

BYLAWS
OF
REVIVE, INC.

Revised and approved on: 9/6/2024

ARTICLE I
NAME AND PURPOSE

SECTION 1. Name. The name of the organization shall be Revive, Inc. ("Corporation"). It shall be a non-profit organization incorporated under the laws of the state of Nebraska.

SECTION 2. Purpose. The Corporation is organized for exclusively religious, charitable, educational and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501 (c) (3) of the Internal Revenue Code of 1986. Specifically, the Corporation will provide direct services for individuals who struggle with addictions.

ARTICLE II
OFFICES

The principal office of the Corporation in the State of Nebraska, shall be located in the County of Adams. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE III
MEMBERSHIP

The Corporation shall have no members.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors.

SECTION 2. Size, Election, and Terms. The number of Directors of the Corporation shall be fixed by the Board of Directors, but in no event shall be less than (3). Directors shall be elected by majority vote of the existing Board of Directors at the first meeting of every odd calendar year (unless elected because of a vacancy under Section 9), with their term retroactively beginning on January 1st of the same year. Each Director shall serve for a term of two calendar years. No Director may serve more than three consecutive terms. Any Director wishing to serve on the Board after three consecutive terms is eligible to serve again after a minimum of two years off the Board.

SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held in January of each year, the day of which shall be called by the President. The Board of Directors may provide the time and place for the holding of additional regular meetings with notice as described in Section 5. Each Director must attend 60% of all regular board meetings. Failure to meet the attendance requirement may result in the Director's removal from the Board.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice. Notice of any meeting shall be given at least two weeks previous thereto by written notice delivered personally, mailed to each Director at his business address, or by electronic mail. Any Directors may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. Quorum. A majority of the number of Directors fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A quorum shall not be established if more than 50 percent of quorum is related by blood or marriage or otherwise have joint financial interests such as business partnerships, etc. If less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. Action without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Directors. Consent via email is allowed, provided that all Directors will be required to vote yes or no on any proposed. Action approved via email must be approved by unanimous vote, and record of each Director's email vote will be kept on file at the office of the Corporation.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, even if there is less than a quorum of the Board of Directors, unless otherwise provided by law. A Director elected to fill a vacancy shall be elected for the remaining term of his predecessor in office. A partial term longer than one calendar year shall be counted as a full term for the purposes of re-election eligibility under Section 2. A partial term for less than one calendar year shall not be counted against the term limitations under Section 2.

SECTION 10. Removal. Any Director may be removed by a unanimous vote of the remaining Board of Directors whenever, in the Board's judgment, the best interests of the Corporation will be served thereby.

SECTION 11. Compensation. No Director shall, for reason of his/her office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a Director from receiving any compensation from the organization for duties other than as a Director.

SECTION 12. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to Director who voted in favor of such action.

ARTICLE V OFFICERS

SECTION 1. Number. The officers of the Corporation shall be a President, Treasurer, and Secretary, all of whom shall be elected by the Board of Directors. Such other officers as may be deemed necessary may be elected or appointed by the Board of Directors. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office, except those of President, Treasurer and Secretary. Any two or more offices may be held by the same person, except for the offices of President, Treasurer and Secretary, which may not be held by the same person.

SECTION 2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first calendar meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office for a term of one calendar year, but may be re-elected for consecutive terms.

SECTION 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 4. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 5. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more minute books provided for that purpose; (b) see that all notices are

duly given in accordance with the provision of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and (e) in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 6. Treasurer. The Treasurer is responsible for monitoring, coordinating, and communicating the ongoing checking and banking activities of the organization. The Treasurer shall work with any of the Corporation's employees that are responsible for daily financial activities. It is the responsibility of the Treasurer to annually secure appropriate banking signatures from the organization's designated representatives. The Treasurer shall also ensure the availability of periodic financial reports to be distributed at meetings of the Board of Directors.

ARTICLE VI COMMITTEES

SECTION 1. Executive Committee. The current officers of the Corporation shall constitute the members of the Executive Committee. The Executive Committee shall have all the authority of the Board, except that the Executive Committee shall NOT have the authority to: (a) fill vacancies on the Board or in any committee; (b) amend or repeal the Bylaws or adopt new Bylaws; or (c) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business and the vote of a majority of the members of the Executive Committee shall be the act of the Executive Committee. Executive Committee procedures shall be subject at all times to the directions of the Board.

SECTION 2. Select Committees. The Board by resolution may designate from among the Directors any committee of the Board, on a permanent or temporary basis, consisting of at least two (2) or more Directors. Each committee of the Board shall have such authority as the Board shall provide by resolution. Unless otherwise provided by resolution of the Board, a majority of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of the members of a committee shall be the act of the committee. Committee procedures shall be subject at all times to the directions of the Board.

ARTICLE VII INDEMNITY

The Corporation shall indemnify its Directors, officers and employees as follows: (a) Every Director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a Director, officer, employee or agent at the time such expenses are

incurred, except in such cases wherein the Director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation; (b) The Corporation shall provide to 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, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under application law; and (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VI.

ARTICLE VIII CONFLICTS OF INTEREST POLICY

SECTION 1. Purpose. The purpose of the conflict-of-interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

SECTION 2. Definitions.

2.1 Interested Person. Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

2.3 Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3.2 of this Article, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

SECTION 3. Procedures.

3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors present shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest.

(a) An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board shall make its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the Conflicts of Interest Policy.

(a) If the Board of Directors has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. Records of the Proceedings. The minutes of the Board of Directors shall contain:

(a) The names of the person who disclosed or otherwise was found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the Board's decision as to whether a conflict of interest in fact exists; and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. Compensation.

5.1 A Director who receives compensation, directly or indirectly, from the Corporation is precluded from voting on matters pertaining to that Director's compensation.

5.2 No Director who receives compensation, directly or indirectly, from the Corporation is prohibited from providing information to the Board regarding compensation.

5.3 Any compensation paid to a Director will be reasonable and be based on the following factors: (a) the type and amount and type of compensation received by others in similar positions; (b) the compensation levels paid in the particular geographic community; (c) the amount of time the Director is spending in their position; (d) the expertise and other pertinent background of the Director; (e) the size and complexity of the Corporation; and (f) the need of the Corporation for the services of the particular Director.

SECTION 6. Annual Statements. Each Director shall annually sign a statement which affirms such person: (a) has reviewed the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands the Corporation is charitable and, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the follow subjects: (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) Whether partnerships, joint ventures, and arrangements with other organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

SECTION 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside experts. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX
CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any Director, officer, or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Director, officer, or agent and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE X
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE XI
CORPORATE SEAL

The Board of Directors may at its discretion provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation, the State of Incorporation, and the words, "Corporate Seal".


ARTICLE XII
WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, 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.

ARTICLE XIII
AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws adopted, when necessary, by a two-thirds majority of the Board of Directors.

The above Bylaws were approved and adopted by the Board of Directors of the Corporation on the following date: 9/6/2024.



Kirsten Oatman
Secretary