

BYLAWS OF HEAL MOVEMENT CORP
A TEXAS CORPORATION

Adopted as of 5/30/25

1. PURPOSE AND POWERS

- a. Purpose.** The purpose or purposes of the corporation, Heal movement corp, as established in the articles of incorporation, are those specifically designated in the Internal Revenue Code of 1986 Section 501(c)(3), as amended, or the corresponding section of any future federal tax law.
- b. Powers.** The corporation has the power to do any and all lawful acts that may be necessary or convenient to affect the corporation's purposes. It has the power to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers may include, but are not limited to, the acceptance of contributions from the public and private sectors both financial and in-kind.
- c. Limitations on Activities.** The corporation may not engage, participate, or intervene in any activities not permitted by a corporation exempt from federal income tax. The corporation may not endorse, contribute to, work for, or otherwise support or oppose a candidate for public office unless otherwise allowable by law. The assets and income of the corporation may not be distributed to or benefit the trustees, directors, officers, or other individuals, except that the corporation is authorized to pay reasonable compensation for services rendered.

2. MEMBERS. From time to time, the Board of Directors may establish one or more classes of membership as it deems, fit and on such terms and conditions as the Board may determine by resolution. If and when a membership class exists, the following terms will govern:

- a. Annual Meeting.** The annual members' meeting will be held on May 1 at the corporation's registered office each year or at any date, time, and place as designated by resolution of the Board of Directors. The meeting's purpose is to elect a Board of Directors, report affairs of the corporation, and conduct any other proper business not inconsistent with law.
- b. Special Meetings.** A special members' meeting may be called at any time by the Board of Directors, by the Chairman of the Board, by the President, or by ten percent (10%) of the voting members.

- c. **Meeting by Electronic Transmission.** Where permitted by applicable law, the corporation may conduct all corporate meetings, in whole or in part, by electronic transmission. Members may be deemed present by electronic transmission and may participate and vote at a meeting. The corporation will implement reasonable measures to provide members with reasonable opportunity to participate in the meeting and maintain a record of any member vote or action taken at the meeting by electronic transmission.
- d. **Notice of Meetings.** Except as otherwise provided by law or the articles of incorporation, all notices of annual or special meetings must be in writing and given in person by electronic transmission where permitted by law or by first-class mail no less than ten (10) nor more than sixty (60) days before such meeting. All notices must specify the place, date, hour, general purpose, and matters to be transacted for the meeting.
- e. **Waiver of Notice.** Any deficiency in the notice of a members' meeting may be waived by attending the meeting without objecting at the commencement of the meeting or by written waiver before or after the meeting is filed with the corporate records.
- f. **Quorum; Adjournment.** The presence, in person or by proxy, of one tenth (1/10th) of the members constitutes a quorum for the transaction of business, except as otherwise provided by statute or the articles of incorporation. If a quorum is not met, the meeting may be adjourned to another date, time, or place announced at the meeting without further notice to members, unless the adjournment is for more than thirty (30) days or the Board of Directors fixes a new record date for the adjournment. No other business may be transacted if a quorum is not met.
- g. **Voting.** Except as otherwise provided in the articles of incorporation and resolutions by the Board of Directors establishing one or more membership classes, each outstanding share is entitled to one vote on each matter submitted to a membership vote. Cumulative voting may be used when electing Directors. All elections will be determined by a majority of votes cast of the shares represented at a meeting, except as otherwise required by law or the articles of incorporation.
- h. **Proxies.** Each member entitled to vote may vote personally or execute proxies authorizing another person or persons to vote with respect to the member's shares. The authorization may be made in writing, by electronic transmission or orally by telephone as may be permitted by law. Unless otherwise stated in the proxy, a proxy automatically expires at the end of twelve (12) months from the date of execution. The revocability of a proxy will be governed by applicable state law.
- i. **Actions by Members' Written Consent without Meetings.** Unless otherwise provided by law or the articles of incorporation, any action that may be taken at an annual or special members' meeting may be taken without a meeting and without prior notice if authorized by members' written consent filed with the Secretary. A written consent must set forth the action to be taken and be signed by the holders of outstanding shares having

no less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notwithstanding the foregoing, an election of the Board of Directors by written consent (not as a result of vacancy caused by death, removal, resignation, or disqualification) requires the unanimous consent of all shares entitled to vote.

