THE BOUIE RIVER VALOR BRIDGE FOUNDATION

AMENDED AND RESTATED BYLAWS • BOARD STRUCTURE • CONFLICT-OF-INTEREST POLICY

Proposed for board adoption: _____, 2026

Prepared for review and signature. Effective only upon valid board approval. The board roster below assumes David C. Youngblood continues as a voting director, as reflected in the Foundation's prior bylaws.

Proposed governing board and officers

David C. Youngblood — President, Founder, and Director

Charles David Knight — Secretary and Director

Ella M. Youngblood — Treasurer and Director

Michelle Irene Brice — Director at Large

All four are listed as voting directors, subject to confirmation in the adopting board resolution. Wesley Miller is not listed as an officer or director.

Pre-signing checks

Confirm the official corporate name against the state-filed articles; verify lawful election and resignation/removal records; confirm all four director appointments, including David's voting status; verify required charity-registration addresses and signatures; and have Mississippi nonprofit counsel review the property lease and any related-party transactions.

PART I — AMENDED AND RESTATED BYLAWS

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. Current Board. Upon adoption of these amended and restated bylaws, the Board consists of four voting directors: David C. Youngblood (President and Founder), Charles David Knight (Secretary), Ella M. Youngblood (Treasurer), and Michelle Irene Brice (Director at Large). Any subsequent change shall be documented by proper Board action.

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. Upon adoption, the officers are David C. Youngblood - President; Charles David Knight - Secretary; and Ella M. Youngblood - Treasurer. Michelle Irene Brice serves as Director at Large. David C. Youngblood is recognized as Founder and a voting Director.

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. If a Vice President is elected, 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 upon request but shall not participate in deliberation or voting on the affected matter. The interested person shall leave during the disinterested directors' discussion and vote. Mississippi law and any stricter applicable requirements govern approval and quorum.

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 Amended and Restated Bylaws take effect upon their approval by the Board of Directors on the date entered in the certification below, and supersede the previously adopted bylaws. The Secretary shall maintain the adopted version with the Foundation's permanent records.

CERTIFICATION OF ADOPTION

The undersigned certify that these amended and restated bylaws were duly adopted by the Board on _____, 2026, following appropriate notice or waiver and a valid vote.

_____ Date: _____

David C. Youngblood — President / Director

_____ Date: _____

Charles David Knight — Secretary / Director

_____ Date: _____

Ella M. Youngblood — Treasurer / Director

_____ Date: _____

Michelle Irene Brice — Director at Large

PART II — BOARD RESOLUTION

Date of meeting: _____ Location / method: _____

Directors present: _____

RESOLVED: That the Board confirms the following four voting directors: David C. Youngblood, Charles David Knight, Ella M. Youngblood, and Michelle Irene Brice; elects David C. Youngblood President, Charles David Knight Secretary, and Ella M. Youngblood Treasurer; and recognizes Michelle Irene Brice as Director at Large.

FURTHER RESOLVED: That the Board acknowledges Wesley Miller's decision not to accept the Treasurer position and confirms that the superseded officer and director roster is replaced by the roster above, subject to any legally required resignation, removal, or election formalities.

FURTHER RESOLVED: That the Board adopts Part I as its Amended and Restated Bylaws and Part III as its Conflict-of-Interest and Financial Accountability Policy, directs the Secretary to retain signed records, and authorizes appropriate officers to pursue Mississippi charitable registration and federal tax-exemption applications after completing required reviews.

Vote: For _____ Against _____ Abstain _____

Secretary's certification: _____ Date: _____

PART III — CONFLICT-OF-INTEREST AND FINANCIAL ACCOUNTABILITY POLICY

1. Purpose and applicability

The Foundation shall act exclusively for charitable purposes and comply with its articles, bylaws, Mississippi law, and federal tax requirements. No insider shall receive private inurement, an excess benefit, or other impermissible private benefit. This policy supplements, but does not override, law or the bylaws.

2. Covered persons and conflicts

Covered persons include directors, officers, founders, key employees, substantial contributors, family members, and persons with significant personal or financial interests. A conflict includes any direct or indirect financial, familial, business, property, or other interest that could compromise independent judgment.

3. Disclosure

Covered persons must promptly disclose material actual or potential conflicts before any related decision. Every director and officer shall submit an annual written disclosure and update it as circumstances change. The Secretary shall retain disclosures securely.

