

BYLAWS
OF
TORCHBEARERS FOUNDATION

ARTICLE I: NAME

The name of the Corporation shall be Torchbearers Foundation Inc, hereinafter referred to as the "Corporation".

ARTICLE II: OFFICES

Section 2.01. The Principal Executive Office. The principal executive office of the corporation shall be located at P.O. Box 450635 Sunrise, FL 33345-0635. Any change to the location of this office shall be noted on these Bylaws by the Secretary, opposite this section, or this section may be amended to state the new location. The Board of Directors may change the location of this office.

Section 2.02. Other Offices. Other offices may at any time be established at any place or places specified by the Board of Directors.

ARTICLE III: PURPOSE

This corporation is organized completely for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any subsequent Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the internal revenue code of 1986 or the corresponding provision of any subsequent Internal Revenue Law.

ARTICLE IV: RESTRICTION AND LIMITATIONS

The purposes and operations of this corporation shall be specially restricted and limited as follows:

1. No part of the net earnings, properties, or assets on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V.
2. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the

- publishing or distributing of statements), any political campaign on behalf of any candidate for public office
3. The corporation shall not operate for the purpose of carrying on a trade or business for profit, or engage in any prohibited transaction described in Section 503 of the Internal Revenue Code or the corresponding provision of any subsequent Internal Revenue Code or tax law

ARTICLE V: MEMBERSHIP

This corporation shall not have any members.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.01 Powers. Subject to the provisions of the General Nonprofit Corporation Law of the State of Florida, the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business, of the corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 6.02. Number of Directors. The authorized number of directors of the corporation shall be no less than three (3) or more than twelve (12) until changed by amendment of the Articles of Incorporation or by a bylaw amending this section 6.02. The exact number of Directors shall be fixed from time to time, within the limits specified in this Section 6.02, by the Board of Directors.

Section 6.03. Qualifications of Directors. Each Director shall be a natural person at least 21 years of age. [Add any qualifications for becoming a director, such as residence, if appropriate]
Except for the initial directors as described in Sections 6.04 below, the member of the Board of Directors shall be appointed by the Board of Directors. It is the intent of the corporation that the composition of the Board of Directors shall represent a diversity of technical skills to enable the Board of Directors to make learned well-balanced decisions on the economic viability and social impact of its activities.

Section 6.04. Election and Term of Office. The four **(4)** Initial members of the Board of Directors named in the Articles of Incorporation shall serve until their successors have been selected and seated at the corporations' first annual meeting in December 2008. At this annual meeting, the Directors shall be classified into two groups for the purpose of providing, as nearly as numerically possible, for the selection of one-half of the Board of Directors in each subsequent year. The first group shall consist of directors whose initial term of

office shall commence with the first annual meeting of the Board of Directors and continue through the corporation's second Annual Meeting. The second group shall consist of Directors whose initial term of office shall commence with the first annual meeting of the Board of Directors and continue through the corporation's third Annual Meeting.

Except as provided above for the initial terms of directors, the term of office of each Director of the corporation shall be two (2) years and until his or her successor has been selected and seated.

If any annual meeting is not held, or the Directors are not appointed at the annual meeting, the Directors may be appointed at any meeting of the Board. A Director may succeed himself or herself in office, and there shall be no limit to the number of consecutive terms a Director may serve.

Section 6.05. Vacancies and Removal. A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director, (ii) the declaration by the Board of directors of a vacancy in the office of a director who has missed three (3) consecutive meetings of the Board of Directors or a total of five (5) meetings of the Board of Directors during one calendar year; (iii) an increase in the authorized number of directors; or (iv) the failure of the directors, at any annual or other meeting of directors at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

The Board of Directors, by affirmative vote of a majority of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in Section 6.09 of this Article 6 that such action would be considered at the meeting.

