

AMENDED AND RESTATED BY-LAWS

OF

JAMAICA IMPACT, INC.

(formed under the New York Not-for-Profit Corporation Law)

The provisions hereof constitute the Amended and Restated Charter of Jamaica Impact, Inc. (the "Corporation"), as amended and restated. The Corporation hereby certifies as follows:

(A) This Amended and Restated Charter supersedes the original Charter of the Corporation dated as of June 21, 1999 and all amendments thereto;

(B) The Board of Directors of the Corporation on October 8, 2003 duly adopted a resolution setting forth and ratifying this Amended and Restated Charter, including the amendments effected hereby, and directed that the Amended and Restated Charter be submitted to the members of the Corporation for approval;

(C) As of October 27, 2003, the Amended and Restated Charter of the Corporation in the form set forth herein was adopted by an affirmative vote of a two-thirds majority of the members of the Corporation; and

(D) The Amended and Restated Charter of Jamaica Impact, Inc. shall be as follows:

ARTICLE I

Purpose and Activities

The philosophy and mission of Jamaica Impact, Inc. shall be to use our collective energy, intelligence and resources as a catalyst for change in Jamaica. We will seek to implement this mission by (i) **Contributing to the Policy Debate in Jamaica** - raising awareness about issues affecting Jamaica, stimulating constructive dialogue and seeking to influence public debate regarding topical issues in Jamaica; (ii) **Charitable Initiatives**- supporting educational initiatives and social welfare programs, primarily targeted to the youth of Jamaica; and (iii) **Networking**-acting as a resource base and contact center for Jamaican students and professionals in the United States.

In furtherance of the foregoing mission, the Corporation (i) may develop partnerships and alliances with the business community, state and federal agencies and other governmental and private entities located in the United States and Jamaica (ii) may form, hold or dispose of interests in not-for-profit subsidiaries, and interests in entities

formed or controlled by others and (iii) shall possess all the powers and privileges granted to not-for-profit corporations by the New York not-for-profit corporation law or any act amending such, or by any other law of the state of New York, together with any powers incidental thereto to the extent it deems such powers and privileges necessary, convenient, proper and incidental to the accomplishment of any of its purposes or to promote its interests, directly or indirectly.

Notwithstanding the foregoing, however, in no event shall any of the above-described purposes and activities be construed to permit the Corporation to become an advocate for the views, opinions, or political platforms of any political organization, including without limitation, the People's National Party of Jamaica or the Jamaica Labor Party of Jamaica.

ARTICLE II

Members

Section 2.1. Who Shall be Members; Qualifications. The members of the Corporation shall consist of individuals who are committed to supporting the goals of the Corporation and who have paid their membership dues for the then current membership year, which shall commence on September 1, of each year and end on August 31 of the following year. Dues will be applied for the current year in which they are paid.

Section 2.2. Transfer and Term of Membership. Membership in the Corporation shall not be transferable. Members may resign at any time by mailing or delivering written notice to the Secretary of the Corporation (any resignation to take effect as specified therein or, if not specified, upon receipt by the Secretary) and any member may be removed at any time, with or without cause, by majority vote of the other members.

Section 2.3. Meetings. A meeting of the members shall be held annually for the election of directors and officers during the month of August, (the "Election Meeting"). The Corporation shall also hold general meetings on a periodic basis at such time and place as determined by the President or his or her designee for the purpose of facilitating and supporting the mission and goals of the Corporation. Standard agenda items for each general meeting may include as follows: (i) comments by the President (ii) reading and approval of the notes or minutes from the previous general meeting (iii) reading and approval of the notes or minutes from prior Board of Director meeting(s) held between general meetings (iv) report from the Treasurer on the financial status of the Corporation (v) comments by other officers and Committee Chairs of the Corporation (if necessary) (vi) completion of any old items on the agenda from previous general meetings (if necessary) (vii) open discussion of any new items by officers or active members of the Corporation (viii) presentation of guest speaker(s), special program(s), or other activities (if applicable) and (ix) adjournment.

