

**CODE OF BYLAWS
OF
NEVADA LIFESPAN RESPITE CARE COALITION**

ARTICLE I

PURPOSE AND POWERS

Section 1.01.Name.

The name of the corporation is Nevada LifeSpan Respite Care Coalition (the "Corporation").

Section 1.02.Purpose.

The Corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

Section 1.03.Powers.

The Corporation shall have such powers as are now or may hereafter be granted by the Nonprofit Corporations Act of the State of Nevada. The laws applicable to Nevada private corporations organized under Chapter 78 of NRS and all rights, privileges and duties thereunder shall apply to the Corporation, except where such laws are in conflict with or inconsistent with the provisions of the chapter under which the Corporation is organized. In case of conflict, the provisions of the chapter under which the Corporation is organized shall apply.

Section 1.04.Equal Opportunity Statement.

Services, memberships, participation and facilities are offered by the Corporation without regard to race, color, sex, religion, national origin, age (if 40 and over), sexual orientation, disability, citizenship, veteran's status, or any other basis prohibited by federal, state or local law.

Section 1.05.Non-Affiliation.

The Corporation is a nonprofit, non-political, non-sectarian corporation which is not affiliated with any other government agency.

ARTICLE II

OFFICES

Section 2.01.Principal Office.

The principal office of the Corporation for the transaction of its business is located in Clark County, Nevada. The Corporation shall have and continuously maintain in the State of Nevada a registered office and a registered agent and may have other offices within or without the State of Nevada as the Members or Directors (as herein defined) may from time to time determine. The initial address of the registered office of the Corporation is 1700 Bank of America Plaza, 300 South Fourth Street, Las Vegas, Nevada 89101; and the name of the registered agent at this address is LIONEL SAWYER & COLLINS, LTD. The Registered Agent may be changed at any time by decision of the Members or Directors.

ARTICLE III

MEMBERSHIP

Section 3.01.Membership.

The Corporation shall have three classes of members consisting of founding members ("Founding Members"), members ("Members"), and honorary members ("Honorary Members"). Only Founding Members and Members (collectively described herein as "Voting Members") shall have voting privileges.

Section 3.02.Founding Members.

(a) The initial Founding Members ("Initial Founding Members") shall be the following organizations, which have had a significant role in the formation and organization of the Corporation.

- (1) The Leeza Gibbons Memory Foundation d/b/a Leeza's Place
- (2) Lou Ruvo Brain Institute
- (3) Keep Memory Alive
- (4) State Division for Aging Services
- (5) Cornerstone Care Consultants (Elko)
- (6) Bright Path
- (7) University of Nevada, Reno
- (8) The Lili Claire Foundation
- (9) The American Parkinson Disease Association
- (10) Northern Nevada Alzheimer's Association
- (11) Desert Southwest Chapter Alzheimer's Association
- (12) Beth Am Lied Adult Day Health Care Center

- (13) National Silver Haired Congress
- (14) UNLV Gerontology
- (15) Senior Direction
- (16) Sanford Center for Aging
- (17) The Continuum - Reno
- (18) Catholic Charities
- (19) Salvation Army
- (20) Volunteer Center of Southern Nevada
- (21) Lend A Hand - Boulder City
- (22) Washoe County Senior Services
- (23) Helping Hands of Vegas Valley
- (24) Nathan Adelson Hospice

(b) Founding Members shall consist solely of organizations. Each Founding Member shall have only one vote on any action taken at the annual meetings of Voting Members. The Initial Founding Members may add additional Founding Members on or before the January 23, 2009 annual meeting by a vote of a majority of the Voting Members present at a duly held meeting. After such date, no additional Founding Members may be added and the class shall be closed.

Section 3.03.Members.

Members may consist of organizations and individuals. Individual Members shall have no affiliation with any existing Founding Member. Each Member shall have only one vote and in the case of a Member that is an organization, the organization shall appoint one representative to vote its one vote. Members shall be elected by a majority vote of the Board of Directors of the Corporation (as herein defined).

Section 3.04.Honorary Members.

Honorary Members shall be those members who are appointed because of the significant positions of prestige and honor that they hold in the State of Nevada or in the respite care community. Honorary Members shall have no voting rights. Honorary Members shall be elected by a majority vote of the Board of Directors of the Corporation.