All vacancies may be filled by a vote of a majority of the directors then in office, whether or not the majority is less than a quorum, or by vote of sole remaining director. Each director so appointed shall hold office until his or her successor is appointed at an annual or other meeting of the Board.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 6.06. Place of Meetings; Meeting by Telephone. Regular meeting of the Board of Directors may be held at any place within or outside the State of Florida that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or

outside the State of Florida that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 6.06, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held via conference telephone or similar communications equipment, as long as all directors participating in the meeting can hear each other, and such directors shall be deemed to be present in person at such meeting.

Section 6.07 Annual Meeting. The Board of Directors shall hold a regular meeting in December of each year, for the purpose of appointing directors and officers of the corporation, and the transaction of other business. Notice of the annual meeting shall be given in the manner set forth in Section 6.09 of this Article 6.

Section 6.08 Other Regular Meetings. Other regular meetings of the Board of Directors shall be held at such times as fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 6.09 Special Meeting. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the Board, the President, the Secretary, or any two directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or communicated to each director by telephone, e-mail, or telegraph or first-class mail, with charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation or, if it is not so shown on such records or it is not readily ascertainable, at the place at which the meetings of the directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally or by telephone or telegraph, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing or delivery, personally or by telephone or telegraph, shall be due, legal, and personal notice to such director.

Notice of a meeting need not be given to any director who signs a waiver of notice of a consent to holding the meeting or an approval of the meeting, whether before or after the meeting or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6.10 Action at a Meeting: Quorum and Required Vote. Presence of a majority of the directors then in office at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the

directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these bylaws, or by the law. A meeting at which a quorum is initially present, including an adjourned meeting may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these bylaws, or by law. Adoption or revocation of a plan of merger, consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business, requires the approval of two-thirds (2/ 3) of the authorized number of directors of the corporation.

Section 6.11. Adjourned meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more that twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Section 6.09.

Section 6.12. Action without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

Section 6.13. Fees and Compensation. Directors and members of committees may receive such reasonable compensation, if any for their services, and such reasonable reimbursement for expenses, as may be fixed or determined by resolution of the Board of Directors.

Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board of a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Board or committee prior to its acting on such contract or transaction. Such disclosures shall include any relevant and material facts known to such person about the contract or transaction that might reasonable be construed to be adverse to the interest of Torchbearers Foundation.

No member or director shall cast a vote on any matter that has a direct bearing on services to be provided by that member, director, or any organization which such member or director represents or which such member or director has an ownership interest or affiliated, which would directly or indirectly financially benefit such member or director. All such services will be fully disclosed or

known to the Board members present at the meeting at which such contracts shall be authorized.

We agree that not more than forty-nine (49%) of our Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, the Board will make compensation decisions, with salaried individuals prohibited from voting on their own compensation.

The Board of Directors will determine the amount of compensation to be paid by (1) using the Broward County Pay Plan for similar Job Description as guidance; (2) the amount of time the individual is spending in their position, (3) the expertise and other pertinent background of the individual. (4) The size and complexity of our organization and; (5) the need of our organization for the services of the particular individual.

Physicians who receive compensation for the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.

ARTICLES VII: COMMITTEES

Section 7.01. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees, each of which shall consist of one (1) or more directors and may also include members who are not on the Board of Directors, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent members at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. Any committee that includes voting members who are not on the Board of Directors may not be delegated the authority or power of the Board of Directors. Any committee whose voting members consist only of directors, to the extent of the powers specifically delegated in the resolution of the Board of Directors or in these Bylaws, may have all or a portion of the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the General Nonprofit Corporation Law of the State of Florida also requires the affirmative vote of the members of a nonprofit corporation.
- (b) Fill vacancies on the Board of Directors or in any committee that has the authority of the Board
- (c) Fix compensation of the directors for serving on the Board or any committee
- (d) Amend or repeal the articles of incorporation or bylaws or adopt new bylaws

- (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repeal able
- (f) Appoint any other committees of the Board of Directors or the members of such committees
- (g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
- (h) Approve any transaction between the corporation and one or more of its directors in which the director or directors have a material financial interest.
- (i) Bind the corporation in a contract or an agreement exceeding the amount of USD\$10,000

