

AMENDED AND RESTATED
BYLAWS OF THE
COLLIER COUNTY AUDUBON SOCIETY, INC.

Amended and Restated December 6, 2016

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ARTICLE 1
Name, Seal, and Offices

- 1.1 Name.** The name of this corporation is **COLLIER COUNTY AUDUBON SOCIETY, INC.** (hereinafter referred to as the “Corporation”).

The Corporation owns the name and is Doing Business As (DBA) Audubon of the Western Everglades.

- 1.2 Offices.**

The Principal Office of the Corporation shall be located at 1020 8th Avenue South, Suite 2, Naples, Florida 34102.

The registered office of the Corporation shall be located at 1020 8th Avenue South, Suite 2, Naples, Florida 34102.

The Corporation also may have offices at such other places as the Board of Directors from time to time may appoint or the purposes of the Corporation may require.

ARTICLE 2
Guiding Principles

- 2.1 Purpose.** The Corporation is organized exclusively for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code (“Code”).

The Corporation is a self-governing organization associated with Audubon of Florida and National Audubon Society.

The primary purpose of the Corporation is to defend southwest Florida’s natural resources and wildlife.

The purposes of the Corporation may be modified from time to time by the Board of Directors, provided any modification in purpose shall also be a charitable, educational or scientific purpose. Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in

the furtherance of the purposes of this corporation. The Corporation shall not engage in any unrelated income generating activities of any kind.

2.2 Fund-Raising and Administrative Expenses. The Board of Directors of the Corporation at all times shall be cognizant of the portion of grants received by potential recipients of the Corporation's funds that are spent by such potential recipients on expenses related to fund-raising and administration. To the extent that the Corporation makes grants to other organizations rather than carrying on its own programs, the Board of Directors of the Corporation shall give preference to organizations that minimize their fund-raising and administrative expenses.

2.3 Dissolution. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to or for the benefit of one or more Public Charities to carry out or support exempt purposes within the meaning of §501(c)(3) of the Code which are similar in purpose and scope to those of the Corporation as the Board of Directors by majority vote may direct. In the event the Board is unable to decide on the charities to be the recipients or cannot agree to fully distribute the assets, the assets of the Corporation shall be distributed to Corkscrew Swamp Sanctuary, if that entity or organization is exempt from federal income taxation under §170(c) or if not, any such assets not so disposed of, shall be disposed of by a Florida court of competent jurisdiction in Collier County to a 501 (c)(3) organization whose purpose most closely aligns with that of the Corporation.

ARTICLE 3 **Membership**

The categories and classes of membership in the Corporation shall be established by the Board. Membership confers no ownership rights or interests in the residual assets of the Corporation. There may be voting and non-voting classes. Voting rights are established for each class of membership by the Board with the consent of the Membership.

3.1 Three categories of voting membership in Collier County Audubon Society are presently available.

1. Chapter Membership Only: Under this category of membership all dues are retained by the chapter to support its local activities. Chapter Members shall be voting members.

National Membership: This category qualifies the member for publications not offered under the Chapter-only membership and automatically confers membership in Collier County Audubon Society to those residing in the area and assigned to CCAS by National Audubon Society. National members who meet this criterion shall be voting members.

2. Business Membership: Corporations, limited liability companies, partnerships, foundations, benefit corporations, charitable corporations and trusts may join Collier County Audubon Society. The board shall set the minimum dues for this category of membership. In addition to receiving information on Collier Audubon activities, certain other benefits such as special lectures by Collier Audubon staff may be made available. The Business member shall be a voting member and shall have one (1) vote.

Dues for categories 1 and 3 will be periodically revised and established by the Board of Directors of Collier County Audubon Society.

3.2 The Corporation shall have a single class of non-voting members

3. Honorary and Emeritus Members. The Board alone or the board on the petition of a majority of the voting members of the Corporation may appoint or remove Honorary or emeritus membership status to such person(s) or organization(s) who have demonstrated extraordinary dedication and/or accomplishment in carrying out the mission and purposes of the Corporation and/or Audubon.

ARTICLE 4
Board of Directors

4.1 Generally. All power and authority of the Corporation shall be vested exclusively in the Board of Directors, which shall manage and direct the affairs of the Corporation. The members of the Board of Directors shall be referred to as “director(s)”. The Board of Directors, by general resolution, may delegate to committees of its own directors or to officers of the Corporation such powers as in its discretion may be in the interests and furtherance of the good governance of the Corporation.