Section 3.05.Certificates Representing Membership.

Each holder of a membership of the Corporation shall be entitled to but is not required to have a certificate signed by the President or a Vice-President and the Secretary or an Assistant Secretary of the Corporation, certifying his or her membership in the Corporation.

Section 3.06.Transfer Of Membership.

Membership in the Corporation is not transferable or assignable.

Section 3.07.Term Of Membership.

Term of membership of Voting Members and Honorary Members is voluntary, unless otherwise prescribed by the Articles of Incorporation or these Bylaws. Membership shall continue until such Member's death, incompetence, resignation or removal by a vote of a majority of the Voting Members.

ARTICLE IV

ACTION BY MEMBERS

Section 4.01.Annual Meeting.

The annual meeting of the Members shall be held in the month of November in each year at such day, hour and place as may be designated by the Members, with the exception of the first annual meeting, which shall be held at the time and place designated by the Board. Attendance may be in person or by telephone. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Corporation.

Section 4.02.Special Meeting.

Special meetings of the Members for any purpose or purposes may be called by the Secretary upon written request of the Board or at least five percent (5%) of the Members. The demand must state the purpose for the meeting. Those calling the meeting must sign, date and deliver the demand to the President, Chairman of the Board or the Treasurer of the Corporation. The Corporation must then immediately give notice of the special meeting in the manner provided herein.

Section 4.03.Notice Of Meetings.

Written notice of a time and place for an annual or special meeting, signed by either the President, Chairman of the Board, Vice President, Secretary, Assistant Secretary or such other person as designated by the Directors, shall be delivered personally to each Member or sent by first-class, registered or certified mail to the address of each Member as it appears on the Corporation's records, or if no address is given, at the place where the principal office of the Corporation is located, not less than ten (10) nor more than sixty (60) days before the date of the meeting. Such notice shall state the purpose or purposes for which the meeting is called. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is delivered or mailed.

Section 4.04.Quorum and Proxies.

Voting Members representing ten percent (10%) of the voting power of the Corporation shall constitute a quorum for the transaction of business at any meeting of the Voting Members. Valid proxies shall be counted in the number of votes taken on any action and in the calculation of a quorum.

Section 4.05.Action By Written Consent.

Any action which may be taken at any regular or special meeting of the Members may be taken without a meeting if a written consent is distributed to the Members, setting forth the proposed action, providing an opportunity for the Members to specify approval or disapproval of any proposal, and, with respect to election of Directors to withhold their vote, and providing a reasonable period of time within which to return the consent to the Corporation. The consent must be signed by members holding at least a majority of the voting power of the Corporation, except that: (a) If any greater proportion of voting power is required for such an action at a meeting, then the greater proportion of written consents is required; and (b) This provision does not supersede any specific provision for action by written consent contained in Chapter 82 of the Nevada Revised Statutes. The written consent shall be filed with the Secretary of the Corporation and maintained in the corporate records. Directors may be elected by written consent as provided hereinabove.

ARTICLE V

BOARD OF DIRECTORS

Section 5.01.General Powers.

Subject to limitations of the Articles and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the directors (the "Directors") on the board of directors ("Board of Directors" or "Board"). The Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the officers, agents, and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem best.

(c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

All of the business and affairs of the Corporation shall be managed and controlled by the Board of Directors except that certain matters which must be submitted to and receive the approval of the Board of Directors must also be submitted to the Members, and receive the approval required under applicable law. The following are the matters which must receive the approval of both the Board of Directors and the Members:

- (a) The amendment or restatement of the Articles of Incorporation;
- (b) The merger, consolidation or dissolution of the Corporation;
- (c) The sale, lease or exchange of the assets of the Corporation; or
- (d) Such other matters as may be required by law to be submitted to the Members.

Section 5.02. Number and Qualifications of Directors.

The authorized number of Directors shall be at least nine (9) and no more than fifteen (15), except that the initial Board of Directors shall consist of five (5) Directors as designated in the Articles of Incorporation of the Corporation. The Directors who comprise the initial Board shall remain in place until the annual meeting of members or the election of their successors. The Board may increase or decrease the number of Directors at any time as designated herein. All Directors must be at least 18 years of age.

