AMENDED AND RESTATED BYLAWS
OF
NIGHTINGALE INITIATIVE FOR GLOBAL HEALTH (NIGH) USA, INC.
(Adopted as of March 1, 2005)

ARTICLE I. NAME

1.1 The name of the corporation is Nightingale Initiative for Global Health (NIGH) USA, Inc.

ARTICLE II. PURPOSES

2.1 The purposes of the corporation are: to raise public awareness of the importance of individual, community and environmental health; to educate health professionals and the public on innovative approaches to increase health; to organize nurses and caregivers nationally and internationally to advocate for better health measures by governments, businesses, communities and individuals and share best practices; and to promote the development of higher standards for public health.

2.2 The corporation may carry on any other lawful activities, consistent with the purpose stated in paragraph 2.1 hereof, and consistent with tax-exempt status under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, that the Board of Directors shall determine to be proper.

ARTICLE III. OFFICES

3.1 The corporation shall maintain a registered agent in a registered office in the District of Columbia, as required by the District of Columbia Non-Profit Corporation Act.

3.2 The corporation shall have a principal office at a place designated by the Board of Directors within or without the District of Columbia and may have such other offices at such places within or without the District of Columbia as the Board of Directors may establish.

ARTICLE IV. BOARD OF DIRECTORS

4.1 Powers. The affairs of this corporation shall be conducted and managed by its Board of Directors.

4.2 Number and Method of Appointment. The Board of Directors shall consist of a minimum of three (3) and a maximum of seven (7) members, as may be determined by the Board of Directors. The number, composition, and method of appointing members of the Board of Directors may be changed by a vote of a majority of the entire number of members of the Board, except that the number of members shall in no event be reduced to less than three (3).
4.3 **Resignation or Removal.** Any member of the Board of Directors may resign by delivering a written resignation to the Secretary of the corporation, and any member of the Board may be removed when, in the opinion of the Board, such removal is justified by the affirmative vote of two-thirds of the entire Board of Directors at any meeting called for that purpose; provided, however, that such member shall first have been served with written notice of the alleged justification for such action and shall have been given an opportunity to be heard at the meeting at which such vote is taken. In the event of a vacancy during a term, the successor member shall be elected or appointed by the remaining members of the Board of Directors by a majority vote, even if less than a quorum. The successor member shall serve for a period of one (1) year, unless otherwise specified in his or her election or appointment.

4.4 **Meetings.** There shall be an annual meeting of the Board at a time and place determined by the Board. Special meetings of the Board may be called by the Chairperson, President, Secretary or Treasurer at their own instance or upon the written request of any two Directors. Meetings need not be held in the District of Columbia and shall be held at such times and places as set forth in notices thereof as provided in paragraph 4.5.

4.5 **Notices of Meetings.** Notice of the time and place of every meeting of the Board shall be in writing, signed by the persons calling such meeting, and shall be sent to each Director by mail or telegram designed to be received not less than one nor more than ten days prior to said meeting. Notices shall be sent to each Director at the current mailing address he or she shall from time to time provide to the Secretary, who shall maintain a current list of Directors and their mailing addresses and make it available to all Board Members and officers. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice thereof. Attendance at a meeting constitutes waiver of notice thereof.

4.6 **Quorum.** A majority of the entire membership of the Board shall constitute a quorum necessary and sufficient for the transaction of business at any meeting of the Board.

4.7 **Action by Majority Vote.** The vote of a majority of the total number of Directors at any meeting at which a quorum is present shall constitute action by the Board of Directors, except as otherwise provided by these Bylaws or requirements of law.

4.8 **Chair.** The Board may, from time to time, designate one of its members to serve as its Chairperson.

4.9 **Compensation.** The Directors shall serve without compensation or other remuneration, except the Board may from time to time authorize that one or more of its members may be reimbursed for expenses incurred in serving as a Director or be compensated for services rendered to the corporation.

4.10 **Executive Committee.** At such time as the Board determines that its size warrants the establishment of an Executive Committee, it may designate and select such a Committee, which shall consist of two or more Directors, constituted and selected by vote of a majority of the entire membership of the Board. The Executive Committee shall have and exercise such authority as is delegated by the Board.

4.11 ** Attendance.** Attendance at a meeting may be by means of telephonic or other electronic communication, so long as all members deemed to be present may hear and communicate with each other simultaneously.
ARTICLE V. COMMITTEES

5.1 The Board may, from time to time, establish such panels and committees, and authorize the selection of membership thereto, as it determines to be in the best interests of the corporation. Committees and their members shall serve at the pleasure of the Board. Except for the Executive Committee or any other committee delegated authority to act on behalf or in the stead of the Board, committee members need not be members of the Board.

