

N21000000 9331

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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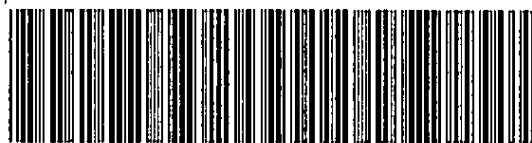
(Business Entity Name)

(Document Number)

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 24, 2021

MELBA FURLOW
6501 ARLINGTON EXPRESSWAY BLDG
B105 SUITE 2142
JACKSONVILLE, FL 32211

SUBJECT: RIVER CITY BATTLEPLEX INC.
Ref. Number: N21000009331

We have received your document for RIVER CITY BATTLEPLEX INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our office does not record the bylaws on section E of the amendment you may provide the purpose, Please mail the amendment without the bylaws.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Catherine M Brumbley
Regulatory Specialist II

Letter Number: 221A00020261

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: RIVER CITY BATTLEPLEX INC.

DOCUMENT NUMBER: N21000009331

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

Please return all correspondence concerning this matter to the following:

Melba Furlow, Ph.D.

(Name of Contact Person)

Vitality Business Solutions, Inc.

(Firm/ Company)

6501 Arlington Expressway Bldg B105 Suite 2142

(Address)

Jacksonville, FL 32211

(City/ State and Zip Code)

mfurlow@choosevbs.com

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

For further information concerning this matter, please call:

Melba Furlow

833

749-6761

(Name of Contact Person)

at

(Area Code)

(Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee

Articles of Amendment
to
Articles of Incorporation
of

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

RIVER CITY BATTLEPLEX INC.

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

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

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

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

N/A

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

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

Name of New Registered Agent: N/A

New Registered Office Address:

(Florida street address)

(City)

Florida
(Zip Code)

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

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

Signature of New Registered Agent, if changing

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JACKSONVILLE
FLORIDA

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

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	Sally Smith

Address

7643 GATE PKWYSTE 104-231
JACKSONVILLE, FL 32256

Remove

 Remove

Remove

Remove

 Remove

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

See Attached

Lined area for text entry.

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

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

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

Adoption of Amendment(s) **(CHECK ONE)**

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

Dated 6 August 2021

Signature Wil Young
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Wil Young
(Typed or printed name of person signing)

President
(Title of person signing)

Rivercity BattlePlex, Inc.

ARTICLE I. Name

This corporation is and shall be known as RIVERCITY BATTLEPLEX, Inc. (RIVERCITY BATTLEPLEX)

ARTICLE II. Purpose

The purpose of RIVERCITY BATTLEPLEX will be to assist low to moderate, indigent persons become self-sufficient through our programs and services. The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code

Article III. Membership

Membership shall consist of the members of the board of directors and community members

Article IV. Meetings

Section 1. The Annual Meeting of the Board of Directors shall be held in April of each year on such date and at such time and place as may be fixed by the Board of Directors and named in the notice. Regular Meetings of the Board of Directors shall be held at such times as the board may, from time to time, determine. Special Meetings of the Board of Directors shall be held at any time, on call by the President of the Board, or by the Secretary on the request in writing of any three (3) members of the Board.

Section 2. Agenda for Regular Meetings. The agenda or order of business for each Regular meeting shall be set by the president.

Section 3. Notice of Meetings. Notice of the time and place of every meeting of the Board shall be mailed not less than ten (10) nor more

than twenty (20) days before the meeting, to each Board of Directors at his or her address as set forth in the records.

Section 4. Waiver of Notice. Notice of a meeting need not be given to any Board Member who submits a signed written waiver thereof, whether before or after the meeting, nor to any member who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

Section 5. Quorum. A majority of the entire Board of Directors shall constitute a quorum at any meeting of the Board, and except as otherwise provided by law or herein, a majority in number of such quorum shall decide any question that may come before the meeting. A majority of the Board present at any regular or special meeting, although less than a quorum may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. Action without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof at a duly held meeting may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or the committee.

Section 7. Personal Attendance by Conference Communication Equipment. Any one or more members of the Board of Directors or any

committee thereof may participate in a meeting of such Board or committee, with the consent of all the members of such Board or committee present in person at such meeting, by means of a **conference telephone or similar communications equipment** allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 8. Rules. Meetings of members shall be governed by Robert's Rules of Order latest addition.

Article V. Voting

Section 1.: At all meetings, except for the election of officers and directors, all votes shall be by voice. If there are any discrepancies, then the president may call for a roll call vote. For elections of officers, ballots shall be provided and there shall not appear any place on such a ballot that might tend to indicate the person who cast such ballot.