Section 2.4. Special Meetings. Special meetings of the members may be called at any time by the President or Secretary. Such meetings may also be convened by members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting, who may, in writing addressed to the Secretary of the Corporation, demand the call of a special meeting specifying the date and month thereof, which shall not be less than one month nor more than three months from the date of such written demand. The Secretary of the Corporation upon receiving the written demand shall promptly give notice of such meeting, or if the Secretary shall fail to do so within five business days thereafter, any member signing such demand may give such notice.

Section 2.5. Place of Meetings. Meetings of members may be held at such place, within or without the City of New York, as may be fixed by the President from time to time.

Section 2.6. Notice of Meetings of Members. Notice of each meeting of members shall be given by the President or Secretary and indicate that it is being issued by or at the direction of the person or persons calling the meeting, and shall state the place, date and hour of the meeting, and (if other than a general meeting) the purpose or purposes for which the meeting is called.

A copy of the notice of any meeting shall be given, by electronic mail, to each member entitled to vote at such meeting or by posting on the Corporation's website. Notice for all meetings (except an Election Meeting) shall be given not less than [three] days before the date of the meeting. Notice for an Election Meeting or a meeting at which the members shall be required to vote on a proposal shall be given not less than two weeks nor more than eight weeks before the date of the Election Meeting. Any member in good standing may nominate a candidate for election. Any candidate nominations for such meetings must be submitted via electronic mail or other written form to the chairperson of the Constitutional and Election Committee at least one week prior to the date of the Election Meeting and subject to such additional rules and regulations as may be promulgated by the Constitutional and Election Committee. All candidates who have been nominated must be given a copy of the duties and responsibilities of the office by the chairperson of the Constitutional and Election Committee and such candidate must submit a statement of their qualifications for the office.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the Chairperson of the Constitutional and Election Committee fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of

record on the new record date entitled to notice under the preceding paragraph of this Section 2.6.

Section 2.7. Waivers of Notice. Notice of a meeting need not be given to any member who submits a waiver of notice, in person, by proxy or by electronic mail, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such member.

Section 2.8. Inspectors. In advance of any Election Meeting or any other meeting of the members at which the members shall be required to vote on a proposal, the chairperson of the Constitutional and Election Committee may act as and/or appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a meeting of members may, and at the request of any member entitled to vote thereat shall, appoint one or more inspectors. In case any person appointed fails to appear or act, the vacancy may be filled by appointment made by the President in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his or her ability.

The inspectors shall determine the number of members, the number of members represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any members entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of the vote as certified by them.

The requirement of there being inspectors present at meetings of the members shall be waived unless compliance therewith is requested by a member present in person or by proxy and entitled to vote at such meeting.

Section 2.9. List or Record of Members at Meetings. A list or record of members entitled to vote, certified by the Secretary of the Corporation, shall be produced by the chairperson of the Constitutional and Election committee at any meeting of the members at which members shall be required to vote on a proposal, upon the request therefor of any member who has given written notice to the Corporation at least [two] weeks prior to such meeting that such request will be made. If the right to vote at any meeting is challenged, the inspectors of election, or the person presiding thereat, shall require such list or record of members to be produced as evidence of the right of the

persons challenged to vote at such meeting, and all persons who appear from such list or record to be members entitled to vote thereat may vote at such meeting.

Section 2.10. Quorum of Members. Members entitled to cast thirty three and one-third percent (33.33%) of the total number of votes entitled to be cast thereat shall constitute a quorum at an Election Meeting or a meeting of members at which the members shall be required to vote on a proposal. The members who are present in person or by proxy and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum. Votes cast via electronic mail shall be aggregated along with the votes cast at the meeting in person or by proxy for the purpose of determining whether quorum requirements have been met.

Section 2.11. Proxies; Electronic Voting. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the member or such member's attorney-in-fact. No proxy shall be valid after the expiration of two months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. All votes submitted via electronic mail must contain the name of the voting member and shall be sent from an electronic mail account on file with the Secretary.

The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or of such death is received by the Secretary of the Corporation.

Section 2.12. Vote of Members. Except as otherwise required by law or by the Certificate of Incorporation, the Board of Directors shall be elected by a plurality of the votes cast (i) at a meeting of members entitled to vote in the election and (ii) via electronic mail by the members entitled to vote thereon.

