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Florida Department of State

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MERGER OR SHARE EXCHANGE

PLANNED PARENTHOOD OF THE PALM BEACH AND TREASURE CO

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**ARTICLES OF MERGER OF
PLANNED PARENTHOOD OF GREATER MIAMI
AND THE FLORIDA KEYS, INC.**

AND

**PLANNED PARENTHOOD OF THE PALM BEACH
AND TREASURE COAST AREA, INC.**

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SECRETARY OF STATE

Pursuant to the provisions of Section 617.1105 of the Florida Business Corporation Act, **PLANNED PARENTHOOD OF GREATER MIAMI AND THE FLORIDA KEYS, INC.**, a Florida not-for-profit corporation (the "Disappearing Corporation"), and **PLANNED PARENTHOOD OF THE PALM BEACH AND TREASURE COAST AREA, INC.**, a Florida not-for-profit corporation (the "Surviving Corporation"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Set forth on Exhibit A are the terms of the Agreement and Plan of Merger (the "Plan of Merger") between the Surviving Corporation and the Disappearing Corporation, whereby the Disappearing Corporation will merge with and into the Surviving Corporation.

2. **Effective Time.** The merger of the Disappearing Corporation with and into the Surviving Corporation in accordance with the Plan of Merger is to become effective as of October 1, 2005 (the "Effective Time").

3. **Adoption of Plan of Merger.**

(a) The Surviving Corporation has no members. The Plan of Merger was approved and adopted by a majority of the directors of the Surviving Corporation pursuant to a special meeting held on September 7, 2005. The Surviving Corporation has twenty-five (25) directors and no less than thirteen (13) of the directors voted to approve the Plan of Merger.

(b) The Disappearing Corporation has no voting members other than the directors of the Disappearing Corporation. The Plan of Merger was approved by a majority of the directors of the Disappearing Corporation pursuant to an Action by Written Consent in lieu of special meeting dated September 12, 2005. The Disappearing Corporation has eleven (11) directors, each of which voted to approve the Plan of Merger.

4. **Articles and Bylaws.** The Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Not For Profit Corporation Act (the "Act"). The Amended and Restated Bylaws of the Surviving Corporation attached as Exhibit B shall become the Bylaws of the Surviving Corporation as of the Effective Time of the Merger

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and shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Act.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

SURVIVING CORPORATION:

PLANNED PARENTHOOD OF
THE PALM BEACH AND
TREASURE COAST AREA, INC.

By: Patricia R. Mintmire, Chairman
Patricia R. Mintmire, Chairman

Dated: October 1, 2005

DISAPPEARING CORPORATION:

PLANNED PARENTHOOD OF
GREATER MIAMI AND
THE FLORIDA KEYS, INC.

By: Archer A. Barry, Chairman
Archer Anthony Barry, Chairman

Dated: October 1, 2005

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EXHIBIT A
AGREEMENT AND
PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") dated this 1st day of October, 2005, is made and entered into by and between **PLANNED PARENTHOOD OF GREATER MIAMI AND THE FLORIDA KEYS, INC.**, a Florida non-for-profit corporation (the "**DISAPPEARING CORPORATION**"), and **PLANNED PARENTHOOD OF THE PALM BEACH AND TREASURE COAST AREA, INC.**, a Florida not-for-profit corporation (the "**SURVIVING CORPORATION**"). The **DISAPPEARING CORPORATION** and the **SURVIVING CORPORATION** are sometimes referred to herein as the "Constituent Corporations."

WITNESSETH:

WHEREAS, DISAPPEARING CORPORATION is a not-for-profit corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the SURVIVING CORPORATION is a not-for-profit corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporation that **DISAPPEARING CORPORATION** be merged with and into the **SURVIVING CORPORATION**, which shall be the surviving corporation and that the name of the surviving corporation will become "**PLANNED PARENTHOOD OF GREATER MIAMI, PALM BEACH AND TREASURE COAST, INC.**"

NOW, THEREFORE, the Constituent Corporations hereby agree that **DISAPPEARING CORPORATION** shall be merged with and into the **SURVIVING CORPORATION** in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger:

ARTICLE I**The Constituent Corporations**

The names of the Constituent Corporations to the merger are **PLANNED PARENTHOOD OF GREATER MIAMI AND THE FLORIDA KEYS, INC.** (Florida Charter No. 731893) and **PLANNED PARENTHOOD OF THE PALM BEACH AND TREASURE COAST AREA, INC.** (Florida Charter No. 722335).

