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Requester's Name

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BRADENTON, FL 34205

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**NEW FILINGS**

- Profit  
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 Limited Liability  
 Domestication  
 Other

**AMENDMENTS**

- Amendment  
 Resignation of R.A., Officer/Director  
 Change of Registered Agent  
 Dissolution/Withdrawal  
 Merger

**OTHER FILINGS**

- Annual Report  
 Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign  
 Limited Partnership  
 Reinstatement  
 Trademark  
 Other

Examiner's Initials

2-1  
2-106

**BYLAWS  
OF  
IMMERSION METHOD OF PARENT AND CHILD TRAINING, INC.**

**ARTICLE I**

**OFFICES**

Section 1. PRINCIPAL OFFICE. The principal office of the corporation shall be in the City of Bradenton, County of Manatee, State of Florida.

Section 2. OTHER OFFICES. The corporation may also have offices at such other places both within and without the State of Florida as the Board of Trustees (the "Board") may from time to time determine or the business of the corporation may require.

**ARTICLE II**

**MEMBERSHIP**

Section 1. ELIGIBILITY. The members of this corporation shall consist of the subscribers to the Articles of Incorporation of the corporation and such other persons interested in the objects and purposes of this corporation as may be elected from time to time and admitted to the membership by the Board pursuant to the provisions of this Article II. Membership decisions shall be made without regard to race, color, creed, sex or religion.

Section 2. APPLICATIONS. Any person desiring to become a member of the corporation shall submit an application to the Board in the manner and form prescribed by the Board. The Board shall have the right to refuse the application for any reason which to them shall seem insufficient, provided that such refusal shall be by a majority vote of the trustees present at any meeting of the Board at which there shall be a quorum present.

Section 3. RESIGNATION. Any member may resign from the corporation by delivering a written resignation to the Board.

Section 4. TERMINATION. If any member of the corporation shall at any time be guilty of an act prejudicial to the corporation, or to the purposes for which it is formed, such person shall be notified to appear personally at a hearing before the Board at a designated time not less than thirty (30) days after such notification. The membership of such person in the corporation may be terminated by a majority vote of all of the trustees present at the meeting, provided there shall be a quorum present.

## ARTICLE III

### MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETING. The annual meeting of the members of the corporation shall be held between January 1 and December 31 of each year for the purpose of electing trustees and for the transaction of such other business as may come before the meeting. The date, place and time of the meeting shall be established by the Board.

Section 2. SPECIAL MEETINGS. Special meetings of the members for any purpose or purposes, may be called by the President, or the Board and shall be called by the President or the Secretary. Any such call shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting of the members shall be limited to the purposes stated in the notice thereof.

Section 3. NOTICE OF MEETING. Written notice stating the place, day and time of the meeting and the purpose or purposes for which it is called shall be delivered by or at the direction of the President or the Secretary not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first-class mail, postage prepaid, to each member at his/her last known address.

Section 4. WAIVER OF CALL AND NOTICE OF MEETING. Call and notice of any meeting of the members may be waived by any member at any time before, at, or after any meeting. Notice of any meeting shall not be required as to any member who attends such meeting in person, except if the member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. QUORUM. Except as otherwise provided in these Bylaws or in the Articles of Incorporation, a majority in number of the members of the corporation represented in person or by proxy at any meeting of the members shall constitute a quorum for the transaction of business at the meeting. Except as otherwise provided in the Articles of Incorporation, the vote, in person or by proxy, of the majority of the members constituting such quorum shall be the act of the members of the corporation. If less than a majority of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 6. VOTING. Each member shall be entitled at every meeting of the members to one vote in person or by proxy.

Section 7. PROXIES. At all meetings of members, a member may vote by proxy, executed in writing by the member or by the member's duly authorized attorney-in-fact; but, no proxy shall be valid after eleven (11) months from its date, unless the proxy provides for a longer period. Each proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. In the event that a proxy shall designate two or more persons to act as proxies, a majority of such persons present at the meeting, or, if only one is present, that one, shall have all of the powers conferred by the proxy upon all the persons so designated, unless the instrument shall provide otherwise.

