

N100000008582

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

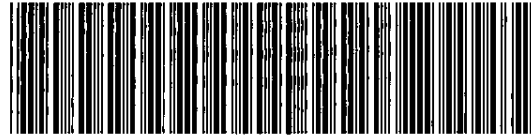
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500213355705

500213355705
10/18/11--01012--003 **52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 OCT 18 AM 9:03

Amended / CC
Restated
@ 10/19/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HARVEY MILK FESTIVAL
Sarasota, Inc.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

SHANNON FORTNER

(Name of Contact Person)

HARVEY MILK FESTIVAL

(Firm/ Company)

1342 17TH STREET

(Address)

SARASOTA, FL 34234

(City/ State and Zip Code)

SHAI4CIVILRIGHTS@GMAIL.COM

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

For further information concerning this matter, please call:

SHANNON FORTNER

(Name of Contact Person)

at (941) 228-4872

(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
Certified Copy
(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**HARVEY MILK FESTIVAL SARASOTA, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 OCT 18 AM 9:03

The undersigned, acting as the incorporator of a corporation pursuant to chapter 617, Florida Statutes, and pursuant to the direction of the board of Directors of the Corporation, adopts the following Amended and Restated Articles of Incorporation and forms a not-for-profit corporation (the "Corporation"), as follows:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is the Harvey Milk Festival, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this Corporation is: 1342 17th Street Sarasota, FL 34236
The mailing address of this Corporation is: 1342 17th Street, Sarasota, FL 34236

**ARTICLE III
CORPORATE NATURE**

This is a corporation not for profit, organized solely for general charitable and educational purposes pursuant to the Florida Not for Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes.

**ARTICLE IV
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE V
GENERAL AND SPECIFIC PURPOSE**

The specific and primary purposes for which this Corporation is formed are:

- A. To support and foster live music and performance artists, and to promote equal human rights.
- B. The corporation is hereby organized and shall be operated exclusively for charitable, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.
- C. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

- D. To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary, in connection with or incidental or related to the accomplishment and furtherance of any one or more of the above purposes.
- E. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.
- F. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws.

ARTICLE VI POWERS

The Corporation will have all powers granted by law to not-for-profit corporations subject to the limitations described elsewhere in these Amended and Restated Articles of Incorporation and as may be required in order for the Corporation to maintain its nonprofit and tax-exempt status under both Florida law and the Internal Revenue Code, as amended from time to time, or under any corresponding provision of any subsequent federal tax laws (the "Code"). Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation will 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 Code; or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. In attempting to fulfill the general nature of the objects of this Corporation, and to ensure that it meets with the requirements of an exempt organization under Section 501(c)(3) of the Code, the Corporation will strictly adhere to the following:

A. The Corporation will not engage in any act of self-dealing as defined in the Code that would jeopardize its tax-exempt status;

B. The Corporation will not allow its members or directors to have a vested interest in its assets;

C. The Corporation will not make any investments which would jeopardize its charitable purpose.

ARTICLE VII BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be three, provided, however, that such number may be increased or decreased by an amendment to the Bylaws for such purpose duly adopted by the Board of Directors.

The Directors of this Corporation shall hold office for a period of two (2) years, at which time an election of Directors shall be held in accordance with the directives of the Bylaws. Directors elected at the first annual meeting of Directors, and at all times thereafter, shall serve for a term of two (2) years until the next meeting for the election of Directors and until the qualifications of the successors in office. Annual meetings of the Board of Directors shall be held as set forth in the Bylaws.

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 consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by 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 Amended and Restated Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority. The names and addresses of the members of the Board of Directors, of the Corporation, at the time of these amendments, who shall serve until their successor(s) are duly elected and qualified, are:

Shannon Fortner, 1342 17th Street, Sarasota, FL 34236
Turner C. Moore, 1034 Virginia Drive, Sarasota, FL 34234
Jen O' Connor, 1703 Oak Street, Apt. #44, Sarasota, FL 34236

ARTICLE VIII MEMBERSHIP

This Corporation shall initially have no class of members. The Board of Directors shall have the authority by amendment to the bylaws to create one or more classes of voting or non-voting members with such rights and qualifications as said Board shall so determine.

