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Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : MONAHAN MIJARES CPA PA  
Account Number : I20050000157  
Phone : (305) 407-1438  
Fax Number : (305) 397-1003

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SECRETARY OF STATE  
FALL 2014

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AND  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
CITIZENS FOR INTEGRITY, INC

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**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: CITIZENS FOR INTEGRITY, INC**

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM: Roark R. Monahan CPA**

Name (Printed or typed)

**75 Valencia Avenue, Suite 703**

Address

**Coral Gables, FL 33134**

City, State & Zip

**305-407-1440**

Daytime Telephone number

**patricia.ramos@mma.com.ve**

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

**NOTE: Please provide the original and one copy of the articles.**

APPROVED  
AND  
FILED

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**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be: Citizens for Integrity, Inc

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II PRINCIPAL OFFICE**

Principal street address:

75 Valencia Avenue, Suite 703

Mailing address, if different is:

Coral Gables, FI 33134

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: see attached articles of Incorporation / Bylaws article II. Section 1 Purposes and restrictions.

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed: See attached article IV Board of Directors / Section 5. Nomination and Election.

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Henry Georget- President  
Address: 7991 NW 8th St., Apt. 100-B  
Miami, FL 33126

Name and Title: Roark R. Monahan - Secretary - Treasurer  
Address: 75 Valencia Avenue, Suite 703  
Coral Gables, FI 33134

Name and Title: Ricardo Bottome-Director  
Address: 385 S. Pierce Ave D  
Louisville, CO 80027

Name and Title: Joseph Mann - Director  
Address: c/o Monahan 75 Valencia Avenue Suite 703  
Coral Gables, FI 33134

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_

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AND  
FILED

14 JUL 29 PM 12:56

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_ Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_ Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Roark R. Monahan CPA  
Address: 75 Valencia Avenue, Suite 703  
Coral Gables, FL 33134

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: Roark R. Monahan CPA  
Address: 75 Valencia Avenue, Suite 703  
Coral Gables, FL 33134

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

\_\_\_\_\_  
Required Signature of Registered Agent

7/29/14  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

\_\_\_\_\_  
Required Signature of Incorporator

7/29/14  
Date

**ARTICLES OF INCORPORATION/BY-LAWS**  
**OF**  
**CITIZENS FOR INTEGRITY, INCORPORATED**

(A Not for Profit Florida Corporation  
Registered under No. \_\_\_\_\_)

**ARTICLE I**  
**NAME AND OFFICES**

Section 1. **Name.** The name of the corporation shall be Citizens for Integrity, Incorporated.

Section 2. **Offices.** The principal office of Citizens for Integrity, Incorporated (hereinafter referred to as the "Corporation") is hereby fixed and located at c/o Monahan Mijares CPA, 75 Valencia Avenue, Coral Gables, FL 33134. The Board of Directors, as defined hereinbelow, may at any time, or from time to time, change the location of the principal office from one location to any other location the Board deems is in the best interest of the Corporation.

**ARTICLE II**  
**PURPOSES AND RESTRICTIONS**

Section 1. **Purposes.** The purposes of the Corporation are to receive and maintain personal or real property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively to promote activities related to the ideals of transparent, democratic systems and governance, including for educational, cultural, social and human resource development purposes, especially as may benefit educational and citizen participation institutions and other human resource developmental organizations and initiatives of the countries of Latin America and the Caribbean, and in particular that will lead to honest and effective local and national governmental bureaucracies and political actors, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The activities of the Corporation shall be consistent with Section 501(c)(3), as amended.

Section 2. **Restrictions.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the members, directors, or officers of, the Corporation, or to any other private persons; nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for the purposes specified in Article I, Section 1; it being intended that all such earnings and assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal

Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

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

In the event the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization:

- a. Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;
- b. Shall not engage in any act of self-dealing as defined in Section 4941(d);
- c. Shall not retain any excess business holdings as defined in Section 4943(c);
- d. Shall not make any investments in such manner as to subject it to tax under Section 4944; and
- e. Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2).

If at any time the Corporation shall be dissolved, no part of its funds, property or assets shall be distributed to or among its members, but, after payment of all indebtedness of the Corporation, its remaining funds, property and assets shall be distributed for the purposes specified in Article I, Section 1, as determined by the Board of Directors, but only in a manner and to the types of organizations as described in these Articles of Incorporation/By-Laws. In any event and notwithstanding any other provision of these Articles of Incorporation/By-Laws, upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE III

## MEMBERSHIP

Section 1. Members. The Corporation shall have members. Any person who has demonstrated a sincere interest in the objectives and purposes of the Corporation is eligible for membership. Notwithstanding, persons who are serving as current Directors and/or officers of the Corporation may not be members. The Board of Directors shall invite such persons as the Board of Directors deems eligible to become members of the Corporation within not more than six (6) months from the adoption of these By-Laws and shall prescribe the conditions for membership. Membership in the Corporation shall not be obligatory. Notwithstanding, the Board of Directors shall use its best, good faith efforts to assure that there shall not be fewer than five (5) members at any time, although there shall be no limit with respect to the number of members. There shall be no geographic restriction with respect to members.

