BYLAWS
OF
THE BOUIE RIVER VALOR BRIDGE FOUNDATION

Mississippi Nonprofit Corporation

ARTICLE I - NAME AND OFFICES

Section 1. Name. The name of the corporation is The Bouie River Valor Bridge Foundation (the "Foundation").

Section 2. Principal Office. The principal office shall be located in Mississippi at a place designated by the Board of Directors. The Foundation may maintain additional offices as the Board determines appropriate.

Section 3. Registered Agent. The Foundation shall continuously maintain a registered agent and registered office in Mississippi as required by applicable law.

ARTICLE II - CHARITABLE PURPOSES

Section 1. General Purpose. The Foundation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax law.

Section 2. Mission and Programs. The Foundation's mission includes supporting veterans, particularly veterans dealing with post-traumatic stress and their families, through charitable outdoor, camping, recreational, educational, restorative, and community-support programs. The Foundation may develop and operate Camp Valor and related programs on or near the Bouie River and may conduct other activities that further its exempt purposes.

Section 3. Limitations. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, any director, officer, or other private person, except that the Foundation may pay reasonable compensation for services actually rendered and may make payments and distributions in furtherance of its charitable purposes. No substantial part of the Foundation's activities shall consist of attempting to influence legislation. The Foundation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III - MEMBERSHIP

Section 1. No Statutory Members. The Foundation shall have no voting members. All corporate powers shall be exercised by or under the authority of the Board of Directors, subject to applicable law and these Bylaws.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Authority. The affairs, property, programs, and business of the Foundation shall be managed under the direction of the Board of Directors.

Section 2. Number. The Foundation shall have not fewer than three (3) directors. The exact number may be increased by resolution of the Board, provided that the Foundation continues to satisfy applicable law.

Section 3. Initial/Current Board. The current Board consists of Ella Youngblood, David Youngblood, and Charles David Knight, subject to their election or confirmation in the Foundation's duly approved corporate records.

Section 4. Terms. Directors shall serve until their successors are elected and qualified, or until resignation, removal, incapacity, or death. The Board may establish staggered or fixed terms by resolution consistent with applicable law.

Section 5. Election and Vacancies. Directors shall be elected by the Board. Any vacancy may be filled by the affirmative vote of a majority of the remaining directors, unless applicable law requires otherwise.

Section 6. Resignation and Removal. A director may resign by written notice. A director may be removed in accordance with Mississippi law and any applicable provisions of the Foundation's articles of incorporation.

Section 7. Compensation. Directors shall not receive compensation merely for service as directors. The Board may reimburse reasonable, documented expenses. A director may receive reasonable compensation for separate services actually rendered to the Foundation only when the arrangement is approved in accordance with the conflict-of-interest provisions of these Bylaws and applicable law.

ARTICLE V - MEETINGS OF THE BOARD

Section 1. Regular Meetings. The Board shall meet as often as necessary to conduct the Foundation's affairs and at least annually.

Section 2. Special Meetings. Special meetings may be called by the President or by any two directors.

Section 3. Notice. Reasonable notice of special meetings shall be provided to each director. Notice may be given personally, by mail, telephone, electronic mail, or another method permitted by law. A director may waive notice.

Section 4. Remote Participation. Directors may participate in a meeting by telephone, video conference, or other communications method through which all participating directors can communicate with one another, to the extent permitted by law.

Section 5. Quorum. A majority of the directors then in office shall constitute a quorum, unless a greater number is required by law, the articles of incorporation, or these Bylaws.

Section 6. Voting. If a quorum is present, an action is approved by the affirmative vote of a majority of directors present unless a greater vote is required by law, the articles of incorporation, or these Bylaws. A director with a conflict of interest shall not vote on the affected transaction.

Section 7. Action Without Meeting. Any action that may be taken at a Board meeting may be taken without a meeting by written consent to the extent and in the manner permitted by Mississippi law.

Section 8. Minutes. The Secretary shall ensure that minutes of Board meetings and written consents are maintained with the Foundation's permanent corporate records.

ARTICLE VI - OFFICERS

Section 1. Officers. The officers shall include a President, Secretary, and Treasurer, and may include a Vice President and such other officers as the Board determines appropriate. One person may hold more than one office to the extent permitted by law, except where separate persons are required for a particular act or filing.

Section 2. Current Officers. Subject to formal election or confirmation by the Board, the current officers are: Ella Youngblood - President and Treasurer; David Youngblood - Vice President; and Charles David Knight - Secretary.

Section 3. President. The President shall provide general leadership, preside at Board meetings when present, help ensure that Board decisions are carried out, and perform other duties assigned by the Board.

