

NO 3 000001601

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SUNCOAST PRIMATE SANCTUARY FOUNDATION, INC.**

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Suncoast Primate Sanctuary Foundation, Inc.

DOCUMENT NUMBER: N03000001601

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael J. Faehner

(Name of Contact Person)

Faehner PLLC

(Firm/ Company)

301 Woodlands Pkwy. Ste. 10

(Address)

Oldsmar, FL 34677

(City/ State and Zip Code)

lee@haas-castillo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael J. Faehner

727

306-0201

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
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(Additional Copy is
Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

2022 SEP 12 AM 8:19

FILED

Articles of Amendment
to
Articles of Incorporation
of

Suncoast Primate Sanctuary Foundation, Inc.

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

N03000001601

(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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent I am familiar with and accept the obligations of the position

Signature of New Registered Agent, if changing

2022 SEP 12 AM 8:16

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Please see attached Articles of Amendment to Articles of Incorporation.

[illegible]

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records

Adoption of Amendment(s) (CHECK ONE)

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

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

Dated 9-6-2022

Signature Chris [Signature]
(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)

Christy Holley

(Typed or printed name of person signing)

President

(Title of person signing)

**UNANIMOUS ACTION AND RESOLUTION OF BOARD OF DIRECTORS OF
SUNCOAST PRIMATE SANCTUARY FOUNDATION, INC. WITHOUT A MEETING**

WHEREAS Suncoast Primate Sanctuary Foundation, Inc. (the "Company") was filed with the Florida Secretary of State as a Florida Not For Profit Corporation as of February 21, 2003; and

WHEREAS improper Articles of Amendment to the Articles of Incorporation of the Company naming the Board of Directors were filed with Florida Secretary of State on March 12, 2018 and were declared to be void; and

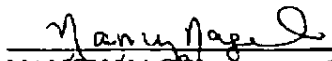
WHEREAS on June 13, 2022, a final judgment entered in the Circuit Court of Sixth Judicial Circuit in and for Pinellas County, Florida, by the Honorable Keith Meyer, Circuit Judge determined that Nancy Nagel, Christy Holley, and Ken Peltier are the true and legal Board of Directors of the Company, such judgment being incorporated into this unanimous action and resolution of the Board of Directors without a meeting as Exhibit A hereto;

NOW, BE IT RESOLVED, that as of the date of signing of this unanimous action and resolution of the Board of Directors without a meeting, the Company, by the unanimous vote of its Board of Directors, did take action to adopt Articles of Amendment to the Articles of Incorporation of the Company and Bylaws of the Company, each incorporated into this unanimous action and resolution of the Board of Directors without a meeting as Exhibit B and Exhibit C respectively.

DIRECTORS


CHRISTY HOLLEY

8-4-2022
Date


NANCY NAGEL

8-4-22
Date


KEN PELTIER

8-4-2022
Date

EXHIBIT A

“Partial Final Judgment Dated June 13, 2022”

**IN THE CIRCUIT COURT OF THE SIXTH JUDICIAL CIRCUIT
IN AND FOR PINELLAS COUNTY, FLORIDA**

SUNCOAST PRIMATE SANCTUARY
FOUNDATION, INC.,
a Florida not for Profit corporation,

Plaintiff/Counterdefendant,

vs.

CASE NO.: 2016-4573-CI-20

JON COBB, CHARLES O'DONNELL,
and SANDRA DILLARD,

Defendants/Derivative Counterplaintiffs.

vs.

CHRISTY HOLLEY, NANCY NAGEL,
and KEN PELTIER,

Additional Defendants

PARTIAL FINAL JUDGMENT

This cause came before the Court for trial on Count I of Plaintiff's Amended Complaint August 10 – 11, 2021, October 15, 2021, and March 22 – 24, 2022. The Court heard testimony from witnesses, received exhibits into evidence (as reflected in other orders of this Court), and considered arguments of counsel, including citations of authority in support of the respective parties' positions. Following the conclusion of the trial the Parties submitted additional argument to the Court in the form of proposed final judgments on April 4, 2022. Based upon the admitted evidence and applicable law the Court makes the findings of fact and draws the legal conclusions contained in this Judgment.