Whenever any corporate action, other than the election of the Board of Directors and amendment of the Corporation's Charter, is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation, be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon. Blank votes or abstentions shall not be counted in the number of votes cast. Ballots which have not been properly completed, such that the Chairperson of the Constitutional and Election Committee, in his or her sole discretion, is unable to decipher the intent of the voting member shall also not be counted in the number of votes cast.

Section 2.13. Qualification of Voters; Fixing Record Date; Voting Entitlement. The chairperson of the Constitutional and Election

Committee in consultation with the Board of Directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any Election Meeting or any adjournment thereof. Such record date shall not be more than eight weeks nor less than two weeks before the date of such meeting.

Any member in good standing, otherwise eligible to vote, is entitled to vote at any meeting of members, except that the chairperson of the Constitutional and Election Committee in consultation with the Board of Directors may fix a date as the record date for the purpose of determining the members entitled to vote at any Election Meeting or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting or for the purpose of any other action by the members. Such record date shall not be more than eight weeks nor less than two weeks before the date of the meeting. If no such record date is fixed: (1) the record date for the determination of members entitled to vote at an Election Meeting shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which such meeting is held; and (2) the record date for determining members for any other purpose shall be at the close of business on the day on which the resolution of the chairperson of the Constitutional and Election Committee relating thereto is adopted.

When a determination of members of record entitled to notice of or to vote at an Election Meeting has been made as provided in this Section 2.13, such determination shall apply to any adjournment thereof, unless the chairperson of the Constitutional and Election Committee fixes a new record date for the adjourned meeting.

In any case in which a member is entitled to vote, such member shall have no more than, nor less than, one vote.

Section 2.14. Action by Members Without a Meeting. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the members entitled to vote thereon or via electronic mail. Consent thus given by all members entitled to vote shall have the same effect as a unanimous vote of members and any certificate with respect to the authorization or taking of any such action which is delivered to the Department of State shall recite that the authorization was by unanimous consent.

Section 2.15 Parliamentary Procedures. Except as otherwise provided herein, the parliamentary rules of order contained in “Roberts Rules of Order”, as revised shall govern all meetings of the Corporation.

ARTICLE III

Board of Directors

Section 3.1. Power of Board and Qualifications of Directors. The Corporation shall be managed by its Board of Directors. Each director shall be at least eighteen years of age. The powers granted to the Board of Directors herein have been broadly crafted in scope in order to ensure efficient and expedient decision making. As such, the consent of the members will not usually be required for many actions sought to be taken by the Board. However, it is anticipated and expected that the Board will nevertheless, in keeping with the traditional practice of the Corporation, consult with and seek the input of the members on matters of elevated importance, including with respect to the creation of additional committees and the formation of additional chapters.

Section 3.2. Number of Directors. The number of directors constituting the entire Board of Directors shall be at least three. The Board of Directors shall be composed of two classes of directors, namely Class A Directors and Class B Directors, each of which class shall have identical rights, privileges and responsibilities except as otherwise specifically provided herein. A majority of the total number of directors entitled to vote which the Corporation would have, prior to any increase or decrease, if there were no vacancies, may amend this By-Law to increase or decrease the number of directors, provided that no decrease shall shorten the term of any incumbent director and provided further that the number of directors shall never be less than three. In the event that any new standing committee of the Corporation is created by the Board of Directors, the Board of Directors shall be required to increase the number of Class A Directors (as defined in Section 3.3 below) by such number as is necessary to permit the chairperson(s) of such newly created committee(s) to be granted a seat on the Board of Directors and the President shall be required to nominate such new chairperson(s) to the Board of Directors, subject to the procedures outlined in Section 3.3 below until the next Election Meeting of the members. Thereafter, the chairperson of such newly established committee shall be elected in the manner specified for the other Class A Directors in Section 5.1 below.

Section 3.3. Election and Term of Directors. At the annual Election Meeting of the members, the members shall elect five directors (the "Class A Directors") in the manner provided in Section 5.1. Each director shall hold office for a term of one year (which shall commence on September 1 and end on August 31 of each calendar year) until the next Election Meeting of the members and until his successor has been elected and qualified. Within two weeks after the Election Meeting, a chairperson or chairpersons, as the case may be, for each of the Fundraising Committee, the Think-Tank Committee, the Education Committee and the Constitutional and Election Committee, shall be nominated by the President of the Corporation, to the Board of Directors as a director (the "Class B Directors").

