

**BYLAWS OF
MICROWAVE FILMS of the MARSHALL ISLANDS**

ARTICLE I

NAME

Section 1.

The name of this organization is MICROWAVE FILMS OF THE MARSHALL ISLANDS hereafter referred to in these bylaws as MFMI.

ARTICLE II

MISSION

Section 1.

The primary purpose of this corporation is to develop, encourage and promote the culture of the Marshall Islands through the medium of film.

Section 2.

The members of this organization will work to encourage residents of the Marshall Islands to explore the Marshallese culture and life in the Marshall Islands through the medium of film.

Section 3.

The members of this organization will work to help support the educational, cultural and other institutions of the Marshall Islands via feature-length and short films, commercial, news and infomercial production.

ARTICLE III

MEMBERSHIP

Section 1.

The corporation shall accept applications at any time of the year for members who express an interest in the purpose of MFMI.

Section 2.

There will be no membership dues.

ARTICLE IV

OFFICERS OF THE BOARD

Section 1.

The founders of the organization are appointed to the position of directors until a general meeting can be held to elect board

members. Any open board positions shall be filled by an election of the existing Board of Directors.

Section 2.

The officers of the board of MFMI shall consist of a President, Vice President and A Secretary/Treasurer.

Section 3.

MFMI Board members must be citizens of the Republic of the Marshall Islands.

ARTICLE V

MEETINGS

Section 1.

Regular Meetings: The Board of Directors shall meet on quarterly basis. An annual meeting shall be held in the month of October of each year. The annual meeting of the corporation shall be held on such a day and at such a time and place as may be determined by the officers of the corporation provided that it takes place in the month of October of each year. An election of officers during election year and a review of the financial position of the corporation shall be conducted at the annual meeting. Subsequent board meetings shall be held in January, April and July.

Section 2.

Special Meetings: of MFMI may be held at any time when called for by the President or a majority of Board members.

Section 3.

Quorum: To form a quorum at all meetings of the corporation, there must be present in either person or proxy (representative) a simple majority of officers of the corporation. A majority of those present at such meeting shall have the power to adjourn any meeting until a quorum may be present.

ARTICLE VI

VOTING

Section 1.

Voting: Each elected officer of the corporation shall have an equal vote of one (1) in every meeting of the corporation. Any representative proxy attending such meeting is entitled to one (1) vote equal to a member of the corporation.

Section 2.

Election of Officers: There shall be an election of officers for the corporation every two years at the annual meeting. Election for each position shall be conducted by nominations, which shall be seconded and then voted on by the membership. The nomination which receives the most votes for each position wins. Each elected officers shall serve for a two-year term from the date of election. In the event that dispute arises and no officers are appointed, the previous year's officers shall carry on as officers-interim until such time as the dispute is resolved.

Section 3.

Removal: Any and all officers may be removed from office with cause by a vote of the membership.

Section 4.

Vacancies: In the event of a vacancy of the officers of the corporation occurring by death, resignation, creation of a new position, failure of the membership to elect a full complement of officers at the annual election of the officers for any reason, the vacancy may be filled by the affirmative vote of a majority of the officers.

ARTICLE VII

COMPENSATION

Section 1.

By resolution, the officers may direct that each officer or representative of the corporation be reimbursed for expenses actually incurred in attending each meeting or conducting business on the corporation's behalf. This provision shall not preclude any officers from serving the corporation in any capacity and receiving compensation for their services.

ARTICLE VIII

FISCAL YEAR

Section 1.

The fiscal year of the corporation shall be from October 1 to September 30.

ARTICLE IX

GENERAL POWERS OF THE CORPORATION

Section 1.

The corporation shall participate in actions and proceedings whether judicial, administrative, arbitratve or otherwise, in like cases as natural persons.

Section 2.

The corporation shall have a corporate seal, and shall alter such seal at the pleasure of the board, and to use it by causing it or a facsimile to be affixed or impressed or reproduced in any manner, except that it must say "corporate seal", the name of the corporation, and the date of incorporation.

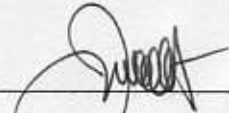
Section 3.

The corporation shall to receive and manage and/or otherwise expend any funds, including grants, loans, advances, contributions, gifts, and any other assistance which may be received, granted, given bequeathed, devised, endowed or in any manner received for the purpose and mission of MFMI.

ARTICLE X

AMENDMENTS


These bylaws may be amended, added to, altered or repealed or new bylaws may be adopted at any meeting of the corporation provided that a full accounting is conducted and reported to all members prior to any amended which may affect any or all of the financial provisions of these bylaws by an affirmative vote of a majority of the members of the corporation including the officers.



JOHN M. NIEDENTHAL
PRESIDENT

3.22.12

DATE



SUZANNE CHUTARO
VICE PRESIDENT

3/22/12

DATE



JUKULIUS NIEDENTHAL
SECRETARY/TREASURER

3/22/12

DATE


Elma L. Nea
Notary Public
(3/22/12)



My Commission Expires on the 11th day of Dec. 2012 4