FACTUAL FINDINGS

Suncoast Primate Sanctuary Foundation, Inc. ("SPSF") is an entity that provides care for animals and facilitates public interaction with those animals on a large tract of land in northern Pinellas County. The major issue before the Court in this case that will largely dictate the outcome of this litigation as well as legal disputes pending elsewhere is the determination of who comprises the "true" board of trustees/directors of SPSF.

The articles of incorporation of SPSF, filed with the Department of State on February 21, 2003, identify a board of trustees (directors) made up of only three persons. The three persons named as initial trustees in the articles of incorporation are Nancy Nagel, Jon Cobb, and Christy Holley. The initial directors named in the articles of incorporation of SPSF did not conduct an organizational meeting at which they adopted bylaws, as required by § 617.0205, Fla. Stat. The initial directors also did not adopt initial bylaws, as required by § 617.0206, Fla. Stat. Furthermore, as of June 17, 2016, the articles of incorporation of SPSF had not been amended and no bylaws had been adopted by the board of directors. As shown by the annual reports filed with the Division of Corporations, Florida Department of State, the only three persons ever named to serve as trustees of SPSF from its inception until June 17, 2016, were Nancy Nagel, Jon Cobb, and Christy Holley.

As to the issue of "membership", there are no "members" of SPSF identified in its articles of incorporation; only its initial board of trustees. In a similar vein there are no stated qualifications and rights of the members of SPSF in its articles of incorporation, even though the qualifications and rights of the members are required to be stated in the articles of incorporation or adopted bylaws pursuant to § 617.0601(1)(a), Fla. Stat.

Additionally, there are no stated quorum or voting requirements for meetings and activities of the members of SPSF in its articles of incorporation, even though any quorum and voting requirements for meetings and activities of the members are required to be stated in the articles of incorporation or adopted bylaws pursuant to § 617.0601(1)(a), Fla. Stat. There are likewise no stated notice requirements sufficient to provide notice of meetings and activities of the members of SPSF in its articles of incorporation. This is so even though stated notice requirements sufficient to provide notice of meetings and activities of the members of SPSF are required to be stated in the articles of incorporation or adopted bylaws pursuant to § 617.0601(1)(a), Fla. Stat.

Also, because no bylaws were adopted by the initial directors of SPSF despite the contemplation of bylaws in Article XII of the articles of incorporation, there were no written qualifications for membership, either as to the dues to be paid or the rules and regulations that the members would agree to be bound by. There were no minutes of board of trustee meetings offered or admitted into evidence that reflect that the board of SPSF voted to adopt a form of membership application as described in Article XII(c) of the articles of incorporation. In fact, the unrebutted testimony of the witnesses is that a form of membership application was never adopted or approved by the board of SPSF.

There was no evidence offered or admitted to show that SPSF has ever had written membership application forms. Also, there was no evidence offered or admitted to show that any person claiming to be a member of SPSF ever claimed to fill out a membership application, only a "volunteer" application.

There is no record of a formal vote of the trustees to approve and accept members of SPSF, and the testimony of Nancy Nagel and Christy Holley, unrebutted by Jon Cobb, is that they as trustees never voted to approve and accept any members. There is also no record of any minutes

of board meetings occurring prior to June 17, 2016, that reflect that the board of SPSF voted to approve and accept any person as a member of SPSF.

Further, there is no record evidence that SPSF kept a membership book containing, in alphabetical order, the name and address of each member, as would have been required by § 617.0601(4), Fla. Stat., if there had been members.

SPSF filings further negate the assertion that it was a member organization at any pertinent time. The 1023 application filed by SPSF with the Internal Revenue Service states that SPSF is not a member organization. Also, the annual 990s filed by SPSF with the IRS through tax year 2014 never indicated that it had voting members.

Although Christy Holley resigned as a member of the board of SPSF in 2007, the board did not elect or appoint a replacement for Ms. Holley pursuant to § 617.0809, Fla. Stat. (2007), and her board seat remained vacant until 2015. Substantial evidence as contained in the record suggests strongly that Jon Cobb and Nancy Nagel de facto reappointed Ms. Holley to fill her vacant board seat by May 4, 2015.