Immediately after such appointment, the President shall notify the members of the nomination of the Class B Directors. The members shall be entitled for a period of two weeks commencing on the date of such notice, to notify the Board of Directors via written petition of any objections they may have to the appointment of any candidate as a Class B Director. If more than twenty percent (20%) of the members entitled to vote at the preceding Election Meeting (though such individual may not be a current member because such individual has failed to pay their dues for the then current year) voice any such objections, then the President shall be required to either (i) withdraw his nomination of such individual as a candidate for election to the Board of Directors and nominate an alternative candidate or (ii) schedule a Special Election Meeting at which members will be entitled to vote on the President's nominee(s) as well as any other alternative candidates proposed by any other member, for election to the Board of Directors.

If either there are no objections by the members to the candidate(s) for Class B Director(s) nominated by the President within the two-week period or an Election Meeting is held at which the President's nominee(s) or alternative nominee(s) are selected by the members, such nominee(s) shall be deemed elected to the Board of Directors and shall be entitled to serve for a term of the same duration as the Class A Directors.

Notwithstanding any provision to the contrary contained herein, commencing as of the date hereof and continuing thereafter, no individual shall be nominated as chairperson of any committee if at any time during the last two years, such individual has served for three or more years consecutively in such office.

Section 3.4. Quorum of Directors and Action by the Board. Unless a greater proportion is required by law or by the Certificate of Incorporation, a majority of the entire Board of Directors (which shall include a minimum of two Class A Directors) shall constitute a quorum for the transaction of business or of any specified item of business, and, except as otherwise provided by law or by the Certificate of Incorporation or these By-Laws, the vote of a majority of the directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board. Except as otherwise provided below each director shall be entitled to one vote. If there are two co-chairpersons for any particular committee and each such co-chairperson is present at a particular board meeting then with respect to any matters to be voted on by the Board at that meeting each vote by such co-chairperson shall be counted as a half vote.

Section 3.5. Meetings of the Board. An annual meeting of the Board of Directors shall be held in each year directly after the annual meeting of members.

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the President or any three directors.

Meetings of the Board of Directors may be held at such places within or without the State of New York as may be fixed by the Board of Directors for annual and regular meetings and in the notice of meeting for special meetings.

No notice need be given of annual or regular meetings of the Board of Directors. Notice of each special meeting of the Board of Directors shall be given to each director either by electronic mail or telephone not later than noon, New York time, on the business day prior to the meeting or by telegram or by written message hand-delivered to each director not later than noon, New York time, on the business day prior to the meeting. Notices by regular mail, electronic mail, telegram or messenger shall be sent to each director at the address designated by him for that purpose, or, if none has been so designated, at his last known residence or business address.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors.

Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, either prior to or at the commencement of such meeting, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given in the manner described above to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 3.6. Informal Action by Directors; Meetings by Conference Telephone. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action (which writing shall be construed to include specifically correspondence via electronic mail from an electronic mail account on file with the Secretary.) The resolution, and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, the directors or any committee designated by the Board may participate in a meeting of the Board or of any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.

Section 3.7. Resignations. Any director of the Corporation may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. Any director who so resigns shall ipso facto be deemed to have also resigned as an officer of the Corporation.

Section 3.8. Removal of Directors. Any one or more of the directors may be removed with Cause (as defined below) by action of the Board of Directors, provided there is a quorum of not less than a majority of the entire Board present if such action is taken at a meeting of the Board rather than by consent in accordance with Section 3.6. Any one or more or all of the directors may be removed with or without Cause (as defined below) at any time by action of the members, provided that written notice of his or her removal is given to any director so removed. Any director who has been so removed shall ipso facto cease to be an officer of the Corporation.