Section 4. Vice President. The Vice President shall perform duties assigned by the Board and, when authorized by the Board, perform the duties of the President during the President's absence or inability to act.

Section 5. Secretary. The Secretary shall ensure that accurate minutes, notices, resolutions, and other corporate records are maintained and shall perform other duties assigned by the Board.

Section 6. Treasurer. The Treasurer shall oversee the Foundation's financial records, receipts, disbursements, financial reporting, and other fiscal matters, subject to Board oversight and any financial-control policies adopted by the Board.

Section 7. Election, Term, and Removal. Officers shall be elected by the Board and shall serve until their successors are elected and qualified or until resignation, removal, incapacity, or death. The Board may remove an officer consistent with applicable law.

Section 8. Authorized Signers. The Board shall designate persons authorized to sign contracts, checks, banking instruments, governmental filings, and other documents on behalf of the Foundation. No officer shall use Foundation funds or property for personal purposes.

ARTICLE VII - CONFLICTS OF INTEREST AND RELATED-PARTY TRANSACTIONS

Section 1. Duty to Disclose. A director or officer who has a direct or indirect financial or personal interest in a proposed transaction or arrangement involving the Foundation shall promptly disclose the material facts to the Board before the Board considers or votes on the matter.

Section 2. Recusal. An interested director or officer may provide factual information at the Board's request but shall not vote on the matter and shall leave the deliberation when requested by the disinterested directors.

Section 3. Approval Standard. A transaction involving an interested person may be approved only if the disinterested directors determine in good faith that the transaction is fair, reasonable, in the Foundation's best interests, and consistent with its charitable purposes. When appropriate, the Board shall consider comparable alternatives or market information.

Section 4. Documentation. The minutes shall identify the disclosed conflict, the interested person, the persons present for discussion and vote, any comparability information considered, and the final decision.

Section 5. Annual Disclosure. Each director and principal officer should periodically disclose interests and relationships that could create an actual or potential conflict and shall comply with any separate conflict-of-interest policy adopted by the Board.

ARTICLE VIII - FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall be determined by resolution of the Board.

Section 2. Deposits. Foundation funds shall be deposited in financial institutions approved by the Board and held in accounts in the Foundation's name.

Section 3. Disbursements and Controls. The Board shall establish reasonable financial controls appropriate to the size and activities of the Foundation, including authorization procedures for expenditures, recordkeeping, and review of financial activity.

Section 4. Gifts. The Foundation may accept contributions, grants, gifts, bequests, and other support consistent with its charitable purposes and any gift-acceptance policy adopted by the Board.

Section 5. No Loans for Private Benefit. The Foundation shall not make loans or provide Foundation assets for the private benefit of directors, officers, or other insiders except as specifically permitted by applicable law and consistent with Section 501(c)(3).

ARTICLE IX - RECORDS AND REPORTING

Section 1. Records. The Foundation shall maintain complete and accurate books and records of account, minutes, governing documents, required filings, and such other records as required by law.

Section 2. Filings. The appropriate officers shall ensure that required federal, state, charitable-registration, and other reports are prepared and filed in a timely manner, subject to Board oversight.

Section 3. Inspection and Retention. Corporate records shall be retained and made available as required by applicable law. The Board may adopt a document-retention and destruction policy.

ARTICLE X - INDEMNIFICATION

Section 1. Indemnification. To the fullest extent permitted by Mississippi law, the Foundation may indemnify directors and officers who act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Foundation. The Board may obtain directors' and officers' liability insurance as it considers appropriate.

ARTICLE XI - DISSOLUTION

Section 1. Distribution of Assets. Upon dissolution of the Foundation, after payment or provision for payment of all liabilities, the Foundation's remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax law, or shall be distributed to the federal government or to a state or local government for a public purpose. No remaining assets shall be distributed to any director, officer, founder, or other private person.

ARTICLE XII - AMENDMENTS

Section 1. Amendment. These Bylaws may be amended, repealed, or replaced by the Board of Directors in accordance with Mississippi law and the Foundation's articles of incorporation, provided that no amendment shall authorize activities inconsistent with the Foundation's charitable purposes or Section 501(c)(3).

ARTICLE XIII - ADOPTION

Section 1. Adoption. These Bylaws shall become effective when formally adopted by the Board of Directors. The Secretary shall maintain the adopted version with the Foundation's permanent records.

CERTIFICATION OF ADOPTION

I certify that the foregoing Bylaws were adopted by the Board of Directors of The Bouie River Valor Bridge Foundation on _____, 2026.

_____
Charles David Knight, Secretary
Date: _____