ARTICLE IX 501(c)(3) LIMITATIONS

A. CORPORATE PURPOSES: Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal corporate income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

B. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

C. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the directors, officers, or members thereof (if any), or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.

D. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office.

E. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall

be distributed to one or more organizations recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, to be used exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws. To the extent the assets are not distributed to tax-exempt organizations, the assets shall be distributed to the federal, 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 in the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organization or organizations as such court shall determine, so long as such organization or organizations are recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.

F. PRIVATE FOUNDATION STATUS: In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE X

AMENDMENT TO ARTICLES

Amendments to these Amended and Restated Articles of Incorporation may be made by resolution adopted by two-thirds vote of the members of the Board of Directors.

ARTICLE XI

AMENDMENT TO BYLAWS

The initial bylaws of this Corporation shall be made, adopted and implemented by a majority vote of the Board of Directors. Thereafter, the bylaws of this Corporation may be made, altered, rescinded, added to, amended, or new Bylaws may be adopted, by a resolution of a two-thirds vote of the members of the Board of Directors.

ARTICLE XII

INCORPORATOR

The name and residence address of the Incorporator of this Corporation is as follows:

Name	Address
Shannon Marie Fortner	1342 17 th Street, Sarasota, FL 34236

ARTICLE XIII
REGISTERED AGENT AND OFFICE

The address of the Corporation's initial registered office shall be 1342 17th Street, Sarasota, FL 34236 and the name of the initial registered agent at said address shall be Shannon Marie Fortner.

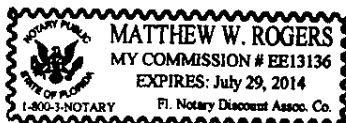
I, the undersigned, being the Incorporator of this Corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, have executed these Amended and Restated Articles of Incorporation, this 10th day of October, 2011. Having been named Registered Agent and designated to accept service of process for the above stated Corporation, at the place designated in these Amended and Restated Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties.

State of Florida County of Sarasota

The foregoing instrument was acknowledged before me this 10th day of October, 2011, by Shannon Marie Fortner, as Incorporator and initial Registered Agent, who is personally known to me or who has produced Florida Driver's License, No. F635-793-78-682-0 as identification and who did not take an oath.

Shannon Marie Fortner Shannon Marie Fortner, Incorporator
Matthew W. Rogers Notary Public - State of Florida

My Commission Expires:



BYLAWS OF THE HARVEY MILK FESTIVAL, INC.

MISSION STATEMENT

Harvey Milk Festival, Inc's primary purpose is to support and foster live music and performance artists, and to promote equal human rights. Additionally the Harvey Milk Festival will also work to help the community in efforts that promote community revitalization, education, public safety, economic and business development and community pride through the arts and arts education to improve the overall quality of life for all citizens.

ARTICLE 1: NAME

The name of this corporation is the Harvey Milk Festival Sarasota, Inc. hereinafter referred to as the corporation.

ARTICLE 2: PURPOSES

This corporation has been formed for charitable and educational purposes, as stated in greater detail in this corporation's Articles of Incorporation. In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of those specific and primary purposes. However, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

This corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of Florida and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation, provided, however, that in no event shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3: PRINCIPAL OFFICE

The initial principal office of the corporation shall be located in the City of Sarasota, County of Sarasota, State of Florida. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another. The Board of Directors may at any time establish branch offices at any place where the corporation is qualified to do business.

ARTICLE 4: NONPARTISAN ACTIVITIES

This corporation has been formed under the Florida Not for Profit Corporation Act (the "Law") for the charitable and educational purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 5: DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of

this corporation. On liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to an organization dedicated to charitable or educational purposes which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE 6: MEMBERSHIP

The corporation shall not have any members within the meaning of Section 617.0601 of the Law.

