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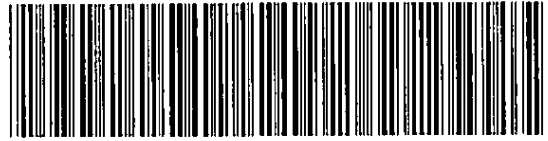
(Business Entity Name)

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COVER LETTER

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

SUBJECT: Team Florida Adaptive Surfing 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: Chris Rea
Name (Printed or typed)
106 Laurel Drive
Address
Sanford, FL 32773
City, State & Zip
386-717-8012
Daytime Telephone number
crea@usa.com
E-mail address: (to be used for future annual report notification)

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

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

ARTICLE I NAME

The name of the corporation shall be: Team Florida Adaptive Surfing INC

ARTICLE II PRINCIPAL OFFICE

Principal <u>street</u> address:	Mailing address, if different is:
<u>809 W New York Ave, Deland, Florida 32720.</u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: To operate as an amateur adaptive surfing team. Dedicated to coaching
athletes, community outreach, and overall creating opportunities for adaptive surfers looking to compete locally and worldwide.
Our team is comprised of surfers who compete in various classifications and have a range of experience levels; from seasoned
competitors to new adaptive surfers looking to jump into their first year of competing. Regardless of experience, we strive to create
a welcoming and structured environment that is committed to improving the mental and physical health of all of our team members
through surfing while also promoting the sport of adaptive surfing to our community.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: Majority Vote

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: <u>Christopher Rea, President</u>	Name and Title: <u>Jessica Cusimano, Vice President</u>
Address: <u>106 Laurel Dr. Sanford, FL 32773</u>	Address: <u>2707 35th ST</u> <u>Edgewater, Florida 32141</u>
Name and Title: <u>Craig Chrisopher Roberts, Treasurer</u>	Name and Title: <u>Ann Vessell, Secretary</u>
Address: <u>993 Talon Place</u> <u>Winter Springs, FL 32708</u>	Address: <u>74 Cunningham DR</u> <u>New Smyrna Beach, FL 32168</u>
Name and Title: <u></u>	Name and Title: <u></u>
Address: <u></u>	Address: <u></u>

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF VOLUNTEER

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

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: Stacey Gould

Address: 1095 West State Road 40

Pierson, FL 32180

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Christopher Rea

Address: 106 Laurel Drive

Sanford, FL 32773

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

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.

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

mgould
Required Signature of Registered Agent

3/25/2023
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.

[Signature]
Required Signature of Incorporator

3/25/2023
Date

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STATE OF FLORIDA
TALLAHASSEE

Nonprofit Conflict of Interest Policy

Name of Organization: Team Florida Adaptive Surfing INC (the "Organization")

Article 1 - INTRODUCTION:

The Organization is committed to observing the highest standards of ethical conduct in its operations and expects its directors, officers, and employees to do the same. The Board of Directors (the "Board," "Directors," or singularly, "Director") of the Organization has adopted this Nonprofit Conflict of Interest Policy (the "Policy") to ensure that the Organization remains committed to its charitable purpose.

Article 2 - PURPOSE:

The purpose of this Policy is to protect the Organization's interest when it is considering a transaction that might privately benefit a director, officer, or other senior decision-maker, as well as to avoid any excess benefit transactions.

This Policy is also intended to ensure that the Organization continues to operate in accordance with its tax-exempt purpose.

Article 3 - DUTY OF LOYALTY:

Directors, officers, governing committee members, and certain senior management, including those acting as principals for the Organization (referred to as "Interested Parties" or singularly, "Interested Party"), owe the Organization a duty of loyalty. Such duty of loyalty requires Interested Parties to avoid using their position with the Organization for personal advantage or gain. Interested Parties must also avoid any action, including voting, if applicable, where the Interested Party's personal interest, including financial interest, could conflict with the interests of the Organization.

Article 4 - DEFINITIONS:

a. Conflict of Interest: A conflict of interest occurs when an Interested Party has an interest in any matter involving the Organization that directly or indirectly conflicts with the interests of the Organization. Specifically, conflicts of interest can occur when Interested Parties have competing financial interests or personal relationships in opposition to the Organization (referred to as "Direct Conflicts of Interest"), or are related

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to someone with a competing financial interest or opposing personal relationship (referred to as "Indirect Conflicts of Interest"). The Interested Party may be related by blood, marriage, or business affiliation. Conflicts of interest may also arise where an Interested Party has decision-making authority in an entity that may be involved in a business relationship or financial transaction with the Organization.

The following examples of potential conflicts of interest are to be considered illustrative, but non-exhaustive:

- a. When an Interested Party stands to personally benefit financially through a transaction the Organization may be involved with;
- b. When an Interested Party has an ownership interest, including through investment, in another entity with which the Organization intends to transact or do business;
- c. When an Interested Party enters or maintains an agreement to be compensated by the Organization (for the purposes of this clause, Directors who are also employees of the Organization may have a conflict in certain situations, such as voting on compensation);
- d. When an Interested Party joins or creates a competing organization;
- e. When an Interested Party or an entity in which an Interested Party has an ownership interest competes with the Organization in a purchase, sale, contract bid, or other interest or service;
- f. When an Interested Party utilizes confidential information belonging to the Organization for any reason that is not related to the Interested Party's work for the Organization, such as personal profit or for the benefit of another entity;
- g. When an Interested Party uses the Organization's resources for any competing interest; or
- h. When an Interested Party participates in decision-making or negotiations for the Organization in a matter in which the Interested Party, a person related to the Interested Party, or an entity in which the Interested Party has an ownership interest is also involved.

b. Potential Conflict of Interest: A potential conflict of interest occurs when an Interested Party recognizes that a conflict of interest may take place if ameliorating action is not taken. Potential conflicts of interest do not always lead to actual conflicts of interest.

