

BY-LAWS
OF
CURE DYSTONIA NOW INC.

EIN: 45-5000038

ARTICLE I
MEMBERS

The corporation shall have no members.

ARTICLE II
PURPOSE OF CORPORATION

This Corporation is created and shall be operated exclusively for charitable, scientific, literary, or educational purposes, within the United States or any of its possessions under Section 501(c)(3) of the Code ("Charitable Purposes"). No part of the Corporate resources shall inure to the benefit of any private individual, and no part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. This Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization which is tax exempt or by an organization to which donations are deductible from taxable income to the extent allowed by the provisions of the Internal Revenue Code and other applicable legislation and regulations as they now exist or may hereafter be amended.

No part of the income or principal of the Corporation shall be used or applied for any purpose which, in the opinion of the Directors or their legal counsel, might reasonably result in denial of any tax exemption of this Corporation.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers and Number. The Board of Directors shall have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The number of Directors constituting the entire Board after the first annual meeting of the Board of Directors shall be three (3), but in no event shall the entire Board consist of less than three (3) Directors. Each Director shall be at least eighteen (18) years of age.

Section 2. Election and Term of Office. The initial directors shall be the persons named in the Certificate of Incorporation. The Directors shall hold office for one-year terms, and shall serve until the first annual meeting of the Board of Directors; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal; or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms. To become a Director, a person shall be nominated by a then existing Director and elected by a majority of the Board.

Section 3. Removal. Any Director may be removed at any time for cause by a vote of a majority of the entire Board at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors shall be held no less than one (1) time during the year. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors, the Chairperson of the Board, or the Executive Director (if any), in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 4. Resignation. Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or its Chairperson. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

Section 5. Vacancies and Newly Created Directorships. Any newly created directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve until the next annual meeting.

Section 6. Meetings. Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in the notice or waiver of notice thereof. The annual meeting of the Board shall be held in March of each year at a time and place fixed by the Board one (1) time during the year. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors, the Chairperson of the Board, or the Executive Director, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 7. Notice of Meetings. Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary), at

least seven days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by telegram or cablegram or given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting 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, prior thereto or at its commencement, the lack of notice to him or her. No notice need be given of any adjourned meeting.

Section 8. Quorum. Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these by-laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 9. Action by the Board. Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or the 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 Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 10. Compensation. No compensation shall be paid to Directors.

ARTICLE IV **OFFICERS, EMPLOYEES and AGENTS**

Section 1. Officers. The Officers of the Corporation shall be a Chairperson, a Secretary, a Treasurer, and such other Officers, including one or more Vice Chairpersons, as the Board of Directors may from time to time appoint. One person may hold more than one office in the Corporation except that no one person may hold the offices of Chairperson and Secretary. The Chairperson shall be a member of the Board of Directors. The other officers may, but need not, be members of the Board of Directors. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Election, Term of office and Removal. The Officers of the Corporation shall be elected for a one year term at the annual meeting of the Board of Directors

immediately following the election of Directors, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Any officer of the Corporation may be removed, with or without cause, by a vote of a majority of the entire Board.

Section 3. Other Agents and Employees. The Board of Directors may from time to time appoint such agents and employees as it shall deem necessary, each of whom shall hold office at the pleasure of the Board of Directors and shall have such authority, perform such duties, if any, as a majority of the Board of Directors may from time to time determine. No such other Officer or agent need be a Director of the Corporation. To the full extent allowed by law, the Board of Directors may delegate to any Officer or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

Section 4. Removal. Any Officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the entire Board of Directors.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

Section 6. Chairperson: Powers and Duties. The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall have general supervision over the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. He or she shall have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The Chairperson shall perform all the duties incident to the office of the Chairperson, and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 7. Vice Chairperson: Power and Duties. A Vice Chairperson shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the Chairperson, the Vice Chairperson(s), in the order designated by the Board of Directors, shall perform the duties of the Chairperson.

Section 8. Secretary: Powers and Duties of the Secretary. The Secretary shall keep the minutes of the Annual Meeting and all meetings of the Board of Directors in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of the Corporation, and shall perform all the duties customarily incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.

Section 9. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such

banks or depositories as the Board of Directors may designate. At the annual meeting and whenever else required by the Board of Directors, he or she shall render a statement of the Corporation's accounts. He or she shall at all reasonable times exhibit the Corporation's books and accounts to any Officer or Director of the Corporation, and shall perform all duties incident to the position of Treasurer, subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

Section 10. Compensation. Any Officer, employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Board of Directors, and only when so authorized.

ARTICLE V **COMMITTEES**

Section 1. Committees of the Board. The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive and other standing committees. The Chairperson of the Board of Directors shall appoint the Chairperson of each committee. Each committee so appointed shall consist of three or more directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

1. the filling of vacancies on the Board or on any committee;
2. the amendment or repeal of the by-laws or the adoption of new by-laws;
3. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
4. the fixing of compensation of the directors for serving on the Board or any committee.

Special Committees may be appointed by the Chairperson with the consent of the Board and shall have only the powers specifically delegated to them by the Board.

ARTICLE VI **USE OF FUND**

So much of the net income of the Corporation remaining after the payment of and provision for expenses properly chargeable to income, and any part or all of the principal of the Corporation, shall be distributed to Charitable Organizations, or used and applied

exclusively for Charitable Purposes, as the Directors shall in their uncontrolled discretion shall determine. Any income not distributed or so used and applied shall be accumulated and added at least annually to principal. Notwithstanding the foregoing, so much of the income of the Corporation shall be distributed each year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the "Code".

The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code., except as permitted in Section 501(h) of the Code.

ARTICLE VII
CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

ARTICLE VIII
OFFICE AND BOOKS

Section 1. Office. The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 2. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws, and all minutes of meetings of the Board of Directors.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE X
DISSOLUTION

In the event that the Board of Directors recognize it may not be possible to foresee future events which may require the Corporation to be dissolved, or circumstances under which it may not be feasible to continue the Corporation's existence. In such event, the Board of Directors, in its uncontrolled discretion, is authorized (but not required) to dissolve the Corporation, upon the unanimous vote of the Directors. Upon such termination, all remaining assets of the Corporation shall be delivered to one or more Charitable Organizations that are described in Section 170(b)(1)(A)(i) through (vi) of the Code.

ARTICLE XI
INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made or threatened to be made, a party to any action or proceeding by reason of the fact that their testator or intestate was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE XII
AMENDMENTS

These by-laws may be amended or repealed by the affirmative vote of the majority of the entire Board at any meeting of the Board of Directors or by unanimous written consent thereof.

THE FOREGOING DOCUMENT IS A TRUE AND ACCURATE COPY OF THE BY-LAWS OF CURE DYSTONIA NOW INC., DULY ADOPTED BY THE BOARD OF DIRECTORS AS OF APRIL 2, 2012.

MARC E. MILLER, Director

ROBIN MILLER, Director

SIDNEY MILLER, Director