

AMENDED BYLAWS
OF
EQUINE SHARING PROGRAM, INC.

ARTICLE ONE – NAME, PURPOSE AND OFFICES

Section 1.1. Name – The name of the corporation is Equine Sharing Program, Inc. (herein called the corporation) organized under the Texas Corporation Act.

Section 1.2 Purpose – The purpose or purposes for which the corporation is organized are to operate exclusively for charitable purposes in the following type of activity:

A. General Purposes (Amended) –

1. To provide funding through scholarships to selected eligible handicapped individuals and disabled veterans to obtain therapeutic horseback riding from a qualified instructor certified by the Professional Association of Therapeutic Horsemanship (PATH), formerly NARHA, at a riding facility that is a member center of PATH. Eligible individuals must be afflicted with a physical, mental, emotional or learning disability for which a physician, physical therapist or occupational therapist has prescribed therapeutic horseback riding as therapy to improve the individual's emotional and physical well-being. Those eligible individuals applying for a scholarship must show financial need and lack of assistance from other available organizations and funding.
2. To accept donations of qualified horses approved by the Board using a 90-day qualification process to be used to provide therapeutic horseback riding to those individuals described in #1 above. Donors will receive a non-cash donation of the fair market value of the horse. Any donation valued at \$5,000 or more must provide a qualified appraisal to prove the value. These horses will be owned by the Organization and can be sold, donated or retired at its discretion. The funds can be used to meet any of these general purposes.
3. To maintain the care for the life of those horses received as a donation as described in #2 above. To offset the cost of maintenance, these horses will be available for usage by a riding facility that is a member center of PATH. The usage fee will be based on the number of times the horse is used by that facility at a rate determined by the Board. Maintenance will include all costs associated with providing a happy and healthy life, including boarding at a riding facility that is a member of PATH (feed, hay, bedding) and medical and farrier services. The Board will enter into an agreement with the boarding facility for each horse at a rate that is comparable for other similar facilities with similar amenities.

A. Ancillary Purposes – To do and engage in all lawful activities that herein furtherance of one or more of the general purposes of the corporation.

B. Statutory Powers – To have and to exercise the general powers specified in Article 1396-2.02 Texas Non-Profit Corporation Act, subject to the limitation that only such powers shall be exercised as are in furtherance of the exempt purposes of the organization set forth in Section 501 ©(3) of the Internal Revenue Code as now in force or afterwards amended.

Section 1.3. Offices – The Corporation may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

1.3.A. Registered Office – Equine Sharing Program shall have and continuously maintain in the State of Texas a registered agent whose office is identical with such registered office as required by the Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE TWO – BOARD OF DIRECTORS

Section 2.1. – General Powers: Delegation - The activities, property and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute or by the Articles of Incorporation or by these Bylaws.

Section 2.2. Numbers and Qualifications - The Board of Directors shall consist of no more than ten (10) directors and at no time shall the number of directors be less than three (3) and no decrease in number shall have the effect of shortening the term of any incumbent director. None of the directors need be residents of the State of Texas. Not included in this number of 10 will be any Board members assigned to Equine Sharing Program by funding of assistance groups and these Board members have full voting privileges.

Section 2.3. – Term of Office – The directors of the Corporation shall be these persons named in the Articles of Incorporation as the initial directors, and they shall hold office for a term of 3 years elected on a rotating basis with one-third of the directors elected each year, or until their resignation, retirement, disqualification or removal from office. The directors may be nominated for additional terms.

Section 2.4. – Filling of Vacancies – Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, removal from office of any director, or as the result of an increase in the number of directors, shall be filled by the affirmative vote of a majority of the remaining directors, though not less than a quorum of the Board of Directors. Any director elected or appointed to fill a vacancy shall hold office until the end of the original term of office or until his resignation, retirement, disqualification or removal from office.

Section 2.5. – Removal – Any director may be removed from the Board of Directors, either for or without cause at any annual or special meeting of the Board of Directors by the affirmative vote of a two-thirds of the number of directors if notice of the intention. Any director who shall fail to attend three consecutive meetings shall be contacted by the President to ascertain such director's willingness to continue to serve as a member of the Board.

Section 2.6 – Place of Meeting – Meetings of the Board of Directors shall be held at such places as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 2.7 – Annual Meetings – An annual meeting of the Board of Directors, shall be held at 7:00 P.M. on the first Tuesday of December each year, if not a legal holiday, and if a legal holiday then on the next Tuesday following at 7:00 P.M., at which they shall elect officers and transact any and all other business as may properly come before the meeting.