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Interested Parties that have a potential conflict of interest will need to follow the procedures outlined in the Conflict Disclosure section below. The Organization seeks to avoid the appearance of impropriety, as even potential conflicts of interest can be damaging to the Organization's reputation. Therefore, all potential conflicts of interest must be treated with due care and disclosed according to the procedures outlined here.

Article 5 - CONFLICT DISCLOSURE:

a. Disclosure. Any individual who suspects a conflict of interest or potential conflict of interest might arise with respect to any activity is obligated to disclose such conflict or potential conflict to the Board as soon as practicable so that the situation may be evaluated. Interested Parties are not to unilaterally assess conflicts. Interested Parties must disclose at least all of the following details to the Board, but in any case, enough information for the Board to obtain a clear picture of the potential conflict:

- a. All material facts;
- b. Any potential or existing financial interest;
- c. Any potential or existing competing interests; even if not financial;
- d. Any self-dealing or potential self-dealing.

b. Disclosure of conflicts of others. If any individual becomes aware of a potential conflict of interest involving another party, that individual must report such potential conflict to the Board immediately.

c. Party for disclosure. Disclosure can be made to the Chairperson of the Board or the entirety of the Board.

d. Recusal. Interested Parties must also notify the Board when they intend not to attend a meeting of the Board or a committee based upon their belief that the Board or Committee will vote or act regarding a matter in which the Interested Party may have a conflict.

Article 6 - CONFLICT PROCEDURES:

a. Interested Parties shall disclosure potential conflicts of interest to the Board as soon as is practicable after becoming aware of the potential conflict, as described above. Interested Parties are also required to complete an annual disclosure form to describe

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any ongoing interest that may create a conflict.

b. Evaluation. After the Board receives any potential conflict or conflict disclosure from an Interested Party, the Board may request follow-up discussions or additional information. At this point, the Board will decide whether an actual conflict exists and whether it involves financial interest, material competition, self-dealing, or any other type of conflict. The Interested Party shall be screened from any discussions or voting regarding the conflict. The Board may fully determine the issue on a vote or may refer it to a specialized committee for additional investigation. Evaluation of conflicts is made on a case-by-case basis.

c. Factors for consideration. The Board may consider any factor it wishes in determining whether a conflict exists. Some of the factors for consideration may include:

- Whether the Interested Party's financial interest is minimal, in relation to the transaction
- How involved the Interested Party is with the other entity involved in any transaction with the Organization
- The degree to which the Interested Party could personally benefit from the transaction or relationship at issue

d. Determination of self-dealing. If the Board or committee determines that an actual conflict exists, the Board or committee must also determine whether a self-dealing transaction is at issue. If so, the entirety of the Board must vote on whether to approve the transaction, and the transaction must be approved by a greater vote than other Board actions. In other words, if the Board generally approves actions via a simple majority, a greater vote than this is needed to approve a self-dealing transaction. Approval of compensation for a director acting as director or officer shall not be considered a self-dealing transaction.

e. Determination of transactional conflict. If the Board or committee determines that an actual conflict exists involving a financial transaction or arrangement, but it is not self-dealing, the Board will consider alternative scenarios that would not present a conflict. If the Board determines an appropriate alternative exists, the Board shall pursue that avenue. If an appropriate alternative does not exist, the Board shall determine whether the original proposed course of action is in the Organization's best interest and take a vote on such issue, in which a majority is required.

f. Determination of other conflict. In any other scenario in which the Board or committee determines a conflict exists, the Board or committee shall recommend a reasonable and

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appropriate course of action to protect the Organization. The governing body shall discuss the issue and determine how best to proceed forward.

Article 7 - POLICY VIOLATIONS:

If an Interested Party fails to disclose any potential or actual conflict, the Board shall first request an explanation from the Interested Party. The Board may then determine appropriate action, including disciplinary action if required.

Article 8 - RECORDS:

The Board or relevant committee shall retain all records of discussions and votes regarding any presented conflict or potential conflict. The records must specifically include:

- a. The name of the Interested Party or Parties;
- b. How the conflict was brought to the attention of the Board (whether disclosed or found out);
- c. The nature of the possible conflict, including financial interest involved;
- d. The Board or committee's actions regarding fact-finding and investigation on the conflict or potential conflict;
- e. The Board or committee's discussions, decision, and vote;
- f. The names of all parties present for any discussion or votes.

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Article 9 - ABSTENTION FROM VOTES ON COMPENSATION:

No Board member who is compensated for their services towards the Organization may vote on their own compensation.

Article 10 - ANNUAL STATEMENTS:

All individuals required to abide by this Policy must sign a statement each year attesting that they have received a copy of the Policy, they read and understand the Policy, they

agree to comply with the Policy, and they understand the Organization's maintenance of its charitable activities and federal tax exemption depends on its undertaking primarily of activities that support its charitable purpose.

Any individual that believes they have ongoing relationships or interests that may present a conflict must also make an annual disclosure, as described above, and is responsible for updating such disclosure upon the occurrence of any material change.

Article 11 - REVIEWS:



The Organization will periodically review certain subjects to maintain alignment with its charitable purposes. The review shall include at least:

- a. Compensation and benefit arrangements, to ensure they are reasonable and formalized through arm's length bargaining;
- b. Transactional arrangements, including partnerships or joint ventures, to ensure they are in line with the Organization's policies and do not confer a private benefit on any party or result in an excess benefit transaction; and
- c. Compensation reviews of the President and Chief Financial Officer of the Organization.