Section 7.02 Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 of these Bylaws, concerning meetings and actions of directors, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings or committees may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of the Bylaws for the government of any committee

Section 7.03 Executive Committee. Pursuant to Section 7.01 may appoint one (1) or more directors, one of whom shall be the Chairperson of the Board, to serve as the Executive Committee of the board. The Executive Committee, unless limited in a resolution of the board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the board; provided, however, that the Executive Committee shall not have the authority of the board in reference to those matters enumerated in Section 7.01. The secretary of the Corporation shall send to each director a summary report of the business conducted at any meeting of the Executive Committee.

Section 7.04 Scholarship Committee. This Committee shall be responsible for developing criteria for selecting scholarship winners, identifying eligible candidates, publicizing the scholarship program and recommending suitable candidates for awarding scholarship from the Foundation. The Board of Directors will approve the selection. The committee is responsible for planning events to raise funds for the scholarship

Section 7.05 Entertainment Committee. The Entertainment Committee shall be responsible for planning and executing with the approval of the Board, social, cultural, educational, creative events. The Committee will also be responsible for special events, guest speakers and invitees that will empower the community at large. They will also provide a communication link between the Foundation and public by means of flyers, electronic media and newspaper.

ARTICLE VIII: OFFICERS

Section 8.01. Officers. The officers of the corporation shall consist of the Chairperson of the Board, Vice Chairperson of the Board, President, the Secretary, and the Treasurer, and each of them shall be appointed by the Board of Directors. The Chairperson and Vice- Chairperson shall be Directors; other officers may, but need not, be directors. Any two or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or the Chairperson of the Board. The Board of Directors may appoint, such other officers as the activities of the corporation may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the board of Directors may from time to time determine.

All officers of the corporation shall hold office from the date appointed to the date of the next succeeding annual meeting of the Board of Directors, and until the successors to such officers are elected and qualified; provided that all officers, as well as any other employee or agent of the corporation, may, subject to any claim for breach of contract based on any contractual arrangements between any such person and the corporation, be removed at any time at the pleasure of the Board of Directors, or except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors, and upon the removal, resignation, death, or incapacity of any officer, the Board of Directors, the Chairperson of the Board, the President or another officer in cases where the chairperson of the Board, the President or the other officer has been vested by the Board of Directors with power to appoint, may declare such office vacant and fill such vacancy.

Any officer may resign at any time by giving written notice to the Board of Directors, the Chairperson of the Board, the President, or the Secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of receipt of such notice or at any later time specified in the resignation; and unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective. The salary and other compensation of the officers shall be fixed from time to time by resolution of or in the matter determined by the Board of Directors.

Section 8.02. Duties of the Chairperson of the Board. The Chairperson of the Board shall, when present, preside at all meetings of the Board of Directors and the Executive Committee and shall perform all the duties commonly incident to that office. The Chairperson of the Board shall have the authority to execute in the name of the corporation all bonds, contracts, deed, leases, and other written instruments to be executed by the corporation (except when by law the signature of the President is required) and shall perform such other duties as the Board of Directors may from time to time determine.

Section 8.03. Duties of the Vice-Chairperson. The Vice-Chairperson of the board shall possess the powers and discharge the duties of the Chairperson in the latter's absence or disability

Section 8.04. Duties of the President. The President shall function as the General Manager and Chief Executive Officer of the corporation in administering the conduct of its business. Where appropriate, the Board of Directors shall place the President under a contract of employment. The President shall be responsible to and governed by the Board of Directors, shall report to and advise the Board on all significant matters of the corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and bylaws. The President shall be responsible for the hiring and firing of all personnel other than officers appointed by the Board, and shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board. The President is authorized to contract, receive, deposit, disburse, and account for the funds of the corporation in fulfillment of the corporation's objectives; to execute in the name of the corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the corporation; and to negotiate all material business transactions of the corporation.