Section 2.8 – Regular Meetings – Regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board and communicated to all directors. Except as otherwise provided by statute, the Articles of Incorporation or these Bylaws; any and all business may be transacted at any regular meeting.

Section 2.9 – Special Meetings – Special meetings of the Board of Directors may be called by the President on one week notice, either personally or by mail, email or fax. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) or more directors or executive director. Except as may be otherwise expressly provided by statute or by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 2.10 – Quorum and Manner of Acting – A simple majority of the total members of the Board of Directors shall constitute a quorum for the transaction of business. Directors presented by proxy may not be counted toward a quorum. The act of a majority of the members present or by proxy at a meeting at which a quorum is present shall be the act of the Board, unless otherwise stipulated in a specific section of the Bylaws. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable unless otherwise made irrevocable by law. If a quorum shall not be present at any meeting of the directors, the directors represent there at the meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 2.11 – Director's Compensation – No director shall receive compensation for his or her services as a director or as a member of a standing or special committee of the Board. Nothing herein contained shall be construed to preclude any director from receiving reimbursement for expenses incurred on behalf of the Corporation or in attending meetings of the Board of Directors or any such committee or from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE THREE – NOTICES

Section 3.1 – Notice by Mail, Fax, Email or Telephone – Any notice required or permitted by the Bylaws to be given to a director, officer, or member of a committee of the Corporation may be given by mail, fax, email or telephone. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If given by fax or email, a notice shall be deemed to be delivered when sent to the fax number or email address as it appears on the records of the Corporation, If given by telephone, a notice shall be deemed delivered when a message is left on an answering machine, given to a receptionist or the director.

Section 3.2 – Waiver of Notice – Whenever any notice is required to be given to any director or committee of the Corporation under the provisions of the statute, or of the Articles of Incorporation, or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 3.3 – Waiver of Notice by Attendance – The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE FOUR – EXECUTIVE COMMITTEE AND SPECIAL COMMITTEES

Section 4.1 – Executive Committee – The Executive Committee of the Equine Sharing Program Board of Directors shall consist of all elected officers. Unless restricted by the Board of Directors, the Executive Committee shall meet between meetings of the Board or have all power and authority of the Board of Directors.

Section 4.2 – Special Committees – The President may designate two (2) or more persons to constitute a special committee or committees for any purpose; provided, however, that any such committee or committees shall have and may exercise only the power of recommending action to the Board of Directors and of carrying out and implementing any instructions or any policies, plans and programs theretofore approved, authorized and adopted by the Board of Directors.

Section 4.3 – Scholarship Selection Committee (Added) – The selection committee will consist of the four (4) elected directors of the organization plus one additional member of the community to be elected annually starting at the Board of Directors' first annual meeting on December 4, 2007. Eligible individuals are those that have a physical, mental, emotional or learning disability and must have a medical prescription prescribing therapeutic riding as a form of therapy from a physician, occupational therapist or physical therapist to be considered for a scholarship. The individual's family must also show that the individual or individual's family if a dependent does not qualify for financial aid from any available government program or other organization exempt under 501 (c) (3) such as Mental Health & Mental Retardation Center of Nueces County, Bee First Primary Home Care and American Habilitation Services, Inc. Based on the financial support information provided on the Scholarship Application Form (see attached Schedule 1) and available funds, the selection committee will select applicants with the lowest financial means first. The committee will make their determination trusting the need for financial support does exist as demonstrated on the application form and will try to fill all needed requests if funding permits. In situations where a member of the selection committee or a relative or close friend of the member requests aid that member will be excused from the selection process for that applicant.

ARTICLE FIVE – OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES

Section 5.1 – Elected Officers – The Board of Directors will have the following as annually elected officers:

1. President
2. Vice President
3. Secretary/Treasurer

Section 5.2 – Nominations and Elections – The President with the approval of the Board of Directors shall appoint the Nominating Committee. There shall be no less than two (2) members and two (2) shall be present at the Nominating Committee meetings. This Committee shall present a slate designating one (1) nominee for each office. The slate shall be presented in November for election in December and shall begin their term January 1st. Nominations may also be made from the floor.

Section 5.3 – Two or More Offices – Any two (2) or more offices may be held by the same person except that the President and Secretary shall not be the same person.

Section 5.4 – Compensation – With the exception of the Executive Director, no compensation shall be paid to an elected officer of the Corporation. The compensation of the Executive Director of the Corporation shall be fixed from time to time by the Board of Directors. The Board of Directors may from time to time delegate to the Executive Director the authority to fix the compensation, within the budget limits approved by the Board, of any one of the other employees and independent contractors of the Corporation.