In accordance with Section 82.196 of the Nevada Nonprofit Corporations Law, at no time shall the number of authorized Directors be reduced below the minimum number of directors required to serve on the board of any Nevada nonprofit corporation.

With the exception of the initial Directors, the Voting Members shall make every effort to elect a minimum of one (1) Director from Washoe County and a minimum of one Director from a county located in Nevada other than from Washoe and Clark Counties.

Section 5.03. Designation and Term of Office.

All Directors shall be selected pursuant to Articles IV and V hereof and more specifically designated herein below.

- (a) The term of office for the initial Board of Directors (the “Initial Board”) shall be as designated in the Articles of Incorporation at Article 3, as modified. The Initial Board shall hold office until the first annual meeting of the Members or until their successors shall have been elected and qualified. Each Director on the Initial Board may be reelected to serve a maximum of two (2) additional, consecutive three-year terms. If

the maximum term has been served by members of the initial Board of Directors, an individual may again serve after a one (1) year absence from the Board.

(b) Directors of the Corporation, other than the Initial Board, shall be elected and appointed to the office at the annual meeting of the Voting Members each year, and shall serve for a fixed term of three (3) years. Such term of office shall commence upon election and appointment and shall continue until their respective successors shall have been elected and appointed. Terms expire three years from the date of the annual meeting, unless sooner terminated as specified herein.

(c) Directors elected to the Board of Directors subsequent to those Directors elected to the Initial Board shall serve a maximum of two (2) consecutive three-year terms. If the maximum term has been served on the Board of Directors, an individual may again serve after a one (1) year absence from the Board.

(d) A Director elected to fulfill the unexpired term of a previous director serves that term and may still be eligible to serve two consecutive three year terms. Directors selected to fill vacancies created by increasing the number of members on the Board serve a three year term.

(e) Directors may resign at anytime by submitting written notice to the Chairman of the Board or the Board of Directors of the Corporation. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective. The resignation shall be effective immediately unless the notice specifies a later time for the effectiveness of such resignation. Any Director may be removed from office, with or without cause, by a vote of a majority of the Voting Members. The vacancy created by such removal shall be filled by a vote of a majority of the remaining Directors.

Notwithstanding the foregoing, the terms of the initial Board shall be as set forth in Article III of the Articles of Incorporation of the Corporation.

Section 5.04. Vacancies.

All vacancies on the Board of Directors caused by death, resignation or removal, shall be filled by a vote of a majority of the Directors. Each Director so elected to fill a vacancy shall hold office for the remainder of the predecessor's unexpired term and until the selection of a successor at the applicable annual meeting of the Members.

A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation, or removal of any Director.

Any vacancy occurring in the Board of Directors and any membership to be filled by reason of an increase in the number of Directors shall be filled by a majority of the remaining Directors.

No reduction in the number of Directors shall have the effect of removing any director prior to the expiration of his or her term of office.

Section 5.05.Performance Evaluation of the Board.

An annual performance evaluation will be conducted by the Board to determine its achievement of previously established annual goals.

Section 5.06.Self-Dealing Transactions Prohibited.

Except as expressly permitted under Section 82.226 of the Nevada Nonprofit Corporations Law, the Corporation shall not be a party to any transaction in which one or more of the Directors of the Board has a material financial interest.

Section 5.07.Ex Officio Members of the Board.

The Members of the Board of Directors may from time to time, with the consent of a majority of the Members, appoint one or more additional persons as ex officio members of the Board. Ex officio members of the Board of Directors shall be entitled to all of the rights and privileges of Directors but shall not vote nor shall they be counted in determining the existence of a quorum.

Section 5.08.Regular Meeting.

Unless action is taken by written consent, a regular meeting of the Board of Directors shall be held in November of each year, at such time and place as shall be designated by the President of the Corporation in the notice of the meeting for the purpose of electing Officers and members the Executive Committee and for the transaction of such other business as may come before the meeting. Attendance may be in person or by telephone. The Board of Directors may provide by resolution for the holding of additional regular meetings.

Section 5.09.Special Meetings.

Special meetings of the Board of Directors may be called by the Secretary at the direction of the President of the Corporation, or a majority of the voting Directors then in office, to be held at such time and place, either within or without the State of Nevada, as shall be designated in the notice of the meeting. Attendance may be in person or by telephone.

