

BYLAWS
OF
THE SHERIFF'S FOUNDATION, INC.

ARTICLE ONE

The affairs of the Corporation shall be controlled and administered by a Board of Directors which shall be composed of five members. The initial board of directors shall be Donald Craig, Jerry Edwards, Shelley Cantrell, Dan Pool and Regina Camp. The term of Donald Craig and Jerry Edwards shall expire at the first annual meeting of directors; the term of Shelley Cantrell and Dan Pool shall expire at the second annual meeting of directors; the term of Regina Camp shall expire at the third annual meeting of directors. Upon expiration of the term of office of any director, a majority of the then remaining directors shall elect such director's successor, who shall serve until the third annual meeting of directors following such director's election. In the event that the office of any director shall become vacant prior to the expiration of such director's term, a majority of the then remaining directors shall elect a successor director who shall serve until the expiration of the term of the director whose place has become vacant. Any director may resign at any time, and any director may be removed, with or without cause, by a majority vote of the entire board of directors. A director shall be considered incapacitated if for any reason he is unable to carry on the duties of his office and the remaining directors have declared him incapable of serving by two-thirds vote of the directors voting.

The directors shall meet annually during the month of April at a place, time, and date that shall be fixed by the President. The directors shall hold such other meetings as may be necessary from time to time upon call of the President, which call shall specify the place, time, and date of the meeting.

ARTICLE TWO

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers and assistant officers as may be elected by the directors. Only directors shall serve as officers of the Corporation. Any two offices may be held by the same person.

The Secretary shall be the custodian of the minute books of the Corporation and shall accurately keep minutes of meetings of the directors.

The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the Corporation.

The officers shall be elected at the annual meeting of the directors.

ARTICLE THREE

Any sale or transfer of any stock, bond, security, or any other property standing in the name of the Corporation shall be valid only if signed by the Corporation acting through any two officers. Any transfer signed in this manner, having affixed thereon the seal of the Corporation, shall in all respects bind the Corporation as fully and completely as if each transaction had been authorized by a specific vote of the directors, and any person, firm, or corporation to whom a copy of this Article Three shall have been certified by the Secretary shall be entitled to rely thereon until notified of its repeal.

ARTICLE FOUR

The Treasurer shall at all times maintain records evidencing the property owned by the Corporation and its disbursements, and present the same at the annual meeting of the directors. The records of the Corporation shall always be open for inspection by any director.

ARTICLE FIVE

A quorum for the transaction of any business shall be a majority of the directors set forth in ARTICLE ONE hereof.

ARTICLE SIX

The directors shall serve without compensation.

ARTICLE SEVEN

The Board of Directors shall have the power to alter, amend, or repeal the bylaws or adopt new bylaws, provided that the bylaws at no time shall contain any provision inconsistent with the Georgia Nonprofit Corporation Code or the Articles of Incorporation.

DIRECTORS' CONSENT FOR ORGANIZATION MEETING

OF

**"THE SHERIFF'S FOUNDATION, INC."
A DOMESTIC NONPROFIT CORPORATION**

The undersigned, being the Directors of THE SHERIFF'S FOUNDATION, INC., A GEORGIA DOMESTIC NONPROFIT CORPORATION, by affixing their signatures hereto, hereby consent to and hereby take the following action pursuant to Section 14-2-149 of the Georgia Business Corporation Code.

Notice by the incorporator of the organization meeting of the Board of Directors is hereby waived.

It appearing that the Articles of Incorporation of THE SHERIFF'S FOUNDATION, INC. were filed with the Secretary of State who issued a certificate of incorporation thereon and that the necessary arrangements were made for publication of the statutory notice, the following Resolutions and actions are hereby consented to and adopted:

1. The Articles of Incorporation of THE SHERIFF'S FOUNDATION, INC. be, and the same hereby are, adopted and approved, and the Secretary is hereby directed to insert the certified copy of same in the corporate minute book.

2. The By-Laws herewith submitted to the Directors be, and the same hereby are, adopted as the By-Laws of the corporation, and the Secretary is hereby directed to attach a copy of same to this consent.

3. The following individuals are elected as directors of the corporation: Donald Craig, Jerry Edwards, Shelley Cantrell, Dan Pool and Regina Camp.

4. The following individuals are elected to the office set forth opposite each of their respective names:

President/CEO - Regina Camp

Vice-President - Dan Pool

Secretary/Treasurer- Jerry Edwards

5. The form of seal for the corporation is hereby adopted, and the Secretary is directed to attach a certificate to this consent attesting to the form of seal.

6. The written form Resolution authorizing the establishment of a bank account with Jasper Banking Company is hereby adopted and a copy thereof is attached to this consent.

9. The officers of the corporation be, and they are hereby, authorized and directed to do all acts and to execute and file all papers, documents and instruments necessary to cause the corporation to elect to be taxed as a DOMESTIC NONPROFIT CORPORATION in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The Secretary is hereby directed to file this Consent with the documents described herein in the minute book of the corporation.

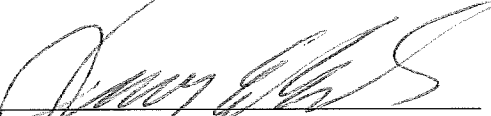
Done this _____ day of June, 2011.



Donald Craig, Director




Shelley Cantrell, Director



Jerry Edwards, Director



Regina Camp, Director



Dan Pool, Director