Section 5.5 – Term of Office: Removal: Filing of Vacancies – Each elected officer of the Corporation shall hold office for one (1) year or until his earlier death, resignation, retirement, disqualifications, or removal from office. Any officer may be removed at any time by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 5.6 – President – The President shall be the chief executive officer of the corporation and, subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of the Corporation and shall have general and active control thereof. The President shall preside when present at meetings of the Board of Directors and shall create and appoint committees as needed. With the approval of the Board he or she shall have general authority to execute bonds, deeds and contracts in the name of the Corporation and to affix the corporate seal thereto; to cause the employment or appointment of such employees of the Corporation as the proper conduct of operation may require and to fix their compensation; to remove or suspend any employee and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws. In the absence or disability of the President, his or her duties shall be performed and his powers may be exercised by the Vice President in the order of their seniority unless otherwise determined by the President or the Board of Directors.

Section 5.7 – Vice President – The Vice President shall assume the duties of the President in the officer's absence. The Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him or her by the President or Board of Directors.

Section 5.8 – Secretary – The Secretary shall see that notice is given of all annual and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at the meetings of the Board. The Secretary shall present to the Board of Directors before every meeting the minutes from the previous meeting. He or she shall keep and account for all books, documents, papers, and records of the Corporation, except those for which some other officer or agent is properly accountable. He or she shall generally perform all duties usually appertaining to the office of secretary of a corporation.

Section 5.9 – Treasurer – The Treasurer shall be the chief accounting and financial officer of the Corporation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Corporation and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Corporation and all other documents relating to its various departments; shall have supervision of the books of accounts of the Corporation, their arrangements and classification; shall supervise the accounting and auditing practices of the Corporation and shall have charge of all matters relating to taxation. The Treasurer shall have the care and custody of all monies, funds and securities of the Corporation; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time direct or as shall be selected in accordance with procedures established by the Board; shall advise upon all terms of credit granted by the Corporation; shall be responsible for the collection of its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursement and contributions of the Corporation. He/she shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Corporation, and to give proper receipts or discharges for all payments to the Corporation. The Treasurer shall generally perform all duties usually pertaining to the office of treasurer of a corporation.

Section 5.10 – Executive Director – The Executive Director shall be the chief operating officer of Equine Sharing Program. He or she shall have the active supervision. The Executive Director will be responsible for the budget limits approved by the Board of Directors, the general authority to cause the employment or appointment of such employees of the Corporation as the proper conduct of operations may require and to fix their compensation. The Executive Director will report to and be accountable to the Board of the operation of the Corporation and its program, recommending to the Board the hiring, removal, and suspension of personnel, and may take such other actions on behalf of the Corporation as may be necessary or advisable to conduct the activities of the Corporation.

Section 5.11 – Additional Powers and Duties – In addition to the foregoing especially enumerated duties, services and powers, the several elected and appointed officers of the Corporation shall perform such other duties and

services and exercise such further powers as may be provided by statute, the Articles of Incorporation, or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned to him/her by any competent superior officer.

ARTICLE SIX – MISCELLANEOUS

Section 6.1 – Dividends Prohibited – No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its directors or officers. The Corporation may reimburse its directors as provided in Section 11 of Article Two hereof.

Section 6.2 – Loans to Officers and Directors Prohibited – No loans shall be made by the Corporation to its officers and directors, and any directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 6.3 – Liquidation of Corporation – In the event of liquidation or dissolution of Equine Sharing Program, as directed by a two-thirds vote of the Board of Directors, after payment of all obligations of the Corporation in conformity with the statutes hereafter described, the Corporation shall adopt a plan of liquidation pursuant to the Texas Non-profit Corporation Act, Chapter 9, Title 32, Article 1396, Revised Civil Statutes of Texas, 1925, as amended, whereby all assets remaining shall be distributed to an organization exempt from federal income tax under Section 501, Internal Revenue Code of 1954, as amended.

Section 6.4 – Signature of Negotiable Instruments – All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officer, agent or agents, and in such manner, as are permitted by these Bylaws and as from time to time may be prescribed by resolution (whether general or special) of the Board of Directors.

Section 6.5 – Fiscal Year – The fiscal year of the Corporation shall be January 1 to December 31.

Section 6.6 – Gender – Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female gender.