4.2 Number and Qualification. The number of directors of the Corporation shall be determined and may be increased or decreased from time to time by the Board of Directors with the Consent of the voting Members, but in no event shall there be fewer than Three (3) directors or more than Thirteen (13). Each director in office shall continue to serve until his or her term expires, or until his or her resignation or removal. Directors shall be 18 years of age or older but need not be residents of the State of Florida.

4.3 Election of Directors; Term of Office.

4.3.1 Nominations for the position of director will be solicited by the Board or by a nominating committee consisting of no more than (3) Board Members alone or no more than three (3) Board Members and voting Members. The Board shall establish the criteria and requirements for Board suitability and membership.

4.3.2 Those persons considered as meeting the criteria for position of director by the Board or Nominating Committee shall be presented to the full Board. The Board shall determine the qualifications of the persons nominated by the Board or the Nominating Committee. Those

persons so approved by at least two-thirds of all existing board members will serve on an interim basis until their formal election at the annual meeting of the Membership.

4.3.3 Those persons elected by at least two-thirds of votes cast in person or by proxy by the voting members of CCAS at the Annual Meeting of the Membership will serve as directors for a term of two years commencing immediately after election. A board member's term begins officially at the annual meeting when the election of officers takes place, not when the appointment is made to fill a vacancy. A director may stand for election for an unlimited number of terms if approved to run by the Board. Members may request proxy ballots to be mailed or e-mailed at least 48 hours prior to the election at the annual meeting.

4.4 **Resignation.** Any director may resign at any time by giving written or email notice of such resignation to the Board of Directors.

4.5 **Removal.** Any Director may be removed from office with or without cause by the affirmative vote of a majority of the Board of Directors, provided that there are more than three (3) directors in office at the time of the vote to remove. If there are only three directors, at the time of the vote to remove, a new director shall be elected and installed prior to the removal of the director.

4.6 **Vacancies.** Except as provided in section 4.5 above, any vacancy in the Board of Directors occurring during any term of office, including a vacancy created by an increase in the number of directors made by the Board of Directors or the removal of a Director, may be filled at a regular or special meeting of the Board of Directors called for such purpose. At least two-thirds of the existing directors must vote in favor of the nominee in order to fill such a vacancy.

Any director elected as the result of a vacancy shall hold office on an interim basis until a vote is taken at the next annual meeting of the Membership or until the election and qualification of his or her successor. A vacancy that will occur at specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs. However, the new director may not take office until the vacancy occurs.

4.7 **Annual Meetings.** The annual meeting of the Board of Directors shall be held each year at the location, date and/or time as may be fixed by the Board, for the purpose of organization, election of officers and directors, and the transaction of other business.

4.8. **Regular and Special Meetings.** Regular meetings of the Board of Directors may be held at such times and place or places as determined by the Board. Special meetings of the Board of Directors may be called by at least one-half of the members of the Board of Directors. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, any business may be transacted at any directors' meeting.

4.9. **Notice of Meetings.** Notice of the time, place and purposes of the annual meeting shall be given to each director not less than Ten (10) days before the date thereof. Notice of all special meetings of the Board of Directors, except as otherwise provided, shall be given to each director not less than five nor more than Fifteen (15) days before the date thereof. Regular meetings of the Board of Directors, held pursuant to a schedule previously adopted by the Board of Directors and made known to all directors, may be held without additional notice. Notice of

any meeting may be waived by any director. At any meeting at which every director shall be present, even though without any notice or waiver, any business may be transacted.

4.10. Method of Giving Notice. Notices shall be deemed given immediately upon personal delivery, five days following the date of dispatch, postage prepaid, via United States registered or certified mail, return receipt requested, on the next business day following the date of dispatch, delivery charges prepaid, via United States Express Mail, Federal Express Priority Service or other reputable overnight delivery service, or on the date of transmission via telephone electronic facsimile (“fax”), provided that written confirmation of completed transmission is received electronically. Notices that are given by mail, overnight delivery service, email, or fax shall be deemed received hereunder only if addressed to the director at the last address, email, or fax number, as the case may be, that the director shall have provided in writing to the Secretary of the Corporation for receipt of notices.