Section 8. INSPECTORS. For each meeting of the members, the Board or the President may appoint two (2) inspectors to supervise the voting; and, if inspectors are so appointed, all questions respecting the qualification of any vote, the validity of any proxy, and the acceptance or rejection of any vote shall be decided by such inspectors. Before acting at any meeting, the inspectors shall take an oath to execute their duties with strict impartiality and according to the best of their ability. If any inspector shall fail to be present or shall decline to act, the President shall appoint another inspector to act in his place. In case of a tie vote the inspectors on any question, the presiding officer shall decide the issue.

#### ARTICLE IV

##### Board of Trustees

Section 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by its Board, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by law, the Articles of Incorporation of these Bylaws directed or required to be exercised or done only by the members.

Section 2. NUMBER, TENURE AND QUALIFICATIONS. The number of trustees of the corporation shall be not less than three (3), the number of the same to be fixed by the members at any annual or special meeting. The initial Board shall consist of the following members who shall serve until July 1, 2000 and thereafter for three (3) years:

W. Kenneth Ellis  
Gary R. Hutchinson  
Tim McRee

Thereafter, each trustee shall hold office for a term of three (3) years, unless sooner removed by the members at any general or special meeting. All trustees shall be members of the corporation.

Section 3. ANNUAL MEETING. After each annual meeting of the members, the Board shall hold its annual meeting at the same place as and immediately following such annual meeting of the members for the purpose of the election of officers and the transaction of such other business as may come before the meeting; and, if a majority of the trustees are present at such place and time, no prior notice of such meeting shall be required to be given to the trustees. The place and time of such meeting may be varied by written consent of all the trustees.

Section 4. REGULAR MEETINGS. Regular meetings of the Board may be held without notice at such time and place as shall be determined from time to time.

Section 5. SPECIAL MEETINGS. Special meetings of the Board may be called by the President or by any two (2) trustees. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meetings of the Board called by him or them, as the case may be.

Section 6. NOTICE. Written notice stating the place, day and hour of any special meeting of the Board shall be delivered at least three (3) days prior thereto to each trustee, either personally, or by mail, to the trustee's business addresses. If notice is given by mail, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice is given by telegram or cablegram such notice shall be deemed to be delivered when the telegram or cablegram is delivered to the issuing company. Any trustee may waive notice of any meeting, either before, at or after such meeting. The attendance of a trustee at the meeting shall constitute a waiver of notice of such meeting, except where a trustee attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. QUORUM. A majority of the total number of trustees as the same may exist from time to time shall constitute a quorum for the transaction of business at any meeting of the Board, but a small number may adjourn from time to time, without further notice, until a quorum is secured.

Section 8. MANNER OF ACTING. The majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board.

Section 9. REMOVAL. Any trustee may be removed by the members at any meeting of the members called expressly for that purpose whenever, in the judgement of the members, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. This provision of the Bylaws shall not be subject to change by the Board.

Section 10. VACANCIES. Any vacancy occurring in the Board, (other than by normal expiration of the term of a trustee), including any vacancy created by reason of an increase in the number of trustees, may be filled by the affirmative vote of a majority of the remaining trustees, though less than a quorum of the Board, unless otherwise provided in the Articles of Incorporation. A trustee elected to fill a vacancy shall be elected by the unexpired term of such trustee's predecessor in office.

Section 11. PRESUMPTION OF ASSENT. A trustee of the corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such trustee votes against such action or abstains from voting in respect of such matter because of an asserted conflict of interest.

Section 12. INFORMAL ACTION BY BOARD. Any action required or permitted to be taken by any provision of law, the Articles of Incorporation or these Bylaws at any meeting of the Board or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the Board or of such committee, as the case may be and filed in the minutes of the proceedings of the Board or such committee, as the case may be.

Section 13. MEETING BY TELEPHONE. Trustees or the members of any committee thereof shall be deemed present at a meeting of the Board or of any such committee, as the case may be, if the meeting is conducted using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

## ARTICLE V

### OFFICERS

Section 1. NUMBERS AND QUALIFICATIONS. The officers of the corporation shall consist of a President, Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. The Board may also elect such other officers as the Board deems appropriate. Two or more offices may be held by the same person.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each officers shall hold office until such officer's successor shall have been duly elected, unless such officer sooner dies, resigns or is removed by the Board.