Section 6.7 – Legal Authorities Governing Construction of Bylaws – The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 6.8 – Legal Construction – If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

Section 6.9 – Headings – The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

Section 6.10 – Prohibited Relationships – Relatives (direct or indirect) of members of the selection committee are not eligible for any awards or scholarships given by the Corporation.

ARTICLE SEVEN – INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 7.1 – Indemnification of officers and directors – The Corporation shall indemnify a director of the Corporation against reasonable expenses incurred by him in connection with a proceeding in which he is a named defendant or respondent because he is or was such a director, as the case may be, if he has been wholly successful, on the merits or otherwise, in the defense of the proceeding, unless such indemnification is limited by the Articles of Incorporation. The Corporation shall also indemnify a director who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director against any judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding if it is determined, in the manner described below, that the person (i) conducted himself in good faith, (ii) reasonable believed, in the case of conduct in his official capacity as a director of the Corporation, that his conduct was in the Corporation's best interest and (iii) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful; provided that if the proceeding was brought by or on behalf of the Corporation, the indemnification shall be limited to reasonable expenses actually incurred by the

person in connection with the proceeding; and provided further that a director may not be indemnified for obligations resulting from a proceeding (i) in which such director is found liable on the basis that he improperly received personal benefit, whether or not the benefit resulted from an action taken in such director's official capacity, or (ii) in which the director is found liable to the Corporation. Determinations that a person has satisfied the prescribed conduct and belief standards must be made (i) by a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding, or (iii) by special legal counsel selected by the Board of Directors or a committee of the Board by vote as set forth in clause (i) or (ii) of this sentence, or, if the quorum described in clause (i) cannot be obtained and the committee described in clause (ii) cannot be established, by a majority vote of all directors. A determination as to reasonableness of expenses shall be made in the same manner as the determination that the person has satisfied the prescribed conduct and belief standards, except that if the determination that the person has satisfied the prescribed belief standards, is made by special legal counsel, the determination as to reasonableness of expenses shall be made by the Board of Directors or a committee of the Board by vote as set forth in clause (i) or (ii) of the immediately preceding sentence or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors. The termination of a proceeding by judgment, order, settlement or conviction, or on a plea of *nolo contendere* or its equivalent is not of itself determinative that the person that the person did not meet the requirements for indemnification set forth above. No withstanding any other provision of the Bylaws, the Corporation shall pay or reimburse expenses incurred by a direct in connection with his appearance as a witness or other participation in a proceeding at a time when he is not a named defendant or respondent in the proceeding.

Section 7.2 – Indemnity – The Corporation shall indemnify its Directors and officers to the extent permitted by Article 2.22RA of the Texas Non-Profit Corporation Act or any superseding statute under the circumstances in which indemnification is permitted by said Article 2.22A.

ARTICLE EIGHT – AMENDMENTS

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted at any annual or special meeting of the Board of Directors by the affirmative vote of two-thirds (2/3rds) of the number of the circumstances in which indemnification is permitted by said Article 2.22A.

ARTICLE NINE – SEAL

The Board of Directors may adopt a corporate seal. Such a seal would consist of two concentric circles containing the words "Equine Sharing Program, Inc.:", "Texas" in one circle and the word "Incorporated" together with the date of incorporation of the corporation in the other circle.

ARTICLE TEN

Section 10.1 – Equine Sharing Program shall keep correct and complete books and records of the accounts and minutes of the proceedings of its Board of Directors and committees, having any authority of the board of directors and shall keep at its registered or principle office in this state a record giving the names and addresses of all members of the Board of Directors and Officers.

Section 10.2 – A corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the corporation, including all income and expenditures, in accordance with generally accepted accounting practices.

Section 10.2(1) – Based on these records, the Board of Directors shall annually prepare or approve a report of the financial activity of the corporation for the preceding year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, and expenses and changes in fund balance, a statement of functional expenses, and balance sheets for all funds.

Section 10.2(2) – All records, books and annual reports of the financial activity of the corporation shall be kept at the registered office or principal office of the corporation in this state for at least three (3) years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The corporation may charge for the reasonable expense of preparing a copy of a record or report.

ARTICLE ELEVEN

The Corporation shall have no members.

CERTIFICATE OF BYLAWS

The undersigned, Secretary of Equine Sharing Program, Inc., a Texas nonprofit corporation, hereby certifies that the foregoing Amended Bylaws constitute the Bylaws of Equine Sharing Program, Inc. as duly adopted by the Board of Directors of such corporation on the 25th day of July, 2017.

Secretary