

**BYLAWS
of
International Institute for Human Understanding, Inc.**

ARTICLE I: OFFICES AND CORPORATION

These bylaws constitute the code of rules adopted by the International Institute for Human Understanding, Inc. for the regulation and management of its affairs.

Section 1. Name and Principal Office

The name of this Corporation is International Institute for Human Understanding, Inc. (in the following referred to as "Corporation") and the principal office will be located at 2801 Florida Ave., Suite 10 - Miami, FL. 33133.

Section 2. Business and Purpose

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto. In connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

Section 3. Existence of Corporation

This Corporation shall have perpetual existence commencing upon filing.

Section 4. Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at the address listed in Article I, Section 1, and the initial registered agent shall be Edward M. Freeman. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE II: SHAREHOLDERS AND CAPITAL STOCK

Section 1. Annual meetings

The Shareholders of the Corporation shall before the end of the month of March hold an annual meeting for the election of the Trustees and for the transaction of any proper business. Such meetings shall take place at a time and place determined by the Board of Trustees.

Section 2. Special meetings

The Board of Trustees may call special meetings of the Shareholders for purposes stated in notices of such meetings.

Section 3. Notice

The Secretary shall provide written notice to each Shareholder entitled to vote at annual meetings or special meetings, stating time and place for such meeting, and, in case of special meetings, the purpose of such meetings. Notices to Shareholders shall be provided not less than ten nor more than sixty days before the date of the meetings.

Section 4. Quorum and Voting

Unless otherwise required by law or provided in the Articles of Incorporation, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum, but in no event shall a quorum consist of less than one-third of the shares entitled to vote.

Section 5. Voting Entitlement

Except as provided by law or by the Articles of Corporation, each outstanding share of the Corporation, regardless of class, is entitled to one vote on each matter submitted to a vote.

Section 6. Capital Stock

6.1. The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 100 shares of common stock at a value of \$1.20 per share. Each share of said common stock shall entitle the holder to one vote at every annual or special meeting of the Shareholders of this Corporation.

6.2. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in tangible or intangible property, or in labor or services actually performed for this Corporation, at a fair valuation to be decided by the Board of Trustees. When issued, all shares of stock shall be fully paid and non-assessable.

6.3. Every Shareholder is entitled to a certificate issued in the name of the Shareholder to evidence all shares owned of record by the Shareholder. Such issuance is subject to fully paid subscription for each share.

Section 7. Transfer of shares

A transfer of shares will be valid only if it has been registered on the Corporation's stock transfer book and the person named on the stock certificate has surrendered the certificate to the corporation appropriately endorsed for transfer.

ARTICLE III: DIRECTORS**Section 1. Board of Trustees**

The Board of Trustees (in the following referred to as the Board) is that group of persons elected annually by a majority of the Shareholders of this Corporation and who are vested with the management of the business and affairs of this Corporation subject to the limitations of the law, the Articles of Incorporation, and the provisions of these bylaws, as pertaining to actions and responsibilities required to be exercised only by the Shareholders.

Section 2. Qualifications

Each Trustee must be 18 years of age but need not be a Shareholder. Trusteeship shall not be denied any person based up bias.

At least one of the Trustees elected shall be a resident of the State of Florida and a citizen of the United States.

Section 3. Number of Trustees

The Board of this Corporation shall consist of no less than three (3) and no more than thirteen (13) members, the exact number of directors to be decided from time to time by the Shareholders. As of the date that these Bylaws were adopted, the number of Trustees was four (4).

Section 4. Terms and Election of Trustees

The Trustees are eligible for reelection without term limit and shall serve until they resign or are removed in accordance with the provisions of these bylaws.

Section 5. Procedure at Board Meetings

The rules contained in the Handbook on Parliamentary Procedure ("Robert's Rules of Order") shall govern the meetings of the Board.

Section 6. Method of Meeting

Members of the Board may participate in meetings of the Board by means of conference telephone or similar communications equipment by which all participants can hear each other at the same time. Participation by such means constitutes presence in person.

Section 7. Resignations

Any Trustee can resign at any time by delivering a written resignation to the Chairperson or the Secretary of the Board.