3. BOARD OF DIRECTORS

- a. **Powers.** Subject to the provisions of any state law, federal law, the articles of incorporation, and the bylaws, the Board of Directors will manage all business and affairs of the corporation. All corporate powers will be exercised by or under the direction of the Board of Directors.
- b. **Standard of Care.** Each Director must exercise corporate powers and perform corporate duties loyally, in good faith, in a manner such Director believes to be in the best interest of the corporation, and with reasonable care using the ordinary prudence that a person in a similar position would use under comparable circumstances. Each Director may be held accountable and subject to disciplinary action by the corporation as permitted by state and federal law for failure to meet the necessary standard of care toward the corporation.
- c. **Number and Qualification.** The authorized number of Directors is 8. The number of Directors may be changed by an amendment to the articles of incorporation or as permitted by law. Directors need not be members unless otherwise required by the articles of incorporation.
- d. **Election and Term of Directors.** The Board of Directors will be elected at each annual meeting of the members, if any. Each Director, including a Director elected to fill a vacancy, will hold office until both the expiration of the elected term and until a successor has been elected and qualified.
- e. **Vacancies.** A vacancy in the Board of Directors exists when there are fewer Directors holding office than authorized in the articles of incorporation as a result of death, removal, resignation, or disqualification. A vacancy may be filled by majority approval of the remaining Directors, although this may be less than a quorum or by a sole remaining Director.
- f. **Resignation.** Any Director may resign effective upon giving written notice to the Secretary unless the notice specifies a later time for that resignation to become effective.
- g. **Removal**
 - i. Any Director or the entire Board of Directors may be removed, with or without cause, by holders of a majority of members' interests then entitled to vote unless otherwise restricted by law, the articles of incorporation, or the bylaws.

- ii. However, no Director may be removed without cause if the votes cast against the Director's removal would be sufficient to elect the Director under cumulative voting at an election of the entire Board of Directors.
- iii. No reduction of the authorized number of Directors pursuant to the articles of incorporation may have the effect of removing any Director before the Director's term of office expires.

h. Meetings

- i. *Time and Place of Meetings.* Regular meetings of the Board of Directors will be held without notice at such time and place as may be determined by Board resolution. Absent such resolution, regular meetings will be held at the corporation's principal executive office. Special meetings may be held at any place designated in the notice of the meetings or, if not stated in the notice or there is no notice, at the corporation's principal executive office.
- ii. *Telephonic, Video or Electronic Transmission of Meetings.* Unless otherwise restricted by law, the articles of incorporation, or the bylaws, members of the Board of Directors and any committee designated by the Board of Directors may participate in any meeting by means of conference telephone, video communication, or other electronic transmission methods so long as all Directors or committee members can hear each other and have the capacity to propose or object to specific actions proposed to be taken by the corporation.
- iii. *Special Meetings.* Special meetings of the Board of Directors may be held for any purpose at any time by the Chairman of the Board, the President, any Vice President, the Secretary, or any two Directors.
- iv. *Notice of Special Meetings.* Notice of the time and place for special meetings must be given at least four (4) days before the date set for the meeting. Notice may be given personally, by first-class mail, by telephone (including voice messaging system), by facsimile, by electronic mail, or by any other means as permitted by law. The notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal executive office of the corporation.
- v. *Waiver of Notice.* Any deficiency in the notice of a Board meeting can be waived by attending the meeting without objecting at the commencement of the meeting, by written waiver before or after the meeting filed with the corporate records, or by an approval of the minutes of the meeting.

i. Quorum and Voting

- i. A majority of the total number of Directors constitute a quorum for the transaction of business at a Board meeting. The act of a majority of Directors present at any Board meeting where a quorum is present will be considered the act of the Board of

Directors, except as may otherwise be provided by law or by the articles of incorporation.

- ii. If a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting without notice other than an announcement at the meeting until a quorum is present.
- iii. A meeting where a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the number of Directors required to constitute a quorum for that meeting.
- j. **Directors Acting by Unanimous Written Consent without Meeting.** Unless otherwise restricted by the articles of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee consent in writing or by electronic transmission. A record of the unanimous written consent must be filed with the corporate records. Notwithstanding the foregoing, a Board of Directors constituting less than the full number of authorized Directors may act by written consent according to procedures established herein to fill vacancies.
- k. **Fees and Compensation.** Unless otherwise provided by law or the articles of incorporation, Directors and members of a Director's committee may not receive compensation for their services and may receive reimbursement for expenses.
- l. **Committees.** The Board may appoint committees by resolution passed by a majority of the whole Board, committee membership and composition subject to rules and procedures as permitted by law and the articles of incorporation. Each committee has such powers as may be expressly delegated to it by resolution of the Board except those powers expressly non-delegable by law or the articles of incorporation.

