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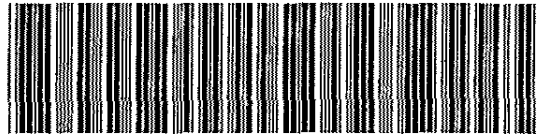
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04 JUL 13 2014  
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SECURITY  
DIVISION

104-24837

ARTICLES OF INCORPORATION  
OF  
THE 6 M COMPANY FOUNDATION, *INC.*

- ONE: THE NAME AND ADDRESS OF THIS PRINCIPAL CORPORATION IS THE 6M COMPANY FOUNDATION, <sup>1000</sup>6266 WHISPERING WAY, ORLANDO, FLORIDA 32807. IN ORANGE COUNTY FLORIDA. THE CORPORATION IS ORGANIZED PURSUANT TO THE FLORIDA NON-PROFIT CODE.
- TWO: THIS CORPORATION IS A NON-PROFIT PUBLIC BENEFIT CORPORATION AND IS NOT ORGANIZED FOR THE PRIVATE GAIN OF ANY PERSON. THE CORPORATION IS ORGANIZED UNDER THE NON-PROFIT PUBLIC BENEFIT CORPORATION LAW, FOR CHARITABLE AND EDUCATIONAL PURPOSES TO AID THE POOR AND DISADVANTAGED INDIVIDUALS AND FAMILIES TOWARD A LIFE OF SELF SUFFICIENCY. THE PROGRAMS WILL CONSIST OF BUT SHALL NOT BE LIMITED TO : SEMINARS, OUTREACH ADVOCACY PROGRAMS FOR THE HOMELESS AND DISADVANTAGED, HEALTH CARE, CHILD CARE, HOUSING, LITERACY, EMPLOYMENT, COUNCELING, TEMPORARY SHELTER, TEENAGE PREGNANCY, JOB TRAINING, JOB PLACEMENT AND ACQUISITION, SUBSTANCE ABUSE AWARENESS, ELDERLY CARE SCHOOL SAFETY, AND OTHER PROGRAMS TO AID THOSE IN NEED.
- THREE: THE DURATION OF THIS CORPORATION SHALL BE PERPETUAL, NO STOCK AND SHALL HAVE NO MEMBERS.
- FOUR: THE ADDRESS OF THE REGISTERED OFFICE IS, 6266 WHISPERING WAY, ORLANDO, FLORIDA 32807 THE REGISTERED AGENT AT SAID OFFICE IS: BEN MORALL, 6266 WHISPERING WAY ORLANDO FLORIDA, 32807.
- FIVE:
- (A) THIS CORPORATION IS ORGANIZED AND OPERATED EXCLUSIVELY FOR EDUCATIONAL AND CHARITABLE PURPOSES WITHIN THE MEANING OF SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE.
- (B) NOT-WITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITY NOT PERMITTED TO CARRY ON (1) BY A CORPORATION

04 JUL 12 PM 1:10  
SECTION 501 (C) (3)  
DIVISION OF REVENUE

(CONTINUED FROM PAGE ONE)

EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (C)(3)  
OF THE INTERNAL REVENUE CODE (2) BY A CORPORATION  
CONTRIBUTION TO WHICH ARE DEDUCTABLE UNDER SECTION 170  
(C) (2) OF THE INTERNAL REVENUE CODE.

SIX: THE DIRECTORS ARE ELECTED IN ACCORDANCE WITH THE  
BY- LAWS. THE NAMES AND ADDRESSES OF THE PERSONS  
APPOINTED TO ACT AS INITIAL DIRECTORS OF THIS CORPORATION  
ARE,

NAME  
*Chairman of the Board*  
*Ben Morall, Jr.*

ADDRESS  
*6266 Whispering Way*  
*Orlando, FL 32807*

PRESIDENT;  
MS. DENIYA L. MORALL

6266 WHISPERING WAY  
ORLANDO, FLA. 32807

*Treasurer*  
*Doris S. Morall*

*6266 Whispering Way*  
*Orlando, FL 32807*

SECRETARY  
MR. LEON F. BLACKSTONE

530 COOL SPRINGS RD.  
BAINBRIDGE, GA. 31717

SEVEN: THE PROPERTY OF THIS CORPORATION IS IRREVOCABLY  
DEDICATED TO CHARITABLE AND EDUCATIONAL PURPOSES AND  
NO PART OF THE NET INCOME OR ASSETS OF THE ORGANIZATION  
SHALL ENURE TO THE BENEFIT OF ANY DIRECTOR, OFFICER OR  
MEMBER THEREOF OR THE BENEFIT OF ANY PRIVATE PERSON.

