

BYLAWS OF FAITH UP!

ARTICLE I OFFICES

1.1 Business Office. The principal office of the corporation shall be located at 75-5995 Kuakini Highway #211, Kailua-Kona, Hawaii 96740. The Corporation may have such other offices, either within or outside Hawaii, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

1.2 Registered Office. The registered office of the Corporation may, but need not, be the same as the principal office if in Hawaii, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II PURPOSES

The Corporation is organized and shall be operated exclusively for charitable and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). The specific purposes and objectives of the Corporation shall include shall include, without limitation, the following:

- (a) facilitating the education of individuals throughout the region, particularly with respect to the teachings of the Catholic Church and the applicability of those teachings to significant issues of public concern in the local community;
- (b) seeking the acquisition and/or construction of broadcasting assets, including any required authorization(s) issued by the Federal Communications Commission, necessary or appropriate to the advancement of the foregoing educational purposes and objectives; and
- (c) To further any other, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III MEMBERS

The Corporation shall have no members.

ARTICLE IV BOARD OF DIRECTORS

4.1 Qualifications and Terms. All members of the Board of Directors shall be practicing Catholics in good standing in the Roman Catholic Church and not bound by any sanction. The

members of the Board of Directors shall uphold and maintain the doctrinal and moral teachings of the Magisterium of the Roman Catholic Church. The Board of Directors of the Corporation shall be made up of no fewer than three individuals. A director shall serve until, and shall cease upon, the date of his/her expiration of term, death or serious incapacity, resignation or removal.

4.2 Annual Meeting. The annual meeting of the Board of Directors shall be held on such date and at such time and place as the Board of Directors may determine.

4.3 Regular Meetings. There shall be no less than one (1) regular meeting of the Board of Directors, including the annual meeting, in each calendar year. The Board of Directors shall provide by resolution the time and place, either within or outside Hawaii, for the holding of such regular and annual meetings. Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or such committee by 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 the participation by such means shall constitute presence in person at a meeting.

4.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the any Board member. Special meetings shall be held at such time and place, either within or outside Hawaii, as may be designated by the authority calling such meeting; provided that no meeting shall be called outside the State of Hawaii unless a majority of the Board has so authorized. Notice stating the place, day, and hour of every special meeting shall be given to each member of the Board of Directors by mailing such notice at least two (2) days before the date fixed for the meeting. The notice of such special meeting need not specify the purpose of the meeting.

4.5 Quorum; Voting. A quorum at all meetings of the Board of Directors shall consist of one-half (1/2) of the directors holding office. Less than a quorum may adjourn from time-to-time without further notice until a quorum is secured. Each director shall have one (1) vote, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

For purposes of determining a quorum and for purposes of casting a vote, a director may be deemed to be present and to vote if the director grants a signed, written proxy to another director. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies are allowed.

A director who is present at a meeting of the Board of Directors is deemed to have assented to all action taken unless: (a) the director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken, (b) the director contemporaneously requests that the director's dissent or abstention as to any specific action taken be entered in the minutes, or (c) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment or by the Corporation promptly after adjournment. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

4.6 Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors. It shall be the duty of the Board of Directors to appoint members to fill any vacancies that may occur on the Board of Directors. Any position on the Board of Directors to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors of the Corporation, as soon as practicable after the time such increase is authorized. If the Board of Directors fills a vacancy that is due to an increase in the number of directors, the Board of Directors shall determine the length of such director's term. Nothing in this bylaw shall be deemed to prohibit the Board of Directors from establishing committees, some of whose members may be non-directors.

4.7 Resignation. A director may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation, unless the notice specifies a later effective date. A director who resigns may deliver a statement to that effect to the Hawaii Secretary of State.

4.8 Removal. Any member of the Board of Directors of the Corporation may be removed by the Board of Directors of the Corporation at a meeting called for and stating that purpose. A director may only be removed by a majority vote of those directors entitled to vote thereon.

4.9 Action Without a Meeting. Any action the Board of Directors may otherwise take may be taken without a meeting if all of the members of the Board of Directors submit a written, signed statement approving the action. Any such writing may be received by the Corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the Corporation with a complete copy of the document, including a copy of the signature on the document.

4.10 Waiver of Notice. A director may waive notice of meeting before or after the time and date of the meeting by a writing signed by the director. Such waiver shall be delivered to the corporate secretary for filing with the corporate records, but such delivery and filing shall not be conditions to the effectiveness of the waiver. Further, a director's attendance at or participation in a meeting waive any required notice to the director of the meeting unless at the beginning of the meeting, or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors needs to be specified in the notice or waive of notice of such meeting.

4.11 Compensation. No member of the Board of Directors shall receive any compensation for serving in such office, provided that the Corporation may reimburse any member of the Board of Directors for reasonable expenses incurred in connection with service on the Board.