Section 5.10.Quorum.

Fifty (50) percent plus one more of the Directors serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, except if less than such number of Directors are present at such meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present.

Section 5.11.Action By Written Consent.

Any action which may be taken at any regular or special meeting of the Board of Directors or committee meeting may be taken without a meeting if a written consent is distributed to the Directors, setting forth the proposed action, providing an opportunity for the Directors to specify approval or disapproval of any proposal, and is signed by a majority of the Board of Directors or the delegates of such committee. The written consent shall be filed with the Secretary of the Corporation and maintained in the corporate records.

Section 5.12.Manner Of Acting.

(a) Formal Action by Directors. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

(b) Informal Action by Directors. No action of the Board of Directors shall be valid unless taken at a meeting at which a quorum is present except that any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing (as further delineated herein at Section 5.12) shall be signed by a majority of the Directors entitled to vote.

(c) Telephonic Meetings. Members of the Board may participate in a meeting through the use of a conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

Section 5.13.Noncompensation.

Directors, officers, and committee members serve without compensation, however, the Board of Directors shall have the right to authorize the reimbursement of necessary expenses incurred to benefit the Corporation. No employee actively receiving compensation or benefits of any sort from the Corporation shall be a director, officer or committee member. The administrator shall serve as an ex-officio member of the Board and/or designated committees without voting privileges.

ARTICLE VI

STANDING AND SPECIAL COMMITTEES

Section 6.01.Executive Committee.

There may be an Executive Committee which shall be comprised of the officers of the Corporation and any other person or persons designated by the Board of Directors who shall be members of the Committee, ex officio, without vote.

The Executive Committee shall advise and aid the officers of the Corporation in all matters concerning the Corporation's interests and management of its business and when the Board of Directors is not in session, the Executive Committee shall have and

may exercise its powers as may be from time to time expressly delegated to it by the Board of Directors in the manner herein described.

Section 6.02. Other Committees.

The Board of Directors may create such other committees from time to time as it deems necessary and the President, subject to the approval of the Board, shall select the members and designate the Chairman of such committees and prescribe their duties. Each such committee must have at least one Director.

(a) Establishment. The Board shall establish and may dissolve, without reason, standing and ad hoc committees as it deems necessary. The standing committees may include, but not be limited to, an Executive Committee, Budget and Finance Committee, Nominating Committee and Advisory Committee. The President shall nominate members to all committees. The Board shall approve all such appointments. All committees shall be subject to the same protocols, procedures and restrictions as the Board of Directors, and such additional restrictions as provided herein.

(b) Executive Committee.

(1) Duties: Subject to these bylaws, the Executive Committee shall have and may exercise all the authority of the Board of Directors in the intervals between meetings of the Board. All proceedings of the Executive Committee shall be reported to and be subject to revisions or alterations by the Board of Directors, providing no irrevocable rights to third parties shall be affected by such revisions or alterations.

(2) Composition: The Executive Committee shall be comprised of officers of the Corporation and at least one Director.

(3) Meetings: The Executive Committee shall meet as necessary and determined by the chairman of the Committee. The chairman shall be appointed by the President of the Corporation. Committee members shall be given at least ten days written or oral notice of all meetings.

(4) Quorum: Two-thirds of the members of the Executive Committee shall constitute a quorum for the transaction of business. The act of the majority of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

(c) Budget and Finance Committee.

The Budget and Finance Committee shall be charged with overseeing the complete financial affairs of the Corporation. There must be at least one Director on the Budget and Finance Committee. The Committee may be composed of any number of other natural persons as deemed necessary by the Board. The Treasurer shall chair the committee.

(d) Nominating Committee.

The Board shall appoint a Nominating Committee one month prior to the annual meeting. There must be at least one Director on the Nominating Committee. The Committee may be composed of any number of other natural persons as deemed necessary by the Board. The Nominating Committee shall be charged with notifying Directors of the expiration of their terms of office and establishing a slate of nominees for new vacancy to be presented at the annual meeting.

(e) Advisory Committee.

