

**SECOND AMENDED AND RESTATED
BYLAWS
OF
QUECHUA BENEFIT**

SECTION 1. NAME AND MISSION OF THE CORPORATION

1.1 Name. The name of the corporation shall be Quechua Benefit.

1.2 Mission. The mission of the corporation is to provide goods and services such as dental care, clothing, medicine, shelter, food and sociological services to the Quechua population living in the Peruvian highland regions of the Andes Mountains, whose communities depend on the breeding and raising of alpacas for a substantial portion of their livelihood. The corporation principally serves the children of the Quechua people, with a goal of creating sustainable solutions that nurture life skills and deliver hope for the future through education.

SECTION 2. DIRECTORS

2.1 Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the board of directors.

2.2 Qualifications. All directors must be individuals who are 18 years of age or older. Directors need not be residents or citizens of Oregon or of the United States of America.

2.3 Number. The board of directors shall consist of not fewer than five persons nor more than nine persons. The number of directors may be fixed or changed periodically, within this minimum and maximum.

2.4 Election and Tenure of Office. All directors must be members of the Corporation. Directors shall be elected at the annual meeting of directors by a vote of the majority of the directors in attendance, provided a quorum is present. Directors may be reelected for any number of consecutive terms. Despite the expiration of a director's term, the director shall continue to serve until the director's successor is elected and qualifies, or until there is a decrease in the number of directors.

2.5 Vacancies. A vacancy in the board of directors shall exist upon the death, resignation, or removal of any director prior to the completion of that director's term. A vacancy in the board of directors shall be filled by the board of directors at any meeting. Each director so elected shall hold office for the balance of the unexpired term of his or her predecessor. If the board of directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

2.6 Resignation. A director may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the directors.

2.7 Removal. A director may be removed prior to the expiration of his or her term only for cause by the affirmative vote of 75% of the other directors. The board shall give prior notice to any director who is subject to removal for cause, stating the reasons therefor, and giving the director an opportunity to be heard at a board meeting convened for that purpose.

2.8 Meetings. An annual meeting of the board of directors shall be held at the headquarters of the corporation or at any other location specified by the board of directors. If the time and place of any other directors' meeting are regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings. The board of directors may hold annual, regular, or special meetings in or out of Oregon.

2.9 Telephonic Participation. The board of directors may permit any or all of the directors to participate in a regular or special meeting, or to conduct the meeting, by using any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

2.10 Action Without Meeting by Unanimous Written Consent. Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document.

2.11 Call and Notice of Meetings. The annual meeting and regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting. Special meetings of the board of directors must be preceded by at least five days' notice, if given by first-class mail, or 48 hours' notice, if delivered personally or given by telephone or fax, to each director of the date, time, and place of the meeting. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of any meeting. The president or 40% of the directors then in office may call and give notice of a meeting of the board.

2.12 Waiver of Notice. A director may at any time waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly on the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

2.13 Quorum and Voting. A quorum of the board of directors shall consist of a majority of the number of directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present

when the action is taken is the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.

2.14 Presumption of Assent. A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

(a) At the beginning of the meeting or promptly on the director's arrival, the director objects to holding the meeting or transacting the business at the meeting;

(b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

2.15 Board Committees. The board of directors may create one or more committees of the board of directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee shall consist of two or more directors who shall serve at the pleasure of the board of directors. The creation of a committee and the appointment of directors to the committee or designation of a method of selecting committee members must be approved by a majority of all directors in office when the action is taken. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees and their members as well. Committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors, but no committee of the board of directors may:

(a) Authorize distributions, but this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the corporation's purposes;

(b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;

(c) Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or

(d) Adopt, amend, or repeal the articles of incorporation or bylaws.

2.16 Other Committees. The board of directors may create one or more other committees. Members of these committees need not be members of the board of directors, but at least one director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.

2.17 Compensation. Directors and members of committees may be reimbursed for any expenses that are determined by resolution of the board of directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as directors.

2.18 Director Conflict of Interest.

2.18.1 A conflict-of-interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect conflict of interest.

2.18.2 For purposes of Section 2.18, a director of the corporation has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation.

2.18.3 A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the director if the transaction is fair to the corporation when it was entered into or is approved as provided in Section 2.18.4.