ARTICLE 7: BOARD OF DIRECTORS

Section 1. Powers.

Subject to the provisions and limitations of the Law and any other applicable laws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to an executive director/CEO, management company, committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors.

Initially, a three (3) member Board of Directors shall govern this corporation. As of the date of the first annual meeting of the directors in September 2011, the authorized number of directors shall be eleven (11). Thereafter, the number of directors may be changed by amendment or revision of these bylaws, or by repeal of these bylaws and adoption of new bylaws.

Section 3. Election, Designation, and Term of Office of Directors.

The initial Board of Directors shall consist of those individuals named as directors in the Articles of Incorporation who shall serve until their successors have been elected and seated at the first annual meeting of the directors in September, 2011. Except for the initial directors, the Board of Directors shall elect the directors. The term of office for each director shall be two years. There are no term limits. Each director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. The corporation intends that the Board of Directors shall collectively represent a diversity of relevant backgrounds and skills to enable the Board of Directors to make informed, well-balanced decisions on the economic viability and social impact of corporate activities.

Section 4. Vacancies.

A vacancy on the board shall exist on the occurrence of the following: (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Section 617.0830 of the Law dealing with standards of conduct for a director; (c) an increase in the authorized number of directors; or (d) the failure of the directors, at any annual or other meeting of directors at which any director or directors are to be elected, to elect the full authorized number of directors.

The Board of Directors, by affirmative vote of a majority of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in Article 7, Section 5 that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the president, the secretary, or the Board of Directors, specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective.

Vacancies on the board may be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 5. Meetings.

The Board of Directors shall hold an annual meeting in the month of September of each year for the purpose of electing directors and officers of the corporation and for the transaction of other business. Notice of the annual meeting shall be given in the manner set forth below. Other regular meetings shall be held at least quarterly at such times as are fixed by the Board of Directors. Such regular meetings may be held without notice. Meetings may be held at any place designated by resolution of the board, or, if not designated, at the principal office of the corporation. Special meetings shall be held at any place designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal office of the corporation. Notwithstanding the above, any meeting may be held at any place consented to in writing by all the directors, either before or after the meeting. Consents shall be filed with the minutes of the meeting.

Any meeting may be held by conference telephone or other communications equipment permitted by the Law, as long as all directors participating in the meeting can communicate with one another and all other requirements of the Law are satisfied. All such directors shall be deemed to be present in person at such meeting.

Meetings of the board for any purpose may be called at any time by the president, the secretary, or any two (2) directors. Notice of the date, time, and place of meetings shall be delivered personally to each director or communicated to each director by telephone (including a voice messaging system which records and communicates messages), facsimile, or electronic mail at least forty-eight (48) hours prior to the meeting, or communicated by telegraph, express mail service, first-class mail, or by other means of written communication, addressed to the director at the director's address as it is shown upon the records of the corporation, deposited in the mails or given to the telegraph company or express mail company or other carrier at least four (4) days before the date of the meeting. The notice need not specify the purpose of the meeting. Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the

corporate records or made a part of the minutes of the meeting.

Section 6. Action at a Meeting.

Presence of a majority of the directors then in office at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these bylaws, or the Law. Directors may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these bylaws or the Law.

Section 7. Adjourned Meeting and Notice.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Article 7, Section 5.

Section 8. Action Without a Meeting.

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

Section 9. Fees and Compensation.

Directors, officers and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as provided in Article 8, Section 2, as may be fixed or determined by resolution of the Board of Directors. Directors may not be compensated for rendering services to this corporation in any capacity other than director, unless such compensation is reasonable and (a) approved as provided in Article 8, Section 4.

ARTICLE 8: STANDARD OF CARE

Section 1. General. A director shall perform the duties of a director, including duties as a member of any committee of the board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and

other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of the corporation who the director believes to be reliable and competent in the matters presented,
 - (b) counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence, or
 - (c) a committee of the board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.
- Except as provided in Article 8, Section 3, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

Section 2. Loans.