The Advisory Committee shall meet on a regular basis to discuss various company matters and to make recommendations to the Board of Directors and/or the Executive Committee. There must be at least one Director on the Advisory Committee. The Committee may be composed of any number of other natural persons as deemed necessary by the Board. Any recommendations made by the Advisory Committee shall be given to the Board of Directors and/or the Executive Committee for approval and or action.

(f) Restricted Actions by Committee.

No committee of the Corporation may take any of the following actions:

- (1) Amend, alter or repeal the bylaws;
 - (2) Elect, appoint or remove any member of any such committee or any director or officer of the Corporation;
 - (3) Amend or repeal the articles, adopt a plan of merger or a plan of consolidation with another corporation;
 - (4) Authorize the sale, lease or exchange of all the property and assets of the Corporation;
 - (5) Authorize the voluntary dissolution of the Corporation or revoke proceedings therefor;
 - (6) Adopt a plan for the distribution of the assets of the Corporation;
- or
- (7) Amend, alter or repeal any resolution of the Board of Directors unless it provides by its terms that it may be amended, altered or repealed by a Committee.

ARTICLE VII

OFFICERS

Section 7.01.Officers.

The officers of the Corporation shall consist of the President, the Recording Secretary, Corresponding Secretary and Treasurer, and any subordinate officer or officers to fill such subordinate office or offices as may be created by the Directors. Any person may hold more than one office. The Board of Directors shall make every effort to elect a minimum of one (1) officer from a county other than Clark County.

Section 7.02.President.

The President shall preside at all meetings of the Corporation and of the Board of Directors at which he may be present and shall serve as ex-officio member of all committees except as specified by law, these Bylaws or the Articles of Incorporation of the Corporation; shall perform such other duties as may be prescribed by law, the Articles of Incorporation or these Bylaws or assigned to him by the Board of Directors, and shall coordinate the work of the officers and committees of the Corporation in order that the purposes may be promoted.

Section 7.03.Recording Secretary.

The Recording Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors, and shall perform such other duties as may be delegated to him or her.

Section 7.04.Corresponding Secretary.

The Corresponding Secretary shall maintain the official roll of Members of the Corporation for notice purposes, attend to the giving of notice of all meetings of the Members and Directors of the Corporation, and perform such other duties as may be delegated to him or her.

Section 7.05.Treasurer.

The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures, and shall make disbursements in accordance with the approved budget, as authorized by the Board of Directors or a special committee. The Treasurer shall present interim financial reports when requested by the Board of Directors or the Executive Committee, and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of accounts and records as conform to the requirements of the Bylaws.

Section 7.06.Duties.

All officers shall perform the duties prescribed in these Bylaws and such other duties as may be assigned to them from time to time. All officers shall deliver to their successors all official material not later than ten (10) days following the election of their successors.

Section 7.07.Election.

The officers of the Corporation shall be elected annually as the first order of business at the annual meeting of the Board. Officers shall serve for a term of one (1) year and until the election and qualification of their successors. An officer may serve for a maximum of two (2) consecutive years in the same official capacity, except for the initial officers, who may serve in the same official capacity for a total of three (3) consecutive years including their first year of service.

Section 7.08.Removal, Vacancy.

The Board of Directors may remove any officer and may fill any vacancy created by death, resignation or removal, for the unexpired term, at any regular or special meeting of the Corporation.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 8.01.Contracts.

The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.02.Borrowing.

No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 8.03.Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8.04.Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Corporation. The Board of Directors may vary the use to which a specific contribution, gift, bequest or devise can be put in the event the use for which the contribution, gift, bequest or devise is to be used becomes impossible, unnecessary, impractical or contrary to the best interests of the Corporation.

ARTICLE IX

INDEMNIFICATION

Section 9.01.Definitions.

Any officer, director or committee member made a party to any legal action, suit or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a Director or Officer of the Corporation, shall be indemnified by the Corporation against judgments, fines, amounts paid in settlement and reasonable expenses (including fees of an attorney retained with written consent of the Board) to the extent permitted by law.

For the purposes of this Article IX:

(a) "agent" means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a trustee, director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor;

(b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) "expenses" includes without limitation attorneys' fees and expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article IX.

Section 9.02.Successful Defense by Agent.

To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him or her, then the provisions of Article IX, Section 3 through Section 5 shall determine whether the agent is entitled to indemnification.