Section 3. REMOVAL. Any officer elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

Section 5. DUTIES OF OFFICERS. The Chairman of the Board of the corporation, or the President if there shall not be a Chairman of the Board, shall preside at all meetings of the Board and of the members. The president shall be the chief executive officer of the corporation. Subject to the foregoing, the offices of the corporation shall have such powers and duties as ordinarily pertain to their respective offices and such additional powers and duties specifically conferred by law, the Articles of Incorporation and these Bylaws, or as may be assigned to them from time to time by the Board.

Section 6. DELEGATION OF DUTIES. In the absence or disability of any officer of the corporation, or for any other reason deemed sufficient by the Board, the Board may delegate the powers or duties of such officer to any other officer or to any other officer or to any other trustee for the time being.

## ARTICLE VI

### Indemnification of Directors and Officers

Section 1. GENERAL. To the fullest extent permitted by law, the corporation shall indemnify any person 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, administrative or investigative (other than an action by, or in the right of, the corporation), by reasons of the fact that such person is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action,

suit or proceeding, including any appeal thereof, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act on good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. ACTIONS BY OR IN THE RIGHT OF THE CORPORATION.

In any action, suit or proceeding, threatened, pending or completed, by or in the right of the corporation, indemnification shall be made as provided in Section 1 of this Article VI, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

Section 3. HOW EFFECTED. Indemnification pursuant to Section 1 or Section 2 of this Article VI, unless pursuant to a determination by a court, shall be made by the corporation only as authorized in the specific case upon a determination that the indemnification is proper in the circumstances because the indemnified person has met the applicable standard of conduct set forth in Section 1 or Section 2 hereof. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suite or proceeding to which the indemnification relates or by the stockholders by a majority vote of a quorum consisting of stockholders who were not parties to the action, suite or proceeding to which the indemnification relates. If a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or Section 2 of this Article VI, or in the defense of any claim, issue or matter therein, the corporation shall be obligated upon proper application to indemnify such person in respect of expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.



Section 4. PREPAYMENT OF EXPENSES. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth in Section 3 of this Article VI that such indemnified person meets the applicable standard of conduct referred to therein and after receipt of a undertaking satisfactory in form and substance to the corporation that such person will promptly repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the corporation as authorized in this Article VI.

Section 5. NON-EXCLUSIVITY. The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in any official capacity and as to action in any other capacity while holding office with the corporation. The Board of Directors may, at any time, approve indemnification of any other person that the corporation has the power by law to indemnify, including, without limitation, employees and agents of the corporation. The indemnification provided for in this Article VI shall continue as to any person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of such person's heirs and personal representatives.

#### ARTICLE VII

##### Seal

The corporate seal shall have the name of the corporation, the word "SEAL" and the year of the incorporation inscribed thereon, and may be a facsimile, engraved, printed or impression seal. An impression of said seal appears on the margin hereof.

#### ARTICLE VII

##### Stock in Other Corporations

Shares of stock in other corporations held by the corporation shall be voted by such officer or officers of the corporation as the Board of Directors shall from time to time designate for the purpose or by a proxy thereunto duly authorized by said Board.

#### ARTICLE IX

##### Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws adopted, only by a vote of four-fifths of all Trustees, and in no event by the votes of less than four Trustees.

ARTICLE X

Exempt Activities

Notwithstanding any other provision of these Bylaws, no member, trustee, officer, employee, or representative of this corporation shall take any action or carry on any activity by or 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 of 1986, as amended, or any statute of similar import (the "Code") and regulation issued thereunder, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the regulations issued thereunder.

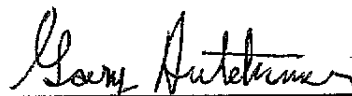
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**IMMERSION METHOD OF PARENT AND CHILD TRAINING, INC.**

**STATEMENT OF PURPOSE**

By creation of this corporation, the Subscribers intend to accumulate funds, the principal and interest of which shall be distributed to charitable, religious, scientific, literary or educational organizations in Manatee County, Florida, and surrounding area. With confidence in the public spirit and high principles of the present and future Trustees of the Foundation, the Subscribers suggest that twenty-five (25%) percent of the principal be retained for purposes of accumulation and generation of income.

  
\_\_\_\_\_  
W. Kenneth Ellis

  
\_\_\_\_\_  
Gary R. Hutchinson

  
\_\_\_\_\_  
Tim McRee