ARTICLE II**The Merger**

On the Effective Date, as hereinafter defined, **DISAPPEARING CORPORATION** shall be merged with and into the **SURVIVING CORPORATION** (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of *Florida Statutes* Chapter 617 (the "Florida Law").

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ARTICLE III
Effect of Merger

From and after the filing of the Articles of Merger in accordance with Article VI hereof, the Constituent Corporations shall be a single corporation, which shall be the **SURVIVING CORPORATION**. From and after such filing, the separate existence of **DISAPPEARING CORPORATION** shall cease, while the corporate existence of the **SURVIVING CORPORATION** shall continue unaffected and unimpaired. The **SURVIVING CORPORATION** shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a not-for-profit corporation organized under the Florida Law. The **SURVIVING CORPORATION** shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Corporations. All property, real, personal and mixed, and all debts due on whatever account, all other choses of action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the **SURVIVING CORPORATION** without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such Merger. The **SURVIVING CORPORATION** shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such Merger had not taken place, or the **SURVIVING CORPORATION** may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such Merger.

ARTICLE IV
Articles of Incorporation and Bylaws; Officers and Directors

The Articles of Incorporation and Bylaws of the **SURVIVING CORPORATION** shall be amended consistent with Exhibit A and shall be effective after the Effective Date hereof, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

Persons set forth on Exhibit B shall serve as the Directors and Officers of the **SURVIVING CORPORATION** after the Effective Date hereof.

ARTICLE V
Further Assurance

If at any time after the Effective Date the **SURVIVING CORPORATION** shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the **SURVIVING CORPORATION**, according to the terms hereof, the title to any property or rights of the Constituent Corporations, the last acting Officers and Directors of the Constituent Corporations, as the case may be, or the corresponding Officers and Directors of the **SURVIVING CORPORATION** shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the

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SURVIVING CORPORATION, and otherwise to carry out the purposes of this Plan of Merger.

ARTICLE VI
Approval by Directors

This Plan of Merger shall be approved by the respective Boards of Directors of each Constituent Corporation, as provided by the Florida Law on or before the 1st day of October, 2005. If duly adopted by the requisite vote of such directors, Articles of Merger meeting the requirements of Florida Law shall be filed immediately in the appropriate office in Florida.

ARTICLE VII
Effective Date

The merger of **DISAPPEARING CORPORATION** into the **SURVIVING CORPORATION** shall become effective on October 1, 2005 in accordance with Florida Law. The date on which such merger shall become effective is herein called the "Effective Date."

ARTICLE VIII
Covenants of Disappearing Corporation

DISAPPEARING CORPORATION covenants and agrees that it will not further amend its Articles of Incorporation prior to the Effective Date.

ARTICLE IX
Covenants of the Surviving Corporation

The **SURVIVING CORPORATION** covenants and agrees that it will not further amend its Articles of Incorporation prior to the Effective Date.

ARTICLE X
Designated Assets

Notwithstanding anything contained herein or elsewhere to the contrary, the **SURVIVING CORPORATION** hereby acknowledges that, as a prerequisite to the consummation of the Merger, PPGM Foundation, Inc., a Florida not-for-profit corporation ("PPGM") organized to raise funds for the benefit of the **DISAPPEARING CORPORATION**, was merged with and into the **DISAPPEARING CORPORATION**, the effect of which resulted in certain monies and other assets of PPGM that were initially received for the sole and specific purpose of providing services to individuals residing within the area (the "Miami Area") serviced by the **DISAPPEARING CORPORATION** ("Miami Designated Assets") to be held by the **SURVIVING CORPORATION** as a matter of law. The **SURVIVING CORPORATION** hereby agrees that, subsequent to the Effective Date, the Miami Designated Assets shall be accounted for separately on the books of the **SURVIVING CORPORATION** and shall be utilized only for the benefit of individuals residing within the Miami Area. The Constituent Corporations hereby acknowledge and agree that any and all monies or other assets ("Geographic-Specific Assets") donated to the **SURVIVING CORPORATION** which are

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specifically designated to assist individuals residing within certain geographic areas shall be utilized by the SURVIVING CORPORATION only for the benefits of those individuals residing in such designated geographic areas. Each of the Constituent Corporations hereby further agree to indemnify the other party for any and all liabilities incurred by such Constituent Corporation prior to October 1, 2005. Accordingly, the Constituent Corporations hereby agree that the SURVIVING CORPORATION shall utilize Geographic Specific Assets to pay any and all expenses associated with such liabilities incurred prior to the Effective Date as the case may be.