Substantial evidence also reflects that Jon Cobb resigned from the board of SPSF in mid-April 2016. Notwithstanding Jon Cobb's resignation, Christy Holley and Nancy Nagel executed a written consent to action to remove Mr. Cobb from the board of SPSF and appoint Ken Peltier in his place. As a result, as of May 31, 2016, the board of SPSF consisted of Nancy Nagel, Christy Holley, and Ken Peltier. This was the status quo as of June 17, 2016, the day upon which Defendant asserts its "board" was elected by the purported "members" of SPSF.

LEGAL CONCLUSIONS

"Being creatures of statute, corporations are amenable to all reasonable regulations imposed by statute, both as to their internal operation and as to the rights of those who own them,

their stockholders.” *Florida Telephone Corp. v. State*, 111 So. 2d 677 (Fla. 1st DCA 1959). Under Florida law, a corporation must act in accordance with its articles of incorporation and any duly adopted bylaws. It cannot act based upon oral statements regarding informal conduct that are contrary to the written documents. *Word of Life Ministry, Inc. v. Miller*, 778 So. 2d 360 (Fla. 1st DCA 2001); *Yarnall Warehouse & Transfer v. Three Ivory Bros. Moving Company*, 226 So. 2d 887 (Fla. 2d DCA 1969); *S & T Anchorage v. Lewis*, 575 So. 2d 696 (Fla. 3d DCA 1991).

Because the articles of incorporation of SPSF do not contain all the information concerning members required by § 617.0601(1)(a), Fla. Stat., and the initial directors named in the articles of incorporation of SPSF did not adopt initial bylaws as required pursuant to §§ 617.0205 and 617.0206, Fla. Stat., SPSF does not yet have members who can vote.

Additionally, because no person desiring to become a member of SPSF filled out a membership application, and because the board of SPSF never voted to approve and accept any person as a member and reflect that person’s status as a member in a corporate membership book containing the information required by § 617.0601(4), Fla. Stat., SPSF does not yet have members who can vote.

The Court has no doubt many if not all of the people who gathered on June 17, 2016 for the purported election of Board members were genuine volunteers driven to do what they thought was the right thing in support of an organization they cherish. Because SPSF does not yet legally have members who can vote, it necessarily follows that the persons who met on June 17, 2016 and sought to elect new directors of SPSF did not have the authority to do so. As such, all acts occurring on or after that date in the name of SPSF are *ultra vires* acts. Because there are no members to effectuate an election of trustees, the only trustees and corporate officers of SPSF are Nancy Nagel, Christy Holley, and Ken Peltier.

It is therefore, ORDERED AND ADJUDGED:

1. Nancy Nagel, Christy Holley, and Ken Peltier are hereby declared to be the true and legal board of directors of Suncoast Primate Sanctuary Foundation, Inc.
2. All acts undertaken in the name of Suncoast Primate Sanctuary Foundation, Inc. on or after June 17, 2016 are hereby declared to be ultra vires acts, and the corporation is not bound by any contract or obligation purportedly entered into on or after that date.
3. Pursuant to § 57.041, Fla. Stat., Plaintiff is entitled to recover its taxable costs against Defendants.
4. The Court retains jurisdiction of this case to hear Plaintiff's remaining claims, the Defendants' counterclaims, and to grant such supplemental relief as is appropriate pursuant to Chapter 86, Fla. Stat.

Done and ordered in Chambers at Clearwater, Pinellas County, Florida this day of
June, 2022.

~~16-004573-CI 6/13/2022 3:45:38 PM~~
Circuit Judge Keith Meyer
16-004573-CI 6/13/2022 3:45:38 PM

Honorable Keith Meyer, Circuit Judge

Conformed copies to:
Lee L. Haas, B.C.S.
Andrew J. Mongelluzzi, Esquire

EXHIBIT B

“Articles of Amendment to the Articles of Incorporation”

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
FOR
SUNCOAST PRIMATE SANCTUARY FOUNDATION, INC.**

ARTICLE I
Name of Corporation

The name of this not-for-profit corporation shall be SUNCOAST PRIMATE SANCTUARY FOUNDATION, INC.

ARTICLE II
Principal Office

The principal office of the corporation is 4600 Alt. 19, Palm Harbor, FL 34683, and the mailing address of the corporation is 543 East Orange Street, Tarpon Springs, FL 34689.