Section 2. Assembly of Members. Meetings of the Members shall be as prescribed in the By-Laws and shall be subject to the same procedures and norms as stipulated for the meetings of the Board of Directors. Members may be represented by proxies.

Section 3. Role of the Assembly of Members. The Assembly of Members shall be the supreme body of the Corporation and shall be responsible for monitoring the actions and performance of the Board of Directors. Without prejudice to that contemplated in Article IV of these By-Laws, the Assembly of Members shall have the authority to name and remove directors, and, in particular, in the event that, for whatever reason, the Board of Directors ceases to exist or falls below the minimum number of directors required by the By-Laws, and such vacancies are not filled as contemplated in Article IV of the By-Laws, it shall be the responsibility of the Assembly of Members to elect a new Board of Directors or to elect such directors as may be required to be in compliance with these By-Laws.

## ARTICLE IV BOARD OF DIRECTORS

Section 1. Duties. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be operated by, the Board of Directors, except as may be otherwise provided in these By-Laws.

Section 2. Number of Directors. The Corporation shall have three (3) or more directors. The number of Directors may be modified from time to time by amendment to these By-Laws or by resolution of the Board of Directors, although the number of directors shall never be less than three (3). No decrease in the number shall have the effect of shortening the term of any incumbent director. Except as may be provided elsewhere herein, any vacancy which occurs on the Board of Directors, including any created due to an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors.

Section 3. Powers of Directors. The Board of Directors shall be vested with the power to direct, control and govern the Corporation and to control the entire business affairs and management of the Corporation and its property, investments and assets as set forth by law or in the Articles of Incorporation; subject, however, to the purposes set forth in the Articles of Incorporation or these By-Laws. The main responsibilities of the Board of Directors shall include setting policy, setting direction by adopting a plan of action, establishing objectives based upon the goals adopted by the Corporation and overseeing the development/implementation of projects and resolution of issues before the Board of Directors.

Section 4. Term of Office. The term of office for each director on the initial Board of Directors shall be one (1) year, until the first annual meeting. Thereafter, the Board of Directors shall consist of two (2) classes, as nearly equal in number as possible. The first class of directors shall be designated to serve for two (2) years, and the second class of directors shall be designated to serve for one (1) year. At each election thereafter, all directors shall serve for two (2) years so that at any future election only one half of the director seats shall be subject to election. Directors shall serve until their successors shall be elected and sworn in.

Section 5. Nomination and Election. The nominating committee, a standing committee of the Corporation, shall nominate, at least thirty (30) days prior to the annual meeting, a slate of qualified candidates for the director position(s) whose terms are to expire or are vacant, and its slate of candidates shall be included with the notice of the annual meeting of the Board of Directors at which new directors are to be elected. Following the report of the nominating committee at said annual meeting, any member of the Corporation present at the meeting may nominate other candidates for the available director positions, provided that the nominees agree to serve if elected. At the conclusion of nominations, the Board of Directors shall vote for each position by secret written ballot. Each Director shall be entitled to one vote for each member of the Board of Directors to be elected. The nominees, equal to the number of directors to be elected, who receive the highest number of votes shall be elected as directors.

Section 6. Quorum and Voting. Fifty percent, plus one (1) of the current directors fixed in the manner provided by these By-Laws shall constitute a quorum for the transaction of business; provided, however, that in no event shall a quorum exist unless there are at least three (3) directors present or participating in the meeting if such is held by teleconference. The act of the majority of the directors at a meeting at which a quorum exists shall be the act of the Board of Directors. A director's representative may count towards a quorum and may participate in discussions but may not vote on any issue before the Board of Directors. If a quorum is not present, a majority of the directors present may adjourn the meeting from time to time and no further notice is required if the time and place of the adjourned meeting is announced to the other directors not present at such meeting.

Section 7. Annual and Regular Meetings. The Board of Directors may, at any time or from time to time, provide by resolution the date, time and place, either within or



outside the State of Florida, for the holding of the Annual Meeting of the Board of Directors. The Annual Meeting shall be for the purpose of reporting on the condition of the Corporation, approval of the annual agenda and budget of the Corporation, electing Board members and conducting such other business as may properly come before the Board of Directors.