4.11. Chairperson. At all meetings of the Board of Directors, the President of the Board, any Vice President, or in their absence a chairperson chosen by the directors present, shall preside.

4.12. Voting By Directors. In all votes of the Board of Directors, each director shall be entitled to cast one (1) vote.

4.13. Quorum. At all meetings of the Board of Directors, a majority of the filled positions of directors and interim directors present is necessary to conduct business. On any issues that require action between board meetings, all board members shall be polled via telephone or email before the final vote is tallied.

4.14. Electronic Presence at a Meeting. Any or all directors may participate in any annual, regular or special meeting of the Board of Directors by, or conduct the meeting through the use of, any means of communication which allows all participating directors to hear each other simultaneously during the meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

4.15. Compensation. Directors shall not receive any stated salary for their services, but by resolution of the Board a fixed reasonable sum for expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services. Payments to directors under this Section 4.15, if not excessive, shall not be deemed to violate the prohibition set forth in Subsection 12.1 hereof; however, the restrictions set forth in Section 12 hereof shall apply to any determination by the Board of Directors as to the making of such payments.

4.16 Director conflicts of interest.

(1) No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, 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 her or their votes are counted for such purpose, if:

(a) 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;

(b) The fact of such relationship or interest is disclosed or known to the board of directors entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, or a committee.

(2) For purposes of paragraph (1)(a) only, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors, or on the committee, who have no relationship or interest in the transaction described in subsection (1), but a transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors who have no relationship or interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director having a relationship or interest in the transaction does not affect the validity of any action taken under paragraph (1)(a) if the transaction is otherwise authorized, approved, or ratified as provided in subsection (1), but such presence or vote of such a director may be counted for purposes of determining whether the transaction is approved under other sections of this chapter.

(3) For purposes of paragraph (1)(b), a conflict-of-interest transaction is authorized, approved, or ratified if it receives the vote of a majority in interest of the board of directors entitled to vote under this subsection. A director who has a relationship or interest in the transaction described in subsection (1) may not vote to determine whether to authorize, approve, or ratify a conflict-of-interest transaction under paragraph (1)(b). However, the vote of that director is counted in determining whether the transaction is approved under other sections of this chapter. A majority in interest of the directors entitled to vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section. As used in this subsection, the term “majority in interest” refers to a majority of the voting shares or other voting units allotted to the directors.

ARTICLE 5

Officers

5.1. Number and Titles. The officers of the Corporation shall be the President, Secretary, Treasurer and such other officers, including any number of Vice Presidents, with such titles, powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any combination of offices may be held by the same person, except that the President shall not hold any office that has the title of Vice President.

5.2. Election, Term of Office, and Qualifications. The officers shall be elected by at least two-thirds of all existing members of the Board of Directors and serve on an interim basis until their formal election by at least two-thirds of the general membership at the annual meeting of the Society. Members not able to vote in person will be mailed or emailed a proxy ballot, upon request. Officers will be elected for a 2 year term, and assume their duties immediately following the close of the annual membership meeting.

5.3. Vacancies. In the event that any office of the Corporation shall become vacant by death, resignation, retirement, disqualification, or any other cause, at least two-thirds of the directors then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of his or her successor. An officer so elected by the Board will serve on an interim basis until confirmed by at least two-thirds of the members at the next annual membership meeting.

5.4. President. The President shall preside at all meetings of the Board of Directors. He or she shall have general charge and supervision of the business affairs of the Corporation, subject to the direction of the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

5.5. Vice Presidents. Each Vice President shall have such powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him or her by the Board of Directors. The first Vice President shall, in the absence or inability of the President, perform the duties of the President.

5.6. Secretary/Assistant Secretary. The Secretary shall have charge of books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal, if such exists. He or she shall attend, or cause to be attended, and keep, or cause to be kept, the minutes of all the meetings of the Board of Directors and committees having the delegated authority of the Board of Directors, and he or she shall be responsible for the Corporation's compliance with all requirements under Section 8.1 of these Bylaws relating to such minutes and to the keeping of other corporate records and documents other than accounting records and financial statements. He or she may sign with the President or an authorized Vice President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he or she may affix the seal of the Corporation. He or she shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

Each Assistant Secretary shall have such duties as the Board of Directors shall direct from time to time.