Cause shall mean as follows:

- (i) the willful failure of a Director to substantially perform the Director's responsibilities under the By-laws, after (i) demand for substantial performance has been made by either the President or the Board that specifically identifies how the Director has not performed such responsibilities and (ii) a reasonable period of time has elapsed (not to exceed two months) after such demand has been made and the Director's non-performance continues;
- (ii) the willful engaging by the Director in illegal conduct or gross misconduct which causes financial or reputational harm to the Corporation;
- (iii) the indictment of a felony or a guilty or *nolo contendere* plea by a Director with respect thereto;
- (iv) the material breach by a Director of any of the Corporation's written policies;
- (v) the habitual abuse of narcotics or alcohol by a Director; or
- (vi) the engaging by a Director in fraud in connection with the business of the Corporation or material misappropriation of the Corporation's funds or property.

Section 3.9. Newly-Created Directorships and Vacancies. Newly-created directorships, resulting from an increase in the number of directors, and vacancies, occurring in the Board of Directors for any reason, may be filled by vote of a majority of the directors then in office provided there shall be three or more directors in office. Notwithstanding the foregoing however, in the event that any new director appointments are warranted because of the resignation or removal of a Class B Director (which the President would have been authorized to appoint under the provisions of Section 3.3), then the President in his/her sole discretion shall be entitled to nominate an individual to fill the vacant Class B directorship; provided that such nominee shall be subject to the confirmation procedures outlined in Section 3.3. If there shall be less than three directors serving at any time, the directors then in office shall promptly name such additional

directors as are necessary to increase the number of directors to three. A director elected to fill a vacancy shall hold office until the next Election Meeting and until his successor is elected and qualified.

Section 3.10. Purchase, Sale, Mortgage or Lease of Real Property. No purchase of real property shall be made by the Corporation, and the Corporation shall not sell, mortgage or lease its real property, unless authorized by the vote of two-thirds of the entire Board of Directors.

Section 3.11. Annual Report. The Board of Directors shall direct the President and Treasurer of the Corporation to present at the annual meeting of the members a report, showing in detail the following:

(1) the assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting;

(2) the principal changes in assets and liabilities, including trust funds, during said fiscal period;

(3) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period;

(4) the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period; and

(5) the number of members of the Corporation as of the date of the report together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of current members may be found.

The annual report shall be filed with the records of the Corporation and a copy or abstract thereof entered in the minutes of the proceedings of the annual Election Meeting of the members.

Section 3.12 Conflicts. In the event that there shall be a conflict between the provisions of this Article III and Article V, with respect to the resignation and or removal of directors and officers, Article V shall control.

ARTICLE IV

Committees

Section 4.1. Executive Committee and Other Standing Committees. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among the directors an Executive Committee and other standing committees, each consisting of three or more directors, and each of which, to the extent provided in the resolution, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (1) submission to members of any action with respect to which members' approval is required by law without first having submitted such to the Board ;
- (2) filling vacancies in the Board of Directors or in any committee;
- (3) amending or repealing the By-Laws or adopting new By-Laws;
- (4) amending or repealing any resolution of the Board which by its terms cannot be amended or repealed; or
- (5) removing directors.

The Board may designate one or more directors as alternate members of any standing committee who may replace any absent member or members at any meeting of such committee.

Section 4.2. Additional Special Committees. The Board of Directors may create such additional special committees as it deems desirable, the members thereof to be appointed by the chairperson of such committee. The chairperson(s) of such additional committees shall be appointed or elected, as the case may be, in the manner set forth in Section 5.1. Such special committees shall have only the powers specifically delegated to them by the Board and in no case shall have powers which are not authorized for standing committees.

Section 4.3. Committees Other Than Standing or Special. Committees other than standing or special committees of the Board shall be committees of the Corporation. Such committees may be elected or appointed by the Board. Provisions of these By-Laws and the Not-for-Profit Corporation Law applicable to directors generally shall apply to members of such committees.

Section 4.4. Committee Rules. Unless the Board of Directors otherwise provides, each committee may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors or in rules adopted by such committee, no quorum shall be required for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article III of these By-Laws. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken by such committee may be taken without a meeting if all members of such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the committee shall be filed with the minutes of proceedings of such committee.

Section 4.5. Service of Committees. Each committee of the Board shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his duty under the law to the Corporation. The following Committees shall be deemed permanent Committees of the Corporation, each of which committees will be charged with fulfilling any responsibilities which the Board may from time to time delegate to such committees. All regulations promulgated by such committees must be ratified by the Board.