Regular meetings of the Board of Directors may be held monthly at such time and place as determined by the Board of Directors at its first meeting of the year. No notice of such meetings shall be required.

Section 8. Special Meetings. Special Meetings of the Board of Directors may be convened by the Chairman of the Board or any two (2) directors (or by not less than sixty [60%] percent of the directors if there are fewer than five [5] directors). The person or persons authorized to convene a Special Meeting of the Board of Directors may designate any place, either within or outside of the State of Florida, as the place for holding any Special Meeting of the Board of Directors. If no designation is made, the place of the meeting shall be the principal office of the Corporation. Notice of any Special Meeting of the Board of Directors shall be delivered at least two (2) days prior to such meeting, either orally (by telephone or in person) or by written notice delivered personally, mailed to each director at his/her business or residence address, or by telefax or email.

Section 9. Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to any director who signs a written waiver of notice either before, during or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the date, time and place of the meeting and the manner in which it has been called or convened, except when a director states, at the beginning of any meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 10. Action Without a Meeting. Any action which may or is required to be taken at a meeting of the Board of Directors, or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be so taken, signed by all of the directors of the Corporation, or all the members of the committee as the case may be, is filed in the minutes of the proceedings of the Board of Directors.

Section 11. Removal. A director may be removed from office at any time for cause, including lack of attendance or participation, when it is reasonably believed that the best interests of the Corporation would be served by such removal, and provided that a majority vote of the remaining directors shall consent. Should any director be absent from three (3) meetings of the Board of Directors, whether regular or special, such director may, at the discretion of the Board, be asked to resign or otherwise be removed from office, unless a majority of the remaining directors votes otherwise. A director shall be warned by the Secretary of the possibility of removal after such director is absent from two (2) meetings of the Board of Directors. Likewise, any director may be removed, and substituted, at any time by the Assembly of Members.

Section 12. Resignation. Any director of the Corporation may resign at any time by providing the Board of Directors with written notice indicating the director's intention to resign and the effective date thereof.

Section 13. Meeting by Telephone Conference or Similar Communications. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a telephone conference or similar communication equipment if all persons participating in the meeting can hear each other at the same time. Participation by such meeting shall constitute presence in person at a meeting.

Section 14. Compensation. The directors shall receive no compensation for services rendered to the Corporation for any reason, unless authorized by unanimous written agreement of the Board of Directors.

Section 15. Non-Liability. The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 16. Honorary Directors. A person who has made an outstanding contribution to the Corporation may be appointed by the Board of Directors at an Annual Meeting of the Board of Directors as an Honorary Director. An Honorary Director shall have no right to vote as a director. Nominations for the position of Honorary Director shall be the same process as used to nominate directors.

Section 17. Contributions. The Board of Directors shall have the power to raise funds by voluntary contributions in such sums as may be required by the operations of the Corporation, in such manner or occasions as determined from time to time, by the Board of Directors.

Section 18. Personnel Responsibilities. The Board of Directors may employ and discharge employees of the Corporation and may prescribe their duties and compensation. The Board shall discharge its duties with respect to personnel organizational matters without regard to age, sex, race, color, creed, sexual orientation, or the national origin of any person.

Section 19. Records. Every director shall have the 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.

## ARTICLE V OFFICERS

Section 1. Officers. The officers of the Corporation may include a Chairman and Vice Chairman, and shall include a President, one or more Vice Presidents, Secretary, and Treasurer. Officers shall be elected by the Board of Directors at its Annual Meeting and shall serve until the next Annual Meeting of the Board of Directors and until their

successors have been elected and are qualified. Nominations of officers may be made by any member of the Board of Directors. The Board of Directors shall also have the power to appoint such Assistant Secretaries, Assistant Treasurers and other officers as it deems advisable, to serve at the pleasure of the Board of Directors. The Board of Directors may assign to such officers such duties as it may determine.

Section 2. Term of Office. The term of office shall be for one (1) year. Any vacancies shall be filled by the Board of Directors.

Section 3. Duties. The officers of the Corporation shall have the following duties:

The Chairman, or if there is no Chairman and/or Vice Chairman then the President, shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee. The Chairman shall appoint the chairman of all committees and the members thereof unless otherwise provided in these By-Laws, subject to ratification by the Board of Directors. The Chairman shall be a non-voting member of all committees.