ARTICLE III
Purposes

The corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes, incorporated on a non-stock basis. The corporation is to be formed exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law. Specifically, the corporation is to provide care for animals and facilitate public interaction with those animals on land held by the corporation for the benefit of those animals. In furtherance of these purposes, the corporation may engage in any lawful act or activity for which corporations may be organized under the Florida Not-For-Profit Corporation Act.

ARTICLE IV
Duration

The corporation shall have perpetual duration.

ARTICLE V
Powers

This corporation shall have all of the corporate powers enumerated as it may be amended

in contravention of the purpose or purposes for which the corporation has been formed as set in Article III.

ARTICLE VI

Prohibited Acts

This corporation shall operate exclusively for charitable, educational, and scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, in the course of which operation:

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons, 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 herein.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII

Dissolution

The corporation may be dissolved with the assent given in writing and signed by not less than two thirds (2/3) of the voting membership of the Board. Upon dissolution of the corporation, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue Code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII

Board of Directors and Officers

The management of the affairs of this corporation is vested in its Board of Directors which shall consist of not less than three (3) persons. All members of the Board shall be elected or appointed in the manner and for the terms prescribed in the Bylaws of the corporation, and shall hold office until their respective successors are duly elected or appointed. The Board of Directors, at its annual meeting, may elect such other officers and Directors as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. The officers of the corporation shall have such duties as may be specified by the Board or by the Bylaws of this corporation. The Corporation shall not have members of the Corporation as contemplated in Florida Statute 617.0601 and all governance and management responsibilities are vested with the Board of Directors and the Officers of the Corporation.

ARTICLE IX

Board of Directors and Officers

The Board of Directors and its officers shall be comprised of the following individuals, each of whom is to hold office until the first election to be held under the provisions of the Articles or the provisions of the Bylaws:

Board Members:

Christy Holley
4600 Alt. 19
Palm Harbor, FL 34683

Nancy Nagel
4600 Alt. 19
Palm Harbor, FL 34683

Ken Peltier
4600 Alt. 19
Palm Harbor, FL 34683

ARTICLE X

Bylaws

The Bylaws of the corporation shall be adopted by the initial Board of Directors, as constituted under Article IX above, at the organizational meeting of the Board, and said Bylaws may thereafter be amended, by the affirmative vote of at least two thirds (2/3) of the Board of Directors present and voting.

ARTICLE XI
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by the affirmative vote of at least two thirds (2/3) of the Board of Directors of this corporation, present and voting, at any meeting of the Board of Directors called specifically for that purpose.

ARTICLE XII
Registered Agent

The name of the registered agent of this corporation is Lee L. Haas and is located at 19321-C U.S. Hwy 19 N, Ste. 409, Clearwater, FL 33764 in Pinellas County, FL.

ARTICLE XIII
Indemnification


The corporation shall indemnify any officer or Director, or any former officer or Director, to the fullest extent permitted by law.

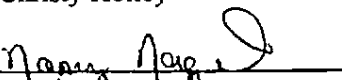
ARTICLE XIV
Incorporators

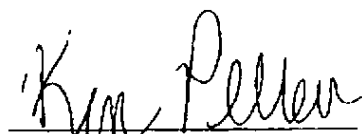
The name and address of the incorporators are:

1. Nancy Nagel
258 W. Canal Drive, Palm Harbor, Florida 34684
2. Jon Cobb
1963 Virginia Avenue, Tarpon Springs, Florida 34689
3. Christy Holley
3414 Kimberly Oaks Drive, Holiday, Florida 34691

IN WITNESS WHEREOF, the undersigned Board of Directors have executed these Amended Articles of Incorporation this 18th day of July 2022.


Christy Holley

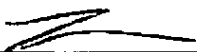

Nancy Nagel


Ken Peltier

ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service of process for SUNCOAST PRIMATE SANCTUARY FOUNDATION, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.



