

**BYLAWS OF SECOND CHANCES EQUINE RESCUE INC.
EIN 46-3474088**

ARTICLE I NAME, OFFICE, and DURATION

SECTION 1. NAME The name of this Corporation is Second Chances Equine Rescue Inc.

SECTION 2. PRINCIPAL OFFICE The principal place of business office shall be located in Hinesville, Georgia 31313

SECTION 3. DURATION The Corporation shall have perpetual existence.

ARTICLE II NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(c)(3) PURPOSES This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES Second Chances Equine Rescue is a nonprofit organization that will provide sanctuary to a limited number of equines. Second Chances Equine Rescue will also respond to law enforcement in support of equine cases.

ARTICLE III MEMBERSHIP

SECTION 1. MEMBERSHIP The Corporation shall have no voting members. The Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. NUMBER The Corporation shall have not less than three (3), nor more than five (5), Directors and collectively they shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS Directors shall be over the age of eighteen (18).

SECTION 3. POWERS The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of this state, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to Officers of the Corporation, such powers as they deem appropriate.

SECTION 4. DUTIES It shall be the duty of the Directors to: (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws; (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents, and employees of the Corporation; (c) Supervise all Officers, agents, and employees of the Corporation to assure that their duties are performed properly; (d) Establish Second Chances Equine Rescue Inc. guidelines; (e) Meet at such times and places as required by these Bylaws; (f) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed either electronically or through the U.S. Postal Service.

SECTION 5. TERM OF OFFICE Each Director shall hold office for a period of two years and until his or her successor is elected and qualifies.

SECTION 6. COMPENSATION Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of actual expenses incurred in the performance of their duties.

SECTION 7. PLACE OF MEETINGS Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors via physical meeting, conference call, or electronically, as designated by a majority of the Board of Directors.

SECTION 8. REGULAR MEETINGS Regular meetings of the Directors shall be held from time to time as provided by the resolution of the Board of Directors. Such meetings may also be held via telephone conference call or Internet “chat” to the extent permitted by law. The Board of Directors shall elect Directors. Voting for the election of Directors shall be by written ballot. Each Director shall cast one vote per candidate and may vote for as many candidates as the number of candidates to be elected to the Board. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to serve on the Board. No other matters may be discussed unless introduced during new business and agreed upon by the majority of Directors.

SECTION 9. SPECIAL MEETINGS Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice-President, the Secretary, by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting. Such meetings may also be held via telephone conference call or Internet “chat” to the extent permitted by law. Moreover, the Directors and Advisory Directors may conduct informal discussions for which no quorum shall be needed, although notice will be supplied. These discussions will not be considered Special Meetings unless prior notice to that effect is provided to the Directors. No other matters shall be considered by the Board of Directors at such Special Meetings except upon a unanimous vote of all Directors present.

SECTION 10. NOTICE OF MEETINGS Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law; the following provisions shall govern the giving of notice for meetings of the Board of Directors; (a) Regular or Special Meetings. At least one week prior notice shall be given by the Secretary of the Corporation to each Director and Advisory Director of each Regular or Special Meeting of the Board of Directors. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by e-mail, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the Director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission. Discussions at Special Meetings will not be limited to the matters proposed in the notice, however, proposed actions will be so limited. (B) Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director (or via E-mail), whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Advisory Directors are welcome to participate and attend meetings of the Board of Directors.

SECTION 11. QUORUM FOR REGULAR MEETINGS A quorum for Regular Meetings of the Board of Directors shall consist of the majority of the Directors. Directors may vote by proxy, Internet chat, or via telephone conference. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of the laws of this state, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of the law require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 13. CONDUCT OF MEETINGS Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by the Vice-President of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by such procedures as may be approved from time to time by the Board of Directors, as far as such rules are consistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provision of law.

SECTION 14. VACANCIES Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased. Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Unless prohibited by the Articles of Incorporation, these Bylaws, or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office. The incorporating Board of Directors shall serve initial terms of three (3) years unless otherwise asked and agreed upon by a majority of the Board of Directors.

SECTION 15. NONLIABILITY OF DIRECTORS The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS, ADVISORY DIRECTORS, AND OFFICERS The Directors, Advisory Directors, and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

SECTION 17. INSURANCE FOR CORPORATE AGENTS Except as may be otherwise provided under the provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Advisory Director, Officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

ARTICLE V ADVISORY DIRECTORS

SECTION 1. NUMBER The Corporation may have up to twelve (12) Advisory Directors (the "Advisory Directors.") Advisory Directors do not operate or manage the affairs of the Corporation but advise the Directors and Officers on issues of concern to the Corporation.

SECTION 2. DUTIES Advisory Directors shall advise the Officers and Directors of the Corporation on issues of rescue practices and procedures, and the operation of the Corporation. Advisory Directors will have no vote on matters decided by the Board of Directors but may participate in Regular and Special Board of Director's Meetings and may present their views to the Directors and Officers on such matters or any other matters affecting the Corporation.

SECTION 3. TERM OF OFFICE Advisory Directors are selected by the Board of Directors by resolution. Each Advisory Director shall hold office for a period of two (2) years and until his or her successor is elected and qualifies.

