

BYLAWS
OF
CABC USA, INC.

ARTICLE I
General

Section 1. Purposes of Corporation. The purposes of this Corporation shall be as set forth in the Articles of Incorporation of the Corporation. These Bylaws specify various matters affecting the operations and governance of the Corporation.

Section 2. Solicitation and Receipt of Gifts. The Corporation shall seek gifts, contributions, donations and bequests (herein generally called "gifts") for its purposes. While the Corporation specifically encourages unrestricted gifts whose principal and/or income therefrom may be used for the Corporation's purposes in the discretion of the Board of Directors of the Corporation, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these Bylaws and any other guidelines established by the Board of Directors for such restricted gifts.

Section 3. Control and Use of Gifts. Anything herein notwithstanding:

(a) The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Articles of Incorporation shall be within the exclusive power of the Board of Directors;

(b) In furtherance of the Corporation's purposes, the Board of Directors shall have power to make grants to any organization organized and operated exclusively for charitable, scientific, religious or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code;

(c) The Board of Directors shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the Board of Directors approves the request, shall authorize payment of such funds to the approved grantee;

(d) The Board of Directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board of Directors;

(e) The Board of Directors may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all of the purposes for which fund are requested;

(f) The Corporation shall refuse any gifts over which it may not exercise its discretion and control. The Corporation may however solicit gifts for any approved grant for an approved project or purpose; provided, however, the Board of Directors shall at all times have the right to withdraw approval of such grant and use the funds for other purposes expressed in the Articles of Incorporation.

ARTICLE II
Members

The Corporation shall have no members but shall be managed by its Board of Directors as set forth in Article III of these Bylaws.

ARTICLE III
Directors

Section 1. Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number; Election; Term.

(a) The number of Directors of this Corporation shall be as determined from time to time by the Directors by resolution, but shall not be less than three (3). Each Director shall hold office for a term of three (3) years or until such Director's successor shall have been duly elected or until such Director's death, resignation or removal. Directors may be re-elected to serve more than one (1) term in office. Directors need not be residents of the State of Wisconsin.

(b) Directors shall be elected or re-elected, as the case may be, by the Board of Directors of this Corporation by a 2/3rd majority vote at its annual meeting.

(c) A majority of the Directors shall at all times consist of individuals that are independent of Central Africa Baptist College & Seminary, Ltd., an institution organized under Chapter 388 of the laws of Zambia.

(d) A Director may be designated as a "non-voting" Director in which event such Director shall have all rights of a Director other than the right to vote. Such Director shall not be counted in determining a quorum.

Section 3. Qualifications. Directors shall be:

(a) dedicated Christians of like faith and practice who give evidence of deep spirituality and active love for the work of Christ and the spread of the Gospel.

(b) in full agreement with the doctrinal position as articulated in the articles of faith as approved by a 2/3rds majority vote of the Board of Directors. Each director must indicate his agreement by signing the statement of faith at the beginning of each term.

(c) in agreement and support of the purpose, mission, objectives, and philosophy of the Corporation as approved by a 2/3rds majority vote of the Board of Directors. Each director must indicate his continued support by signing the statement of affirmation at the beginning of each term.

(d) committed to advance the purposes and objectives of the Corporation among the constituents served by the Corporation, in ways appropriate to, and in harmony with, the philosophy and doctrine of the Corporation.

Section 4. Resignation. A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. Any individual Director may be removed from office with or without cause by the action of a 2/3rd majority of the Directors then in office. Notice of any meeting at which removal of a Director will be considered must be given at least seven (7) days before the meeting and must state that removal of a Director will be considered at the meeting.

Section 6. Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled at any time by a vote of a 2/3rd majority of the Directors then in office, even though less than a quorum. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill or until such Director's successor is elected and qualified, or until such Director's death, resignation or removal.

Section 7. Meetings.

(a) Annual Meeting. A regular meeting of the Board of Directors, designated as the annual meeting, shall be held each year at such time and place as may be designated by the Chairman or President of the Corporation, or by any Vice President if the Chairman and President are unable to act, for the election of officers and the transaction of such other business as may properly come before the meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of Directors in any year, the meeting, upon waiver of notice or upon due notice, may be held at a later date.

(b) Other Regular Meetings. Other regular meetings of the Board of Directors of the Corporation may be held with or without notice at such regularly recurring time and place as the Board of Directors may designate.