The Vice Chairman shall serve in the absence or disability of the Chairman. All powers and duties of the office shall be performed by this designee. In the event the Chairman of the Board is vacant, the Vice Chairman shall serve the unexpired term of the Chairman. At the next meeting a nominating committee shall bring the nomination of the Vice Chairman to the Board for vote.

Unless otherwise provided by resolution of the Board of Directors, the President shall be the chief executive officer of the Corporation, shall preside at all meetings of the Assembly of Members and the Board of Directors, shall have general and active management of the business and affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute on behalf of the Corporation, and may affix or cause the seal to be affixed to, all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

The Vice President(s) shall act under the direction of the President and in the absence or disability of the President shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe. The Board of Directors may designate one or more Executive Vice Presidents or may otherwise specify the order and seniority of the Vice Presidents. The duties and powers of the President shall descend to the Vice Presidents in such specified order of seniority.

The Secretary shall act under the direction of the President. Subject to the direction of the President, the Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record the proceedings. The Secretary shall perform like duties for the standing committees when required; shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors; and

shall perform such other duties as may be prescribed by the President or the Board of Directors. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the President or the Board of Directors, cause it to be affixed to any instrument requiring it. The Secretary shall be responsible for maintaining the stock transfer book and minute book of the Corporation and shall be responsible for their updating.

The Assistant Secretaries, if any, shall act under the direction of the President in the order of their seniority in office, otherwise determined by the President or the Board of Directors. They shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe.

The Treasurer shall act under the direction of the President. Subject to the direction of the President, the Treasurer shall have the custody of the Corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name, and to the credit of, the proration in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the President or the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation. The Treasurer may affix or cause to be affixed the seal of the Corporation to documents so requiring the seal.

The Assistant Treasurers, if any, in the order of their seniority of office, unless otherwise determined by the President or the Board of Directors shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe.

#### ARTICLE VI FINANCIAL MATTERS

The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board of Directors shall determine the officers and other persons to be authorized to sign checks, drafts or other orders for the payment of money, acceptances, notes, or other evidence of indebtedness, as well as to manage any other type of financial transaction.

#### ARTICLE VII CONFLICT OF INTEREST

Members and directors of the Corporation shall comply with all applicable Florida Statutes relating to "conflicts of interest." No director of the Corporation shall vote on

any funding issue which shall inure to the personal financial benefit of that Board member.

#### ARTICLE VIII RULES

All procedural matters not addressed by these By-Laws shall be governed by the last edition of "Robert's Rules of Order."

#### ARTICLE IX INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Not For Profit Corporation Act and the Florida Business Corporation Act, as the same may be amended from time to time, or any successor statute, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in connection with a civil or criminal proceeding brought against any such persons, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity during the existence of such relationship. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law provision, agreement, vote of members or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

The Board of Directors of the Corporation is authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided under Florida law.

#### ARTICLE X BOOKS AND RECORDS

Section 1. Corporate Records. The Corporation shall keep as records minutes of all meetings of its Assembly of Members and Board of Directors, a record of all actions taken by the Assembly of Members or Board of Directors without a meeting and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. Furthermore, the Corporation will maintain the following records in written form or in another form capable of conversion into written form within a reasonable time:

- a. Accurate accounting records;
- b. A record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order;
- c. A copy of the Corporation's Articles or Restated Articles of Incorporation and all amendments thereto currently in effect;
- d. A copy of the Corporation's By-Laws or Restated By-Laws and all amendments thereto currently in effect;
- e. Written communications to all members and directors within the past 3 years, including the financial statements furnished for the past 3 years;
- f. A list of the names and business street, or home if there is no business street, addresses of current directors and officers; and
- g. The most recent annual report delivered to the Department of State.

Section 2. Records Inspection by Members. A member of the Corporation is entitled to inspect and copy, during regular business hours at the Corporation's principal office, any of the records of the Corporation if he gives the Corporation written notice of such demand at least five (5) business days before the date on which such member wishes to inspect and copy. A member of the Corporation is entitled to inspect and copy during regular business hours at a reasonable location specified by the Corporation, any of the records hereinafter set forth of the Corporation if:

- a. The member gives the Corporation written notice of such demand at least five (5) business days before the date on which such member wishes to inspect and copy; and
- b. Such demand is made in good faith and for proper purpose (defined as a purpose reasonably related to such person's interest as a member); and
- c. The member describes with reasonable particularity such member's purpose and the records such member desires to inspect and such records are directly connected with such member's purpose. The records hereinafter set forth are as follows:
  - (i) Excerpts from the minutes of any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation, the minutes of any meeting of the members, and records of action taken by the members or Board of Directors without a meeting to the extent not otherwise subject to inspection;
  - (ii) Accounting records of the Corporation;

(iii) Record of members;

(iv) Any other books and records.