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

Section 3. Self-Dealing Transactions.

Except as approved in Section 4 below, the board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the corporation is a party and in which one or more of the directors has a material financial interest or a transaction between this corporation and any person in which one or more of the directors is a director or between this corporation and any person in which one or more of its directors has a material financial interest. A director shall not be deemed to have a "material financial interest" in a contract or transaction that implements a charitable program of this corporation solely because the contract or transaction results in a benefit to a director or his or her family by virtue of their membership in the class of persons intended to be benefited by the charitable program, as long as the contract or transaction is approved or authorized by the corporation in good faith and without unjustified favoritism.

Section 4. Approval.

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

Section 5. Mutual Nonprofit Directors.

No contract or other transaction between the corporation and any other nonprofit corporation of which one or more of its directors are directors of this corporation is either void or voidable because such director(s) are present at a meeting of the board which authorizes, approves, or ratifies the contract or transaction if the material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the board and the board authorizes, approves, or ratifies the contract or transaction in good faith by a sufficient vote without counting the vote of the common director(s), or if the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved or ratified.

ARTICLE 9: COMMITTEES

Section 1. Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the board, to the extent of the powers specifically delegated in the resolution of the board or in these bylaws. Each such committee shall consist of one (1) or more directors, and may also include persons who are not on the board, to serve at the pleasure of the board. The board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the board. However, no committee, regardless of board resolution, may:

- (a) Approve any action that, under the Law, would also require the affirmative vote of the members if this were a membership corporation.
 - (b) Fill vacancies on, or remove the members of, the Board of Directors or in any committee that has the authority of the board.
 - (c) Fix compensation of the directors for serving on the board or on any committee.
 - (d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
 - (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
 - (f) Appoint any other committees of the Board of Directors or their members.
 - (g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
 - (h) Approve any self-dealing transaction, except as provided by these bylaws.
- No committee shall bind the corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

Section 2. Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 of these bylaws, concerning meetings and actions of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its

members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these bylaws for the government of any committee.

Section 3. Executive Committee. Pursuant to Article 9, Section 1, the board may appoint an Executive Committee composed of three (3) or more directors, consisting of the president of the board, the vice-president, the secretary, and the treasurer, to serve as the Executive Committee of the board.

The Executive Committee, unless limited in a resolution of the board, shall have and may exercise all the authority of the board in the management of the business and affairs of the corporation between meetings of the board; provided, however, that the Executive Committee shall not have the authority of the board in reference to those matters enumerated in Article 9, Section 1. The secretary of the corporation shall send to each director a summary report of the business conducted at any meeting of the Executive Committee.

Section 4. Standing Committees (TBD)

ARTICLE 10: OFFICERS

Section 1. Officers.

The officers of the corporation shall consist of a president, vice president, secretary and treasurer, and such other officers as the board may designate by resolution. The officers shall also be members of the Board of Directors. Any officer except the president may serve in multiple offices simultaneously. In addition to the duties specified in this Article 10, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and shall perform such additional duties as the Board of Directors shall from time to time assign.

The officers shall be chosen by the board at its annual meeting, and shall serve at the pleasure of the board, subject to the rights, if any, of any officer under any contract of employment. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the board. Any officer may resign at any time by giving written notice to the Board of Directors, the president, or the secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office.

Section 2. President of the Board.

The President shall be the chief executive officer of this Corporation and will,

subject to the control of the Board of Directors or the Executive Committee (if any), supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The president of the board shall, when present, preside at all meetings of the Board of Directors and Executive Committee.

Section 3. Vice President of the Board.

The vice president shall, in the absence of the president, or in the event of his or her inability or refusal to act, 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.

Section 4. Secretary.

The secretary, or his or her designee, shall be custodian of all records and documents of the corporation which are to be kept at the principal office of the corporation, shall act as secretary of all the meetings of the Board of Directors, and shall keep the minutes of all such meetings in books proposed for that purpose. He or she shall attend to the giving and serving of all notices of the corporation, and shall see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws.