Section 2: at any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

Section 3: At all votes by ballot the president of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall physically affixed in the minute book to the minutes of that meeting.

Section 4: No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

Section 5: Proxies: At all meetings of members, a member may not vote by proxy

Article VI. Order of Business

The order of business shall be:

- (a) Call to order
- (b) Roll Call
- (c) Approval of Minutes
- (d) Financial report
- (e) Reports of Regular Committees
- (f) Reports of any other Committees
- (g) Report of the Director
- (h) Old business
- (i) New business
- (j) Adjournment

Article VII. Board of Directors

Section 1. Election and Powers. The Board of Directors shall have custody, control and direction of the Daughter to Daughter, Inc., its property and other assets. The Board of Directors shall be elected at each Annual Meeting of the Board, and each Board of Directors shall serve until his or her successor is elected and qualified, unless his or her membership be theretofore vacated by resignation, death, removal, term limit expiration, or otherwise.

Section 2. Number. The number of Board of Directors constituting the entire Board shall be not less than five (5) or more than twenty-five (25), and shall be fixed by resolution of the Board of Directors. The Board of Directors, by a two-thirds (2/3) vote of all members of the

Board, may resolve to increase or decrease the number of Board of Directors provided that no decrease shall shorten the term of any incumbent Board of Directors.

Section 3. Classes. Each Board of Directors shall serve a term of three (3) years, except as provided hereafter in this Article. For the purpose of staggering their terms of office, the Board of Directors shall be divided into three (3) classes, as nearly equal in numbers as may be, and the term of office of one class shall expire each year in regular rotation. In case the number of Board of Directors in any class becomes unequal to the other classes, the Board of Directors may elect one or more Board of Directors to terms of one or two years, as may be deemed most practical.

Section 4. Vacancies. In case of any vacancy in the Board of Director, a majority of the remaining Board of Directors may elect a successor to fill the unexpired term, and to serve until his or her successor shall have been duly elected and qualified. In the event of increase in the number of Board of Directors, additional Board of Directors may be elected to terms of one, two, or three years as may be necessary to maintain equality in numbers among the classes of Board of Directors. Additional Board of Directors elected shall serve until their successors shall have been duly elected and qualified.

Section 5. Absences. If any Board of Directors fails to attend three (3) consecutive meetings of the Board of Directors, excluding tele-communications, without excuse accepted as satisfactory by the Board, such Board member shall be deemed to have resigned and the vacancy shall be filled.

Section 6. Removal. At any meeting of the Board of Directors duly called, any Board of Directors may, by vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the Board to fill the unexpired term of the Board of Directors so removed.

Section 7. Management. The Board of directors shall have control and management of its affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its president afterwards due notice to all the directors of such meeting.

VIII. Committees

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less, if sooner terminated by the action of the Board of Directors.

The permanent committees shall be:

Executive Committee. The Board of Directors shall, by an affirmative vote of a majority of the entire Board, appoint an Executive Committee, to consist of seven (7) Board of Directors, including the President, Vice-President, Secretary, Treasurer, and other members of the Board as the Board shall determine upon recommendation by the President. The President shall be the Chairman of the Executive Committee. The Executive Committee shall have and may exercise between the meetings of the Board of Directors all the authority of the Board of Directors, except that the Executive Committee shall have no authority as to those matters proscribed under any provision of applicable law. The Executive Committee shall review, at least

annually, the performance and effectiveness of the Executive Director, and shall recommend the compensation and benefits of the Director. The Executive Committee shall report all its actions to the next meeting of the Board. Any reference in these Bylaws to the Board of Directors shall include the Executive Committee unless the context or express provision otherwise provides.

Regular Committees. As soon as practicable each year following the Annual Meeting of the Board of Directors and upon the recommendation of the President, the Board shall appoint the following Regular Committees, each of which shall consist of at least one Board of Directors and shall have the authority to carry out its purposes as set forth in this. In making these appointments, the Board shall designate the Chairman of each committee other than the (Finance Committee).

(a) Fund Development Committee. The fund development committee shall support the organization to achieve fund development goals and objectives, including but not limited to grants and charitable contributions. This committee shall ensure compliance with regulations and laws maintain accountability standards to comply with the code of ethics and principle standards of professional conduct for fund development. This committee shall provide oversight to all fundraising and grant projects. This committee shall monitor fund raising initiatives to assure that the projects support the organizations' missions, objectives, and values.

(b) Public Relations Committee. There shall be a Public Relations Committee which shall recommend policy for the community relations, public relations, membership programs, and development activities of the Board of Directors. This committee shall promote the RIVERCITY

BATTLEPLEX through print, internet and broadcast media, positively publicize all events/activities, manage website, provide materials to the press and other forms of media.

