BYLAWS

OF

MAPS PUBLIC BENEFIT CORPORATION

a Delaware Public Benefit Corporation
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ARTICLE I
PRINCIPAL OFFICE

The principal office of this corporation shall be located in Santa Cruz, California, until changed by vote of the Board of Directors. Such principal office may be located from time to time at any place within or without the State of Delaware as may be designated by the directors of the corporation. This corporation shall have and maintain at all times within the State of Delaware a registered office at such place as may be designated by the directors of the corporation.

ARTICLE II
STOCKHOLDER

Section 1. Stockholder. The Stockholder of this corporation shall be its founder, Multidisciplinary Association for Psychedelic Studies, Inc., a Florida not-for-profit corporation (the "Stockholder").

Section 2. Rights and Obligations of Stockholder. The Stockholder shall have the rights of stockholders to the fullest extent permitted under the General Corporation Law of the State of Delaware (the “DGCL”), except as set forth in and consistent with Subchapter XV (“Public Benefit Corporations”) of the DGCL and these Bylaws.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board, subject to the powers of the Stockholder as set forth in these Bylaws.

Section 2. Number of Directors. The number of directors shall be not less than two nor more than nine, with the exact number of authorized directors initially being fixed
by the incorporator(s) of the corporation. Thereafter, the exact number of authorized directors for this corporation shall be fixed from time to time by the Board.

Section 3. Election and Term of Office of Directors. Except for the initial directors, who shall be selected by the incorporator, the directors shall be elected annually by the Stockholder. Directors shall serve for a term of one year. Directors may serve an unlimited number of consecutive terms. Each director shall hold office until a successor has been elected and qualifies, or until he or she resigns or is removed.

Section 4. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the Stockholder for the unexpired portion of the term.

Section 5. Resignation and Removal. Resignations shall be effective upon receipt in writing by the President, Secretary, or Board of this corporation, unless a later effective date is specified in the resignation. The Stockholder may remove any director at any time, with or without cause.

Section 6. Annual Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings of the Board shall be called by the President. All annual meetings shall be noticed in accordance with Section 8.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President or any two directors. All special meetings shall be noticed in accordance with Section 8.

Section 8. Notice. Notice of the annual meeting and any special meetings of the Board of Directors not fixed by a standing resolution of the Board shall be given to each director at least four business days before any such meeting by first-class mail or at least twenty-four hours if given personally, by telephone, telegraph, facsimile transmission, or electronic mail if an acknowledgement of such electronic mail is timely received by electronic mail by the person giving notice. Each notice shall state the date, place, and time of the meeting, and, in the case of a special meeting, the purposes for which it is called.

Section 9. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.
Section 10. **Quorum.** A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one. 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 except as otherwise provided in these Bylaws or in the Delaware General Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Each director shall be entitled to one vote.

Section 11. **Action Without a Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all directors shall individually or collectively consent to such action in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of the proceedings of the Board. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Such written consents shall have the same force and effect as the unanimous vote of such directors at a duly called and noticed meeting.

Section 12. **Telephone Meetings.** Directors may participate in a meeting through use of conference telephones or communications equipment as long as all directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 13. **Adjournments.** If less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned by a majority vote of those directors present without any notice other than by announcement at the meeting. Any meeting at which a quorum is present may also be adjourned, in like manner, for such time, or upon such call, as may be determined by vote.

Section 14. **Director Duties.**

(a) The Board of Directors shall manage or direct the business and affairs of this corporation in a manner that balances the pecuniary interests of the Stockholder, the best interests of those materially affected by this corporation's conduct, and the specific public benefits identified in its Certificate of Incorporation.

(b) A director shall not, by virtue of the public benefit provisions or Section 362(a) of the DGCL, have any duty to any person on account of any interest of such person in the public benefits identified in the Certificate of Incorporation or on account of any interest materially affected by this corporation's conduct and, with respect to a decision implicating the balance requirement in subsection (a) of this Section 14, will be deemed to satisfy such director's fiduciary duties to the Stockholder and this corporation if such director's decision is both informed and disinterested and not such that no person of ordinary, sound judgment would approve.
Section 15. Inspection. Any director shall have the right to inspect and copy all books, records, and documents of this corporation for a purpose reasonably related to the director’s position as director.

Section 16. Compensation. The Board of Directors shall not authorize any payment to a director of a fee for services and expenses as a director and for attending meetings of the Board and Board Committees; provided, however, that directors shall be entitled to reimbursement of reasonable expenses incurred on behalf of the corporation.

ARTICLE IV
COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of one or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be made by any method determined by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

(a) approve or adopt any action or matter expressly required by Chapter I of the Delaware General Corporation Law to be submitted to the Stockholder for approval; or

(b) adopt, amend or repeal any Bylaw of the corporation; or

(c) adopt amendments to the Certificate of Incorporation of this corporation.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. Such Advisory Committees may also be referred to as Advisory Councils or Advisory Boards. The members of any such Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.
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B. Of Advisory Committees. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE V
OFFICERS

Section 1. Officers. The officers of this corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person.

Section 2. Election and Term of Office of Officers. The officers of this corporation shall be elected at the annual meeting of the Board for a term of one year (or such other term as the Board may specify in so electing an officer), and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Any officer may be removed with or without cause by the Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President, Secretary, or Board of this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled by the Board of Directors for the remainder of the unexpired term.