5.7. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. He or she may be required to give bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board of Directors may require. He or she shall be responsible for managing the funds of the Corporation and for creating and managing a yearly

budget for the Corporation. He or she may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such banks or depositories as the Board of Directors may designate. He or she shall sign all receipts and vouchers. He or she shall make such payments as may be necessary on behalf of the Corporation. He or she shall enter regularly on the books of the Corporation to be kept by him or her for that purpose full and accurate account of all moneys and obligations received and paid or incurred by him or her for or on account of the Corporation. He or she shall be responsible for the Corporation's compliance with all requirements under Section 9.3 of these Bylaws relating to such books and records of account and to the keeping of financial statements of the Corporation. He or she shall exhibit such books at all reasonable times to any director on application at the offices of the Corporation, and he or she shall submit the books and records of the Corporation for annual review by the Board of Directors. He or she shall perform, in general, all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

The Treasurer shall submit a report of the financial condition at the annual meeting of members. In case the Treasurer is, for any reason, unable to sign checks or drafts of the Society, then the President or Vice President may do so.

5.8. Compensation. No Officer shall receive compensation for services rendered to or on behalf of the Corporation. This provision of the By-laws may not be changed without an affirmative vote of two-thirds of the Directors. In the event that compensation of one or more officers is permitted, the salaries of such officer(s) shall be fixed by the Board of Directors and shall be reasonable in amount. The fact that any officer is a director of the Corporation or a member of one or more committees of directors, shall not preclude his or her receiving a salary or voting on the resolution providing for the same. Payments to officers under this Section 5.8, if not excessive, shall not be deemed to violate the prohibition set forth in Subsection 12.1 hereof; however, the restrictions set forth in Section 12 hereof shall apply to any determination by the Board of Directors as to the making of such payments.

5.9. Removal. Any officer may be removed from office by the affirmative vote of directors entitled to cast a majority of all of the votes that may be cast at any regular or special meeting called for that purpose, with or without cause. Any officer proposed to be removed shall be entitled to at least five days notice in writing, by any method described in Section 4.10 hereof, of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. If the officer proposed to be removed is also a director, then the presence or absence of such director shall not be taken into account for the purpose of determining whether a quorum is present, and such director shall not be entitled to cast a vote on the question of his or her removal from office.

ARTICLE 6 **Committees**

6.1. Committees of the Board of Directors. The Board of Directors may establish one or more committees of the Board of Directors, each of which shall include at least one Director. To the extent provided by such resolution, such committees shall have and may

exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that the designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Directors, or any director individually, of any responsibility imposed upon it, him or her by law, the Articles of Incorporation or these Bylaws. Notwithstanding the foregoing, no committee shall have or be permitted to exercise the authority of the Board of Directors with respect to the election or removal of directors, adoption, amendment, or repeal of the Articles of Incorporation or these Bylaws, the dissolution of the Corporation or the disposition of substantially all of the assets of the Corporation. Any member of any such committee may be removed by the Board of Directors whenever, in the judgment of the Board of Directors, the interests of the Corporation would be served best by such removal.

6.2. Advisory Committees. Advisory committees not having and exercising the managerial authority of the Board of Directors may be established by resolution duly adopted by the Board of Directors. Membership of such committees shall not be limited to directors of the Corporation. Except as otherwise may be provided by resolution, members of such committees shall be appointed by the President. Any member of any such committee may be removed by the person or persons authorized to appoint such member whenever, in the judgment of such appointing person or persons, the interests of the Corporation would be served best by such removal.

6.3. Terms of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless such committee shall be abolished sooner or unless such committee member shall resign, be removed, or cease to qualify as a member thereof.

6.4. Chairperson. One member of each committee shall be designated as chairperson by the person or persons authorized to appoint the members of the committee.

6.5. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his or her predecessor.

6.6. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with these Bylaws. The rules set forth in Section 4.13 of these Bylaws regarding electronic presence at meetings of the Board of Directors shall be applicable to committees of the Board of Directors.