(c) Events/Programs Committee. There shall be an events/programs Committee which shall recommend policy for all educational programs, events, and activities provided for the public.

(d) Finance Committee. There shall be a Finance Committee which shall be responsible for the supervision and direction of the care and custody of **all assets** of the Board of Directors. The Finance Committee shall advise the Director in the preparation of the budget for the calendar year which shall be presented annually to the Board of Directors for adoption. The Finance Committee shall review with the Executive Director and the independent public accountants, then serving the Board of Directors, **audit policies** and the proposed annual **audit report** to be submitted to the Board. The Treasurer shall serve as Chairman of the Finance Committee.

(e) Nominating Committee. There shall be a Nominating Committee which shall recommend (i) persons for election to the Board of Directors, and (ii) a slate of officers for election to two year terms at the Annual Meeting of the Board of Directors. Nominations shall be mailed to each member of the Board of Directors at least fifteen (15) days prior to the Annual Meeting of the Board. The Nominating Committee shall also recommend to the Board persons to fill vacancies as soon as practicable after they may occur. The Nominating Committee may also propose to the Board persons for election as Honorary Board of Directors. The President shall not serve on the Nominating Committee.

(f) The Steering Committee shall be responsible for developing a strategic plan, development policies, overall tactical planning for the organization, with Board approval of final plans.

(g) Personnel Committee which shall recommend policies relating to the recruitment, compensation, benefits, and retention of Board of Directors employees, other than the Executive Director, and all employee policies and programs.

(h) Audit Committee: The Audit Committee shall be the four elected members from the Executive Board. The President will name one of them as chairperson. They shall audit the organization's finances and books at the end of each calendar year or change of Finance Officer and report to the general membership. It shall be a written report. After reading the report the chairperson will make a motion for the report to be accepted into record.

(i). Other Committees. The President, with the approval of the Board of Directors, may designate additional committees, each of which shall consist of at least five (5) Board of Directors and may include other persons who need not be Board of Directors. Each such committee shall have such authority and shall serve for such time as provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee.

ARTICLE IX.

Officers

Section 1. Election of Officers. The Board of Directors shall elect a President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, Chaplain, Historian, and Sergeant of Arms. Each

such officer shall be elected from among the Board of Directors at the Annual Meeting of the Board for a term of one year. Any vacancy in the above offices shall be filled by the Board of Directors as soon as practicable.

Section 2. Removal. At any meeting of the Board of Directors duly called, any Officer of the Board of Directors may, by a vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the board in the place of the Officer so removed, to serve until the next Annual Meeting of the Board.

Section 3. President. The President shall be the presiding officer of the Board of Directors with the power and duty to exercise general supervision over the affairs and operations of the Board of Directors. He or she shall act as Chairman of and preside at all meetings of the Board and of the Executive Committee. He or she shall serve as ex-officio on all Regular and other committees, except the Nominating Committee, in addition to the appointed members. The President shall have such other powers and duties as may be designated by the Board. The president shall present at each annual meeting of the organization an annual report of the work of the organization. He or she shall see that all books, reports, and certificates required by law are properly kept or filled. The president shall be one of the officers who may sign the checks or drafts of the organization. The president may have such powers as may reasonably construed as belonging to chief executive of any organization.,

Section 4. Vice-President. At the request of the President or in his or her absence or during his or her disability, the Vice-President shall perform the duties and exercise the functions of the President. The

Vice-President shall have such other powers and duties as may be designated by the Board of Directors or the President.

Section 5. Recording Secretary. The Secretary shall be responsible for the keeping of Minutes of all meetings of the Board of Directors. He or she shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be responsible for the custody of the records and of the seal or seals of the Board of Directors. The Secretary shall have such other powers and duties as may be designated by the Board or the President.

Additionally, duties will include the following: such as assuming the responsibility for sending out all notices. He or she shall present to the president any communications addressed to him or her as secretary of the organization. He or she shall serve all notices to members of this organization. He or she shall have the duty to file any certificate required by any statute, local, federal or state.

Section 7. Treasurer. The Treasurer shall have supervision over the financial records of the Board of Directors. The Treasurer shall provide the Board of Directors at each of its regular meetings with a statement of the financial condition of the Board of Directors. The treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He or she should deposit all monies in a regular business bank or trust company. All monies shall be deposited in a savings bank account. The treasurer shall be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. The treasurer shall render at stated periods as the Board of Directors shall determine a written account of the

finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He or she shall provide a monthly finance report at all general board of directors meetings. He or she shall exercise all duties incident to the office of Treasurer. He or she shall serve as Chairman of the Finance Committee and shall have such other powers and duties as may be designated by the Board.