ARTICLE V

Officers

Section 5.1. Officers. At the annual Election Meeting, the members shall elect from among its ranks, a President, a Vice-President, a Secretary, a Treasurer a Chairperson of the Membership Committee, and a Chairperson to any other standing committee of the Corporation created subsequent to the date hereof, each of whom shall also be a member of the Board and whom shall be deemed by the aforementioned act to be so elected to the Board as a Class A Director by the members. The President may also appoint one or more Assistant Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other officers and may give any of them such further designation or alternate titles as it considers desirable, provided, however, that such additional executive officers shall be a non-voting member of the Board of Directors and deemed a Class B Director. Any two or more offices may be held by the same person except that no one individual can simultaneously occupy more than one of any of the following offices: President, Vice President, Secretary or Treasurer.

Notwithstanding any provision to the contrary contained herein, commencing as of the date hereof and continuing thereafter, no individual shall be elected to an office if at any time during the last two years, such individual has served for more than three-consecutive years in such office.

Section 5.2. Term of Office and Removal. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified. All officers shall be elected at the annual Election Meeting. Any officer may be removed by the Board of Directors with Cause (as defined in article III) at any time.

Section 5.3. Powers and Duties of Officers. Subject to the control of the Board, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices. The Board may require any officer to give security for the faithful performance of his duties.

Section 5.4. The President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Corporation. The President shall also have the exclusive power to nominate certain committee chairpersons as specified in Section 3.3; provided, however, that prior to making such nominations the President shall consult with and seek the opinion of the other members of the Board of Directors. He or she shall preside at all meetings of the Board of Directors and of the members. He or she shall have the general powers and duties of management usually vested in the office of the chief executive officer of a Corporation, and shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors, or these Bylaws. He or she shall have power to call special meetings of the members or of the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect and shall have and exercise all such powers and discharge such duties as usually pertain to the office of President and as may from time to time be assigned to him or her by the Board of Directors. The President shall be a director and should he or she cease to be the President, he or she shall *ipso facto* cease to be a director.

Section 5.5. The Vice President: The Vice-President, shall, subject to the direction of the Board of Directors, generally assist the President and, in the absence or disability of the President, or in the event of the resignation or removal of the President shall, perform the duties and exercise the powers of the President until a replacement has been elected by the Board. The Vice-President shall also perform such other duties as may be assigned to him or her by the Board of Directors. In the event of the resignation or removal of the Vice-President the Board of Directors promptly shall, perform the duties and exercise the powers of the President until a replacement has been elected by

the Board. The Vice-President shall be a director and should he or she cease to be the Vice-President, he or she shall *ipso facto* cease to be a director.

Section 5.6. The Secretary: The Secretary shall, to the extent practicable, attend all meetings of the Board of Directors and all meetings of members and shall record all votes and minutes of all proceedings in a book to be kept for that purpose, and shall perform the same duties for any committee of the Board of Directors when so required by such committee. The Secretary shall give or cause to be given notice of all meetings of members and of the Board of Directors and shall keep in safe custody the books and records of the Corporation as the Board of Directors or President may direct. The Secretary shall act under the supervision of the President and shall perform such other duties as are incident to the office of Secretary or as may from time to time be assigned to him or her by the Board of Directors or as are prescribed by these Bylaws. The Secretary may also attest all instruments signed by any other officer of the Corporation. In the event of the absence or disability of the President, or in the event of the resignation or removal of the President and the Vice-President is unable to or unwilling to perform the duties and exercise the powers of the President then the Secretary shall be called upon to perform such duties on an interim basis until a replacement has been elected by the Board of Directors. In the event of the absence or disability of the Secretary, or in the event of the resignation or removal of the Secretary then the Board of Directors shall promptly elect a replacement. The Secretary shall be a director and should he or she cease to be the Secretary, he or she shall *ipso facto* cease to be a director.