(c) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the Chairman or President of the Corporation, or if the Chairman and President are absent or are unable or refuses to act, by any Vice President or by a majority of Directors.

Section 8. Notices. Except as otherwise provided in these Bylaws, notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director by written notice delivered in person, by telegraph, facsimile, electronic mail, or other form of communication, or by private carrier, not more than sixty (60) days prior to the date of the meeting, but at least two (2) days before the time set for such meeting. Except as otherwise provided in these Bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting.

Section 9. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to

be included in a proper notice of the meeting, is signed by (a) each Director not present at the meeting and (b) each Director present at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

Section 10. Action Without Meeting. An action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action is signed by two-thirds of the Directors then in office, a majority of which must consist of individuals that are independent of Central Africa Baptist College & Seminary, Ltd. "Written consent" includes a communication transmitted or received by electronic means; "sign" includes executing an electronic signature, such as a member's insertion of his or her name in an electronically transmitted writing. Such action by written consent shall have the same force and effect as a vote of the Directors taken at a meeting. All Directors must be given written notice immediately of the text of the written consent and its effective date and time. The written consent shall be effective on the latest of the following: (a) the date it is signed by the required number of Directors; (b) the date specified in the written consent; (c) the tenth day after the day on which the required notice of the text of the consent is given to all Directors. A Director who does not sign or consent to the action taken by written consent shall not be liable for the action.

Section 11. Quorum; Action of Directors. A majority of the number of Directors fixed pursuant to the Articles of Incorporation or these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by law, the Articles of Incorporation or these Bylaws.

Section 12. Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 13. Organization. The Chairman of the Board of the Corporation, if there is one, or if there is not a Chairman of the Board, the President of the Corporation, or in the absence of the Chairman and the President, a chairman chosen by a majority of the Directors present, shall act as chairman at every meeting of the Board of Directors. The Secretary of the Corporation, or in the absence of the Secretary, any person appointed by the chairman of the meeting, shall act as Secretary of the meeting.

Section 14. Methods of Conducting Meetings. Directors may participate in any regular or special meeting or in any meeting of a committee of Directors by any means of communication by which either (1) all participating Directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. If a meeting is conducted through the use of one of the foregoing means, all participating Directors must be informed that a meeting is taking place at which official business may be transacted. A Director participating in such a meeting is deemed to be present in person at the meeting. If requested by any Director, minutes of the meeting shall be prepared and distributed to each Director.

Section 15. Compensation. Upon resolution of the Board of Directors, any one (1) or more Directors may receive reasonable compensation for their services as Directors and reimbursement of expenses in attending any meeting of the Board of Directors or in otherwise fulfilling their duties as Directors hereunder. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving reasonable compensation therefor.

Section 16. Committees.

(a) Standing or Temporary Advisory Committees Without Board Authority. The Board of Directors or the President may authorize, and appoint or remove members of (whether or not members of the Board of Directors), standing and/or temporary committees to consider appropriate matters, make reports to the President and/or Board of Directors, and fulfill such other advisory functions as may be designated. The designation of such standing and/or temporary committees, and the members thereof, shall be recorded in the minutes of the Board of Directors.

(b) Executive or Other Committees with Limited Board Authority. The Board of Directors may by appropriate resolution designate one (1) or more committees, each of which shall consist of three (3) or more Directors elected by the Board of Directors, which to the extent provided in said resolution or in these Bylaws, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Corporation, except action with respect to election of officers, the filling of vacancies in the Board of Directors, and the formation of and the filling of vacancies in committees with limited board authority pursuant to this subsection. The Board of Directors may elect one (1) or more Directors as alternate members of any such committee, who may take the place of any absent committee member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or any individual Director by law.

Section 17. Director Conflicts of Interest. The Board of Directors shall adopt a conflict of interest policy that complies with all requirements of the Internal Revenue Code of 1986, as amended, and the regulations thereunder. The following provisions govern the validity of certain contracts and transactions, pursuant to Wisconsin Statutes section 181.0831. No contract or other transaction between the Corporation and one (1) or more of its Directors or any other corporation, firm, association, or entity in which one (1) or more of its Directors are directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if (1) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (2) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE IV Officers

Section 1. Officers. The Corporation shall have a Chairman of the Board, President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers or assistant officers as the Directors may from time to time elect. Any two (2) or more of said offices may be held by the same person, except that the offices of President and Secretary and the offices of President and Vice President may not be held by the same person.