Lee L. Haas, Registered Agent

9/12/2022 09:31:08 EDT

To: 18506176380

Page: 23/31

From: Faehner PLLC

Fax: 7274749949

EXHIBIT C

“Bylaws”

**BYLAWS
OF
SUNCOAST PRIMATE SANCTUARY FOUNDATION, INC.
a Florida Nonprofit Corporation**

**ARTICLE 1
Offices**

- 1.1 **Registered Office and Registered Agent.** The registered office of the corporation shall be located in the State of Florida at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a physical address identical with such registered office.
- 1.2 **Other Offices.** The corporation may have other offices within or outside the State of Florida at such place or places as the Board of Directors may from time to time determine.

**ARTICLE II
Board of Directors**

- 2.1 **Numbers and Powers.** The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors consisting of a minimum of three (3) persons and a maximum of nine (9) persons. The Board of Directors elected at the meeting of Board of Directors shall be divided into three classes (Class A, Class B and Class C) each consisting, as nearly as possible, of one-third (1/3) of the total number of directors elected at that time. The term of office of Class A directors shall expire at the third annual meeting following the annual meeting at which they are elected. The term of office of Class B directors shall expire at the second annual meeting following the annual meeting at which they are elected. The term of office of the Class C directors shall expire at the next annual meeting thereafter. At each annual meeting after the initial annual meeting, directors shall be elected for a term of three years to succeed the directors whose terms expire at such meeting. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws otherwise prohibited.
- 2.2 **Change of Number.** The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

- 2.3 **Vacancies.** All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, shall be filled by the unanimous vote of the remaining directors of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.
- 2.4 **Regular Meetings.** Regular meetings of the Board of Directors may be held at the registered office of the corporation or at such other place or places, either within or without the State of Florida, as the Board of Directors may from time to time designate. The annual meeting shall be held without notice at the registered office of the corporation at such other time and place as the Board of Directors shall designate by written or electronic mail notice. In addition to the annual meeting, there shall be regular meetings of the Board of Directors, held, with proper notice.
- 2.5 **Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President or upon written or electronic mail request by any two directors. Such meetings shall be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate.
- 2.6 **Notice.** Notice of all special meetings of the Board of Directors (and of all regular meetings other than the annual meetings) to be held at the place and time designated in Section 2.4 shall be given to each director by three (3) days prior service of the same by telegram, by letter, electronic mail or personally. Such notice need not specify the business to be transacted at, nor the purpose of the meeting.
- 2.7 **Quorum.** A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.
- 2.8 **Waiver of Notice.** Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time slated for the meeting, shall be equivalent to the giving of notice.
- 2.9 **Registered Dissent.** A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

- 2.10 **Temporary Boards and Other Committees.** The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) directors, such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors, provided however, that no such committee shall have the authority of the Board of Directors to reference to:

- (a) Amending, altering, or repealing these Bylaws;
- (b) Electing, appointment, or removing any director or officer of the corporation;
- (c) Amending the Articles of Incorporation;
- (d) Adopting a plan of merger or consolidation with another corporation;
- (e) Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the corporation;
- (f) Authorizing the voluntary dissolution of the corporation or revoking proceeds therefore; or
- (g) Amending, altering, or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.

- 2.11 **Remuneration.** No stated salary shall be paid to Board of Directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.
- 2.12 **Loans.** No loans shall be made by the corporation to any director.
- 2.13 **Removal.** Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the directors (or two-thirds (2/3) of the directors besides the one voted upon, if more) of the Board of Directors.

ARTICLE III

Officers

- 3.1 **Designations.** The officers of the corporation shall be a President, one or more Vice Presidents (one or more of whom may be Executive Vice Presidents), a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may designate. All officers shall be elected for terms of one year by the

Board of Directors. Such officers shall hold office until their successors are elected and qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary.

- 3.2 **The President.** The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.
- 3.3 **Vice Presidents.** During the absence or disability of the President, the Executive Vice Presidents, if any, or any of the Vice Presidents in the order designated by the Board of Directors, shall exercise all the functions of the President. Each Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.
- 3.4 **Secretary and Assistant Secretaries.** The Secretary shall issue notices for all meetings, except for notices of special meetings the Board of Directors which are called by the requisite number of directors shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Assistant Secretary, or Assistant Secretaries, in the order designated by the Board of Directors, shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.
- 3.5 **The Treasurer.** The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time-to-time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors. The Assistant Treasurer, or Assistant Treasurers, in the order directed by the Board of Directors, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer, and at other times may perform such other duties as are directed by the President or Board of Directors.
- 3.6 **Executive Director.** The Board may select an Executive Director who shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the Board. The Executive Director shall have full authority for direction of the employees of the corporation, if any. The Executive Director, if selected, may be compensated for his or her services in that capacity in such amount and manner as the Board of Directors shall determine.