4.12 Standard of Conduct for Directors and Officers. Each director and officer shall perform his or her duties, including, without limitation, his or her duties as a member of any committee of the Board, in good faith, in a manner the director or officer reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of their duties, directors or officers shall be entitled to rely on information, opinions, reports, or statements, including financial statements and

other financial data, in each case prepared or presented by the persons designated below. However, a director or officer shall not be considered to be acting in good faith, if the director or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A director or officer shall not be liable to the Corporation or its members for any action the director or officer takes or omits to take as a director or officer if, in connection with such action or omission, the director or officer performs their duties in compliance with this section. A director or officer, regardless of title, shall not be deemed to be a director with respect to the Corporation or with respect to any property held or administered by the Corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

The designated persons on whom a director or officer are entitled to rely are: (a) one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, a public accountant, or other person as to matters which the director or officer reasonably believes to be within such person's professional or expert competence; (c) religious authorities, ministers, or other persons, whose position or duties in the Corporation or with an affiliated religious organization, the director or officer reasonably believes justifies his or her reliance and confidence; or (d) a committee of the Board of Directors on which the director or officer does not serve if the director reasonably believes the committee merits confidence.

ARTICLE V OFFICERS AND AGENTS

5.1 Number and Qualifications. The officers of the Corporation shall be a president, a secretary, and a treasurer. The Board of Directors may also elect or appoint such other officers, assistant officers and agents, including a chairman of the board, or a vice president, as it may consider necessary. One person may hold more than one office at a time. Officers need not be directors of the Corporation. All officers must be at least eighteen (18) years old, a practicing member in good standing of the Roman Catholic Church, and not bound by any sanction. Officers shall be nominated by the Board of Directors.

5.2 Election and Term. The officers of the Corporation, shall be elected by the Board of Directors at each annual meeting and shall begin serving at the conclusion of the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation or removal.

5.3 Compensation. Compensation for officers, if any, shall be fixed from time to time by the Board of Directors. The Board of Directors may, by resolution, reimburse any officer for expenses related to work as an officer.

5.4 Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

5.5 Resignation and Vacancies. Any officer may resign at any time, subject to any rights or

obligations under any existing contracts between the officer and the Corporation, by giving written notice to the president or to the Board of Directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

5.6 Authority and Duties of Officers. The officers of the Corporation shall have the authority to and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the Board of Directors, or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law. Nothing herein shall prohibit the delegation by an officer of any duty of that officer described below, but no such delegation shall operate to relieve the delegating officer from any responsibility imposed by law or these Bylaws.

5.6.1 President. The president shall, subject to the direction and supervision of the Board of Directors: (a) be the executive director of the Corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (b) see that all orders and resolutions of the Board of Directors are carried into effect; and (c) perform all other duties incident to the office of president and as from time to time may be assigned to him by the Board of Directors.

5.6.2 Secretary. The secretary shall: (a) keep the minutes of the proceedings of the Board of Directors and any committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation; and (d) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

5.6.3 Treasurer. The treasurer shall: (a) be the principal financial officer of the Corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (b) receive and give receipts and acquittance for moneys paid in on account of the Corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the Corporation of whatever nature upon maturity; (c) unless there is a controller, be the principal accounting officer of the Corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the Board of Directors statements of account showing the financial position of the Corporation and the results of its operations; (d) upon request of the Board of Directors, make such reports to it as may be required at any time; and (e) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or the Board of Directors.

ARTICLE VI COMMITTEES

The Board of Directors may designate, by a resolution adopted by a majority of the entire Board of Directors one or more committees, each of which shall have and may exercise such authority in the management of the Corporation as shall be provided in such resolution or in these Bylaws. No such committee shall have the power or authority to elect, appoint or remove any director; amend, restate, alter, or repeal the Articles of Incorporation; amend, alter, or repeal these or any other Bylaws of the Corporation; approve a plan of merger; approve a sale, lease, exchange, or other disposition of all or substantially all of the property of the Corporation other than in the usual and regular course of business; or to take any other action prohibited by law.

ARTICLE VII. INDEMNIFICATION

7.1 Definitions. For purposes of this Article:

7.1.1 The terms "director or officer" shall include a person who, while serving as a director or officer of the corporation, is or was serving at the request of the Corporation as a director, officer, partner, member, manager, director, employee, fiduciary or agent of another foreign or domestic corporation, nonprofit corporation or other person or employee benefit plan. The terms "director" and "officer" shall also include the estate or personal representative of a director or officer, unless the context otherwise requires.

7.1.2 The term "proceeding" shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

7.1.3 The term "party" includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.

7.1.4 The term "liability" shall mean any obligation to pay a judgment, settlement, penalty, fine or reasonable expense incurred with respect to a proceeding.

7.1.5 The term "official capacity" shall mean the office of director in the Corporation, and, when used with respect to a person other than a director, shall mean the office in the Corporation held by the, or the employment, fiduciary or agency relationship undertaken by the member, employee or agent on behalf of the Corporation, but in neither case shall include service for any foreign or domestic corporation or for any other person, or other enterprise.