Section 5. Treasurer.

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

The treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The treasurer shall disburse or cause to be disbursed the funds of the corporation as may be ordered or authorized by the Board of Directors, and shall render to the president, or the president and directors, whenever they request it, an account of all of the treasurer's transactions as treasurer and of the financial condition of the corporation.

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

ARTICLE 11: EXECUTION OF CORPORATE INSTRUMENTS

Section 1. Execution of Corporate Instruments. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by the president of the board, vice president of the board or the president and by the secretary or treasurer or any assistant secretary or assistant treasurer.

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

Section 2. Loans and Contracts.

No loans or advances shall be contracted on behalf of the corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the board, no officer or other agent of the corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

ARTICLE 12: RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws.

The corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns.

The corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. Maintenance and Inspection of Other Corporate Records.

The corporation shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the board and committees of the board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the president, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

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

make extracts of documents.

ARTICLE 13: EXECUTIVE DIRECTOR

Executive Director/ Chief Executive Officer/CEO.

Subject to the control, advice and consent of the Board of Directors, the executive director shall, in general, supervise and conduct the activities and operations of the corporation, shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the corporation, and shall see that all orders and resolutions of the board are carried into effect. Where appropriate, the Board of Directors shall place the executive director under a contract of employment. The executive director shall be empowered to act, speak for, or otherwise represent the corporation between meetings of the board. The executive director shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the board informed at all times of staff performance and for implementing any personnel policies adopted by the board. The executive director is authorized to contract, receive, deposit, disburse, and account for funds of the corporation; to execute in the name of the corporation all contracts and other documents authorized either generally or specifically by the board to be executed by the corporation; and to negotiate all material business transactions of the corporation.

ARTICLE 14: FISCAL YEAR

The fiscal year for this corporation shall begin on October 1st and shall end on October 31st of each year.

ARTICLE 15: AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended or repealed by the vote of a majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws, unless such notice is waived in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

ARTICLE 16: CORPORATE SEAL

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

ARTICLE 17: CONSTRUCTION AND DEFINITIONS


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

ARTICLE 18: INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by their heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting secretary of The Harvey Milk Festival, INC., a Florida not-for-profit corporation, and the above bylaws, consisting of 11 pages, are the bylaws of this corporation as adopted by the Board of Directors on OCTOBER 6, 2011, and that they have not been amended or modified since that date.

Executed on OCTOBER 6, 2011 
Secretary

CONFLICT OF INTEREST POLICY OF THE HARVEY MILK FESTIVAL, INC. ("ORGANIZATION")

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 1) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

- 2) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

- 1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- 2) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 3) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

- 1) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to

explain the alleged failure to disclose.

2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: 1) Has received a copy of the conflicts of interest policy, 2) Has read and understands the policy, 3) Has agreed to comply with the policy, and 4) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: 1) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining. 2) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable

investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

HARVEY MILK FESTIVAL, INC. WHISTLEBLOWER POLICY

Harvey Milk Festival, Inc. ("ORGANIZATION") is committed to high standards of ethical, moral, and legal business conduct. ORGANIZATION is further dedicated to acting in good faith with those employees who raise concerns regarding incorrect financial reporting, unlawful activity, or otherwise improper conduct.

This Whistleblower Policy aims to provide employees with an avenue for raising such concerns, and to reassure such employees that they will be protected from reprisal or victimization as a consequence of reporting the alleged wrongdoing of any officer, director, employee, or agent of ORGANIZATION.

Statement of Policy

No officer, director, employee, or agent of ORGANIZATION shall take any harmful action with the intent to retaliate against any person, including interference with employment or livelihood, for providing to a law enforcement officer any truthful information relating to the commission or possible commission of any offense. Nor will any officer, director, employee, or agent of ORGANIZATION take any harmful action with intent to retaliate against any person for reporting to an appropriate senior management or elected official of ORGANIZATION the suspected misuse, misallocation, or theft of any Organization resources.