Section 8. Duties of Historian: The Historian shall be shall be the chairperson of the Public Relations committee and is charged with recording the individual records and incidents members and shall perform such other duties as may properly pertain to the office as may be determined by the Executive Board

Section 9. Duties of Chaplain: The duties of the Chaplain shall serve as a member of the Steering Committee; provide resources and referrals for members in personal crisis, to be a sounding board for personal issues that affect the psychological, spiritual, or emotional aspects of their lives.

Section 10. Duties of the Sergeant At Arms: The Sergeant At Arms shall preserve order at all meetings, using Roberts Rule of Order.

ARTICLE X. Director

Section 1. Director. The Board of Directors may appoint and employ a chief administrator of the Board of Directors, designated as Director. The Director shall serve at the pleasure of the Board.

Section 2. Duties of Director. The Board of Directors may delegate to the Director the responsibility and authority for carrying out the

policies and purposes that have been adopted and approved by the Board. The Director shall be the chief officer of the staff of the Board of Directors, and shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board. The Director shall have such powers and duties as may be designated by the Board.

ARTICLE XI. Contracts, Loans, Checks, and Deposits

Section 1. *Contracts*: The president of the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific business.

Section 2. *Loans*: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. *Checks, Drafts, or Orders*: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by the treasurer and two officers which can be an agent of the Corporation and in such manner as from time to time shall be determined by resolution of the board of directors.

Section 4. *Deposits*: The board of directors and finance committee together shall determine how funds of the corporation will be deposited. All funds of the corporation shall be credited to the

corporations account. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks and trust companies.

Article XII. Books and Records

The corporation shall keep correct and complete books and records of accounts, including but not limited to financial records, and shall also keep minutes of the proceedings of its members, board of directors and committees having and exercising any of the authority of the board of directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. **All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.**

Article XIII. Dissolution or Sale of Assets

A two-thirds vote of the membership shall be required to sell or mortgage assets of the corporation not in the regular course of business or to dissolve the corporation. Upon dissolution of the corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code and/or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the corporation shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization.

Article XIV. Compensation

Compensation: officers shall by virtue of their office be members of the Board of Directors. No officer shall for reason of his office be entitled to receive any salary or compensation.

Article XV. Conflict of interest

Section 1. 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 meetings 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.

- a. 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.
- b. Chairperson of the governing board or committee shall, if appropriate, appoint a disinterest person or committee to investigate alternatives to the proposed transaction or arrangement.

- c. After exercising due diligence, the governing board or committee shall determine whether the Fund 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.
- d. 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 Fund'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.

Section 2: Violations of the Conflict of Interest Policy.

- a. 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
- b. 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.

Section 3: RECORDS OF PROCEEDINGS

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

a. 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

b. 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 transactions or arrangement, and a record of any votes in connection with the proceedings

XVI. Amendments and Other Provisions

Section 1. Amendments. These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority in number of the entire Board of Directors, provided that at least 10 days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendment shall be mailed to each

member of the Board, together with a concise statement of the changes proposed to be made.

Section 2. Conduct of Meetings. Except as otherwise provided in these bylaws, by applicable law or by resolution of the Board of Directors, all meetings of the Board or of any committee designated by the Board shall be conducted in conformity with Robert's Rules of Order, Revised, as amended from time to time.

Section 3. Financial Reporting. For financial reporting purposes the Board of Directors shall report from October to September of each year.

Section 4. Indemnification. The Board of Directors shall indemnify (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person's testator or intestate, is or was a member of the Board of Directors or Officer of the Board of Directors and (b) any Board of Directors or Officer of the Board of Directors who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Board of Directors, in the manner and to the maximum extent permitted by the Not-for-Profit Corporation Law of Florida, as amended from time to time; and the Board of Directors may, in the discretion of the Board of Directors, purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

Section 5. Interested Board of Directors and Officers. Each Board of Directors and Officer of the Board of Directors shall disclose in writing to the Board of Directors any conflict of interest which he

believes may arise in connection with his service as a Board of Directors or an Officer of the Board of Directors. No contract or other transaction between the Board of Directors and any other corporation, firm, association, or other entity in which one or more of its Board of Directors or Officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Board of Directors or Board of Directors or Officer or Officers are present at the meeting of the Board or of a committee thereof, which authorizes such contract or transaction, or that their votes are counted for such purposes if the material facts as to such common directorship, officership, financial or other interest are disclosed in good faith or known to the Board or committee, and if the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Board of Directors or Officer.