Section 5.7. The Treasurer: The Treasurer shall have the care and custody of all the funds of the Corporation and shall deposit such funds in such banks or other depositories as the Board of Directors or the President shall, from time to time, direct or approve. He or she shall disburse the funds of the Corporation under the direction of the Board of Directors and the President. He or she shall keep a full and accurate account of all monies received and paid on account of the Corporation and shall render a statement of his accounts every three months and provide copies of bank reconciliations, whenever the Board of Directors shall so request. He shall perform all other necessary actions and duties in connection with the administration of the financial affairs of the Corporation. The Treasurer shall also be responsible for preparing or overseeing the preparation of the Corporation's tax returns including preparing any financial statements and affidavits necessary for filing. The Treasurer shall perform such duties and have powers as are usually incident to the office of Treasurer or which may be assigned to him by the Board of Directors. In the event of the absence or disability of the Treasurer, or in the event of the resignation or removal of the Treasurer then the Board of Directors shall promptly elect a replacement. The Treasurer shall be a director and should he or she cease to be the Treasurer, he or she shall *ipso facto* cease to be a director.

ARTICLE VI

Advisory Board

The Advisory Board of the Corporation shall be composed of individuals who are generally acknowledged experts in the fields of, among other areas, Government and Civic Life, Education, Business Development and Philanthropy, or individuals who have made significant contributions to Jamaica in other fields and who are able to advise the Board of Directors on matters which the Board of Directors deem of fundamental and strategic importance to accomplishing the goals and purposes of the Corporation. The Board of Directors shall be entitled to nominate and elect candidates to the Advisory Board on a biennial basis and each such individual so elected shall serve for a two-year term or at the pleasure of the Board. Though it is expected that the Board will give great deference to the advise and counsel of each member of the Advisory Board it is hereby specifically acknowledged that the role of the Advisory Board is largely ceremonial in nature and the Board of Directors is not necessarily required to adhere to any recommendations or advise of any member of the Advisory Board.

ARTICLE VII

Indemnification and Insurance

Section 7.1. Indemnification. The Corporation shall indemnify each person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a director or officer of the Corporation, or serves or served at the request of the Corporation any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, provided that such officer or director acted in good faith for a purpose which he or she reasonably believed to be in (or in the case of service to any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to) the best interests of the Corporation, and, in criminal actions or proceedings, had no reasonable cause to believe that his conduct was unlawful; and provided further that no such indemnification shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending action or proceeding unless the Corporation has given its prior consent to such settlement or other disposition.

The Corporation shall indemnify any person, as above provided, in connection with an action by or in right of the Corporation to procure a judgment in its favor, except that no indemnification shall be made in respect of a threatened action, or any claim, issue or matter as to otherwise disposed of, or any claim, issue or matter as to

which such person shall have been adjudged liable to the Corporation, unless, and only to the extent that, the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

The Corporation shall advance or promptly reimburse, upon request, any person entitled to indemnification hereunder for all expenses, including attorneys' fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof upon receipt of any undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled, provided, however, that such person shall cooperate in good faith with any request by the Corporation that common counsel be utilized by the parties to an action or proceeding who are similarly situated unless to do so would be inappropriate due to actual or potential differing interests between or among such parties.

Nothing herein shall limit or affect any right of any person otherwise than hereunder to indemnification or expenses, including attorneys' fees, under any statute, rule, regulation, certificate of incorporation, by-law, insurance policy, contract or otherwise.

In case any provision in this By-Law shall be determined at any time to be unenforceable in any respect, the other provisions shall not in any way be affected or impaired thereby, and the affected provision shall be given the fullest possible enforcement in the circumstances, it being the intention of the Corporation to afford indemnifications and advancement of expenses to its directors and officers, acting in such capacities or in the other capacities mentioned herein, to the fullest extent permitted by law.

A person who has been successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding of the character described in the first paragraph of this By-Law shall be entitled to indemnification as authorized in such paragraph. Except as provided in the preceding sentence and unless ordered by a court, any indemnification under this By-Law shall be made by the Corporation if, and only if, authorized in the specific case:

(1) By the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that the director or officer has met the standard of conduct set forth in the first paragraph of this By-Law, or,

(2) If such a quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs:

(a) By the Board of Directors upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the standard of conduct set forth in the first paragraph of this By-Law has been met by such director or officer, or

(b) By the members upon a finding that the director or officer has met the applicable standard of conduct set forth in such paragraph.

