

ByLaws PLEDG, Inc.

Article I Offices

Section 1. Principal Office. The principal office of the corporation is located in Jefferson County, State of Kentucky.

Section 2. Other Offices. The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article II Non-Profit Purposes

Section 1. IRC Section 501(c)(3) Purposes. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes.

The purpose for which the Corporation is formed is the transaction of any or all lawful business for which non-profit corporations may be incorporated under the laws of Kentucky as follows.

1. For scientific, educational and charitable efforts to the betterment of understanding legal clinical or shamanic applications of psychedelics in any way that provides a forum for both national and international for the development of psychedelic medicines as a spiritual, psycho-therapeutic tool, to better understand studies of consciousness and all other related scientific and religious disciplines.
2. To better understand the possible applications and development of treatments with psychedelic medicines for the treatment of abuse of and addiction to various harmful substances including but not limited to opiates, methamphetamines, and nicotine.
3. To organize conferences and forums, publish newsletters, articles and literature, to generally inform the public regarding precautions and legal status of psychedelic research in spiritual and psychological therapy.
4. To promote the development of safe and legal psychedelic medicines and therapy.
5. To explore the natural world for new and safe psychedelic medicines.
6. To develop new and expand existing programs and practices for legal psychedelic therapeutic and spiritual applications with the assistance of clinical physicians and any accredited professionals.
7. To further develop safe and legal practices for psychedelics within the psychotherapeutic and spiritual communities.

8. To work to modify the scheduling of psychedelics as a Schedule 1 substance with no medicinal or clinical value to at least Schedule 2.
9. To solicit and raise funds for any of the aforementioned motives and for any legal activities that the Board of Directors will vote in favor of.
10. To advocate for the safe and sustainable use of WHOLE PLANTS in psychedelic therapy and spiritual practices.

Article III Directors

Section 1. Number. The corporation shall have not fewer than three and no more than fifteen directors and collectively they shall be known as the Board of Directors.

Section 2. Powers. Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Duties. It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(b) Appoint and remove, employ, supervise, and discharge, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.

Compensation will be based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations. (c) Meet at such times and places as required by these Bylaws.

Section 4. Term of Office. Each director shall hold office for a period of three years, that may be renewed six times for a maximum of six consecutive years. After a director leaves the board, they may be re-elected to the board after a hiatus of one year.

Section 4b.

A Board member may be removed for cause, by a majority decision of the Board.

Section 5. Compensation. Directors shall serve without compensation except that reasonable expenses shall be reimbursed and may be paid to directors for attending regular and special meetings of the Board.

Section 6. Regular Meetings. An annual meeting of Directors shall be held during the first quarter of the year. Other meetings may be held quarterly or as needed.

If this corporation makes no provision for members, then at the regular meeting of

directors held sometime during the first quarter of the year directors shall be elected by the Board of Directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate and may vote for as many candidates as the number of candidates to be elected to the Board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the Board.

Section 7. Quorum for Meetings. A quorum shall consist of two-thirds of the members of the Board of Directors, present in person or available by phone or other methods of electronic communication.

Section 8. Majority Decision as Board Action. Every act or decision done or made by majority decision of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board. No board member shall participate in a decision where they have a conflict of interest.

Section 9. Non-Liability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Article IV Officers

Section 1. Designation of Officers. The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer. The corporation may also have other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 2. Qualifications. Only a member of the Board of Directors may serve as officer of this corporation.

Section 3. Election and Term of Office. Officers shall be elected by the Board of Directors at the annual meeting or any time to fill a vacancy. Each officer shall hold office until his or her term expires, or she or he resigns or is removed.

Section 4. Removal and Resignation. Any officer may be removed, with cause, by the Board of Directors, at any time and subject to the provisions of Article III, Section 8. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson or Record Keeper of the corporation.

Section 5. Duties of Officers.

President: Convenes, facilitates, presides and sets agenda for meetings.

Vice-President: Serves when the Chairperson is not able to do so, notifies directors of

meetings, and distributes agenda to the Board members in a timely fashion.

Secretary: Maintains minutes of board meetings and collect and maintain notes from all committee meetings.

Treasurer: Keeps track of incoming revenues and expenses of corporation, and provide a report at every meeting and at the annual meeting.

The Treasurer and the Executive Director shall have the authority to sign all checks. Each check must have two of the three signatures for large expenditures (over \$5000).

Section 6. Compensation. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by the officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

Article V Committees

Section 1. Committees. The corporation shall have committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 2. Meetings and Action of Committees. Meetings and action of committees shall be governed by and held in accordance with the provisions of these Bylaws and subject to the approval of the Board of Directors.

Section 3. Executive Committee. The officers of the board shall form an executive committee. This committee shall have the flexibility to meet regularly, and have the authority to act in times where a quick decision is necessary.

Article VI Corporate Records

Section 1. Maintenance of Corporate Records. The corporation shall keep at its principal office, as designated from time to time by the Board of Directors:

- (a) Minutes of all meetings of directors and committees of the Board;
- (b) A conformed copy of the corporation's Articles of Incorporation and Bylaws;
- (c) Adequate and correct books and records of its corporate bank account(s);
- (d) Copies of all correspondence and filings with the IRS.
- (e) Written records of information used to base compensation decisions and their sources.

Article VII IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitation on Activities. No substantial part of the activities of this corporation

shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that 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 of this corporation.

Section 3. Distribution of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article VIII

Amendment of Bylaws

Section 1. Amendment. These bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

Article IX

Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Adoption of Amended Bylaws

We, the undersigned, are all of the initial directors or incorporators of this corporation,

and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of five preceding pages, as the Bylaws of this corporation.

Dated: 10.5.15