Section 8.05. Duties of the Secretary and Assistant Secretaries. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other places as the Board of Directors may order, a book of minutes of actions taken at all meetings of Directors and committees, with the time and place of holding, whether regular or special, how authorized, the notice given, the names of those present at the such meetings, and the proceedings of such meetings.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of the committees of this corporation required by these Bylaws or by law to be given, shall keep the seal of the corporation (if any) in a safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 8.06. Duties of the Treasurer and Assistant Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse or cause to be disbursed the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

If required by the Board of Directors, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the corporation of all its books, papers, vouchers, money and other property or every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, or retirement, or removal from office. The corporation shall pay the cost of such bond.

ARTICLE IX: STANDARD OF CARE

Section 9.01. General. A Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director serve, in good faith, in a manner such Director believed to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statement and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the corporation whom the Director believed to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the Director does serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Section 9.03, a person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

Section 9.02. Loans. This corporation shall not make any loans of money or property to guarantee the obligation or, any Director or Officer; provided, however that this corporation may advance money to a Director or Officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such Officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 9.03. Self-Dealing Transactions. Except as approved in Section 9.04 below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the corporation is a party and in which one or more of the Directors has a material financial interest or a transaction between this corporation and one or more of the Directors or between this corporation and any person in which one or more of its Directors has a material financial interest.

Section 9.04. Approval. The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interest of, and is fair and reasonable to, this corporation and, after reasonable investigation under the circumstances, determines that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and that Director's interest in the transaction, and by a vote of the majority of the Directors then in office provided that a quorum is present, without counting the vote of the interested Director or Directors.

Section 9.05. Indemnification. To the fullest extent permitted by the law, this corporation shall indemnify its Directors, officers, employees, and agents, including persons formerly occupying any such position, and the heirs, executors and administrators of such persons, against all expenses (including attorneys' fees and disbursements), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit or proceeding, including an action by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee or agent of this corporation. Such rights of indemnification shall not be deemed exclusive of any rights to which such person may be entitled apart from this Section 9.05.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification in defending any action, suit, or proceeding shall be advanced by the corporation before final disposition of the proceeding upon receipt by the

corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

The corporation shall have power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employee, and other agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such.

ARTICLE X: EXECUTION OF CORPORATE INSTRUMENTS BY THE CORPORATION

Section 10.01. Execution of Corporate Instruments. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

ARTICLE XI: ANNUAL REPORT TO DIRECTORS

The corporation shall provide to the Directors no later than 120 days after the close of its fiscal year, a report containing the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, during the fiscal year
- (d) The expenses or disbursements of the corporation, for other general and restricted purposes, during the fiscal year

The report shall be accompanied by any pertinent report of independent accountants, or if there is no such report, the certificate of an authorized officer of the corporation that such statement were prepared without audit from the books and records of the corporation.

ARTICLE XIII: MAINTENANCE AND INSPECTION OF CORPORATE RECORDS

Section 12.01. Maintenance and Inspection of Corporate Articles and Bylaws. The corporation shall keep at its principal office in this state, the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 12.02. Maintenance and Inspection of Other Corporate Records. The accounting books, records, minutes of proceedings of the Board of Directors and any committees of the corporation shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation, the minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

ARTICLE XIII: FISCAL YEAR

The fiscal year of the corporation shall run from January 1st through December 31st of each year.

ARTICLE XIV: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Nonprofit Corporation Law of the State of Florida as amended from time to time shall govern the construction of these bylaws without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes the corporation as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

ARTICLE X: AMENDMENTS

These Bylaws may be adopted, amended or replaced by the vote of a majority of the Directors present at a meeting duly held at which a quorum is present. Such

action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed Bylaws revisions with explanations therefore, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

The above Bylaws are the Bylaws of this corporation as adopted at a meeting of the Board of Directors held on **February 16th, 2008**