Section 7.2. Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, advisors and officers under the provisions of Section 6.1, to indemnify directors and officers in instances in which they may be indemnified by the Corporation under the provisions of Section 7.1, and to indemnify directors and officers in instances in which they may not otherwise be indemnified by the Corporation under the provisions of Section 7.1, provided that, in this latter case, all legal requirements be met with regard to the contract of insurance.

Section 7.3. Conditions for Indemnification and Insurance. This Article shall, in no event, be construed to authorize any act of self-dealing within the meaning of § 4941 of the Internal Revenue Code of 1986, as amended (the "Code"), or any other act expressly prohibited by the Code, the New York Not-for-Profit Corporation Law, or any other applicable law.

ARTICLE VIII

Section 8.1. Interested Directors and Officers. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable, irrespective of whether such interested director or directors or officer or officers are present at a meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction and irrespective of whether his or their votes are counted for such purpose. In the absence of fraud, any such contract or transaction may be conclusively authorized or approved as fair and reasonable by:

(1) The Board of Directors or a duly empowered committee thereof by vote sufficient for such purpose without counting the vote or votes of such interested director or officer (although he or they may be counted in determining the presence of a quorum at the meeting which authorizes or approves such contract or transaction), if the material facts as

to such director's or officer's interest in such contract or transaction and as to any common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee as the case may be; or

(2) The members entitled to vote thereon, if any, if the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to such members.

If there was no such disclosure or knowledge, or if the vote of such interested director or officer was necessary for the authorization of such contract or transaction at a meeting of the Board of Directors or committee at which it was authorized, the Corporation may void the contract or transaction unless the party or parties thereto establish affirmatively that the contract or transaction was fair and reasonable as to the Corporation at the time it was authorized by the Board of Directors, a committee or the members.

Section 8.2. Loans to Directors and Officers. No loans, other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial financial interest.

Section 8.3. Conditions for Loans or Other Transactions. This Article shall, in no event, be construed to authorize any act of self-dealing within the meaning of § 4941 of the Internal Revenue Code of 1986, as amended (the "Code"), or any other act expressly prohibited by the Code, the New York Not-for-Profit Corporation Law, or any other applicable law.

ARTICLE XI

Miscellaneous

Section 9.1. Fiscal Year. The fiscal year of the Corporation shall begin on September 1 of each calendar year and end on August 31 of the following year.

Section 9.2. Corporate Seal. The corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 9.3. Books and Records to be Kept. The Corporation shall keep at its principal office in the State of New York, (a) correct and complete books and records of account, (b) minutes of the proceedings of the Board of Directors and any committee of the Corporation and (c) a current list of the directors and officers of the

Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time. A copy of the By-laws shall be posted on the Corporation web-site.

Section 9.4. Chapters. The Board of Directors shall be authorized to establish branch offices or additional chapters of the Corporation. The Board of Directors shall also be authorized to establish such other corporate and/or leadership structure with respect to any such branch offices or chapters, as it may deem appropriate. Notwithstanding the foregoing however, the Board of Directors shall be required to set up such branch offices or chapters as wholly distinct and separate corporate legal entities.

Section 9.5. Compensation. The members and Board of Directors of the Corporation shall receive no compensation for their services but may be reimbursed for expenses incurred during the performance of their duties as approved by the Board of Directors. Notwithstanding the foregoing, the Board of Directors to the extent it deems necessary may retain employees to attend to the administration of the Corporation's business.

Section 9.6. Limitation of Activities. The Corporation shall not perform, participate in, or sponsor in whole or in part any activities proscribed to a corporation exempt from payment of Federal Income Tax under section 501(c)(3) of the Internal Revenue Code.

Section 9.7. Amendment of By-Laws. By-Laws of the Corporation may be adopted, amended or repealed by, a majority, of the members at the time entitled to vote in the election of directors.

IN WITNESS WHEREOF, Jamaica Impact, Inc has caused this Amended and Restated Charter to be executed and attested all by its duly authorized officers on this 23 day of October, 2003.

JAMAICA IMPACT, INC.

By: _____
Name: Carole Bell
Title: President

ATTEST

JAMAICA IMPACT, INC.

By: _____
Name: Camille T. Barrett
Title: Secretary