The foregoing inspection rights may be exercised by a member, member's agent or member's attorney. It is further provided that the right to copy records includes if reasonable the right to receive copies made by photographic, xerographic or other means. The charge of copies shall be borne and paid in accordance with Florida law. If requested by a member, the Corporation will comply with such demand by providing the member with a list of its members compiled as of the last record date for which it has been compiled or as of a subsequent date if specified by the member.

Section 3. Financial Reports for Members. Within sixty (60) days following the end of the fiscal or calendar year or annually, the Board of Directors of the Corporation shall mail or furnish by personal delivery to each member a complete financial report of actual receipts and expenditures for the previous twelve (12) months. The report shall show the amounts of expenses by accounts and expense classification.

#### ARTICLE XI EMERGENCY POWERS AND EMERGENCY BY-LAWS

The Board of Directors of the Corporation may adopt by-laws to be effective only in an emergency. An emergency exists if a quorum of the Corporation's directors cannot readily be assembled because of some catastrophic event. The emergency by-laws may make all provisions necessary for managing the Corporation during an emergency, including procedures for calling a meeting of the Board of Directors, quorum requirements for the meeting, and designation of additional of substitute director(s). The Board of Directors, either before or during any such emergency may provide, and from time to time modify, lines of succession if during such emergency any or all officers or agents of the Corporation are for any reason rendered incapable of discharging their duties. All provisions of the regular By-Laws consistent with the emergency by-laws remain effective during the emergency. The emergency by-laws are not effective after the emergency ends. Actions taken by the Corporation in good faith in accordance with the emergency by-laws have the effect of binding the Corporation and may not be used to impose liability on a corporate director, officer, employee, or agent. In anticipation of or during any emergency, the Board of Directors may modify lines of succession to accommodate the incapacity of any director, officer, employee or agent; relocate the principal office or designate alternative principal offices of regional offices or authorize the officers to do so. Unless emergency by-laws otherwise provide, it is hereby provided that:

a. Notice of a meeting of the Board of Directors need be given only to those directors who it is practicable to reach and may be given in any practicable manner, including by publication and radio;

b. One or more officers of the Corporation present at a meeting of the Board of Directors may be deemed to be directors of the meeting in order of rank and within the same rank in order of seniority as necessary to achieve a quorum; and

c. The director or directors in attendance at a meeting or any greater number affixed by the emergency by-laws constitute a quorum.

Corporate action taken in good faith during an emergency described herein to further the ordinary affairs of the Corporation bind the Corporation and may not be used to impose liability on a corporate director, office employee or agent. An officer, director or employee acting in accordance with any emergency by-laws is only liable for willful misconduct.

#### ARTICLE XII DISTRIBUTION AND COMPENSATION

No dividend may be paid nor any part of the income or profit of the Corporation may be distributed to its members, directors, or officers.

The Corporation may pay compensation in a reasonable amount to its members, directors or officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distributions to its members as permitted under Florida law. Any such payment, benefit, or distribution does not constitute a dividend or distribution of income or profit.

#### ARTICLE XIII AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted only by the affirmative vote of a majority of the Board of Directors after notice and the text of the proposed changes are sent no less than fifteen (15) days in advance of action.

#### ARTICLE XIV MISCELLANEOUS

Section 1. Duration. The duration of the Corporation shall be perpetual or until dissolved as contemplated by Florida law and in the By-Laws.

Section 2. Fiscal Year. The fiscal year for the Corporation shall be determined by the Board of Directors.

Section 3. Notice. With the exception of Special Meetings, as provided under Article IV of these By-Laws, all notices required or permitted under these By-Laws or the Articles of Incorporation shall be in writing (including telefax and email communication) and shall be either hand delivered by messenger or courier service,



telefaxed or emailed, or mailed first class to the address of the person or entity as appears in the current records of the Corporation, with postage thereon prepaid. Each such written notice shall be deemed delivered: (a) on the date delivered if by personal delivery, (b) on the date of transmission with confirmed answer back if by telefax or email; and (c) on the date deposited in the United States mail if by first class mail. Telephone notice followed by written notice is acceptable.

Section 4. Gender. All words used in these By-Laws or the Articles of Incorporation in any gender shall be deemed to include all genders, and the use of the singular shall include the plural and vice versa, whenever it appears appropriate from the context.

Section 5. Seal The Board of Directors may establish a corporate seal and describe its form by resolution, in the event that one is required. The Board of Directors shall direct its use.