

**BYLAWS
OF
INTERNATIONAL HEALTH PARTNERS**

**ARTICLE I
Registered Office**

The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the Tanzania as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise designated by the Board of Directors, the registered office shall be at 966 Haile Selassie Road, Dar es Salaam, Tanzania.

**ARTICLE II
Directors**

SECTION 2.1 Number and method of election. The Board of Directors of this corporation shall consist of no fewer than four (4) and no more than fifteen (15), and, subject to such limitation, the number of members of the Board of Directors shall be such as may be designated from time to time by the Board of Directors. The initial Board of Directors shall consist of the persons designated in the Articles of Incorporation of this corporation who shall serve until the time indicated in the Articles of Incorporation. Thereafter, directors of this corporation shall be elected by the Board of Directors at each annual meeting.

SECTION 2.2 Terms. Except as otherwise provided in Section 2.1, each director of this corporation shall be elected to serve for a term of one year. A director shall hold office for the term for which he or she was elected and until the end of the meeting at which his or her successor has been elected and until such successor has qualified, or until the director's prior death, resignation or removal. Any director may at any time be removed with or without cause by the Board of Directors. Any vacancy occurring because of the death, resignation or removal of a director, shall be filled by the Board of Directors for the unexpired term of such director.

SECTION 2.3 Ex officio and honorary directors. The Board of Directors may, from time to time, elect one or more ex officio or honorary directors of this corporation who shall be advisory members of the Board of Directors of this corporation. Any such election shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate. All ex officio and honorary directors shall be non-voting directors of this corporation.

ARTICLE III

SECTION 3.1 Annual Meeting. The annual meeting of the Board of Directors for the purpose of electing directors and officers and transacting such other business as may properly come before the meeting shall be held each year at the time and place, within or without the Country of Tanzania, designated from time to time by the Board of Directors.

SECTION 3.2 Other meetings. Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Directors not in attendance will be notified in writing as detailed in section 3.3. Meetings of the Board of Directors may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of two or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 3.3 Notice of meeting. Written notice of each meeting of the Board of Directors, for which written notice is required and of each annual meeting, stating the time, place and purpose thereof shall be mailed, postage prepaid, not less than five nor more than thirty days before the meeting, excluding the day

of the meeting, to each director at his or her address according to the last available records of this corporation. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

SECTION 3.4 Quorum and voting. The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or these bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action, abstains or is prohibited from voting on the action.

SECTION 3.5 Adjourned meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting will be given by announcement at the meeting and written notice to any director not present at that meeting stating the time and place of the meeting.

SECTION 3.6 Written action. Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed by all of the Directors.

SECTION 3.7 Director conflicts of interest. This corporation shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization (c) an organization in or of which a director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director. Failure to comply with the provisions of this Section 3.7 shall not invalidate any contract or transaction to which this corporation is a party. This Section does not authorize any act of "self-dealing" as defined in Section 4941(a) of the Internal Revenue Code of 1986 of the United States of America.

ARTICLE IV **Officers**

SECTION 4.1 Tenure of office. The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time designate. Officers shall be elected by the Board of Directors to serve for terms of one year and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause. The same person may hold more than one office at the same time, except the offices of (a) President and Vice President and (b) President and Secretary. The officers need not be directors of this corporation.

SECTION 4.2 President. The President shall be the chief executive officer of this corporation. He or she shall preside at all meetings of the Board of Directors. He or she shall be responsible for the general supervision, direction and management of the affairs of this corporation. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this corporation and for compliance with the requirements of the laws and directives of Tanzania and of the USA.

SECTION 4.3 Vice President. The Vice President shall perform the duties of the President in case of the latter's absence or disability. The execution by the Vice President on behalf of this corporation of any instrument shall have the same force and effect as if it were executed on behalf of this corporation by the

President. The Vice President shall be the COO (chief operations officer) of this corporation. His or her duties will be the initial planning and institution of any and all projects authorized by the Board of Directors of this corporation. In keeping with the above duties, he or she, with the approval of the executive committee, has authority to hire and fire permanent or casual workers in order to accomplish the above objectives.

SECTION 4.4 Secretary. The Secretary shall keep accurate minutes of all meetings and shall be custodian of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation of practice to the office of Secretary, or imposed by these Bylaws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 4.5 Assistant Secretary. The Board of Directors in its discretion may elect an Assistant Secretary, who shall perform the duties and assume the responsibilities of the Secretary as above set forth under the general direction of the Secretary or President.

SECTION 4.6 Treasurer. The Treasurer shall be responsible for maintaining accurate financial records for this corporation and safeguarding the assets of this corporation. He or she shall present a report of this corporation's financial transactions and status to the Board of Directors at the annual meeting, and from time to time as the Board of Directors requests. The Treasurer shall perform such other duties as he or she from time to time is directed by the Board of Directors.

SECTION 4.7 Assistant Treasurer. The Board of Directors in its discretion may elect an Assistant Treasurer who shall perform the duties and assume the responsibilities of the Treasurer as above set forth under the general direction of the Treasurer or President.

SECTION 4.8 Project Manager. The project manager will oversee all aspects of each project authorized by the Board of Directors. He will ensure compliance of all contractors with the written agreement as to quality of materials and workmanship and time of completion. He will as frequently as necessary periodically report progress or deficiencies to the COO. He will, in the case of IHP Inc TZ employees, directly supervise their work.

SECTION 4.9 Accountant. The accountant will preferably be a CPA registered in either Tanzania or the USA. His or her duties will be to assist the treasurer in providing all necessary financial records and reports required by the laws of Tanzania and the USA. Also the accountant will compile payroll records, NSSF and PAYE withholding, and will make timely payments to the designated agency(ies) and to the employees. He or she will submit to the IRS and TRA timely required financial reports to each government as required by the laws of that country.

ARTICLE V **Committees**

SECTION 5.1 Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall be composed of a majority of Directors of the corporation and shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Members of the Executive Committee will all be directors of the corporation.

SECTION 5.2 Executive Committee. The Board of Directors may designate an Executive Committee composed of at least three directors designated by the Board of Directors. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors, and the Executive Committee shall at all times be subject to the control and direction of the Board of Directors.

SECTION 5.3 Meetings and Voting. Meetings of each committee may be held at such time and place as are announced at a previous meeting of the committee with members not present being notified as usual. Meetings of any committee may also be called at any time by the chairperson of the committee or by the President, on at least five days' notice by mail or e-mail, or two days' oral notice by telephone or in person. Appearance at a meeting is deemed to be a waiver of notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the committee member does not participate in the meeting. At all meetings of a committee of this corporation, each director member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action when signed by all members of the committee.

ARTICLE VI **Indemnification**

To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as:

- (a) a director, officer, employee or member of a committee of this corporation or,
- (b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation, is or was serving the other corporation at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other corporation,

against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan) settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE VII **Miscellaneous**

SECTION 7.1 Fiscal year. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on January 1 and end on the succeeding December 31.

SECTION 7.2 Corporate seal. This corporation shall have no seal.

SECTION 7.3 Electronic communication. A director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among directors or

committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

SECTION 7.4 Amendments. The Board of Directors may amend these Bylaws by adopting a resolution setting forth the amendment. The amendment must be approved by a simple majority of all listed directors of the corporation.

SECTION 7.5 Authority to borrow, encumber assets. No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

SECTION 7.6 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

IN WITNESS WHEREOF, I have hereunto set my hand this 1 day of November, 2005.

Signed by:
Mary Ellen Kitundu