SECTION 4. COMPENSATION Advisory Directors shall serve without compensation, except that they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties, provided such expenses are authorized by the Board of Directors.

SECTION 5. VACANCIES Vacancies on the Advisory Board of Directors can exist at any time. Any Advisory Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. Advisory Directors may be removed from office, with or without cause, as determined by the Board of Directors.

SECTION 6. NONLIABILITY OF ADVISORY DIRECTORS Advisory Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE V OFFICERS

SECTION 1. DESIGNATION OF OFFICERS The Officers of the Corporation shall be the President, Vice President, Secretary, and a Treasurer. They shall have the authority to carry out the duties prescribed in these Bylaws. The initial Officers of the Corporation shall be designated by the incorporators and shall serve for three (3) years. One person may hold more than one office, without restriction except that no person may hold the office of President and Secretary simultaneously.

SECTION 2. QUALIFICATIONS Any person may serve as Officer of this Corporation.

SECTION 3. ELECTION AND TERM OF OFFICE Officers of the Corporation shall be elected at the annual meeting of the Board of Directors and shall serve for one year or until their successors are elected and qualified.

SECTION 4. REMOVAL AND RESIGNATION Any Officer may be removed, with or without cause, by the Board of Directors at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Corporation.

SECTION 5. VACANCIES Vacancies, in any office for any reason, shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in the office of Officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

SECTION 6. DUTIES OF OFFICES.

(A) President: The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. The President shall perform all duties incident to his or her office and such other duties as may be required by law, the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors.

(B) Vice President: In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all duties of the President, and when so acting shall have the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform other duties as may be prescribed by law, by the Articles of Incorporation, these Bylaws, or as may be prescribed by the Board of Directors.

(C) Secretary: The Secretary shall: Certify and keep the original, or a copy, of these Bylaws as amended or otherwise altered to date. Keep a book of minutes of all meetings of the Directors, and if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation. Keep electronic records containing the name and address of each and any rescue volunteers. Exhibit at reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the record of volunteers, and the minutes of the proceedings of the Directors of the Corporation. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

(D) Treasurer: The Treasurer shall be the Chief Financial Officer of the Corporation: Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; Receive, and give a receipt for, monies due and payable to the Corporation from any source whatsoever. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking paper vouchers for such disbursements. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request, therefore. Render to the President and Directors, whenever requested, and account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. In general, perform all duties incident to the office of Treasurer and such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 10: COMPENSATION There will be no compensation by salary for Officers of the Corporation, except that they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties as approved by the Board of Directors.

ARTICLE VI COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of two Board members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted, and except as may be otherwise be provided by provisions of law. By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2. OTHER COMMITTEES The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES Meetings and action of committees shall be governed by, notices held, and taken in accordance with the provisions of these Bylaws concerning the meeting of the Board of

Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committees. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are consistent with the provisions of these Bylaws.

ARTICLE VII EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation 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. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer or the President of the Corporation.

SECTION 3. DEPOSITS All funds of the Corporation 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 designate.

SECTION 4. GIFTS. The Board of Directors, collectively or individually, any Officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.

SECTION 5. LOANS. No Director, Officer, or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

SECTION 6. FISCAL YEAR The fiscal year of the Board of Directors shall be 1 August through 31 July of each year.

SECTION 7. SELF-DEALING TRANSACTIONS Except as provide in this section, the Board of Directors shall not approve, or permit the Corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this Corporation is a party and in which one or more of its Directors has a material financial interest, unless the transaction comes within the Georgia Corporations Code. This Corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This Corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this Corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this Corporation at this time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director(s).

ARTICLE VII CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS The Corporation shall keep (a) Minutes of all meetings of Directors and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of

its assets, liabilities, receipts, disbursements, gains, and losses; (c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the public at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL The Board of Directors may adopt, use, and at will alter a Corporate seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS INSPECTION RIGHTS Every Director shall have absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 5. PERIODIC REPORT The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state to be so prepared and delivered within the time limits set by law.

ARTICLE VIII RESTRICTIONS ON ACTIONS

SECTION 1. LIMITATIONS ON ACTIVITIES No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation {except as otherwise provided by Section 501(h) of the Internal Revenue Code}, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation set forth in Article II of these Bylaws. Directors, Officers, trustees, or other private persons shall not be liable for the debts of the Corporation.

SECTION 3. DISTRIBUTION OF ASSETS Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporations shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE IX STATEMENT OF NONDISCRIMINATION

SECTION 1. STATEMENT OF NONDISCRIMINATION Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any Director, Officer, employee, applicant, or participant based on sex, race, color, ethnicity, or national origin.

ARTICLE X AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT Subject to the power of the Board of Directors of this Corporation to adopt, amend, or repeal the Bylaws of this Corporation and except as may otherwise be specified under provisions of law, these

Bylaws, or any part of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE XI CONFLICT OF INTEREST

SECTION 1. CONFLICT OF INTEREST No person on the Board of Directors shall use their position for undue personal gain and they shall at all times avoid conduct that would diminish the public confidence in this Corporation. If such a conflict shall arise, the Director will not vote on any resolution pertaining to that conflict.

ARTICLE XII CONSTRUCTION AND TERMS

SECTION 1. CONSTRUCTION AND TERMS If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions or portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future tax code.