2.18.4 A transaction in which a director has a conflict of interest may be approved either (a) in advance by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest are disclosed or known to the board of directors or committee of the board of directors or (b) by obtaining approval of (i) the Oregon Attorney General or (ii) an Oregon circuit court in an action in which the Attorney General is joined as party.

2.18.5 For purposes of clause (a) of Section 2.18.4, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (a) of Section 2.18.4 if the transaction is otherwise approved as provided in Section 2.18.4.

SECTION 3. MEMBERS

The corporation shall have no members.

SECTION 4. OFFICERS

4.1 Designation; Appointment. The officers of the corporation shall be the president and the secretary and any other officers appointed by the board of directors from time to time. The officers shall be appointed by, and hold office at the pleasure of, the board of directors. The same person may simultaneously hold more than one office, except for the offices of president and secretary.

4.2 Compensation and Term of Office.

4.2.1 The compensation, if any, and the term of office of each officer of the corporation shall be fixed by the board of directors.

4.2.2 Any officer may be removed, with or without cause, at any time by 75% vote of the board of directors.

4.2.3 An officer may resign at any time by delivering notice to the board of directors or the president. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the later effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

4.2.4 No removal or resignation as provided in Section 4.2.2 or 4.2.3 shall prejudice the rights of any party under a contract of employment.

4.3 President. The president shall preside at meetings of the board of directors, shall assure that the board of directors is advised on all significant matters of the corporation's business, shall act as a principal spokesperson and representative of the corporation, shall be the chief executive officer of the corporation and have the general powers and duties of management usually vested in a chief executive officer, and shall have other powers and duties that may be prescribed by the board of directors or the bylaws.

4.4 Vice President. The vice president, if any, shall preside at meetings of the board of directors at which the president is absent and, in the absence of the president, shall have the other powers and perform the other duties of the president. The vice president also shall have other powers and perform other duties that may be prescribed by the board of directors.

4.5 Secretary. The secretary shall have responsibility for preparing minutes of meetings of the board of directors and for authenticating records of the corporation. The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors. If the corporation has a seal, the secretary shall keep the seal in safe custody. The secretary also shall have other powers and perform other duties that may be prescribed by the board of directors or these bylaws.

4.6 Treasurer. The treasurer, if any, shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and

correct books and records of accounts of the properties and business transactions of the corporation. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with those depositories that may be designated by the board of directors, shall disburse or cause to be disbursed funds of the corporation as may be ordered by the board of directors, and shall have other powers and perform other duties that may be prescribed by the board of directors or these bylaws. If required by the board of directors, the treasurer shall give the corporation a bond in such amount and with any surety specified by the board of directors for the faithful performance of the duties of the treasurer's office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office. The treasurer also shall have other powers and perform other duties that may be prescribed by the board of directors. If no treasurer is appointed, the functions of the treasurer shall be performed by the president or the secretary, as directed by the board.

4.7 Assistants. The board of directors may appoint or authorize the appointment of assistants to the secretary or treasurer or both. Those assistants may exercise the powers of the secretary or treasurer, as the case may be, and shall perform those duties that are prescribed by the board of directors.

SECTION 5. NONDISCRIMINATION

The corporation shall not discriminate in providing services, hiring employees, or otherwise, on the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, or national origin.

SECTION 6. GENERAL PROVISIONS

6.1 Amendment of Bylaws.

6.1.1 The board of directors may amend or repeal these bylaws or adopt new bylaws by majority vote.

6.1.2 Whenever an amendment or a new bylaw is adopted, it shall be included in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be so stated in the minute book.

6.2 Inspection of Books and Records. All books, records, and accounts of the corporation shall be open to inspection by the directors in the manner and to the extent required by law.

6.3 Checks, Drafts, etc. All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by the person or persons and in the manner that shall be determined from time to time by resolution of the board of directors.

6.4 Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in those banks, trust companies, or other depositories as the board

of directors or officers of the corporation designated by the board of directors select, or be invested as authorized by the board of directors.

6.5 Loans or Guarantees. The corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364, the corporation shall not make a loan, guarantee an obligation, or modify a preexisting loan or guarantee to or for the benefit of a director or officer of the corporation.

6.6 Execution of Documents. The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

6.7 Insurance. The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise.

6.8 Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

6.9 Severability. A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

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The foregoing Second Amended and Restated Bylaws were duly adopted by the board of directors of Quechua Benefit on _____, 2011.

Ursula Munro, Secretary