Section 9.03.Actions Brought by Other Persons.

Subject to the required findings to be made pursuant to Section 5 of this Article IX, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action brought by, or on behalf of, this Corporation to procure a judgment in its favor, or by an officer, director or person granted relator status by the Attorney General of Nevada (the "Attorney General") , or by

the Attorney General on the ground that the defendant director was or is engaging in self-dealing, or by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding to the extent permitted by law.

Section 9.04. Action Brought By Corporation.

(a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. The agent shall receive no indemnification for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

(b) Claims and suits against agent. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation, by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(1) The determination of good faith conduct required by Section 5 must be made in the manner provided for in that Section; and

(2) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 9.05. Determination of Agent's Good Faith Conduct.

The indemnification granted to an agent in Sections 9.03 and 9.04 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of this Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

(b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Section 5(a) of this Article IX shall be made by:

(1) The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

(2) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by this Corporation.

Section 9.06.Limitations.

No indemnification or advance shall be made under this Article, except as provided in Sections 9.02 or 9.05(b)(2) hereof, in any circumstance when it appears that:

(a) The indemnification or advance would be inconsistent with a provision of the articles, bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) The indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9.07.Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 9.08.Contractual Rights of Non directors and Non officers.

Nothing contained in this Article shall affect any right to indemnification to which persons, who are other than Directors and officers of this Corporation or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9.09.Insurance.

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against liability under the provisions of this Section IX.

ARTICLE X

MISCELLANEOUS

Section 10.01. Books And Records.

The Corporation shall keep correct and complete books and records of account, and the minutes of the proceedings of the Board of Directors and Executive Committee. Copies of the minutes of the Board of Directors and of the Executive Committee shall be regularly distributed to each member of the Board of Directors and the Executive Committee. The books and records of accounts, and the records of the actions of proceedings of the Board of Directors and the Executive Committee shall be open to inspection upon the written demand of any Member at any reasonable time and for any purpose reasonably related to its interest as a Member. Such inspection may be made by any officer, agent or attorney of the Member and the right to make such inspection shall include the right to make extracts.

Section 10.02. 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, unless otherwise determined by resolution of the Board of Directors.

Section 10.03. Waiver Of Notice.

Whenever any notice is required to be given under the provisions of the Nonprofit Corporations Act of the State of Nevada or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 10.04. Conflict of Interest.

On any proposal before the Board of Directors for approval or recommendation of funds to benefit any public or private institution, individual, or agency, a Director shall abstain from voting if such Director: (1) has a personal financial interest in the proposal, whether direct or indirect; (2) is employed by the institution or agency; (3) serves as an officer, employee or member of the governing body of any institution or agency which has an interest in the proposal; or (4) has an immediate relative connected with that agency or institution. Such Director is obligated to reveal to the Board his/her conflict of interest before discussion of any proposal so affected. The Director may be counted as present for quorum purposes.

Section 10.05. Loans To Officers And Directors Prohibited.

No loans shall be made by the Corporation to its officers or Directors. The Directors of the Corporation who vote for or assent to the making of a loan to an officer or Director of the Corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

Section 10.06. Additional Organizations.

The Board of Directors may authorize the formation of such auxiliary organizations as would in the opinion of the Board assist in the fulfillment of the purposes of the Corporation.

Section 10.07. Rules.

The Board of Directors may adopt, amend or repeal Rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its officers, agents, committees and employees.

ARTICLE XI

DISSOLUTION

In the event of liquidation or dissolution of the Corporation, whether voluntary, involuntary or by operation of law, the Directors of the Corporation shall dispose of any available assets of the Corporation by gifts to charitable, medical or educational institutions located in the areas served by the Corporation which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code. All undistributed public funds shall be disposed of in accordance with the applicable federal or state statutes.

ARTICLE XII

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of a majority of the Members or the Board of Directors with the approval of a majority of the Members.

By: _____
Charles Bernick, President

Adopted _____, 2008.

Effective November 13, 2007.

The undersigned hereby certifies that the foregoing is the Code of Bylaws of NEVADA LIFESPAN RESPITE CARE COALITION as adopted on the herein date.

_____, 2008.

By: _____
Susan Hirsch, Secretary