


Florida

Coalition for Improving Mathematics and Science

N990000002864



Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

April 28, 1999

100002868901--5
-05/10/99--01026--003
*****87.50 *****87.50

Subject: Coalition for Improving Math and Science Education in Florida Incorporated

Dear Division of Corporations:

Enclosed are two original copies of the articles of incorporation and by-laws of the subject organization.

Also enclosed is a check for \$87.50 to cover all costs for filing fees, certified copy and a certificate.

In the event that you have questions regarding this matter, please contact me at 727-784-3390. Thank you for your prompt attention to this application. We look forward to hearing from you in the near future.

Sincerely yours,

Lindsay Ball

Lindsay Ball

CIMS Secretary

PO Box 1153

Crystal Beach, FL 34681-1153

Encl. 1. Articles of Incorporation

2. By-laws

3. Check for \$87.50

CC: Dr. Gerry Meisels - CIMS Chairman
Coalition for Science Literacy
University of South Florida
100 Fifth Ave. South
St. Petersburg, FL 33701

FILED
99 MAY -7 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmg
4/30/99

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~~1,85,509,544, 255,611, 62~~



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 30, 1999

LINDSAY BALL
CIMS SECRETARY
P.O. BOX 1153
CRYSTAL BEACH, FL 34681-1153

SUBJECT: COALITION FOR IMPROVING MATH AND SCIENCE EDUCATION
IN FLORIDA INCORPORATED
Ref. Number: W99000010204

We have received your document for COALITION FOR IMPROVING MATH AND SCIENCE EDUCATION IN FLORIDA INCORPORATED, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

The name of the entity must be identical throughout the document.

PLEASE COMPLETE ARTICLE 3.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 199A00023382

Coalition for Improving Math and Science Education in Florida Incorporated

Articles of Incorporation

FILED

99 MAY -7 AM 8: 54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1 Name

The name of the corporation shall be :

Coalition for Improving Math and Science Education in Florida Incorporated.

Article 2 Principal Office

The principal place of business and mailing address of the corporation shall be:

Coalition for Improving Math and Science Education in Florida Incorporated
608 Pennsylvania Ave.
PO BOX 1153
Crystal Beach, FL 34681-1153

Article 3 Purposes

The specific purposes for which the corporation is organized are:

Coalition for Improving Math and Science Education in Florida Incorporated
has the purpose of educating Florida leaders, educators, business people and the general public of the need,
means and methods planned to improve math and science education in Florida schools. The mission is to
address the lack of emphasis on science and math in kindergarten through twelfth grades in Florida.

Article 4 Manner of Election of Directors

The manner in which the directors are elected is:

At an annual meeting elections are held for directors nominated by a nominating committee. The directors
then elect officers per the by-laws. A copy of the By-Laws is included herein by reference and is attached.

Article 5 Initial Registered Agent and Street Address

The name and Florida address of the initial registered agent are:

Lindsay Ball, Secretary & Treasurer
Coalition for Improving Math and Science Education in Florida Incorporated
608 Pennsylvania Ave.
PO BOX 1153
Crystal Beach, FL 34681-1153

I am familiar with and accept the duties and responsibilities as Registered Agent for Coalition for
Improving Math and Science Education in Florida Incorporated.

Lindsay Ball

L. S.

Date

May 4, 1999

Coalition for Improving Math and Science Education in Florida Incorporated

Articles of Incorporation

Article 6 Incorporator

The name and address of the incorporator of these Articles of Incorporation are:

Lindsay Ball, Secretary & Treasurer
Coalition for Improving Math and Science Education in Florida Incorporated
608 Pennsylvania Ave.
PO BOX 1153
Crystal Beach, FL 34681-1153

These articles of incorporation were prepared and executed by and are the responsibility of:

Lindsay Ball L. S. May 4, 1999
Lindsay Ball Date

Florida Coalition for Improving Mathematics and Science

CIMS is a 501-C-3 organization with the mission or purpose of addressing the lack of emphasis on science and math in K-12 in Florida. CIMS consists of volunteers from business and industry, state legislature, state university board of regents, and state secondary school districts.