EIGHT: ON THE DISSOLUTION OR WINDING UP OF THE CORPORATION,  
ITS ASSETS REMAINING AFTER PAYMENT OF, OR PROVISIONS FOR  
PAYMENT OF, ALL DEBTS, AND LIABILITIES OF THIS  
CORPORATION, SHALL BE DISTRIBUTED TO A NON-PROFIT FUND,  
FOUNDATION, OR CORPORATION, WHICH IS ORGANIZED AND  
OPERATED EXCLUSIVELY FOR, CHARITABLE AND EDUCATIONAL  
PURPOSES UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE  
CODE.

NINE: EXECUTIVE ON 2000 THE NAME AND ADDRESS OF  
THE INCORPORATOR OF THIS INCORPORATION SHALL BE  
MR. BEN MORALL 6266 WHISPERING WAY ORLANDO FLA. 32807

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

The G-M Company Foundation, Inc.  
(must include suffix)

2. The name and address of the registered agent and office is:

Ben Morall, Jr.  
(NAME)

6266 Whispering Way  
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Orlando, FL 32807  
(CITY/STATE/ZIP)

04 JUL 12 PM 1990  
SECRET  
DIVISION

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Ben Morall, Jr.  
(SIGNATURE)

4/23/04  
(DATE)

BY-LAWS  
OF  
THE 6-M COMPANY FOUNDATION, *INC.*  
A FLORIDA PUBLIC BENEFIT CORPORATION

ARTICLE 1  
OFFICERS

SECTION 1 PRINCIPLE OFFICE

THE PRINCIPLE OFFICE OF THE CORPORATION FOR THE TRANSACTION OF ITS BUSINESS IS LOCATED AT ,6266 WHISPERING WAY, ORLANDO FLORIDA. 32807.

SECTION 2 CHANGE OF ADDRESS

THE COUNTY / PARISH OF THE CORPORATION'S PRINCIPLE OFFICE CAN BE CHANGED ONLY BY AN AMENDMENT OF THESE BY-LAWS AND NOT OTHERWISE. THE BOARD OF DIRECTORS MAY, HOWEVER, CHANGE THE PRINCIPLE OFFICE FROM ONE LOCATION TO ANOTHER WITHIN THE NAMED COUNTY/PARISH BY NOTING THE CHANGED ADDRESS AND EFFECTIVE DATE BELOW, AND SUCH CHANGE OF ADDRESS SHALL NOT BE DEEMED AN AMENDMENT OF THESE BY-LAWS.

SECTION 3 OTHER OFFICES

THE CORPORATION MAY ALSO HAVE OFFICES AT SUCH OTHER PLACES, WITHIN OR WITHOUT THE STATE OF FLORIDA WHERE IT IS QUALIFIED TO DO BUSINESS, AS ITS BUSINESS MAY REQUIRE, AND AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME , DESIGNATE.

ARTICLE II

SECTION 1 OBJECTIVES AND PURPOSES

THE PRIMARY OBJECTIVE AND PURPOSE OF THIS CORPORATION SHALL BE FOR; EDUCATIONAL AND CHARITABLE PURPOSES WITHIN THE MEANING OF SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE.

See Articles of Incorporation page 1, NUMBER TWO.

## **ARTICLE III. DIRECTORS**

### **SECTION 1. NUMBER**

The corporation shall have 3 directors and collectively they shall be known as the Board of Directors. The number may be changed by resolution of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

### **SECTION 2. POWERS**

Subject to the provisions of the FLORIDA Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 3. DUTIES**

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

#### **SECTION 4. TERMS OF OFFICE**

Each Director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualified.

#### **SECTION 5. COMPENSATION**

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

#### **SECTION 6. NON-RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these Bylaws, ALL persons serving on the board may be interested persons.

#### **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or such place within or without the State of FLORIDA which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation after all board members have been given written notice of the board. Any meeting regular or special, may be held by conference telephone or similar communications equipment, so as long as all directors participating in such meeting can hear one another.

#### **SECTION 8. REGULAR AND ANNUAL MEETINGS**

Regular meetings of Directors shall be held at the discretion of the Chairperson of the board. The annual meeting of the directors will be held at the discretion of the Chairperson of the Board, directors shall be elected by the Board of Directors in accordance with this section. Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected. Each director shall cast one vote, with voting being ballot only.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairperson of the board, the President, the Vice-President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of FLORIDA, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

## **SECTION 10. NOTICE OF MEETINGS**

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days notice by first-class mail or forty-eight (48) hours notice delivered personally or by telephone or telegraph. If sent by mail or telephone, the notice shall be deemed to be delivered on its deposit in the mail or on its delivery to the telegraph company. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notices of the time and place of holding and adjourned meeting need not be given to the corporation. Notice of the time and place of holding an adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

## **SECTION 11. CONTENTS OF NOTICE**

Notice of meeting not herein dispensed with shall specify the place, day, and hour of meetings. The purpose of any board meeting need not be specified in the notice.