4. OFFICERS

- a. **Principal Officers and Tenure.** The principal officers of the corporation will be a Chairman of the Board or a President or both, a Secretary who may also be called a Clerk, and a Treasurer who may also be called a Chief Financial Officer. The principal officers will be chosen by the Board of Directors and each will serve at the pleasure of the Board of Directors until a successor is duly appointed and qualified or until the officer's death, resignation, or removal as provided by these bylaws, subject to any contractual employment rights that may apply. One person may hold multiple officer positions.
 - i. *Chairman of the Board.* The Chairman of the Board, if such an officer is elected, will

- A. preside at all meetings of the Board of Directors;
 - B. exercise and perform such powers and duties as may from time to time be assigned by the Board of Directors or prescribed by the bylaws; and
 - C. exercise and perform such powers and duties prescribed to the President if no President exists.
- ii. *President/Chief Executive Officer.* Subject to the supervisory powers that may be given by the Board of Directors to the Chairman, if such an officer is elected, the President will
- A. have general supervision, direction, control, and management of the business and affairs of the corporation;
 - B. preside at all meetings of the members, if any;
 - C. preside at all meetings of the Board of Directors in the absence of the Chairman or where there is no such position; and
 - D. exercise and perform such powers and duties as may be prescribed by the Board of Directors or these bylaws.
- iii. *Secretary/Clerk.* The Secretary will
- A. maintain at the principal executive office or such other place as the Board of Directors may determine, a book of minutes of all meetings of Directors, committees of Directors, and members, if any;
 - B. give notice of all members, if any, and Board of Director meetings as required by law and these bylaws;
 - C. maintain the corporate seal, if one exists, in safe custody; and
 - D. exercise and perform such powers and duties as may be prescribed by the Board of Directors or these bylaws.
- iv. *Treasurer/Chief Financial Officer.* The Treasurer will:
- A. maintain adequate and correct books and records of all corporate financial transactions including, but not limited to, accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and donations;
 - B. deposit all moneys, drafts, checks, and other valuables in the name and to the credit of the corporation in the banks and depositories designated by the Board of Directors;

- C. disburse corporate funds as instructed by the Board of Directors;
 - D. submit to the President and the Board of Directors, upon request, an account of all the Treasurer's transactions and of the financial condition of the corporation; and
 - E. exercise and perform such powers and duties as may be prescribed by the Board of Directors or these bylaws.
- b. **Subordinate Officers and Tenure.** The corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents and such other subordinate officers as may be appointed and removed by the President as the business of the corporation may require. Subordinate officers have such authority and will perform such duties as are provided in the bylaws or as the Board of Directors may determine from time to time. Additionally, in the absence or disability of the principal officer for which they assist and support, the subordinate officers will perform all the duties and have all the powers and restrictions of their principal officer.
- c. **Standard of Care.** Each principal and subordinate officer must exercise corporate powers and perform corporate duties loyally, in good faith, in a manner such officer believes to be in the best interest of the corporation, and with reasonable care using the ordinary prudence that a person in a similar position would use under comparable circumstances. Each officer may be held accountable and subject to disciplinary action by the corporation as permitted by state and federal law for failure to meet the necessary standard of care toward the corporation.
- d. **Removal and Resignation**
- i. *Principal Officer.* Subject to any contractual employment rights that the principal officer may have, any principal officer may be removed, with or without cause, by a majority of the Directors at the time in office at any regular or special meeting of the Board.
 - ii. *Subordinate Officer.* Subject to any contractual employment rights that a subordinate officer may have, any subordinate officer may be removed by the President, with or without cause, as the business of the corporation may require.
- e. **Vacancies in Office.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause must be filled in the manner described in the bylaws for regular appointments to such office.

5. INDEMNIFICATION

- a. **Directors and Officers.** The corporation may at its option and from time to time indemnify its Directors and officers to the extent permitted by law, the articles of

incorporation, and the Directors' or officers' individual contracts against expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was a Director or officer of the corporation.

- b. Irrespective of the foregoing, the corporation may not be required to indemnify any Director or officer in connection with any proceeding (or part thereof) initiated by the Directors or officers themselves unless
 - i. such indemnification is expressly required by law; or
 - ii. the proceeding was authorized by the Board of Directors.
- c. **Employees and Other Agents.** The corporation may at its option and from time to time indemnify its employees and other agents to the extent permitted by law, the articles of incorporation, and any applicable individual contracts against expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an employee or agent of the corporation.
- d. Irrespective of the foregoing, the corporation may not be required to indemnify any employee or agent in connection with any proceeding (or part thereof) initiated by the employee or agent themselves unless
 - i. such indemnification is expressly required by law; or
 - ii. the proceeding was authorized by the Board of Directors.