ARTICLE VI. OFFICERS

6.1 Officers. The Board shall select a President, a Secretary and a Treasurer of the corporation and may from time to time select other officers or assistant officers. The offices of President and Secretary may not be held by the same person at the same time. Except for the President, officers need not be Directors. Each officer shall be selected annually to hold office for one year or until his or her successor is selected and may hold consecutive terms of office.

6.2 Powers and Duties. Officers shall have the powers and duties normally associated with their titles, subject to changes, classifications and requirements as the Board may from time to time resolve.

6.3 Resignation. Subject to the provisions of a valid employment contract, if any, any officer may resign at any time by notifying the President in writing, such resignation to take effect at the time specified therein; however, notification of the President's resignation must be sent in writing to the Chairperson of the Board and Secretary, who shall convene a meeting of the Board as promptly as possible for the selection of a new President.

6.4 Removal. Any officer may be removed or suspended from office by the Board with the approval of a majority of its entire membership.

6.5 Replacement. Whenever any officer, other than the President, resigns or is removed from office and the Board has designated no replacement, the President may appoint a replacement officer to hold said office until the next meeting of the Board.

6.6 Compensation. Compensation of officers shall be as established by the Board.

ARTICLE VII. CONFLICTS OF INTEREST AND COMPENSATION POLICIES

7.1 Conflicts of Interest. Whenever a director or officer has a direct or indirect financial or personal interest in any matter coming before the Board of Directors, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determines that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.
7.2 Compensation. In any decision concerning the compensation of a director or officer, or an employee or independent contractor receiving compensation of more than $50,000 per year, the Board of Directors shall endeavor to comply with the “Rebuttable Presumption of Reasonableness” under Section 4958 of the Internal Revenue Code whenever possible, including documenting: the terms of the transaction and the date approved; the directors who were present during debate and how they voted on the transaction; the comparability data obtained and relied on by the Board and how it was obtained; any actions by a member of the Board having a conflict of interest; and the basis for the determination.

ARTICLE VIII. CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

8.1 Execution of Contracts. The Board may prospectively or retroactively authorize any officer, employee or agent, in the name and on behalf of the corporation, to enter into any contract or execute or satisfy any instrument, and any such authority may be general, confined to specific instances, or otherwise limited.

8.2 Loans. Upon authorization by the Board, the President or any other officer may (a) effect loans and advances for the corporation; (b) make promissory notes, bonds, or other evidences of indebtedness of the corporation and/or (c) pledge, hypothecate or transfer any securities or other property of the corporation as security for any such indebtedness.

8.3 Checks, Drafts, Etc. All checks, drafts and other orders for the payment of money out of the funds of the corporation and all notes or other evidences of indebtedness of the corporation shall be signed on behalf of the corporation by such persons and in such manner as shall from time to time be determined by resolution of the Board.

8.4 Gifts and Donations. The Board or the officers may accept, on behalf of the corporation, without further authorization, any contribution, gift, bequest or devise. However, such donation subject to any limitation or condition may be accepted only if the limitation or condition is consistent with the corporation's purposes and is approved by the Board.

8.5 Solicitations. The officers may, without further authorization, solicit funds and other property for and on behalf of the corporation in any manner consistent with applicable law.

ARTICLE IX. BYLAW AMENDMENTS

9.1 The Bylaws may be amended, altered, supplemented or repealed, in whole or in part, by vote of a majority of the entire membership of the Board; provided, however, that there shall be no provision herein which would be contrary to the purposes of the corporation as set forth in Article Third of the Articles of Incorporation. If the proposed amendments in writing have been submitted to all Board members in a manner reasonably designed to be received at least two days prior to balloting, vote on proposed amendments may be conducted by the Secretary or Chairperson of the Board by mail or telephone, with each vote effective upon receipt by the Secretary of a writing signed by the voting Director.
ARTICLE X.  MEMBERSHIP

10.1  The corporation shall have no members as such, except, however, for the purpose of any statutory provision or rule of law relating to nonprofit corporations, the persons constituting its Board of Directors shall be considered the members of the corporation and shall exercise all of the rights and powers of the members thereof.

ARTICLE XI.  INDEMNIFICATION OF DIRECTORS AND OFFICERS

11.1  The corporation shall indemnify each of its directors and officers, the Board of Directors, and the members of any committee of the Board appointed pursuant to these Bylaws for any liability arising due to the actions or inactions of such persons or entities on behalf of the corporation to the extent permitted by District of Columbia law.

ARTICLE XII.  SEAL

12.1  The Secretary of the corporation shall cause to be produced a seal with the corporation's name thereon, which seal shall be the corporate seal.

ARTICLE XIII.  COMPLIANCE WITH LAW

13.1  The officers of the corporation are authorized and directed to take all steps necessary to assure that the corporation operates and transacts its affairs in full compliance with all applicable provisions of law.

These amended and restated bylaws were duly adopted by the corporation as of March 1, 2005.

[Signature]

Secretary