7.2 General Provisions. The Corporation may indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person (a) acted in good faith, (b) reasonably believed, in the case of

conduct in an official capacity with the Corporation, that the conduct was in the best interests of the Corporation, and, in all other cases, that the conduct was at least not opposed to the best interests of the Corporation, and (c) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this Section 7.2 either (a) in connection with a proceeding brought by or in the right of the Corporation in which the director or officer was adjudged liable to the Corporation, or (b) in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in that person's official capacity, in which the officer or director is ultimately adjudged liable on the basis that such person improperly received personal benefit. Indemnification under this Section 7.2 in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of solo contender or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Section 7.2.

7.3 Successful Defense on the Merits; Expenses. To the extent that a director or officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which he was a party, such person shall be indemnified against reasonable expenses (including attorneys' fees) actually and reasonably incurred in connection with such proceeding.

7.4 Determination of Right to Indemnification. Any indemnification under Section 7.2 (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of the director or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 7.2. Such determination shall be made by the Board of Directors: (a) by a majority vote of a quorum of disinterested directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding, or (b) if such a quorum cannot be obtained, by the vote of a majority of the members of the executive committee of the Board of Directors, provided that committee shall consist of two (2) or more directors who are not parties to the proceeding (directors who are parties to the proceeding may participate in the designation of directors to serve on such committee), or (c) if such a quorum of the Board of Directors cannot be obtained or there is no executive committee, or even if such a quorum is obtained or the executive committee exists, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures.

Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

7.5 Other Employees and Agents. The Corporation shall indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 7.2 with respect to directors or officers by adopting a resolution by a majority of the members of the Board of Directors specifically identifying by name or by position the employees or agents entitled to indemnification.

**ARTICLE VIII
MISCELLANEOUS**

8.1 Account Books, Minutes, etc. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees. All books and records of the Corporation may be inspected by any director or his or her accredited agent or attorney, for any proper purpose at any reasonable time.

8.2 Fiscal Year. The fiscal year of the Corporation shall be as established by the Board of Directors.

8.3 Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

8.4 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax exempt purposes.

8.5 Conflicts of Interest. If any person who is a director or officer of the Corporation is aware that the Corporation may or is about to enter into any business transaction directly or indirectly with himself or herself, any member of such person's family, or any entity in which he or she has any legal, equitable or fiduciary interest or position, including, without limitation, as a director, officer, shareholder, partner, or beneficiary, such person shall: (a) immediately inform those charged with approving the transaction on behalf of the Corporation of such person's interest or position; (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Corporation; and (c) not be entitled to vote on the decision to enter into such transaction. Voting on such transaction shall be conducted as follows:

- i. Discussion of the matter, with the interested person, shall be held by the Board of Directors with such person present to provide information and answer any questions.
- ii. The interested person shall withdraw from the meeting.
- iii. Discussion of the matter outside of the presence of the interested person shall be held by the Board of Directors.

iv. The remaining members of the Board shall vote. Such voting shall be by written ballot. Such ballots shall not reflect the name or identity of the person voting.

v. A majority vote shall be required for approval of the transaction.

8.6 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

8.7 No Private Inurement. The Corporation is not organized for profit and is to be operated exclusively for the promotion of social welfare in accordance with the purposes stated in the Corporation's Articles of Incorporation. The net earnings of the Corporation shall be devoted exclusively to the educational, religious and charitable purposes set forth herein and shall not inure to the benefit of any private individual. No director or person from whom the Corporation may receive any property or funds, shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Corporation be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board of Directors or officer; provided, however, that (a) reasonable compensation may be paid to any director or officer while acting as an agent, contractor, or employee of the Corporation for services rendered in effecting one or more of the purposes of the Corporation, (b) any director or officer may, from time to time, be reimbursed for such individual's actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation, and (c) the Corporation may, by resolution of the Board of Directors, make distributions to persons from whom the Corporation has received contributions previously made to support its activities to the extent such distributions represent no more than a return of all or a part of the contributor's contributions.

8.8 References to Internal Revenue Code. All references in these Bylaws to provisions of the Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

8.9 Amendments. The power to alter, amend or repeal these Bylaws and adopt new Bylaws shall be vested in the Board of Directors of the Corporation. Amendment of any section of these Bylaws requiring that two-thirds (2/3) of the Board of Directors must be present or participate in order to constitute a quorum may be effected only by the approval of two-thirds (2/3) of the directors.

8.10 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

8.11 Regulation of Internal Affairs. The internal affairs of the Corporation shall be regulated as set forth in these Bylaws to the extent that these Bylaws are lawful. With respect to any matter not covered in these Bylaws, the provisions of Hawaii law shall be controlling so long as such provisions are not inconsistent with the lawful provisions of these Bylaws. Roberts Rules of Order, Newly Revised, shall govern the proceedings of this organization in all cases not provided for in these Bylaws.