6.7. Compensation. The members of any committee shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have the discretion to contract for and to pay to any member of a committee rendering unusual or exceptional services to the Corporation. Such special compensation shall be appropriate to the value of such services. Payments to members of committees under this Section 6.7, if not excessive, shall not be deemed to violate the prohibition set forth in Subsection 12.1 hereof; however, the restrictions set forth in

Section 12 hereof shall apply to any determination by the Board of Directors as to the making of such payments.

ARTICLE 7

Agents and Representatives

The Board of Directors may appoint agents and representatives of the Corporation with powers and to perform acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized by law.

ARTICLE 8

Books, Records and Reports

8.1. Books and Records. In compliance with Section 617.1601 of Florida Statutes, as amended, or any successor thereto, the Corporation shall keep as permanent records (i) accurate accounting records and (ii) minutes of all meetings of the Board of Directors and committees having any of the authority of the Board of Directors and a record of all actions taken by the members, the Board of Directors or any such committee without a meeting for the past 3 years. Additionally, the Corporation shall keep (i) a copy of the Articles of Incorporation and these Bylaws and any amendments thereto, (ii) a list of the names and business street, or home, if there is no business street, addresses of its current directors and officers, (iii) written communication to all directors generally or all members of a class within the past 3 years, and (iv) its most recent annual report delivered to the Florida Department of State under §617.1622 of Florida Statutes. All records of the Corporation described in this Section 8.1 shall be kept in written form or in another form capable of conversion into written form within a reasonable time and shall be made available upon reasonable notice at the Corporation's principal office for inspection by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

8.2. Annual Reports. The Corporation properly shall file each year during the period prescribed by §617.1622 of Florida Statutes, as amended, or any successor thereto, an annual report that is in full compliance with said statute and any requirements lawfully imposed by the Florida Department of State or the successor thereto. In addition, the Corporation shall file such federal and state income tax or information reporting returns as may be prescribed by law.

ARTICLE 9

Contracts, Deposits, Checks and Contributions

9.1. Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, employee, agent or representative shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it financially liable for any purpose or to any amount.

9.2. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories or, pursuant to

Article 9 hereof, invested from time to time for on behalf of the Corporation, as the Board of Directors may elect.

9.3. Checks, Drafts, Orders for Payment. All checks, drafts or orders for the payment of money, notes, 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 the Board of Directors from time to time shall determine by resolution. In the absence of such determination, such instruments shall require the signatures of both the President and the Treasurer of the Corporation.

9.4. Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever, for the purposes of the Corporation (subject to Section 12 hereof).

ARTICLE 10

Voting Upon Shares of Other Corporations

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares that, as the owner, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE 11

Fiscal Year

The fiscal year of the Corporation shall be July 1-June 30.

ARTICLE 12

Prohibited Acts

12.1 Sharing in Corporate Earnings. No director, officer, employee, agent, representative or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment (subject to Section 12 hereof) to any such person of such reasonable compensation as shall be fixed by the Board of Directors for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

12.2 Self-Dealing.

(a) No disqualified person (as defined in Subsection 12.2(b) hereof) shall enter into or be interested, directly or indirectly, in any transaction, contract or business relationship with the Corporation or relating or incidental to operations of the Corporation, nor shall any disqualified person receive from or contribute to the Corporation, directly or indirectly,

any goods, services, facilities, compensation, expenses, funds or other property unless such transaction, contract, business relationship, receipt or contribution shall be excluded from the definition of “self-dealing” set forth in Section 4941(d) of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended.

(b) For purposes of this Section 12, the term “disqualified person” shall mean any (i) director, officer or manager of the Corporation, (ii) substantial contributor to the Corporation (as defined in Section 507(d)(2) of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended), (iii) spouse, lineal ancestor, lineal descendant or spouse of a lineal descendant of any person described in item (i) or (ii) of this sentence, (iv) owner of a twenty percent (20%) or greater interest in any substantial contributor to the Corporation, or (v) corporation, partnership or trust or estate in which the persons described in items (i), (ii), (iii), and (iv) of this sentence in the aggregate have greater than a thirty-five percent (35%) voting, ownership or beneficial interest.