Safeguards

Harassment or Victimization – ORGANIZATION will not tolerate the harassment or victimization of any employee who raises concerns under this policy.

Confidentiality – ORGANIZATION will make every effort to treat a complainant's identity with an appropriate regard for confidentiality, with the understanding that the details of complaints may need to be shared with others in order to investigate such complaints properly.

Anonymous Allegations – Because a thorough investigation often depends on an ability to gather additional information, ORGANIZATION encourages complainants to put their names to allegations of wrongdoing. ORGANIZATION will explore anonymous allegations to the extent possible, but

will weigh the prudence of continuing such investigations against the likelihood of confirming the alleged facts or circumstances from attributable sources.

Bad Faith Allegations - Allegations made in bad faith may result in disciplinary action.

Procedure Process for Raising a Concern:

Reporting - ORGANIZATION intends this policy to be used for serious and sensitive issues. Such concerns, including those relating to financial reporting or unethical or illegal conduct, or employment related concerns may be reported directly to any member of the Board of Directors.

Timing - The earlier a concern is expressed, the easier it is to take action.

Evidence - Although a complainant is not expected to prove the truth of an allegation, he or she should be able to demonstrate that he or she has made a report in good faith.

How the Report of Concern Will Be Handled:

Initial Inquiries - The Board of Directors will make initial inquiries in consultation with legal counsel, if necessary, to determine whether or not further investigation is necessary or appropriate.

Further Information - The Board of Directors may seek further information from any officer, director, employee, or agent of ORGANIZATION, and shall take all reasonable precautions to protect the identity of the complainant to the extent possible while doing so.

Reporting - Each director shall share information on any each complaint s/he receives with all Directors who are not the subject of the complaint and, if necessary, legal counsel. The Board of Directors will determine an appropriate response to a report of concern, in consultation with legal counsel if necessary. Officers, directors, employees, and agents of ORGANIZATION who may be implicated in such reports shall not participate in any deliberation of the Board of Directors related to the complaint, except to present information directly to the Board on his or her own behalf or as otherwise requested by the Board. For additional information, please contact any member of the Board of Directors.

ORGANIZATION reserves the right to modify or amend this policy at any time.

HARVEY MILK FESTIVAL, INC. RECORD RETENTION POLICY

1. General

It is the policy of **Harvey Milk Festival, Inc.** ("ORGANIZATION") policy to maintain complete, accurate and high quality records. Records are to be retained for the period of their immediate use, unless longer retention is required for historical reference, contractual, legal or regulatory requirements or for other purposes as may be set forth herein. Records that are no longer required, or have satisfied their required periods of retention, shall be destroyed.

No officer, director, employee, volunteer, or agent of ORGANIZATION shall knowingly destroy a document with the intent to obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any government department or agency or in relation to or contemplation of any such matter or case. This policy covers all records and documents of ORGANIZATION. ORGANIZATION reserves the right to amend, alter and terminate this policy at any time and for any reason.

2. Responsibility for Administration

The President/CEO of ORGANIZATION (or his/her staff designee) shall be responsible for administering this policy. As part of this role, the President/CEO of ORGANIZATION (or his/her staff designee), in consultation with legal counsel, shall ensure that ORGANIZATION documents and records retained by officers, directors, employees, volunteers, or agents are stored or destroyed in a manner consistent with this policy.

HARVEY MILK FESTIVAL, INC.

EEO STATEMENT

Harvey Milk Festival, Inc. ("ORGANIZATION") provides equal employment opportunity to all employees and applicants regardless of a person's race, religion, color, sex, age, national origin, medical condition, marital status, sexual orientation, veteran status, disability, or any other legally protected status. This policy applies to all conditions of employment including, but not limited to, recruitment, selection, placement, transfer, promotion, training, compensation, benefits and termination. All decisions regarding conditions of employment must be based on the individual's overall qualifications and his or her ability to meet the requirements of the position. Employees with disabilities shall be provided with reasonable accommodation, except where such accommodation would cause ORGANIZATION undue hardship. We invite employees with disabilities which require reasonable accommodation to inform the Executive Director of their need for such reasonable accommodation. ORGANIZATION will use its utmost discretion in keeping such information confidential.