The Organization may use outside advisors to conduct the above reviews, but responsibility for the reviews ultimately lies with the Board.

This Policy is intended to supplement but not replace any state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Certification: Christopher Rea, as President of Team Florida Adaptive Surfing INC and Ann Vessell, as Secretary, do certify this is a true and correct copy of the Organization's Conflict of Interest Policy and that this Policy was adopted by the Board on March 8th, 2023.

President Signature:  _____
Secretary Signature:  _____

NON-PROFIT BYLAWS
OF
TEAM FLORIDA ADAPTIVE SURFING INC

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Florida and the Articles of Incorporation of Team Florida Adaptive Surfing INC. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Florida, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 - NAME

The legal name of the Non-Profit Corporation/Organization shall be known as Team Florida Adaptive Surfing INC and shall herein be referred to as the "Corporation/Organization."

ARTICLE 2 - PURPOSE

The general purposes for which this Corporation/Organization has been established are as follows:

The purpose for which the Non-Profit Corporation/Organization is formed is set forth in the attached Articles of Incorporation.

The Corporation/Organization is established within the meaning of IRS Publication 557 Section 501(c) (3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. The Corporation/Organization shall be operated exclusively for/to operating as an amateur adaptive surfing team. Dedicated to coaching athletes, community outreach, and overall creating opportunities for adaptive surfers looking to compete locally and worldwide.

Our team is comprised of surfers who compete in various classifications and have a range of experience levels; from seasoned competitors to new adaptive surfers looking to jump into their first year of competing. Regardless of experience, we strive to create a welcoming and structured environment that is committed to improving the mental and physical health of all of our team members through surfing while also promoting the sport of adaptive surfing to our community.

In addition, this Corporation/Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization 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/Organization. At no time and in no event shall the Corporation/Organization participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

ARTICLE 3 - OFFICES

The principal office of the Corporation/Organization shall be located at 809 W New York Ave. Deland, Florida 32720.

The Corporation/Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation/Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4 - DEDICATION OF ASSETS

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 - BOARD OF DIRECTORS

General Powers and Responsibilities

The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Florida. The Board shall establish policies and directives governing business and programs of the Corporation/Organization and shall delegate to the Executive Director and Corporation/Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to 4 members, but no fewer than three (3) Board members. The number of Board members may be increased beyond 4 members by the affirmative vote of a simple majority of the then-serving Board of Directors. A Board member need not be a resident of the State of Florida.

In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have the same rights and obligations, including voting power, as the other directors.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation/Organization in any other capacity and receiving compensation for services rendered.

Board Elections

The Governance Committee, if created, shall present nomination for new and renewing Board members at the board meeting immediately preceding the beginning of the next fiscal year.. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by simple majority of those Board members at a Board meeting at which a quorum is present. If no Governance Committee is created, then this duty shall fall upon another committee created for that purpose or upon the Board of Directors.

Term of Board

All appointments to the Board shall be for a term of one (1) year. No person shall serve more than 10 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 2 Years additional year(s). No person shall serve more than 10 consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 0 years have passed since the conclusion of such Board member's service.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- 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, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year;

- 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 director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently 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 5-Meetings 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 chair of the Board, the president of Corporation/Organization, the secretary of Corporation/Organization, or the Board of Directors, unless the notice 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. Unless the Attorney General of Florida is first notified, no director may resign when the Corporation/Organization would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by simple 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.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of then-serving Board members.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any 3 regular Board members may call a special meeting of the Board with 3 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 2 business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Corporation/Organization and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of Majority persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one vote.

Proxy

Members of the Board shall be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation/Organization. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair, to have resigned from the Board.

ARTICLE 6 - OFFICERS

Officers and Duties

The Board shall elect officers of the Corporation/Organization as defined in Articles of Incorporation or by Board resolution but in no case less than 1 officer to prepare minutes of the directors' and members' meetings and authenticate the records of the Corporation/Organization. The same person may hold any number of offices. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Chair of the Board, President, and/or Secretary of the Corporation/Organization, without bias or predisposition to all rights, if any, of the Corporation/Organization under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance with the herein prescribed Bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

Chair of the Board (Chief Executive Officer)

It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The Chair of the Board is authorized to execute, in the name of the Corporation/Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation/Organization, except when required by law that the President's signature must be provided.

President (Executive Director)

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation/Organization, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation/Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Directors may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Corporation/Organization between meetings of the Board. The President 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 which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation/Organization, to execute in the name of the Corporation/Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation/Organization, and to negotiate any and all material business transactions of the Corporation/Organization.

Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation/Organization, which are required to be kept at the principal office of the Corporation/Organization, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation/Organization and shall see that the seal of the Corporation/Organization, if any, is affixed to all documents, the execution of which on behalf of the Corporation/Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer (Chief Financial Officer)

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation/Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation/Organization, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation/Organization.

The Treasurer shall give the Corporation/Organization a bond, if so requested and required by the Board of Directors, 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/Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation/Organization shall pay the cost of such a bond.

ARTICLE 7 - COMMITTEES

Committees of Directors

The Board of Directors may, from time to time, and 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 at least two (2) directors, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative 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 of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- c) Fix compensation of the directors 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 a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation/Organization 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 pursuant to Law.

Unless otherwise authorized by the Board of Directors, no committee shall bind the Corporation/Organization in a contract or agreement or expend Corporation/Organization funds.

