

**BYLAWS
OF
Cure VCP Disease, Inc.**

**Article I
Identity**

These are the Bylaws of **Cure VCP Disease, Inc.**, a non-profit corporation which was formed pursuant to the laws of Georgia with its principal place of business located at 263 Lakeshore Drive, Americus, Sumter County, Georgia 31719 (hereinafter referred to as “the corporation”).

**Article II
Purposes and Powers**

The corporation shall neither be organized nor operated for pecuniary gain or profit.

- a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the corporation or any other private person; but 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 as set forth in these By-laws.
- b) The corporation shall not carry on propaganda or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under § 501(c)(3) of the Internal Revenue Code by reason of attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- c) The corporation shall not carry on any other activities not permitted to be carried on:
 - (i) By a corporation exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of § 509(a) of the Internal Revenue Code; or
 - (ii) By a corporation, contributions to which are deductible for federal income tax purposes under § 170(c)(2) of the Internal Revenue Code.
- d) The corporation shall promote a cure for diseases related to mutations of the Valosin Containing Protein gene. This includes the disease Inclusion Body Myopathy associated with Paget’s disease of bone and Frontotemporal Dementia (IBMPFD). The specific objectives of this corporation shall be:
 - (i) to provide global education and awareness of VCP diseases to doctors, researchers, investors, patients, caregivers and the general public;
 - (ii) to develop and maintain a global patient registry of VCP disease patients;
 - (iii) to develop and maintain a fundraising vehicle to support awareness and education efforts;
 - (iv) to collaborate with other global organizations and entities which are promoting a cure for diseases which have symptoms similar to VCP diseases;
 - (v) to sponsor, host and/or participate in events and activities that promote efforts to cure VCP diseases.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of § 509(a) of the Internal Revenue Code. All terms and provisions of the Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

Article III
No Members

The corporation shall not have members.

Article IV
Board of Directors

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have the power to elect officers and shall have the powers and duties set forth in the Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a nonprofit corporation which is exempt from federal income taxation under § 501 (c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of § 509 (a) of the Internal Revenue Code.

Directors shall be elected at a duly called meeting of the Board of Directors. Each director shall be elected for a term of two years with a limit of five consecutive terms. The length of terms and appointment dates may be altered by a majority decision of the Board to provide continuity, fill a vacancy, or maintain expertise. A director shall hold office until the end of his/her term, resignation, removal, or death. Any director may resign by filing a written resignation with the secretary of the Corporation. Any director may be removed, with or without cause, by a two-thirds vote of the remaining directors.

The number of directors on the Board of Directors shall be a minimum of three and a maximum of fifteen. The exact number of directors may vary from time to time so long as the minimum number of directors shall be three and the maximum number of directors shall be fifteen. The directors who are currently in office shall by resolution passed by them from time to time set the exact number of the directors and the directors who are then in office shall elect the directors to fill the vacant positions on the Board of Directors. Directors may succeed themselves in office and each director shall have one vote.

Action may be taken by the Board of Directors without a meeting provided a majority of the directors' consent in writing or by electronic transmission describing the action taken, signed by no fewer than the majority of directors then in office and delivered to the corporation for inclusion in the minutes.

Article V
Officers

- a) The Board of Directors shall elect persons to hold the following offices for a term of one year or until their successors shall be elected, to wit: a chief executive officer (CEO), secretary, and treasurer who shall serve as the officers of the Corporation. The positions of secretary and treasurer may be held by one person.
- b) Any officer may be removed from office at any time by a majority vote of the Board, as then constituted, notwithstanding the fact that the term for which she/he may have been elected has not expired. No cause need be assigned for any removal under this section.
- c) Any vacancy in any office may be filled by the Board at any regular or special meeting.
- d) The CEO shall preside at all meetings of the Board. The CEO shall execute all contracts authorized by the Board and shall perform such other duties as are incident to the office or properly required of him/her by the Board.
- e) The treasurer shall maintain the financial records of the corporation. In addition, the treasurer shall

have such powers and discharge such duties as may be properly assigned to him/her, from time to time, by the Board.

- f) The secretary shall keep a record of all proceedings at the meeting of the Board, give notices, have custody of the corporate seal, attest when necessary the signature of the CEO, affix the seal to all instruments required to be executed under seal and as authorized by the Board, attend to any and all filings required by state law, and maintain the corporation's records. The secretary shall have such other powers and perform such other duties as are incident to the office or properly required of him/her by the Board.

Article VI Meetings

The Board of Directors shall meet at least twice a year, at the call of the CEO, at such times and places as shall be designated in a notice provided to each Board member at a reasonable time prior to the appointed time of the meeting.

A quorum at any Board meeting shall consist of a majority of the Board, as constituted at the time of such meeting. The acts approved by a majority of those present at any meeting at which a quorum is present, shall constitute the acts of the Board of Directors, except where a greater than a majority vote is required by state law.

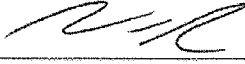
Article VII Amendments

These Bylaws may be amended by a two-thirds vote of the full Board (as then constituted) at any meeting of the Board, provided that the notice of such meeting clearly sets forth the proposed changes which are to be considered.


Article VIII Dissolution

Upon the dissolution of the Corporation, all assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the County in which the principal office of the organization is then located, exclusively for such purposes, or such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

Adopted as of the 9th day of June, 2019.



NATHAN PECK, Chief Executive Officer



JEANNIE MACALUSO, Secretary