Section 6. President. The President shall be the Chief Executive Officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The President shall preside at all meetings of the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of President of the corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the
minute books of this corporation and such other corporate records as may be required by law, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Secretary shall supervise the keeping of a copy of the Articles of Incorporation and a copy of these Bylaws at this corporation's registered office as provided in Article I of these Bylaws.

Section 8. Treasurer. The Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VI
INTERESTED DIRECTOR OR OFFICER TRANSACTIONS

Section 1. Voidability of Transactions. No contract or transaction between this corporation and one or more of its directors or officers, or between this corporation and any other entity in which one or more of its directors or officers, are directors or officers, or have a financial interest, shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee which authorizes the contract or transaction, or solely because any such director's or officer's votes are counted for such purpose, so long as:

(a) The material facts as to the director's or officer's relationship or interest, and as to the contract or transaction, are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors be less than a quorum, or

(b) The contract or transaction is fair to the corporation as of the time it is authorized, approved or ratified by the Board of Directors or committee.

Section 2. Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE VII
INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by Section 145 of the Delaware General Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 145. For purposes of this Article, "agent" shall include directors, officers, employees, other agents, and persons formerly occupying such positions, either for this corporation or, at the request of
this corporation, for another corporation, partnership, joint venture, trust or other enterprise (whether for profit or not for profit); "proceeding" shall include any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation); and "expenses" shall include attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such agent.

Section 2. Approval Procedures. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits the Board shall promptly authorize indemnification in accordance with Section 145(c) of the Delaware General Corporation Law. Otherwise, the Board shall promptly determine, in accordance with procedure set forth in Section 145(d), whether, in the specific case, the agent has acted in good faith and in a manner the agent reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding had no reasonable cause to believe that his or her conduct was unlawful, thereby meeting the applicable standard of conduct stated in Section 145(a). If the agent has been adjudicated to be liable, the Board shall determine whether, pursuant to Section 145(b), the court with jurisdiction of the matter has nonetheless deemed indemnity of the agent for such expenses to be proper in view of all the circumstances of the case. Upon a finding by the Board that the necessary standard as set forth above has been met, the Board may authorize indemnification to the extent permitted by Section 145(a) or 145(b), as the case may be.

Section 3. Advancing Expenses. The Board of Directors shall authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the agent submits a written undertaking satisfactory to the Board to repay the advance if it is ultimately determined that the agent is not entitled to indemnification for the expenses under this Article.

Section 4. Scope of Application. The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof. Any indemnification and advancement provided by this Article shall, unless otherwise provided when authorized or ratified, inure to the benefits of the heirs, executors and administrators of the agents of this corporation.

Section 5. Nonexclusivity. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, employee, or agent may be entitled under any Bylaw, agreement, vote of the disinterested members or directors or otherwise, and shall not restrict the power of this corporation to make any indemnification permitted by law.

Section 6. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such
insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE VIII
PUBLIC BENEFIT CORPORATION

Section 1. Report to the Stockholder. This corporation shall no less than biennially provide to the Stockholder a statement as to this corporation's promotion of the public benefits identified in the Certificate of Incorporation and of the best interests of those materially affected by this corporation's conduct. The statement shall include:

(a) The objectives the board of directors has established to promote such public benefit or public benefits and interests;

(b) The standards the Board of Directors has adopted to measure this corporation's progress in promoting such public benefit or public benefits and interests;

(c) Objective factual information based on those standards regarding this corporation's success in meeting the objectives for promoting such public benefit or public benefits and interests; and

(d) An assessment of this corporation's success in meeting the objectives and promoting such public benefit or public benefits and interests.

Section 2. Stock Certificates. Unless the Board of Directors has provided by resolution that some or all of any or all classes or series of stock of this corporation shall be uncertificated shares, each stockholder shall be entitled to a certificate of stock of this corporation in such form as may from time to time be prescribed by the Board of Directors. Such certificate shall be signed by the President and by the Treasurer or the Secretary. Such signatures may be delivered by facsimile or electronic transmission. Notwithstanding the foregoing, every certificate of stock issued by this corporation shall bear the following legend:

THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY APPLICABLE STATE SECURITIES LAWS. THE SHARES REPRESENTED BY THIS CERTIFICATE MAY NOT BE TRANSFERRED, SOLD, OR ASSIGNED UNLESS SO REGISTERED, OR UNLESS AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. TRANSFER OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS SUBJECT TO THE RESTRICTIONS IN THE CORPORATION'S BYLAWS.

THIS ENTITY IS A PUBLIC BENEFIT CORPORATION FORMED PURSUANT TO SUBCHAPTER XV OF THE DELAWARE GENERAL
CORPORATION LAW (CHAPTER 1 OF TITLE 8 OF THE DELAWARE CODE).

ARTICLE IX
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on May 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed, by one of the President, Secretary or Treasurer or such other person on whom the Board of Directors may confer such authority from time to time.

Section 3. Amendments. The vote of a majority of the Directors then in office, and the approval of the Stockholder, shall be required to adopt a Bylaw amendment.

Section 4. Governing Law. The governance, investment, and other provisions of these Bylaws shall be construed and interpreted in accordance with the laws of the State of Delaware as amended from time to time.
CERTIFICATE OF SECRETARY

I, Allen Hopper, certify that I am presently the duly elected and acting Secretary of MAPS Public Benefit Corporation, a Delaware public benefit corporation, and that the above Bylaws, consisting of nine pages, are the Bylaws of this corporation as adopted by Action of Sole Incorporator on December 19, 2014.

DATED: 12/19/14

Allen Hopper, Secretary