## **SECTION 12.**

### **WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the board however called and noticed or where held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waive of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

### **SECTION 13. QUORUM FOR MEETINGS**

A quorum shall consist of 3 Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meetings at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meetings is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

### **SECTION 14. MAJORITY ACTION AS BOARD ACTION**

Every act of decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the FLORIDA Non-profit Corporation Law, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a director has a material, financial interest and indemnification of directors, require a greater percentage or different voting rules for approval of a matter by the board.

### **SECTION 15. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the board, or if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice-President of the corporation, or in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meetings. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

#### **SECTION 16.**

##### **ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or 3 contents shall be filed with the minutes of the proceedings of the board.

Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorizes the directors to so act, and such statement shall be prima facie evidence of such authority.

#### **SECTION 17. VACANCIES**

Vacancies of the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board may be filled by approval of the board, or if the number of directors then in office is less than quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this article of the Bylaws, or (3) a sole remaining director. A person elected to fill a vacancy as provided by this section shall hold office until the next annual election of the Board of Directors, office.

#### **SECTION 18. NON-LIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### **SECTION 19. INSURANCE FOR CORPORATE AGENTS**

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of the agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating the provisions of the law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent such liability under the provisions of the FLORIDA Nonprofit Corporation Law.

### **ARTICLE IV. OFFICERS**

#### **SECTION 1. NUMBER OF OFFICERS**

The officers of the corporation shall be a President, Vice-President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may have also, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

## **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

## **SECTION 3. SUBORDINATE OFFICERS**

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

## **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

## **SECTION 5. VACANCIES**

Any vacancy caused by death, resignation, removal, disqualification's, or otherwise of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

## **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all

duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation., or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise, expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### **SECTION 7. DUTIES OF VICE-PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice- President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

#### **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of the committees of directors, and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meetings, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duty executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Keep at the principal office of the corporation, a membership book containing the name and address of each and any members, and, in the case where any membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incidents to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or from time to time by the Board of Directors.

## **SECTION 9. DUTIES OF TREASURER**

Subject to the provisions of these Bylaws, relating to the "Execution of Instruments, Deposits Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts disbursements, gains and losses. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 10. COMPENSATION**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officers shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

## **ARTICLE V. COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of directors, designate one (1) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers of authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the Board of Directors.
- (b) The filling of vacancies on the board or on any committee which has the authority of the board.
- (c) The fixing of compensation of the directors for serving on the board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the board or the members thereof.

- (g) The expenditure of corporation funds to support a nominee for director after there are more people nominated for director than can be elected.

## **SECTION 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

## **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaws provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution by the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provision of these Bylaws.

## **ARTICLE VI.**

### **EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

#### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power of authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

## **SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## **ARTICLE VII. CORPORATE RECORDS, REPORTS, AND SEAL**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the state of FLORIDA.

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meeting of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

## **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **SECTION 3. DIRECTOR'S INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

## **SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provision of this Article may be made in person or by agent or attorney and the right to inspecting includes the right to copy and make extracts.

## **SECTION 5. ANNUAL REPORT**

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, and if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

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

- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 7 of this Article. The annual report shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation mailed or telegraphed to them at such addresses shall be valid notices thereof.

#### **SECTION 4. TERMS OF OFFICE**

Each Director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualified.

If this corporation has members, then, if this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000.00), or more in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this section relating to the annual report.

#### **SECTION 5. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS**

This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind;

- (a) Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following has a direct or indirect material financial interest.
  - (b) Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest);
- or
- (c) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000.00) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000.00).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000.00) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to the FLORIDA Nonprofit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is partner, only the interest of the partnership need be stated. If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

## **ARTICLE VIII. FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on January 1 of each year and shall end on December 31 in each year.

## **ARTICLE IX. AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT**

Subject to any provisions of law applicable to the amendment of Bylaws of public benefit nonprofit corporation, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, in any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to a variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or
- (b) By approval of the members, if any, of this corporation.

## **ARTICLE X. AMENDMENT OF ARTICLES**

### **SECTION 1. CERTAIN AMENDMENTS**

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first directors of this corporation nor the names and addresses of its initial agent, except to correct an error in such statement or to declare either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to the FLORIDA Non-profit Corporation Law.

## **ARTICLE XI. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

### **SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall

not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

## ARTICLE XII. MEMBERS

### SECTION 1. DETERMINATION OF MEMBERS

If this corporation makes no provision for members, then pursuant to the Nonprofit Corporation Law of the state of FLORIDA, any action which would otherwise, under law or the provisions of the Article of Incorporation or Bylaws of this corporation, required approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

### CONSENT OF BOARD OF DIRECTORS

The Board of Directors adopted these articles of incorporation and Bylaws, at the principal office of the corporation for transaction of its business.

Date:

### Board of Directors

NAMES AND TITLES:

NAMES AND TITLES:

Ben Morall, Jr., Chairman Doris S. Morall, Treas

Deniya Morall, Pres. Wendelyn Morall, V.P.

Leon Blackstone, Sec. \_\_\_\_\_