Section 8. Removal

8.1. The Shareholders of this Corporation may remove any Trustee from office at any time with or without cause.

8.2. Further, any Trustee may be removed at any time by a vote of 4/5ths of the total number incumbent Trustees (not counting vacancies) at a meeting of the Board properly called in accordance with the terms of these bylaws.

8.3. Said Trustees may also be removed by a majority vote of the Board at two consecutive, properly called meetings with a quorum attendance when he or she misses three consecutive regular meetings without notice.

8.4. A qualified majority (2/3 of all Board members) may remove and/or entertain charges against any Trustee when sufficient cause exists for such removal and/or charges, and after adopting such rules for a hearing as they may in their discretion consider necessary for the best interest of the Corporation. The Trustee may be represented by a counsel upon any removal hearing. A removal shall be without prejudice to any contract rights of the Trustee.

Section 9. Vacancies

Resignations of Trustees shall become effective on the date specified in the letter of resignation, and vacancies will be deemed to exist as of such effective date. Vacancies on the Board may be filled for the balance of the year subject to a majority vote of the remaining Trustees.

Section 10. Place of Trustee's Meetings

Meetings of the Board, regular or special, will be held at the primary place of business for this Corporation or at any such place as the majority of the Board may designate by resolution duly adopted.

Section 11. Meetings

Meetings of the Board may be called by:

- A. the Board
- B. the President and one Trustee
- C. the Secretary upon the written request of four (4) Trustees

Section 12. Notice of Board Meetings

Notice of all board meetings shall be given with ample time for all members to attend.

Section 13. Waiver of Notice

Attendance by a Trustee at any meeting of the Board will constitute a waiver of notice of such meeting except where such Trustee attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

Section 14. Voting and Quorum

14.1. A majority of the incumbent Trustees (i.e. not counting vacancies) shall constitute a quorum for the conduct of business. At Board meetings where a quorum is present, a majority vote of the Trustees attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or any provision of these bylaws.

14.2. Each Trustee shall have one vote on all Board meeting and such vote may be cast by proxy, subject to sufficient notice given to the Secretary.

14.3. If a vote results in a tie, the vote of the acting Chairperson shall decide the issue. If the acting Chairperson "Abstains" in a tie vote, the issue shall be deferred to a later Board meeting.

Section 15. Self Dealing

No Trustee shall use confidential information gained by reason of being a member of the Board for personal gain or detriment of the corporation.

Section 16. Liability of Trustees

A Trustee is not personally liable for monetary damages to the Corporation or to any other person for any vote, decision, statement or failure to act, regarding corporate policy or management, by a Trustee, unless the director breached or failed to perform his or her duties as a Trustee.

Section 17. Conflict of Interest

To protect the Corporation when it contemplates entering into a transaction or arrangement that might benefit the interest, business wise or private, of a Trustee or might result in a possible excess benefit transaction, the following procedure must be followed:

Any Trustee, who through business, investment or family, has a direct or indirect financial interest in the transaction – such interest include remuneration, gifts or favors that are not insubstantial – shall, in order to be considered void of conflict of interest (a) disclose to the Board the existence of his or her financial interest in the transaction, (b) provide to the Board all material facts pertaining to the issue, and (c) leave the Board meeting while the issue is discussed and voted on.

A financial interest is not necessarily a conflict of interest, and it is the responsibility of the Board to decide if such conflict exists. The decision shall include an assessment of fair and reasonable alternative transactions that may be available to the Corporation at the time the transaction is authorized. The decision of the Board shall be properly recorded in the minutes.

ARTICLE IV: OFFICERS

Section 1. Roster of Officers

The Corporation shall have a President, a President-Elect, a Secretary, and a Treasurer and may include one or more vice president(s), one or more assistant secretary(ies), and one or more assistant treasurer(s), all to be appointed at the first meeting of the Board following the annual meeting of the Shareholders.

Section 2. Election of Officers

2.1. Officers shall be elected by the Board at its first meeting of the calendar year or as soon as practical thereafter and shall serve one-year terms.

2.2. Officers are eligible for reelection without term limits.

2.3. The Board may elect a single person to any two or more offices simultaneously, except that separate individuals must hold the offices of President and Secretary.

Section 3. President

The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board. The President shall preside at all Board meetings.

Section 4. Vice President

A Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.