IN WITNESS WHEREOF, each of the parties to this Plan of Merger has caused this Plan of Merger to be executed by its duly authorized Officer on the day and year above written.

"SURVIVING CORPORATION"

**PLANNED PARENTHOOD OF THE
PALM BEACH AND TREASURE
COAST AREA, INC., a Florida
not-for-profit corporation**

By: Patricia R. Mintmire, Chairman
Patricia R. Mintmire, Chairman

"DISAPPEARING CORPORATION"

**PLANNED PARENTHOOD OF
GREATER MIAMI AND THE
FLORIDA KEYS INC., a Florida
not-for-profit corporation**

By: Archer Anthony Barry, Chairman
Archer Anthony Barry, Chairman

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EXHIBIT "A"

((H05000233127 3)))

Articles of Amendment
to
Articles of Incorporation
of

PLANNED PARENTHOOD OF THE PALM BEACH AND TREASURE COAST AREA, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

722335

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

PLANNED PARENTHOOD OF GREATER MIAMI, PALM BEACH AND TREASURE COAST, INC.

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

(Attach additional pages if necessary)
(continued)

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The date of adoption of the amendment(s) was: SEPTEMBER 7, 2005

Effective date if applicable: OCTOBER 1, 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 13TH day of SEPTEMBER, 2005

Signature Patricia R. Mintmire
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

PATRICIA R. MINTMIRE
(Typed or printed name of person signing)

CHAIRMAN
(Title of person signing)

FILING FEE: \$35

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EXHIBIT "B"

((H05000233127 3)))

LIST OF DIRECTORS
AND OFFICERS

DIRECTORS

Natalie Barefoot
Archer Anthony Barry
Annie Betancourt
Cynthia R. Brown
Connacht Cash
Evelyn Cohan
Christine Curtis
Alexander Dankin
Charlie L. Ellington
Jean D'Oench Field
Miriam Flamm
Andrea M. Fletcher
Dorothea D. Glass, M.D.
Jeanne Habicht
Allison Rogers Haft
Carolyn Huckshorn
Ethelene C. Jones, M.D.
William Kaynor
Ronald S. Kochman, Esq.
Debra Hazelwood Long

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Leslie Ashton Martel

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Susan Maynard

Suzan A. McDowell

Patricia R. Mintmire

James L. Myers

Mary Nation

Victor Oristano

Kip Parsons

Rabbi Stephen H. Pinsky

Donald Silpe

Ellyn G. Stevenson

Lynne Stolzer

Rev. Ralph R. Warren, Jr.

George T. Williamson

OFFICERS

Chair

Patricia R. Mintmire

Honorary Chair

Ellyn G. Stevenson

Immediate Past Chair(s)

Cynthia R. Brown
Kip Parsons

Vice Chairs

Archer Anthony Barry
Donald Silpe
William Kaynor

President/Chief Executive Officer Lillian Tamayo

Treasurer

James L. Myers

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Assistant Treasurer

Connacht Cash

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Secretary

Ethelene Jones, MD

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EXHIBIT B

**AMENDED AND RESTATED
BYLAWS OF SURVIVING CORPORATION**

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AMENDED AND RESTATED

BY-LAWS

OF PLANNED PARENTHOOD OF GREATER MIAMI, PALM BEACH AND TREASURE
COAST, INC.

AMENDED AND RESTATED BY-LAWS

((H05000233127 3)))

These Amended and Restated By-Laws of Planned Parenthood of Greater Miami, Palm Beach and Treasure Coast, Inc. were adopted pursuant to that certain Plan of Merger which became effective as of October 1, 2005.

ARTICLE I

Name

The name of this organization shall be:

"PLANNED PARENTHOOD OF GREATER MIAMI, PALM BEACH AND TREASURE COAST, INC."

ARTICLE II

Form of Organization

The organization shall be a voluntary, non-profit Florida corporation. It is a certified Medical Affiliate of Planned Parenthood Federation of America, Inc.

ARTICLE III

Purpose

The purpose of this organization shall be to provide comprehensive sexual healthcare through the provision of clinical services, education and advocacy.