The lack of emphasis on math and science in K-12 has several consequences: The number of students matriculating who are qualified to enter college with majors in engineering and science is insufficient to produce the supply of college graduates equal to the technical hiring needs of employers. Additionally the teachers in secondary schools who teach math and science subjects are also in short supply and often do not have adequate academic preparation in math and science themselves. Thus, they have difficulty in motivating and teaching students in the very subjects they teach.

Recognizing these problems, CIMS was formed in 1998 to develop a strategy and tactics to address them.

CIMS has a vision which is to foster mathematical, scientific, and technological literacy of Florida citizens and to effect the academic preparation and education of students and teachers in order to develop a workforce that is prepared for the increasingly complex technological requirements of the 21st century.

The strategy that CIMS will employ to accomplish its vision is to identify specific opportunities to strengthen standards based, accountability driven mathematics, science and technology education (MSTE) in the education community and to develop appropriate action recommendations which will involve systemic, state-wide approaches to secure support, commitment, and resources from all sectors of the economy.

To accomplish its strategy, CIMS has identified three avenues through which to take action as follows:

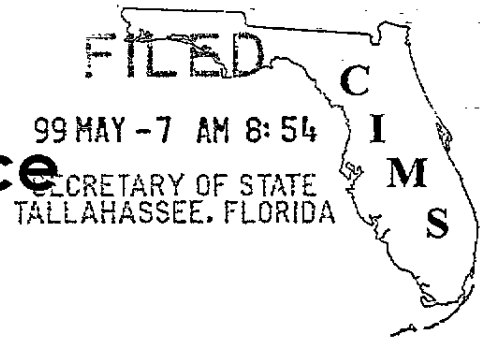
- Increase student performance and teacher motivation and accountability through statewide, census based, comprehensive assessment in science.
- Enhance knowledge and process skills in mathematics and science especially at the elementary and middle school levels.
- Induce greater involvement of colleges and universities in education reform, including improving teacher education programs (especially in content preparation) and participation of faculty in the science and mathematics disciplines.

The first two actions are being addressed through legislation that will be introduced by one of the CIMS members and may require lobbying of legislators to ensure passage. The third action is being addressed through initiatives at the state university systems and community college board levels.

CIMS will be an ongoing organization to oversee the implementation of its vision, monitor the progress of the recommended actions, and take appropriate future actions as necessary.

Florida

Coalition for Improving Mathematics and Science



Coalition for Improving Mathematics and Science Education, Inc. Bylaws

ARTICLE I Name and Offices

Section 1.1 NAME. The name of this corporation shall be "Coalition for Improving Mathematics and Science Education, Inc."

Section 1.2 CORPORATE OFFICES. The principal office of this corporation shall be located at the office of the Executive Director within the State of Florida. The corporation may establish other offices, as the board of directors may designate or as the affairs of the corporation may require from time to time.

Section 1.3 PURPOSE. The purpose for which this corporation was formed is to support policies and programs that promote continuous improvement in the teaching and learning of science, mathematics and technology in Florida's schools.

ARTICLE II Board of Directors

Section 2.1 GENERAL POWERS. The business and affairs of the corporation shall be conducted under the direction of, and the control and disposal of the corporation's properties and funds shall be vested in, its board of directors, except as otherwise provided in the Florida Nonprofit Corporation Act, the corporation's articles of incorporation or these bylaws.

Section 2.2 NUMBER, ELECTION, TENURE AND QUALIFICATIONS. There shall be not less than **eighteen (18)** directors of the corporation and no more than **twenty-four (24)** directors. The number of directors shall be set from time to time by **resolution of the directors**. The directors shall be divided into three (3) groups as nearly equal in number as possible, and shall be known as Class I, Class II and Class III. Initially, the directors of Class I shall serve for a term of one (1) year, those of Class II for a term two (2) years, and those of Class III for a term of three (3) years, commencing on the date of election and each director shall hold office until his or her successor is elected and qualified, or until his or her death, resignation or removal. At each subsequent annual meeting of members, the successors of those directors whose term then expires shall be elected to serve for a term of three (3) years and until their successors are elected and qualified, or until their death, resignation or removal.