6. GENERAL PROVISIONS

- a. **Record Date.** For the purposes of determining the notice of any meeting, to vote, or for any proper purposes or corporate action, the Board of Directors may fix a record date in advance no less than ten (10) nor more than sixty (60) days before the date of the meeting or proposed corporate action.
- b. **Fiscal Year.** The corporation's fiscal year is the twelve (12) consecutive months ending on the last day of December or as fixed by resolution of the Board of Directors and may be changed by the Board of Directors.
- c. **Checks, Drafts, and Evidence of Indebtedness.** All checks, drafts, and other payment of money, notes, or any form of indebtedness, issued in the name of or payable to the corporation, must be signed or endorsed by such person or persons in such manner as, from time to time, is determined by resolution of the Board of Directors.

- d. **Executing Corporate Contracts and Instruments.** The Board of Directors, except as otherwise provided in the bylaws, may authorize any officer or agent to enter into any contract or execute any instrument in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or by an officer acting within proper agency power, no officer, agent, or employee has 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.
- e. **Conflicts of Interest.** The following conflict of interest policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities. All Directors or officers have a duty to disclose the existence of any actual or potential conflict of interest, whether personal or financial in nature, and to disclose all relevant material facts to the Directors to enable them to consider whether a conflict exists and whether the proposed transaction or arrangement is in the best interests of the corporation. Upon disclosure of an actual or potential conflict of interest, and after the interested person has had a full opportunity to disclose the relevant facts, the interested person must leave the meeting and the remaining Board members will decide if a conflict of interest exists. Whenever the Board determines that a Director or officer has an actual or potential financial or personal interest in any matter coming before the Board of Directors, the Board must ensure the following:
- i. The financial or personal interest of such Director or officer is fully disclosed with all relevant material facts to the Board of Directors;
 - ii. No interested Director or officer may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon;
 - iii. Any transaction involving the Director's or officer's financial or personal interest must be duly approved by disinterested Directors in the best interest of the corporation;
 - iv. Payment must be reasonable and must not exceed fair market value; and
 - v. The minutes of meetings at which such votes are taken must include a record of such disclosures, abstention, and rationale for approval.
- f. **Amendments to Bylaws**
- i. *Amendment by Members.* Members may adopt new bylaws or amend or repeal these bylaws by

- A. a majority vote; or
 - B. a written consent of holders of outstanding shares having no less than the minimum number of votes that would be necessary to take action in a meeting where all shares entitled to vote were present and voted.
- ii. Notwithstanding the section above, nothing in the new bylaws or amended bylaws may contradict any terms of the articles of incorporation.
 - iii. *Amendment by Directors.* Subject to law and the foregoing rights of members to adopt, amend, or repeal the bylaws, and to any other legal provisions, the bylaws may be adopted, amended, or repealed by the Board of Directors.
- g. Dissolution**
- i. Except as otherwise provided by statute or the articles of incorporation, the nonprofit may be dissolved only with authorization of a supermajority (two-thirds) vote of the members given at a meeting called for that specific purpose.
 - ii. Upon dissolution of the nonprofit, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or will be distributed to the federal government or to a state or local government, for a public purpose.
- h. Offices.** The registered office of the corporation is located at 24 cathedral pl, Saint August , Florida 32084 or as otherwise designated by the Board of Directors. The Board of Directors may at any time and place establish offices as required where the corporation is qualified to do business.
- i. **Governing Law.** The bylaws will be governed, construed, and interpreted by, through, and under the laws of Florida.
 - j. **Corporate Seal.** The Board of Directors may adopt a corporate seal, which may be altered from time to time with majority Board approval. The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced in any other manner.

CERTIFICATION OF ADOPTION

I, Kyle Freund , hereby certify the following:

I am the Secretary of Heal movement corp, a Florida corporation; and

The foregoing bylaws are a true and correct copy of the bylaws of the corporation as duly adopted by approval of the Board of Directors of the corporation by unanimous written consent on 5/30/25.

Signed: _____

Secretary: Kyle Freund

NOTARY ACKNOWLEDGMENT

State of Michigan

SS.

County of Kent

On 05-30-2025 (date), before me, Parker Miller (notary), personally appeared Kyle Freund who proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to within the BYLAWS OF HEAL MOVEMENT CORP adopted as of 05-30-2025, acknowledging to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by affixing his/her/their signature(s) on the instrument so executed the instrument. This notarial act involved the use of communication technology.

I certify under PENALTY OF PERJURY that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Print: Parker Miller

Commission Expires: 07-03-2027

Sign: [Signature]

[Affix seal]