- 3.7 **Delegation.** If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.
- 3.8 **Vacancies.** Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.
- 3.9 **Other Officers.** The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such" powers and perform such duties as shall be determined from time to time by the Board of Directors.
- 3.10 **Loans.** No loan shall be made by the corporation to any officer.
- 3.11 **Term and Removal.** The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority consisting of 2/3 of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE IV

Fiscal Year

The corporation's fiscal year shall be from January 1st through December 31st.

ARTICLE V

Depositories

The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE VI

Notices

Except as may otherwise be required by law, any notice to any director may be delivered personally or by mail or by electronic mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid.

ARTICLE VII

Seal

The corporate seal of the corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the corporation.

ARTICLE VIII

Indemnification of Officers, Directors, Employees and Agents

The corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE IX

Conflicting Interest Transactions

9.1 **Definitions.** For purposes of this Article:

(a) "Conflicting interest" means the interest a director has respecting a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest if:

(1) The director knows at the time the corporation takes action that the director or a related person is a party to the transaction or has a significant financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director's judgment if the director were called upon to vote on the transaction; or

(2) The transaction is brought before the Board for action, and the director knows at the time the Board reviews the transaction that any of the following persons is either a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director's judgment if the director were called upon to vote on the transaction;

(A) An entity which the director is a director, general partner, agent or employee;

(B) An entity that controls, is controlled by, or is under common control with one or more of the entities specified in (A); or

(C) An individual who is a general partner, principal, or employer of the director

(b) "Director's conflicting interest transaction" means a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest respecting which a director of the corporation has a conflicting interest.

(c) "Qualified director" means any director who does not have either:

- (1) A conflicting interest respecting the transaction; or
- (2) A familial, financial, professional, or employment relationship with a second director who does have a conflicting interest respecting the transaction, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first director's judgment when voting on the transaction.

(d) "Related person" of a director means:

- (1) A child, grandchild, sibling, parent, or spouse of, or an individual occupying the same household as, the director, or a trust or estate of which any of the above individuals is a substantial beneficiary; or
- (2) A trust, estate, incompetent, conservatee, or minor of which the director is a fiduciary.

(e) "Required disclosure" means disclosure by the director who has a conflicting interest of:

- (1) The existence and nature of the director's conflicting interest; and
- (2) All facts known to the director respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

9.2. Directors' Action.

(a) Majority Vote. Directors' action respecting a director's conflicting interest transaction is effective if the transaction received the affirmative vote of a majority (but no fewer than two) qualified directors who voted on the transaction after either required disclosure to them or compliance with Paragraph (b) below.

(b) Director's Disclosure. If a director has a conflicting interest respecting a transaction, but neither the director nor a related person of the director is a party to the transaction, and if the director has a duty under law or professional canon, or a duty of confidentiality to another person, which would prevent that director from making the disclosure described in Paragraph 9.1(e), then disclosure is sufficient if the director:

- (1) Discloses to the directors voting on the transaction the existence and nature of the director's conflicting interest and informs them of the character

and limitations imposed by that duty before their vote on the transaction;
and

(2) Plays no part, directly or indirectly in their deliberations or vote.

(c) Quorum. A majority (but no fewer than two) of the qualified directors constitutes a quorum for purposes of action that comply with this Article. Directors' action that otherwise complies with this Article is not affected by the presence or vote of a director who is not a qualified director.

ARTICLE X

Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

ARTICLE XI

Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this corporation; provided, that the Board will not approve any such alteration, amendment, or repeal that would adversely impact the rights of any class of directors unless such alteration, amendment, or repeal shall first have received the approval of two-thirds (2/3) of the board of directors.

Adopted by resolution of the corporation's Board of Directors on _____,
2022.


CHRISTY HOLLEY


KEN PELTIER


NANCY NAGEL