ARTICLE IV

Board of Directors

- A. Number, Election and Terms of Directors: The Board of Directors shall consist of not fewer than fifteen nor more than thirty-five directors, including the officers of the corporation, to be elected for up to a three-year term at the Annual Meeting of the Board from a slate presented by the Board Leadership & Nominating Committee, together with other nominations made from the floor at such time. Directors may serve more than one term not to exceed seven consecutive years. If election to office shall cause a

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to exceed the limit of seven consecutive years of service on the Board, then election to office shall have precedence except, however, the seven-year limitation may be waived by the Executive Committee. ((H050002331273)))

- B. All members of the Board shall be volunteers and shall receive no financial remuneration for their services.
- C. The Board of Directors shall be broadly representative of the community and shall not discriminate in the election of its members on the basis of race, color, religion, sex, national origin, age, sexual orientation, disability, income, or marital status.
- D. With the exception of the initial slate of Directors of the new entity who shall serve for two years, new Directors shall be elected to a one-year term. All other Directors shall be elected to a one-, two- or three-year term so that approximately one-third of the directors' terms shall expire each year.
- E. Vacancies in the Board of Directors during any Director's term of office, created by resignation or otherwise, may be filled by a majority of the remaining directors at any regular or special meeting of the Board of Directors.
- F. Any Director or Officer may be removed from the Board by the affirmative vote of a majority of the Board, at any regular or special meeting called for that purpose.

ARTICLE V

Duties and Powers of the Board of Directors

The Board of Directors shall set policy in accordance with the Standards of Affiliation as set forth by Planned Parenthood Federation of America, Inc. The Board has the fiduciary responsibility for the affiliate and its duties include, but are not limited to, the hiring of the President/Chief Executive Officer, election and removal of officers, fundraising, development of financial policies, approval of the annual budget, approval of the selection of the independent auditor and the review and acceptance of the annual audit, the appointment of legal counsel, to make a personally significant financial contribution on an annual basis, attend board meetings, functions and events and meet the required conflict of interest standards.

ARTICLE VI

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Board Meetings

The Annual Meeting of the Board shall be held each year at a time and place to be decided upon by the Board of Directors for the election of directors and officers, and for the transaction of such other business as may with notice properly come before the meeting.

Additional special meetings of the Board of Directors may be called at any time by the Chairman of the Board or on the written petition of five (5) Board Members.

Written notices of all meetings shall be sent to each member at their address of record at least six (6) days before each regular meeting and three (3) days before each special meeting.

The Board of Directors shall meet not less than four (4) times a year for regularly scheduled meetings, excluding the annual meeting.

A quorum shall consist of not less than one-third of the regular voting members of the Board of Directors, and a majority vote of those present shall decide all questions.

ARTICLE VII

Officers

- A. The officers of the organization shall be: Honorary Chairman, Immediate Past Chairman,--Chairman; up to three Vice Chairs; Secretary; Treasurer; Assistant Treasurer and other officers, as elected by the board of directors, all of whom shall be selected by a majority vote of the directors present at the Annual Meeting from names submitted by the Board Leadership & Nominating Committee at the meeting, together with nominations made from the floor at such time.
- B. The officers shall serve for a two-year term and shall be members of the Executive Committee. Officers may serve two consecutive terms and additional consecutive terms may be approved by the board.
- C. Officers shall take office at the same meeting as their election.

D. Duties of Officers:

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1. Chairman. The Chairman shall preside at all meetings of the Board of Directors and shall serve as Chairman of the Executive Committee. The Chairman shall be a member, ex-officio, with a vote, of all committees and shall appoint the chair of the Investment Committee as well as the chairs of all ad hoc committees.
2. Vice Chairs. In the event of the absence or inability of the Chairman to act, or in the event of a vacancy in that office, the duties of the Chairman may be performed on an interim basis by a Vice Chair, as designated by the Board of Directors. The Vice Chair, or Vice Chairs, shall also perform such duties as shall be assigned to her/him/them by the Board, or by the Chairman.
3. Secretary. The secretary shall ensure adequate advance notice of all meetings of the Board of Directors and Executive Committee; shall attend all meetings and present the minutes and shall perform all other duties as are generally incident to the office. In the event of the absence or inability of the Chairman to act, or in the event of a vacancy in that office, the duties of the Chairman may be performed on an interim basis by the Secretary, as designated by the Board of Directors.
4. Treasurer. The treasurer shall serve as the chair of the Finance Committee. In the event of the absence or inability of the Chairman to act, or in the event of a vacancy in that office, the duties of the Chairman may be performed on an interim basis by the Treasurer, as designated by the Board of Directors.
5. Past Chair. The Past Chair shall perform such duties as shall be assigned by the Board or by the Chairman. In the event of the absence or inability of the Chairman to act, or in the event of a vacancy in that office, the duties of the Chairman may be performed on an interim basis by the Past Chair, as designated by the Board of Directors.
6. Honorary Chair. The Honorary Chair shall perform such duties as shall be assigned by the Board or by the

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Chairman. In the event of the absence or inability of the Chairman to act, or in the event of a vacancy in that office, the duties of the Chairman may be performed on an interim basis by the Honorary Chair, as designated by the Board of Directors. (((H050002331273)))

7. Assistant Treasurer. In the event of the absence or inability of the treasurer, or in the event of a vacancy in that office, the assistant treasurer shall serve as the chair of the Finance Committee on an interim basis.
8. No officer shall obligate the organization beyond the limits of items in the approved budget without specific authority in writing from the Board of Directors.