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 - Committees of these Bylaws, concerning meetings and actions of the 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 for each meeting of any committee and shall be filed with the Corporation/Organization records. The Board of Directors may adopt rules not consistent with the provisions of these Bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of the Corporation/Organization whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

Fundraising Committee

The Board, at its sole discretion, may create a Fundraising Committee which shall ensure and contribute well-planned fundraising initiatives for the Company/Organization. In addition this Committee shall identify potential sources of funds, take an active role in enhancing the Board's awareness of fundraising opportunities, explore opportunities for enhanced public relations and fundraising, and provide an annual review of the performance of the Organization's fundraising plan.

ARTICLE 8 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation/Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of 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/Organization whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems 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 deems to merit confidence.

so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any 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 limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation/Organization, or assets held by it, are dedicated.

Loans

The Corporation/Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Florida Attorney General; provided, however, that the Corporation/Organization may advance money to a director or officer of the Corporation/Organization or any subsidiary for expenses reasonably anticipated to be incurred in the 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.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Corporation/Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise 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 corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

Not more than 40% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Corporation/Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

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 who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The Chair of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Corporation/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.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation/Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all 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 Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to

the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgement of Conflict of Interest Policy

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that the Corporation/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.

Violation of Loyalty - Self-Dealing Contracts

A self-dealing contract is any contract or transaction (i) between this Corporation/Organization and one or more of its Directors, or between this Corporation/Organization and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this Corporation/Organization and a corporation, firm, or association of which one or more of its directors are Directors of this Corporation/Organization. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said Interested Director(s)).
- b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith-without counting the vote of the Interested Director(s)-and the contract is just and reasonable as to the Corporation/Organization at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation/Organization at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the Corporation/Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation/Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Corporation/Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation/Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9 - EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at 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/Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation/Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation/Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation/Organization shall be executed, signed, and/or endorsed by the President, Vice President.

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

Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation/Organization 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/Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.

ARTICLE 10 - RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Corporation/Organization 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.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation/Organization 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.

Maintenance and Inspection of Other Corporate Records

The Corporation/Organization 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 a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation/Organization. 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 form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation/Organization shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation/Organization 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/Organization and each of its subsidiary corporations/organizations. 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.

Preparation of Annual Financial Statements

The Corporation/Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation/Organization shall make these financial statements available to the Florida Attorney General and members of the public for inspection no later than 30 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 30 days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

- c) The expenses or disbursements of the Corporation/Organization for both general and restricted purposes during the fiscal year.
- d) The information required by the Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000.00 or indemnifications involving more than \$10,000.00 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation/Organization that such statements were prepared without audit from the books and records of the Corporation/Organization.

ARTICLE 11 - FISCAL YEAR

The fiscal year for this Corporation/Organization shall end on December 31st.

ARTICLE 12 - AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by a simple 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. If any provision of these Bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 13 - CORPORATE/ORGANIZATION SEAL

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

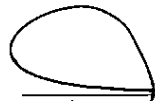
ARTICLE 14 - CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act 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/Organization 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.

CERTIFICATE OF SECRETARY

I, Annie Vessell, certify that I am the current elected and acting Secretary of the Corporation/Organization, and the above Bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Directors on March 8, 2023, and that they have not been amended or modified since the date above.

EXECUTED on this 25 day of March, in the County of Volusia in the State of Florida.



(Duly Elected Secretary)



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

INSTRUCTIONS FOR NOT FOR PROFIT ARTICLES OF INCORPORATION

The following are instructions, a cover letter and sample articles of incorporation pursuant to Chapter 617, Florida Statutes (F.S.)

NOTE: THIS IS A BASIC FORM MEETING MINIMAL REQUIREMENTS FOR FILING ARTICLES OF INCORPORATION.

The Division of Corporations strongly recommends that corporate documents be reviewed by your legal counsel. The Division is a filing agency and as such does not render any legal, accounting, or tax advice.

If you intend to apply for IRS federal tax exemption as a charitable organization, your articles of incorporation must contain a required purposed clause and a dissolution of assets provision. Valuable information on 501 (c) (3) qualification is on the IRS website, www.irs.gov. It includes sample articles of incorporation. Click the "charities and Nonprofits" link and then the [Life Cycle of a Public Charity](#) link.

Chapter 496, F.S., requires charitable organizations or sponsors intending to solicit contributions from the public in the state of Florida to register annually with the Division of Consumer Services. They may be reached at (850) 488-2221 or 1-800-435-7352 for more information.

A preliminary search for name availability can be made on the Internet through the Division's records at www.sunbiz.org. Preliminary name searches and name reservations are no longer available from the Division of Corporations. You are responsible for any name infringement that may result from your corporate name selection.

Pursuant to Chapter 617.0202, F.S., the articles of incorporation **must** set forth the following:

- Article I: The name of the corporation **must** include a corporate suffix such as Corporation, Corp., Incorporated, or Inc.; **"Company" or "Co." may not be used** as a corporate suffix by a nonprofit corporation.
- Article II: The principal place of business and mailing address of the corporation. The principal address must be a **street** address. The mailing address, if different, can be a P.O. Box address.

- Article III: The specific purpose or purposes for which the corporation is organized. **A general statement of “any and all lawful business” will not be sufficient.**
- Article IV: The manner in which the Directors are elected or appointed.
- Article V: The names, address and titles of the Directors/Officers (**optional**) When naming Directors, 3 must be listed. The names of officers/directors may be required to apply for a license, open a bank account, etc.
- Article VI: The name and **Florida street address** (P.O. Box **NOT** acceptable) of the initial Registered Agent. The Registered Agent **must** sign in the space provided and type or print his/her name below signature accepting the designation as Registered Agent.
- Article VII: The name and address of the Incorporator. The Incorporator **must** sign in the space provided and type or print his/her name below signature.