Section 2. Election. The officers of the Corporation shall be chosen annually by the Board of Directors by 2/3rd majority vote at its annual meeting, and each officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation or removal. Election or appointment as an officer shall not of itself create contract rights.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed from office by the action of the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Vacancies. A vacancy occurring in any office, for any reason, may be filled at any time for the unexpired portion of the term of said office by the Board of Directors.

Section 6. President. The President shall be the chief executive officer of the Corporation and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or as are prescribed in these Bylaws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. The President may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; provided, that neither the President nor any other officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes, acceptances, or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to Article V below of these Bylaws dealing with such matters. The President shall, whenever it may in the President's opinion be necessary, prescribe the duties of other officers and employees of the Corporation, in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board of Directors.

Section 7. Vice Presidents. In the absence or disability of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. If at any such time the Corporation has more than one Vice President, the duties and powers of the President shall pass to the Vice Presidents in order of their

rank as fixed by the Board of Directors, or if they are not so ranked, to the Vice President designated by the Board of Directors. The Vice Presidents shall have such other powers and perform such other duties as may be prescribed for them from time to time by the Board of Directors, or these Bylaws.

Section 8. Secretary. The Secretary shall:

(a) Certify and keep at the principal office of the Corporation the original or a copy of its Articles of Incorporation and Bylaws, as amended or otherwise altered to date.

(b) Keep at the principal office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings of the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the corporate records of the Corporation.

(e) See that the books, reports, statements and all other documents and records required by law are properly kept and filed.

(f) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall perform, or have performed under the Treasurer's direction, the following functions:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

(b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

(c) Render interim statements of the condition of the finances of the Corporation to the Board of Directors upon request, and render a full financial report at the annual meeting of the Board of Directors.

(d) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

(e) In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

Section 10. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors and shall have such further and other authority, responsibility and duties as may be granted to or imposed upon him or her by the Board of Directors.

Section 11. Compensation. The reasonable compensation of the officers, if any, shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a Director of the Corporation.

ARTICLE V
Instruments; Bank Accounts; Checks
and Drafts; Loans; Securities

Section 1. Execution of Instruments. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 2. Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, as the Board may deem expedient.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without counter-signature by the President or any Vice President or the Treasurer or any Assistant Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the President or, in the case of the President, as determined by the Board of Directors.

Section 5. Sale of Securities. The Board of Directors may authorize and empower any officer or officers to sell, assign, pledge or hypothecate any and all shares of stocks, bonds or

securities, or interest in stocks, bonds or securities, owned or held by the Corporation at any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser or purchasers, pledgee or pledgees, on behalf and in the name of the Corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by the Corporation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock. However, the Corporation shall not offer or sell any securities in violation of any State or Federal securities law registration or other requirement.

ARTICLE VI **Miscellaneous**

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on such date as shall be established by the Board of Directors.

Section 2. Corporate Seal. The Corporation does not have a corporate seal.

ARTICLE VII **Indemnification**

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by the Statute, indemnify each Director and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he is a Director or Officer of the Corporation. The Corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, board resolution, vote of members, the Statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against Liability and advancement of Expenses under this Section 1 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section 1. The term "Statute," as used in this Article, shall mean Sections 181.0871 through 181.0883 of the Wisconsin Nonstock Corporation Law and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Statute.

Section 2. Private Foundation Limitations. Notwithstanding the foregoing, no indemnification will be permitted to the extent such indemnification would constitute an act of "self-dealing" or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or is prohibited under Section 181.0320 of the Wisconsin Statutes or any similar successor provision thereto.

Section 3. Limited Liability of Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation ("Volunteer") shall be immune from liability to any person for damages, settlements, fees, fines,

penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 of the Wisconsin Nonstock Corporation Law or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.

ARTICLE VIII **Amendment**

These Bylaws may be amended or amended and restated by the Board of Directors; provided, that at least seven (7) days' written notice of any meeting at which an amendment will be considered must be given, and such notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and must contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. The amendment must be approved by a 2/3rd majority of the directors in office at the time the amendment is adopted.