ARTICLE VIII

Committees

- A. Committee Chairmen: The Chairman of the Board shall serve as Chair of the Executive Committee; the Treasurer shall serve as Chair of the Finance Committee. The Board Leadership and Nominating Committee Chair shall be nominated by the Board Chairman from current members of the Board of Directors and elected by the Board. The Chair of the Investment Committee shall be selected by the Board Chairman from current members of the Board of Directors.
- B. Membership of Committees: Committee Chairs, in consultation with the Board Chairman, shall select the committee members. All members of the Executive Committee shall be members of the Board. All members of the Board Leadership and Nominating Committee are to be elected by the Board and shall be members or former members of the Board in good standing.
- C. The standing committees shall be as follows:
 1. Executive
 2. Finance
 3. Board Leadership and Nominating
 4. Investment

There shall also be such other committees as may be deemed advisable from time to time by the Board of Directors.

D. Functions of Standing Committees:

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1. Executive Committee - shall consist of the officers of the corporation or such other members of the Board that the Directors may determine from time to time to be necessary to administer the affiliate's affairs. The Executive Committee shall have all the powers of the Board of Directors between meetings of the Board. At meetings of the Executive Committee a quorum shall consist of five (5) members.
2. Finance Committee - shall consist of the Treasurer who shall serve as Chairman, the President/Chief Executive Officer, the Assistant Treasurer and no fewer than three additional members. It shall be responsible for the review and the presentation of the annual budget including the annual fund raising goal to the Board of Directors for the Board's approval.
3. Board Leadership and Nominating Committee - shall be responsible for:
 - a. preparing a slate of Board members and Officers for the Annual Meeting and shall ensure that this slate is mailed to the directors not less than ten (10) days prior to the date set for the meeting;
 - b. evaluating the performance of the Board, especially as related to attendance at meetings, dedication to the programs and philosophy of Planned Parenthood, and willingness to support the affiliate both financially and through active participation in policy making;
 - c. assisting with the orientation of new Board members, including the preparation of relevant materials;
 - d. other issues relating to Board enhancement, such as education, discipline, by-laws and governance.In the event of the absence or inability of the committee chair to serve, the duties of the committee shall be performed on an interim basis by the Executive Committee.
4. Investment Committee - shall consist of a Chairman who is a member of the Executive Committee; the Treasurer, and President/Chief Executive Officer and/or such person's designee. The committee may also include members of the local financial community in addition

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to other Board members. It shall be responsible for implementing the affiliate's Investment Policy ((H05000233127 3)))

ARTICLE IX

Legal Counsel

Legal Counsel shall be appointed by the Board of Directors. The name and address of Counsel shall be sent to the office of Planned Parenthood Federation of America, Inc. All matters involving interpretation of the State Law, local ordinances, and tax questions shall be promptly referred to such Counsel for opinion and advice. Charter, By-Laws, and subsequent amendments shall be submitted to Legal Counsel for approval before adoption.

ARTICLE X

President/Chief Executive Officer

The President/Chief Executive Officer shall be salaried and employed full time by the organization. The President/Chief Executive Officer shall be the chief operating officer of the organization and shall be primarily responsible for the orderly administration of all aspects of the organization's business, serving at the pleasure of the Board of Directors. The President/Chief Executive Officer shall also be a non-voting member of the Board of Directors and shall attend all meetings of the Board except as to Executive Sessions called by the Chairman of the Board.