The “incorporator” is the person who prepares and signs the Articles of Incorporation and then submits them for filing to the Division of Corporations. The function of the incorporator usually ends after the corporation is filed.

An Effective Date: Add a **separate article if applicable or necessary:** An effective date **may** be added to the Articles of Incorporation, otherwise the date of receipt will be the file date. (An effective date can not be more than five (5) days prior to the date of receipt or ninety (90) days after the date of filing).

Important Information About the Requirement to File an Annual Report

All Florida Not- For-Profit Corporations must file an Annual Report yearly to maintain “active” status. The first report is due in the year **following** formation. The report must be filed electronically online between January 1st and May 1st. The fee for the annual report is \$61.25. “Annual Report Reminder Notices” are sent to the e-mail address you provide us when you submit this document for filing. To file any time after January 1st, go to our website at www.sunbiz.org.

The fee for filing a not for profit corporation is:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy (optional)	\$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50).
Certificate of Status (optional)	\$8.75

(Make checks payable to Department of State)

Mailing Address:
 Department of State
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314
 (850) 245-6052

Street Address:
 Department of State
 Division of Corporations
 The Centre of Tallahassee
 2415 N. Monroe Street, Suite 810
 Tallahassee, FL 32303
 (850) 245-6052

ANNUAL CONFLICT OF INTEREST FORM

The undersigned, as Secretary (director, officer position, manager, principal, committee member, or key employee) of Team Florida Adaptive Surfing INC acknowledges:

- 1. he or she has received a copy of the Organization's Conflict of Interest Policy;
- 2. he or she has read and understands the Policy;
- 3. he or she has agreed to comply with the Policy;
- 4. he or she understands the Organization's maintenance of its charitable activities and federal tax exemption depends on its undertaking primarily of activities that support its charitable purpose; and
- 5. the following on-going relationships and interests may present a conflict of interest (please describe - if not applicable write "N/A" or leave blank):

Signature: 

Name: Annie Vestell

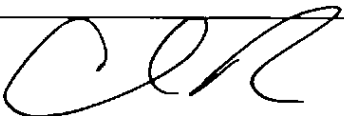
Title: Secretary

Date: 3-25-23

ANNUAL CONFLICT OF INTEREST FORM

The undersigned, as President (director, officer position, manager, principal, committee member, or key employee) of Team Florida Adaptive Surfing INC acknowledges:

1. he or she has received a copy of the Organization's Conflict of Interest Policy;
2. he or she has read and understands the Policy;
3. he or she has agreed to comply with the Policy;
4. he or she understands the Organization's maintenance of its charitable activities and federal tax exemption depends on its undertaking primarily of activities that support its charitable purpose; and
5. the following on-going relationships and interests may present a conflict of interest (please describe - if not applicable write "N/A" or leave blank):

Signature: 

Name: Chris Ree


Title: President

Date: 3/25/2023

ANNUAL CONFLICT OF INTEREST FORM

The undersigned, as Board Member (director, officer position, manager, principal, committee member, or key employee) of Team Florida Adaptive Surfing INC acknowledges:

- 1. he or she has received a copy of the Organization's Conflict of Interest Policy;
- 2. he or she has read and understands the Policy;
- 3. he or she has agreed to comply with the Policy;
- 4. he or she understands the Organization's maintenance of its charitable activities and federal tax exemption depends on its undertaking primarily of activities that support its charitable purpose; and
- 5. the following on-going relationships and interests may present a conflict of interest (please describe - if not applicable write "N/A" or leave blank):

Signature: 

Name: CC Roberts

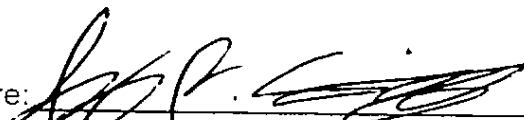
Title: Board Member

Date: 3/25/23

ANNUAL CONFLICT OF INTEREST FORM

The undersigned, as Vice President (director, officer position, manager, principal, committee member, or key employee) of Team Florida Adaptive Surfing INC acknowledges:

1. he or she has received a copy of the Organization's Conflict of Interest Policy;
2. he or she has read and understands the Policy;
3. he or she has agreed to comply with the Policy;
4. he or she understands the Organization's maintenance of its charitable activities and federal tax exemption depends on its undertaking primarily of activities that support its charitable purpose; and
5. the following on-going relationships and interests may present a conflict of interest (please describe - if not applicable write "N/A" or leave blank):

Signature: 

Name: Jessica Casimano

Title: Vice President

Date: 3/25/23

Nonprofit Conflict of Interest Policy

Name of Organization: Team Florida Adaptive Surfing INC (the "Organization")

Article 1 - INTRODUCTION:

The Organization is committed to observing the highest standards of ethical conduct in its operations and expects its directors, officers, and employees to do the same. The Board of Directors (the "Board," "Directors," or singularly, "Director") of the Organization has adopted this Nonprofit Conflict of Interest Policy (the "Policy") to ensure that the Organization remains committed to its charitable purpose.

Article 2 - PURPOSE:

The purpose of this Policy is to protect the Organization's interest when it is considering a transaction that might privately benefit a director, officer, or other senior decision-maker, as well as to avoid any excess benefit transactions.

