

**AMENDED AND RESTATED BY LAWS
OF
HORSE AND BUDDY THERAPEUTIC RIDING PROGRAM**

ARTICLE I

PURPOSES

SECTION 1: The purposes for which this corporation is formed are exclusively charitable, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law. More specifically, the corporation is formed to conduct a therapeutic horseback riding program for children and adults with special needs with the goal of enhancing their physical and emotional well-being.

Notwithstanding any other provisions of these Bylaws, this corporation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions(s) of any future United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any future United States Internal Revenue Law.

SECTION 2: In carrying out the objects enumerated in Section 1, the Board of Directors of the corporation from time to time shall have broad authority and discretion to use the funds and property belonging to the corporation in such manner as shall to them seem most conducive to those ends.

SECTION 3: Notwithstanding any other provision of these Bylaws, of the Articles of Incorporation of the corporation, or of any action taken by the Board of Directors, no part of the net earnings or funds of the corporation shall inure to the benefit of any private individual, firm, or corporation; no part of the activities of the corporation shall be the carrying on or propaganda or otherwise attempting to influence legislation; nor shall the corporation intervene in any political campaign on behalf of any candidate for public office. The corporation shall act in such manner as to maintain its status as a tax exempt charitable corporation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision(s) of any future United States Internal Revenue Law, with specific reference to the requirements and prohibitions of its Articles of Incorporation.

ARTICLE II

MEMBERS OR STOCKHOLDERS

SECTION I: The corporation shall have no members or stockholders.

ARTICLE III

DIRECTORS

SECTION 1: The number of directors of the corporation shall be not less than three (3) nor more than fifteen (15). Each director shall hold office for three (3) years or until his/her death, resignation, retirement, removal or disqualification, or until his/her successor is elected and qualified, if earlier (the "Directors").

SECTION 2: Except as provided in Section 3 of this Article, the Directors shall thereafter be elected annually at the annual meeting of Directors. The Directors shall determine on an annual basis by majority vote the number of Directors to be elected in addition to the ones specified. When the number has been determined nominations shall be received from the Directors and those persons receiving the highest number of votes shall be elected.

SECTION 3: A vacancy in the Board of Directors, including a vacancy resulting from the failure of the Directors from time to time to elect the full number of Directors authorized to be elected, may be filled by a majority of the Directors, though less than a quorum, or by the sole remaining Director(s). A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office, except that a Director elected to fill a vacancy created by the death, resignation, or removal of an initial Director shall serve until the next meeting of the Board of Directors.

SECTION 4: The annual meeting of the Board of Directors shall be held between November 15 and December 15 of each year. The meeting of the Board of Directors shall be held at such place or places within or without the State of North Carolina as may from time to time be determined by a majority of the Board. Regular meetings of the Board shall be held at such times and places as shall from time to time be determined by the resolution of the Board of Directors. Special meetings may be held at any time upon the call of the President or Vice President or of not less than one-third of the Directors then in office.

SECTION 5: Notice of time and place and, in the case of special meetings, the purpose of every meeting of the Board shall be in writing and shall be duly sent to each Director not less than ten (10) days before the meeting; provided, however, that no notice of adjourned meetings need be given. Meetings may be held at any time without notice if all of the Directors are present or if those not present waive notice of the time, place, and purpose of such meeting in writing, either before or after the holding thereof.

SECTION 6: A majority of the Directors shall constitute a quorum for the transaction of business, and the action of a majority of the Directors present at the meeting at which a quorum is present shall be the action of the Board of Directors; provided, however, that if the Directors shall, severally and/or collectively, consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Directors. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained. No Director may delegate their voting authority to any other person.

SECTION 7: The Board of Directors shall have power and authority to carry on the affairs of the corporation and in so doing may elect or appoint all necessary officers or committees; may employ all such employees as shall be requisite for the conduct of the affairs of the corporation; may fix compensation of such persons; may prescribe the duties of such persons; and may dismiss any appointed officer or agent without previous notice. The Board of Directors may, in the absence of any officer, delegate his/her powers and duties to any other officer or a Director for the time being.

SECTION 8: The Board of Directors may, by resolution passed by a majority of the whole Board designate two or more of their number to constitute an Executive or any other committee, who, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the corporation between the meetings of the Board.

ARTICLE IV

OFFICERS

SECTION 1: The Board of Directors as soon as may be after the election of the Directors in each year shall elect from their number a President of the corporation who shall also serve as the Chairman of the Board, and shall also elect a Secretary and a Treasurer, and may from time to time select one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. The same person may hold any two offices except those of President and Secretary. The Board may also appoint such other officers and agents as they may deem necessary for the transaction of the affairs of the corporation.

SECTION 2: No officer other than the President need be a member of the Board of Directors.

SECTION 3: The term of office of all officers shall be one(1) year or until their respective successors are chosen but any officer may be removed from office at any meeting of the Board of Directors by the affirmative vote of a majority of the Directors then in office, whenever, in the judgment of such Directors, the interests of the corporation will be served thereby. The Board of Directors shall have power to fill any vacancies in any offices occurring for whatever reason.

SECTION 4: The officers of the corporation shall respectively have such powers and perform such duties in the management of the property and affairs of the corporation, subject to the control of the Directors, as generally pertain to their respective offices, as well as such additional powers and duties as may from time to time be conferred by the Board of Directors.

SECTION 5: The Board of Directors may, from time to time, prescribe the manner of making, signature, or endorsement of bills of exchange, notes, drafts, checks, acceptances, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall, time to time, be authorized to make, sign or endorse the same on behalf of the corporation.

ARTICLE V

TAX YEAR

SECTION 1: The tax year of the corporation shall be the calendar year and shall commence on the first day of January and end on the 31st day of December.

ARTICLE VI

AMENDMENTS

SECTION 1: The Bylaws of the corporation may be amended, added to or repealed, or other or new Bylaws may be adopted in lieu thereof by the affirmative vote of a majority of the Board of Directors of the corporation.

ARTICLE VII

SECTION 1: Upon dissolution and/or liquidation of the corporation, the assets thereof shall be distributed in accordance with paragraphs (1)(2) and (3) of Section 55A-14-03(a) of the General Statutes of North Carolina to the extent those paragraphs apply. Any remaining assets, after providing for the expenses of dissolution and/or liquidation, shall be distributed to such public and charitable organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code in effect at the time of distribution as shall, in the judgment of the Board of Directors, be most likely to fulfill the purposes of the corporation, the choice of such organization(s) to be in the sole discretion of the Board of Directors.

Adopted this _14th_ day of __November____, 2017.