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such a person were specified as one to whom indemnification is granted in Section Two.

Section Six -Insurance. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may

determine, on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, trustee, officer, manager, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted or incurred by any such person in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of the Article.

Section Seven - Changes in Board Composition. In the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section Two of the Article shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

Section Eight - Applicability of the Article. The provisions of the Article shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of the Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material aspect on any alleged action or failure to act prior to such amendment, modification or repeal. Reference herein to directors,

officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

ARTICLE NINE
CORPORATE SEAL

The corporate seal shall be in such form as shall be approved by the Board of Directors.

ARTICLE TEN
FISCAL YEAR

The fiscal year of the Corporation shall be December 31.

ARTICLE ELEVEN
EMERGENCY BYLAWS

In the event that a quorum of the Corporation's Board of Directors cannot readily be assembled because of some catastrophic event, the Board of Directors of the Corporation may, consistent with Section 13.1-824 of the Code, adopt other bylaws to be effective only in such an emergency, which bylaws shall provide procedures for calling a meeting of the Board of Directors, quorum requirements for the meeting, and designation of additional or substitute directors as well as other provisions necessary for managing the Corporation during such emergency. All provisions of these Bylaws consistent with such emergency bylaws shall remain effective during such emergency. Such emergency bylaws shall not be effective after such emergency ends. Corporate action taken in good faith in accordance with such emergency bylaws shall bind the Corporation and may not be used to impose liability on a director, officer, employee, or agent of the Corporation.

ARTICLE TWELVE
AMENDMENTS

These Bylaws may be amended or repealed by the Board of Directors at any regular or special meeting. Any action taken or authorized by the Board of Directors which would be

inconsistent with the Bylaws then in effect, but is taken or authorized by the affirmative vote of not less than the number of directors that would be required to amend these Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as if these Bylaws had been temporarily amended or suspended to the extent necessary to permit the specific action so taken or authorized.