This Policy is also intended to ensure that the Organization continues to operate in accordance with its tax-exempt purpose.

Article 3 - DUTY OF LOYALTY:

Directors, officers, governing committee members, and certain senior management, including those acting as principals for the Organization (referred to as "Interested Parties" or singularly, "Interested Party"), owe the Organization a duty of loyalty. Such duty of loyalty requires Interested Parties to avoid using their position with the Organization for personal advantage or gain. Interested Parties must also avoid any action, including voting, if applicable, where the Interested Party's personal interest, including financial interest, could conflict with the interests of the Organization.

Article 4 - DEFINITIONS:

a. Conflict of Interest: A conflict of interest occurs when an Interested Party has an interest in any matter involving the Organization that directly or indirectly conflicts with the interests of the Organization. Specifically, conflicts of interest can occur when Interested Parties have competing financial interests or personal relationships in opposition to the Organization (referred to as "Direct Conflicts of Interest"), or are related

to someone with a competing financial interest or opposing personal relationship (referred to as "Indirect Conflicts of Interest"). The Interested Party may be related by blood, marriage, or business affiliation. Conflicts of interest may also arise where an Interested Party has decision-making authority in an entity that may be involved in a business relationship or financial transaction with the Organization.

The following examples of potential conflicts of interest are to be considered illustrative, but non-exhaustive:

- a. When an Interested Party stands to personally benefit financially through a transaction the Organization may be involved with;
 - b. When an Interested Party has an ownership interest, including through investment, in another entity with which the Organization intends to transact or do business;
 - c. When an Interested Party enters or maintains an agreement to be compensated by the Organization (for the purposes of this clause, Directors who are also employees of the Organization may have a conflict in certain situations, such as voting on compensation);
 - d. When an Interested Party joins or creates a competing organization;
 - e. When an Interested Party or an entity in which an Interested Party has an ownership interest competes with the Organization in a purchase, sale, contract bid, or other interest or service;
 - f. When an Interested Party utilizes confidential information belonging to the Organization for any reason that is not related to the Interested Party's work for the Organization, such as personal profit or for the benefit of another entity;
 - g. When an Interested Party uses the Organization's resources for any competing interest; or
 - h. When an Interested Party participates in decision-making or negotiations for the Organization in a matter in which the Interested Party, a person related to the Interested Party, or an entity in which the Interested Party has an ownership interest is also involved.
- b. Potential Conflict of Interest: A potential conflict of interest occurs when an Interested Party recognizes that a conflict of interest may take place if ameliorating action is not taken. Potential conflicts of interest do not always lead to actual conflicts of interest.

Interested Parties that have a potential conflict of interest will need to follow the procedures outlined in the Conflict Disclosure section below. The Organization seeks to avoid the appearance of impropriety, as even potential conflicts of interest can be damaging to the Organization's reputation. Therefore, all potential conflicts of interest must be treated with due care and disclosed according to the procedures outlined here.

Article 5 - CONFLICT DISCLOSURE:

a. Disclosure. Any individual who suspects a conflict of interest or potential conflict of interest might arise with respect to any activity is obligated to disclose such conflict or potential conflict to the Board as soon as practicable so that the situation may be evaluated. Interested Parties are not to unilaterally assess conflicts. Interested Parties must disclose at least all of the following details to the Board, but in any case, enough information for the Board to obtain a clear picture of the potential conflict:

- a. All material facts;
- b. Any potential or existing financial interest;
- c. Any potential or existing competing interests; even if not financial;
- d. Any self-dealing or potential self-dealing.

b. Disclosure of conflicts of others. If any individual becomes aware of a potential conflict of interest involving another party, that individual must report such potential conflict to the Board immediately.

c. Party for disclosure. Disclosure can be made to the Chairperson of the Board or the entirety of the Board.

d. Recusal. Interested Parties must also notify the Board when they intend not to attend a meeting of the Board or a committee based upon their belief that the Board or Committee will vote or act regarding a matter in which the Interested Party may have a conflict.

Article 6 - CONFLICT PROCEDURES:

a. Interested Parties shall disclose potential conflicts of interest to the Board as soon as is practicable after becoming aware of the potential conflict, as described above. Interested Parties are also required to complete an annual disclosure form to describe

any ongoing interest that may create a conflict.

b. Evaluation. After the Board receives any potential conflict or conflict disclosure from an Interested Party, the Board may request follow-up discussions or additional information. At this point, the Board will decide whether an actual conflict exists and whether it involves financial interest, material competition, self-dealing, or any other type of conflict. The Interested Party shall be screened from any discussions or voting regarding the conflict. The Board may fully determine the issue on a vote or may refer it to a specialized committee for additional investigation. Evaluation of conflicts is made on a case-by-case basis.

c. Factors for consideration. The Board may consider any factor it wishes in determining whether a conflict exists. Some of the factors for consideration may include:

- Whether the Interested Party's financial interest is minimal, in relation to the transaction
- How involved the Interested Party is with the other entity involved in any transaction with the Organization
- The degree to which the Interested Party could personally benefit from the transaction or relationship at issue

d. Determination of self-dealing. If the Board or committee determines that an actual conflict exists, the Board or committee must also determine whether a self-dealing transaction is at issue. If so, the entirety of the Board must vote on whether to approve the transaction, and the transaction must be approved by a greater vote than other Board actions. In other words, if the Board generally approves actions via a simple majority, a greater vote than this is needed to approve a self-dealing transaction. Approval of compensation for a director acting as director or officer shall not be considered a self-dealing transaction.

e. Determination of transactional conflict. If the Board or committee determines that an actual conflict exists involving a financial transaction or arrangement, but it is not self-dealing, the Board will consider alternative scenarios that would not present a conflict. If the Board determines an appropriate alternative exists, the Board shall pursue that avenue. If an appropriate alternative does not exist, the Board shall determine whether the original proposed course of action is in the Organization's best interest and take a vote on such issue, in which a majority is required.

f. Determination of other conflict. In any other scenario in which the Board or committee determines a conflict exists, the Board or committee shall recommend a reasonable and

appropriate course of action to protect the Organization. The governing body shall discuss the issue and determine how best to proceed forward.