RESOLUTION BY UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS OF HARVEY MILK FESTIVAL, INC., A FLORIDA NON-PROFIT CORPORATION.

WHEREAS, Harvey Milk Festival, Inc., (the "Corporation") is a non-profit corporation organized under the laws of Florida and conducts business only in Florida; and,

WHEREAS, this resolution by unanimous consent shall evidence the initial organizational meeting of the Corporation,

NOW THEREFORE, the following resolutions are adopted by unanimous consent as if and in place and stead of a meeting of the Board of Directors, duly noticed and held:

RESOLVED, by unanimous vote of all persons in attendance that the following shall be the initial Board of Directors of the Corporation:

RESOLVED, by unanimous vote of the Board of Directors, that the following members were appointed to their respective offices, and that such members shall constitute the "Executive Committee" of the Board of Directors with the powers and responsibilities set forth in the bylaws of the corporation:

Name	Address
Shannon Fortner,	1342 17th Street, Sarasota, FL 34236
Turner M. Moore,	1034 Virginia Drive, Sarasota, FL 34234
Jennifer O'Connor,	1703 Oak Street, Apt. #44, Sarasota, FL 34236

Name	Office
Shannon Fortner,	President
Turner M. Moore,	Vice President AND SECRETARY
Jennifer O'Connor,	Director

RESOLVED, by unanimous vote of the Board of Directors, that the attached

Amended and Restated Articles of Incorporation shall be approved and ratified. The Board discussed, agreed, and approved that it is in the Corporations best interest to formalize its purpose as a charitable one under the meaning and of the Internal Revenue Code of 1986, as amended from time to time, or its successor laws and regulations.

RESOLVED, by unanimous vote of the Board of Directors, that the bylaws introduced at a meeting and attached to this resolution by unanimous consent shall be the bylaws of this Corporation. These bylaws shall be the rules and laws governing this Corporation and the passage of said bylaws expressly revoke and supersede any previous set of bylaws which may or may not have been in existence in this Corporation.

RESOLVED, by unanimous vote of the Board of Directors, that the Corporation shall file with the Internal Revenue Service the Application for Recognition of Exemption Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or its successor laws and regulations, and the Board hereby approves and ratifies all acts necessary to accomplish such an undertaking.

RESOLVED, by unanimous vote of the Board of Directors, that the Corporation expressly vests and grants all powers necessary and authority required to undertake and accomplish all tasks obligatory in filing IRS Form 1023 - Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code in President of the Board of Directors and the Executive Director of the Corporation.

RESOLVED, by unanimous vote of the Board of Directors, that the following policy documents, all of which are attached hereto, are adopted and ratified as the binding policies of the Corporation:

Conflict of Interest Policy

Compensation Policy Whistleblower Policy Records Retention Policy Equal Employment Opportunity Policy Statement.

RESOLVED, by unanimous vote of the Board of Directors that this Resolution by unanimous consent shall be effective if signed in counterparts.

RESOLUTION BY UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS OF Harvey Milk Festival Sarasota, INC., A FLORIDA NON-PROFIT CORPORATION.

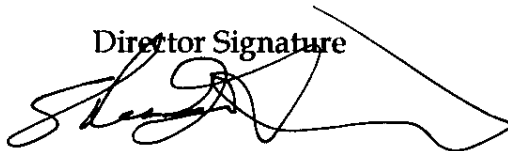
Adopted as of this 6th day of OCTOBER 2011.

Director Name

Director Signature

Date of Signature

Shannon Fortner



10/8/11

Turner M. Moore

Turner C. Moore

10/6/11

Jennifer O'Connor



10/8/11