4. Recusal and decision making

An interested person may provide requested facts but shall leave deliberations, not vote, and not influence the decision. Disinterested directors must determine whether the transaction is necessary, fair, reasonable, and consistent with charitable purposes. Applicable statutory quorum and voting requirements govern; this policy does not authorize approval by fewer directors than the law requires.

5. Family relationships

Family members may serve together where permitted by law, but must disclose their relationships. David C. Youngblood and Ella M. Youngblood shall not vote on decisions that personally benefit either spouse, including their compensation or transactions involving property they control.

6. Property and related-party transactions

Before the Foundation leases, buys, or uses land, facilities, services, or equipment owned by an insider, disinterested directors shall evaluate written terms, alternatives, fair-market-value evidence, and charitable necessity; obtain independent professional advice when appropriate; and document the approval. No insider loan or personal use of assets is permitted unless expressly lawful and properly approved.

7. Compensation and reimbursements

Compensation must reflect bona fide services at reasonable rates and be approved in advance by disinterested directors using appropriate comparable data. No person may approve their own or an immediate family member's compensation. Legitimate reimbursements require receipts or equivalent records.

8. Financial controls

The Treasurer oversees complete financial records, regular reconciliations, budgets, restricted gifts, and financial reports. The Board shall approve banking signers and material expenditures. Where feasible, payment authorization, bookkeeping, and reconciliation should be separated and independently reviewed.

9. Deadlock and insufficient independent directors

A deadlock does not constitute approval. If there are insufficient disinterested directors, defer the matter and consider adding independent directors or obtaining appropriate legal approval. Professional advice alone is not board approval.

10. Minutes and records

The Secretary shall document disclosures, recusals, who participated, comparability evidence, alternatives, the decision and vote, and any ongoing safeguards. Keep minutes, contracts, disclosures, valuations, and approvals under a written retention schedule.

11. Reporting and non-retaliation

Suspected conflicts, misuse of funds, fraud, or improper benefits may be reported to any disinterested director or designated independent adviser. Reports shall be evaluated fairly and confidentially to the extent practicable. Good-faith reporting and cooperation shall not trigger retaliation.

12. Violations and correction

The Board shall investigate credible concerns using disinterested decision-makers, preserve records, and take appropriate corrective steps including rescission, repayment, discipline, amended filings, or referral to authorities when required. Seek legal and tax advice for potential excess-benefit transactions.

13. Administration and periodic review

The Board shall designate a policy administrator, maintain annual disclosure records, provide training appropriate to the Foundation's size, review related-party transactions and internal controls periodically, and revisit this policy at least annually.

14. Governing law

Any invalid provision is severable. Federal and Mississippi law, the articles of incorporation, and valid bylaws control over inconsistent language in this policy.

ANNUAL CONFLICT DISCLOSURE AND ACKNOWLEDGMENT

I have received and read this policy, agree to comply with it, and will promptly disclose conflicts. I understand that disclosure does not itself authorize a transaction.

Name: _____ Position: _____

Known family, business, property, compensation, or other interests (attach pages if needed):

_____

_____

Signature: _____ Date: _____

Complete one copy for each director and officer.

PART IV — FILING READINESS CHECKLIST

■ Confirm that David C. Youngblood is a voting director and that all four appointments were lawfully approved.

■ Confirm legal name and status from Mississippi Secretary of State filed articles and amendments.

■ Verify the articles (not just bylaws) contain IRS-compliant charitable-purpose and dissolution provisions.

■ Check Mississippi charitable-registration address, officer, signature, and any other current filing requirements.

■ Document resignation, nonacceptance, or removal of superseded officers and directors as needed.

■ Adopt bylaws and conflict policy at a properly convened board meeting; complete dates, vote counts, and signatures.

■ Obtain four individual signed conflict disclosures and record any Camp Valor land-lease interests.

■ Have independent directors review any founder-owned property arrangement and document fair-market-value terms.

■ Review whether the Foundation's conversion from LLC status requires additional IRS Form 1023 successor-organization disclosures.

■ Submit state charity registration and then prepare Form 1023 with filed articles, amendments, bylaws, and financial/program narratives.

IMPORTANT: This is a proposed governance packet, not a legal determination or proof of registration. Signature and adoption do not themselves confer Mississippi charity registration or IRS tax-exempt recognition.