Article 7 - POLICY VIOLATIONS:

If an Interested Party fails to disclose any potential or actual conflict, the Board shall first request an explanation from the Interested Party. The Board may then determine appropriate action, including disciplinary action if required.

Article 8 - RECORDS:

The Board or relevant committee shall retain all records of discussions and votes regarding any presented conflict or potential conflict. The records must specifically include:

- a. The name of the Interested Party or Parties;
- b. How the conflict was brought to the attention of the Board (whether disclosed or found out);
- c. The nature of the possible conflict, including financial interest involved;
- d. The Board or committee's actions regarding fact-finding and investigation on the conflict or potential conflict;
- e. The Board or committee's discussions, decision, and vote;
- f. The names of all parties present for any discussion or votes.

Article 9 - ABSTENTION FROM VOTES ON COMPENSATION:

No Board member who is compensated for their services towards the Organization may vote on their own compensation.

Article 10 - ANNUAL STATEMENTS:

All individuals required to abide by this Policy must sign a statement each year attesting that they have received a copy of the Policy, they read and understand the Policy, they

agree to comply with the Policy, and they understand the Organization's maintenance of its charitable activities and federal tax exemption depends on its undertaking primarily of activities that support its charitable purpose.

Any individual that believes they have ongoing relationships or interests that may present a conflict must also make an annual disclosure, as described above, and is responsible for updating such disclosure upon the occurrence of any material change.

Article 11 - REVIEWS:

The Organization will periodically review certain subjects to maintain alignment with its charitable purposes. The review shall include at least:

- a. Compensation and benefit arrangements, to ensure they are reasonable and formalized through arm's length bargaining;
- b. Transactional arrangements, including partnerships or joint ventures, to ensure they are in line with the Organization's policies and do not confer a private benefit on any party or result in an excess benefit transaction; and
- c. Compensation reviews of the President and Chief Financial Officer of the Organization.

The Organization may use outside advisors to conduct the above reviews, but responsibility for the reviews ultimately lies with the Board.

This Policy is intended to supplement but not replace any state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Certification: Christopher Rea, as President of Team Florida Adaptive Surfing INC and Ann Vessell, as Secretary, do certify this is a true and correct copy of the Organization's Conflict of Interest Policy and that this Policy was adopted by the Board on March 8th, 2023.

President Signature:  _____

Secretary Signature:  _____

NON-PROFIT BYLAWS
OF
TEAM FLORIDA ADAPTIVE SURFING INC

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Florida and the Articles of Incorporation of Team Florida Adaptive Surfing INC. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Florida, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 - NAME

The legal name of the Non-Profit Corporation/Organization shall be known as Team Florida Adaptive Surfing INC and shall herein be referred to as the "Corporation/Organization."

ARTICLE 2 - PURPOSE

The general purposes for which this Corporation/Organization has been established are as follows:

The purpose for which the Non-Profit Corporation/Organization is formed is set forth in the attached Articles of Incorporation.

The Corporation/Organization is established within the meaning of IRS Publication 557 Section 501(c) (3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. The Corporation/Organization shall be operated exclusively for/to operating as an amateur adaptive surfing team. Dedicated to coaching athletes, community outreach, and overall creating opportunities for adaptive surfers looking to compete locally and worldwide.

Our team is comprised of surfers who compete in various classifications and have a range of experience levels; from seasoned competitors to new adaptive surfers looking to jump into their first year of competing. Regardless of experience, we strive to create a welcoming and structured environment that is committed to improving the mental and physical health of all of our team members through surfing while also promoting the sport of adaptive surfing to our community.

In addition, this Corporation/Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization 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/Organization. At no time and in no event shall the Corporation/Organization participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

ARTICLE 3 - OFFICES

The principal office of the Corporation/Organization shall be located at 809 W New York Ave, Deland, Florida 32720.

The Corporation/Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation/Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4 - DEDICATION OF ASSETS

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 - BOARD OF DIRECTORS

General Powers and Responsibilities

The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Florida. The Board shall establish policies and directives governing business and programs of the Corporation/Organization and shall delegate to the Executive Director and Corporation/Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to 4 members, but no fewer than three (3) Board members. The number of Board members may be increased beyond 4 members by the affirmative vote of a simple majority of the then-serving Board of Directors. A Board member need not be a resident of the State of Florida.

In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have the same rights and obligations, including voting power, as the other directors.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation/Organization in any other capacity and receiving compensation for services rendered.

Board Elections

The Governance Committee, if created, shall present nomination for new and renewing Board members at the board meeting immediately preceding the beginning of the next fiscal year.. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by simple majority of those Board members at a Board meeting at which a quorum is present. If no Governance Committee is created, then this duty shall fall upon another committee created for that purpose or upon the Board of Directors.