Section 5. Secretary

5.1. The Secretary will keep minutes of all meetings of the Board, will be the custodian of the corporate records, will give all notices as are required by law or these bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

5.2. Unless the Board appoints another designated Parliamentarian, the Secretary is responsible for exercising parliamentary control in accordance with Roberts Rules of Order.

Section 6. Treasurer

The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the corporation, will render reports and accountings to the Trustees as requested by the Board, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws or which may be assigned from time to time by the Board.

Section 7. Removal of Officers

A qualified majority (2/3 of all Board members) may remove and/or entertain charges against any Officer when sufficient cause exists for such removal and/or charges, and after adopting such rules for a hearing as they may in their discretion consider necessary for the best interest of the Corporation. The Officer may be represented by a counsel upon any removal hearing. A removal shall be without prejudice to any contract rights of the Officer.

Section 8. Appointment of Committees

The Board may from time to time designate and appoint standing committees as it sees fit. Such committees shall have one Board members and exercise such authority as designated by the Board (possibly by means of a Commissorium), except that no committee has the authority to

- (a) approve or recommend to Shareholders actions or proposals required by law to be approved by Shareholders
- (b) fill vacancies on the Board or any committees
- (c) adopt, amend, or repeal these Bylaws
- (d) authorize or approve issuance, sale of, or reacquisition of shares

Section 9. Executive Committee

The officers of the Corporation designated in these bylaws shall constitute the executive committee. The Board may, if it so chooses, appoint other persons to serve on the Executive Committee. The President shall act as chairperson of the executive committee. The Executive Committee shall have such authority as may be given to it from time to time by resolution of the Board.

ARTICLE V: INFORMAL ACTION**Section 1. Waiver of Notice**

Whenever notice is required under the provisions of the law, the Articles of Incorporation, or these bylaws, a written waiver of such notice signed by the President or the Secretary prior to the time of the event stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of members, specify the general nature of the business to be transacted.

Section 2. Action by Consent

Any action required by law, under the Articles of Incorporation or by these bylaws, or any action which normally would be taken at a Board meeting, may be taken without a meeting if a written consent, setting forth the action so taken, is signed by a quorum of all the Trustees entitled to vote with respect to the subject matter of such consent, and filed with and properly reported by the Secretary of the Corporation.

ARTICLE VI: OPERATIONS**Section 1. Fiscal Year**

The fiscal year for this Corporation will be January 1 - December 31.

Section 2. Inspection of Books and Records

Any Shareholder and any Trustee may inspect all books and records of this Corporation for any purpose whatsoever at any reasonable time, given a five business days written notice to the Corporation.

Section 3. Loans to Management

This Corporation will make no loans to any of its Trustees or Officers.

Section 4. Execution of Documents

4.1. Except as otherwise provided by law, all checks, drafts, and orders for the payment of money by this Corporation shall be signed by at least two persons

designated by a resolution of the Board.

4.2. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by one Officer authorized by the Board on a case by case basis. No contract shall be valid unless it is authorized or ratified by a properly adopted resolution of the Board.

ARTICLE VII: AMENDMENTS

Section 1. Amendments

The Board may – in accordance with Florida Law – amend both the Articles of Incorporation and the Bylaws at any time. Such amendments require a 2/3 majority of the quorum and a proper documentation by the Secretary.

ARTICLE VIII: INDEMNIFICATION

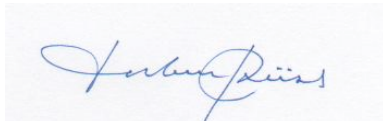
Section 1. Indemnification

1.1. Any person (and the heirs, executors and administrators of such person) who is made or threatened to be made a party to any action, suit or proceeding by reason that he or she is or was a Trustee or Officer of this Corporation shall be indemnified by this Corporation against any and all liability. Such indemnification shall include reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/hers heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein.

1.2. Any such person shall, however, not be indemnified in relation to matters as to which it shall be adjudged in such action, suit or proceeding that he or she is liable for culpable negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such person (or such heirs, executors of administrators) may be entitled apart from this Article.

ARTICLE IX: CERTIFICATION

I hereby certify that these bylaws were adopted by a majority of the Board of Trustees March 6, 2008.



Torben Riise, Secretary