Under the direction of the Board of Directors, the President/Chief Executive Officer shall be charged with implementing policy set by the Board, and shall be responsible for management of the affiliate's operations, programs, and activities of the Corporation, including the appointment, tenure, and salary of members of the staff. The President/Chief Executive Officer may execute leases and contracts and enter into agreements. The President/Chief Executive Officer shall be responsible for custody of funds and securities and the disbursement of funds of the corporation in accordance with policies set by the Board. Other responsibilities of the President/Chief Executive Officer include, but not in limitation: development of the annual budget; initiating all expenditures in regard to operation of the organization consistent with its budget; carrying out the organization's program and the implementation of larger goals within the

community utilizing all appropriate staff, Board and other resources to achieve such goals; assisting the Board of Directors in establishing its policies; keeping the Board of Directors informed of the resources and state of the agency and community in a timely manner; assisting the Board of Directors in fund raising and development activities; assisting the Board of Directors in Board leadership activities; participating when appropriate in the field of public media as the same shall relate to the general purposes of the organization; consulting, on behalf of the organization, with relevant voluntary and governmental agencies for the purpose of promoting the purposes of the organization; developing and maintaining the highest professional standards and practices relating to all aspects of the organization's business; and, in general, fully advising the Executive Committee or Board Chairman of all conditions and requirements relative to the fulfillment of the organization's purposes. The President/Chief Executive Officer shall be evaluated annually in writing by the Chairman of the Board of Directors and the Executive Committee. The President/CEO serves at the pleasure of the Board of Directors and may be terminated in accordance with contractual agreement.

ARTICLE XI

Audit

The books of the organization shall be audited annually by a certified public accountant appointed by the Board of Directors. The auditor's report shall be filed with the records of the organization. A summary of this report and any recommendations shall be presented to the Board of Directors no more than 30 days following completion. A copy of the auditor's report shall be sent to Planned Parenthood Federation of America in accordance with the Standards of Affiliation on a timely basis.

ARTICLE XII

Fiscal Year

The Fiscal Year of the organization shall be October 1 through September 30 of the succeeding year.

ARTICLE XIII

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In the Event of Dissolution

In the event of the termination of the Agency for any cause whatever, and if at the time of such termination it is affiliated with Planned Parenthood Federation of America, Inc. or any Agency successor thereto, all its assets and property over and above whatever may be required for the payment of its just debts and obligations shall vest in PPFA or any non-profit agency successor thereto, provided only that said Agency then, as now, be exempt from federal taxation and the contributions thereto shall likewise be exempt.

ARTICLE XIV

In the Event of Termination of Affiliation with the
Planned Parenthood Federation of America, Inc.

In the event of termination of affiliation with the Planned Parenthood Federation of America, Inc., for any reason whatever, all requirements of the Standards of Affiliation in force at that time shall be complied with as to disposition of medical records of clinic patients, notification of patients, discontinuation of use of the name "Planned Parenthood," and so forth, as set forth.

ARTICLE XV

Parliamentary Authority

Robert's Rules of Order Revised shall constitute the ruling authority in all cases in which they are not inconsistent with these By-Laws or with any statute of the State of Florida.

ARTICLE XVI

Indemnification

The organization shall indemnify each Director, each Officer and each Committee Member at any time in office, serving at the request of the organization, whether prior or subsequent to the adoption of this By-Law, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal,

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 Executive or Investigative, by reason of the fact that he
 is or was a Director, Officer or Committee Member of ((H05000233127 3)))
 organization against expenses (including legal fees), judgments,
 fines, and amounts paid in settlement actually and necessarily
 incurred by him in connection with such action, suit or
 proceeding, if he acted in good faith and in a manner he
 reasonably believed to be in the best interest of the
 organization and with respect to any criminal action or
 proceeding, had no reasonable cause to believe his conduct was
 unlawful. The termination of any action, suit or proceeding by
 judgment, order, settlement, conviction, or upon a plea of nolo
 contendere or its equivalent, shall not, of itself, create a
 presumption that the person did not act in good faith and in a
 manner which he reasonably believed to be in the best interest
 of the organization; nor, with respect to any criminal action or
 proceeding, that he shall have had reasonable cause to believe
 that his conduct was unlawful. The foregoing right of
 indemnification shall not preclude any indemnification to which
 such Director, Officer or Committee Member may be entitled by
 law or by virtue of any document or agreement, or which may be
 legally provided or afforded by or under any claim by any
 person. All rights of indemnification shall inure to the
 benefits of the heirs, personal representatives and estates of
 the person involved.

ARTICLE XVII

Amendments

These By-Laws may be amended by a two-thirds vote of the Board
 of Directors at the Annual Meeting or at a regularly scheduled
 meeting of the Board, either in person or by proxy, provided
 that notice of all proposed amendment or amendments has been
 sent to all voting Directors not less than ten (10) days before
 the meeting and provided that a copy of the proposed amendment
 or amendments shall accompany the notice.