Term of Board

All appointments to the Board shall be for a term of one (1) year. No person shall serve more than 10 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 2 Years additional year(s). No person shall serve more than 10 consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 0 years have passed since the conclusion of such Board member's service.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- 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, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year;

- 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 director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently 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 5-Meetings 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 chair of the Board, the president of Corporation/Organization, the secretary of Corporation/Organization, or the Board of Directors, unless the notice 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. Unless the Attorney General of Florida is first notified, no director may resign when the Corporation/Organization would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by simple 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.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of then-serving Board members.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any 3 regular Board members may call a special meeting of the Board with 3 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 2 business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Corporation/Organization and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of Majority persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one vote.

Proxy

Members of the Board shall be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation/Organization. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair, to have resigned from the Board.

ARTICLE 6 - OFFICERS

Officers and Duties

The Board shall elect officers of the Corporation/Organization as defined in Articles of Incorporation or by Board resolution but in no case less than 1 officer to prepare minutes of the directors' and members' meetings and authenticate the records of the Corporation/Organization. The same person may hold any number of offices. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Chair of the Board, President, and/or Secretary of the Corporation/Organization, without bias or predisposition to all rights, if any, of the Corporation/Organization under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance with the herein prescribed Bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

Chair of the Board (Chief Executive Officer)

It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The Chair of the Board is authorized to execute, in the name of the Corporation/Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation/Organization, except when required by law that the President's signature must be provided.

President (Executive Director)

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation/Organization, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation/Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Directors may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Corporation/Organization between meetings of the Board. The President 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 which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation/Organization, to execute in the name of the Corporation/Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation/Organization, and to negotiate any and all material business transactions of the Corporation/Organization.

Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation/Organization, which are required to be kept at the principal office of the Corporation/Organization, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation/Organization and shall see that the seal of the Corporation/Organization, if any, is affixed to all documents, the execution of which on behalf of the Corporation/Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer (Chief Financial Officer)

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation/Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation/Organization, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation/Organization.

The Treasurer shall give the Corporation/Organization a bond, if so requested and required by the Board of Directors, 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/Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation/Organization shall pay the cost of such a bond.

ARTICLE 7 - COMMITTEES

Committees of Directors

The Board of Directors may, from time to time, and 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 at least two (2) directors, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative 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 of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- c) Fix compensation of the directors 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 a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation/Organization 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 pursuant to Law.

Unless otherwise authorized by the Board of Directors, no committee shall bind the Corporation/Organization in a contract or agreement or expend Corporation/Organization funds.

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 - Committees of these Bylaws, concerning meetings and actions of the 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 for each meeting of any committee and shall be filed with the Corporation/Organization records. The Board of Directors may adopt rules not consistent with the provisions of these Bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of the Corporation/Organization whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

Fundraising Committee

The Board, at its sole discretion, may create a Fundraising Committee which shall ensure and contribute well-planned fundraising initiatives for the Company/Organization. In addition this Committee shall identify potential sources of funds, take an active role in enhancing the Board's awareness of fundraising opportunities, explore opportunities for enhanced public relations and fundraising, and provide an annual review of the performance of the Organization's fundraising plan.

ARTICLE 8 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation/Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of 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/Organization whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems 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 deems to merit confidence,

so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any 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 limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation/Organization, or assets held by it, are dedicated.

Loans

The Corporation/Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Florida Attorney General; provided, however, that the Corporation/Organization may advance money to a director or officer of the Corporation/Organization or any subsidiary for expenses reasonably anticipated to be incurred in the 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.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Corporation/Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise 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 corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

Not more than 40% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Corporation/Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

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 who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The Chair of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Corporation/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.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation/Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all 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 Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to

the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgement of Conflict of Interest Policy

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that the Corporation/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.

Violation of Loyalty - Self-Dealing Contracts

A self-dealing contract is any contract or transaction (i) between this Corporation/Organization and one or more of its Directors, or between this Corporation/Organization and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this Corporation/Organization and a corporation, firm, or association of which one or more of its directors are Directors of this Corporation/Organization. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said Interested Director(s).
- b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith-without counting the vote of the Interested Director(s)-and the contract is just and reasonable as to the Corporation/Organization at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation/Organization at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the Corporation/Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation/Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Corporation/Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation/Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9 - EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at 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/Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation/Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation/Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation/Organization shall be executed, signed, and/or endorsed by the President, Vice President.

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

Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation/Organization 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/Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.

ARTICLE 10 - RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Corporation/Organization 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.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation/Organization 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.

Maintenance and Inspection of Other Corporate Records

The Corporation/Organization 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 a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation/Organization. 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 form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation/Organization shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation/Organization 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/Organization and each of its subsidiary corporations/organizations. 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.

Preparation of Annual Financial Statements

The Corporation/Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation/Organization shall make these financial statements available to the Florida Attorney General and members of the public for inspection no later than 30 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 30 days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

- c) The expenses or disbursements of the Corporation/Organization for both general and restricted purposes during the fiscal year.
- d) The information required by the Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000.00 or indemnifications involving more than \$10,000.00 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation/Organization that such statements were prepared without audit from the books and records of the Corporation/Organization.

ARTICLE 11 - FISCAL YEAR

The fiscal year for this Corporation/Organization shall end on December 31st.

ARTICLE 12 - AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by a simple 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. If any provision of these Bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 13 - CORPORATE/ORGANIZATION SEAL

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


ARTICLE 14 - CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act 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/Organization 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.

CERTIFICATE OF SECRETARY

I, Annie Vessell, certify that I am the current elected and acting Secretary of the Corporation/Organization, and the above Bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Directors on March 8, 2023, and that they have not been amended or modified since the date above.

EXECUTED on this 25 day of March, in the County of Volusia in the State of Florida.



(Duly Elected Secretary)