(c) Any contract, transaction, or act on behalf of the Corporation in a matter in which any one or more directors or officers is interested personally, if not prohibited by Subsection 12.2 hereof, shall be at arm’s length and not violating the proscriptions in the Articles of Incorporation against the Corporation’s use or application of its funds for private benefit; no contract, transaction, or act shall be entered into on behalf of the Corporation that would result in the denial of the tax exemption under any section of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, including without limitation Sections 501 and 507 thereof; and no contract, transaction or other act described in §617.0832 of Florida Statutes, as amended, or any successor thereto, shall be entered into by the Corporation unless such contract, transaction or other act is characterized under said statutes as being not void or voidable. In no event, however, shall any person or other entity dealing with the directors or officers of the Corporation be obligated to inquire into the authority of the directors officers to enter into and consummate any contract, transaction, or other action.

ARTICLE 13

Investments

13.1 Management of Investments. Funds, securities and other property of the Corporation may be invested and reinvested under the direct management of the Board of Directors, such officers of the Corporation as may designated by the Board of Directors, or such investment managers and/or brokers as the Board of Directors, in the exercise of its judgment, may engage for such purpose; provided that such persons follow the guidance of Florida Statutes §617.2104 entitled the Florida Uniform Prudent Management of Institutional Funds Act. The Board of Directors may authorize any such investment manager or broker engaged by the Board of Directors for such purpose to exercise such discretion as the Board of Directors shall determine, in the exercise of its judgment, to be in the best interests of the Corporation; provided, however, that in all such instances, the Board of Directors clearly and specifically shall instruct such investment manager or broker as to the extent and limitations of the discretion so authorized and shall require such investment manager to broker to make regular reports to the Board of Directors as to its investment policies, transactions on behalf of the Corporation and the results thereof.

13.2 Permissible Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments that a director may be permitted by law to make or any similar restriction; provided, however, that (i) no action shall be taken by or on behalf of the Corporation if such action would result in the denial of the tax exemption under any section or sections of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, including without limitation Sections 501 and 507, and (ii) the Corporation shall not hold any investments that constitute excess business holdings, as defined in Section 4943 of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended, or that jeopardize or may be deemed to jeopardize the carrying out of any of the Corporation's exempt purposes, as set forth in Section 4944 of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended.

ARTICLE 14 **Exempt Activities**

Notwithstanding any other provision of these Bylaws, no director, officer, employee, agent or representative of this Corporation shall take any action or carry on any activity on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of such Code and Regulations as they now exist or as they may be amended.

ARTICLE 15 **Indemnification**

Subject to Section 12.2 of these Bylaws, the Corporation shall indemnify and advance expenses on behalf of its directors and officers to the fullest extent permitted under Section 617.0831 of Florida Statutes, as amended, or any successor thereto. Said indemnification shall extend to any and all liabilities of the directors and officers arising from their relationships with the Corporation in any and all capacities, provided that no indemnification constitutes self-dealing, as defined in Section 4941(d) of the Internal Revenue Code and its regulations, as they now exist or as they may be amended. Subject to Section 12.2 of these Bylaws, by resolution duly adopted, the Board of Directors may authorize the Corporation to (i) indemnify any or all of its employees and agents who are not directors to any extent that the Board of Directors may determine, up to and including the fullest extent permitted under Section 617.0831 of Florida Statutes, as amended, or any successor statute.

An officer or director of a nonprofit organization recognized under s. 501(c)(3) is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, unless:

- (a) The officer or director breached or failed to perform his or her duties as an officer or director; and

(b) The officer's or director's breach of, or failure to perform, his or her duties constitutes:

1. A violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;
2. A transaction from which the officer or director derived an improper personal benefit, directly or indirectly; or
3. Recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

For the purposes of this section, the term:

(a) "Recklessness" means the acting, or omission to act, in conscious disregard of a risk:

1. Known, or so obvious that it should have been known, to the officer or director; and
2. Known to the officer or director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

(b) "Director" means a person who serves as a director, trustee, or member of the governing board of an organization.

(c) "Officer" means a person who serves as an officer without compensation except reimbursement for actual expenses incurred or to be incurred.

ARTICLE 16 **Amendments**

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, only as provided in the Corporation's Articles of Incorporation.

These Bylaws were Amended and Restated by a _____ vote at the annual meeting held on the ____ day of December, 2016.

Secretary of the Corporation

By: _____

Name:

Secretary