Section 2.3 BOARD MEMBER ATTENDANCE. If a director is absent from **three (3)** consecutive meetings, unless excused, his or her office shall become vacant for the remainder of the term. The minutes should note any excused absence(s). At the discretion of the board chair, imposition of this rule may be waived due to extenuating circumstances.

Section 2.4 NOMINATION OF DIRECTORS. Recommendations for director nominees may be submitted by **incumbent directors** to the Governance Committee. The Governance Committee shall, after giving

due consideration to all such recommendations and such other persons as it may wish to consider, present its slate of director-nominees to the board **ten (10) days prior to the next annual meeting of the board.**

Section 2.5 VACANCIES. Any director may resign at any time by giving written notice to the board chair, executive director or the secretary of the corporation. Such resignation shall take effect at the time specified therein, and if not specified therein, it shall take effect upon receipt and the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the board of directors for any reason may be filled by the affirmative vote of a majority of the remaining directors even if less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor and until his or her successor is elected and qualified, or until his or her death, resignation or removal.

Section 2.6 REGULAR MEETINGS. A regular annual meeting of the board of directors shall be held promptly at the time and place, determined by the board, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. There shall be no less than **two (2)** regular meetings, including any annual meeting, of the board of directors in each **fiscal** year, and the board of directors shall provide by resolution the time and place for the holding of such additional regular meetings.

Section 2.7 SPECIAL MEETINGS. The board chair may call a special meeting of the board of directors whenever he or she deems it necessary, and shall call a special meeting whenever requested to do so in writing by three (3) or more directors or by the executive director. The board chair shall fix the place and time for holding any special meeting of the board of directors. Notice of each special meeting stating the purpose, place, day and hour of the meeting shall be given to each director at his or her last known business or home address at least **seven (7)** days prior thereto by the mailing of written notice, or at least two (2) days prior thereto by personal delivery of written notice or by telephonic or telegraphic notice, or other electronic means of notice (and the method of notice need not be the same to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If sent by facsimile machine, or other electronic means, such notice shall be deemed to be given when the facsimile machine or other electronic means prints or acknowledges that the transmission was successfully executed.

Section 2.8 WAIVER OF NOTICE. Any director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 2.9 PRESUMPTION ASSENT. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting or if dissent is not noted when the minutes are circulated or approved, the dissenting director(s) may direct its inclusion. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 2.10 QUORUM AND VOTING. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the board of directors. Each director shall be entitled to one (1) vote and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors unless a greater number is specifically required by



these bylaws, by the corporation's articles of incorporation or by state law. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present. A director may not vote or act by proxy at any meeting of directors.

Section 2.11 COMPENSATION. Directors shall not receive compensation for their services as such, although the reasonable expenses of directors for attendance at board meetings may be paid or reimbursed by the corporation. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 2.12 MEETINGS BY TELEPHONE OR TELECONFERENCE. Members of the board of directors or any committee may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 2.13 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, is signed by all of the directors or committee members entitled to vote upon such action at a meeting. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the directors or committee members.

Section 2.14 BOARD CHAIR. At its annual organizational the board of directors shall elect, from among those who are, or are to be, directors of the corporation, a board chair who shall, when present, preside at all regular and special meetings of the board of directors and of the members of the corporation, shall present at the annual meeting of the members of the corporation a report on the activities of the corporation during the preceding year, and shall generally perform all other duties incident to the office, required by the bylaws or from time to time assigned to him or her by the board of directors. If the board so specifies, the board chair may act as the executive director of the organization if that office is vacant.

2.14.1 Vice chair of the board. If one or more shall be elected by the board of directors from among those who are, or are to be, directors of the corporation, the vice chair(s) of the board shall assist the board chair, as requested, in the performance of his or her duties and shall have such other functions as these bylaws may provide or as the board of directors or board chair may assign from time to time. In addition to the foregoing, the vice chair shall possess the powers and perform the duties incumbent upon the board chair during his or her absence or disability. In the event there is more than one vice chair, the board of directors shall designate one to possess the powers and perform the duties incumbent upon the board chair during his or her absence or disability.

ARTICLE III Officers and Agents

Section 3.1 NUMBER AND QUALIFICATIONS. The officers of the corporation shall consist of the board chair, an executive director, a secretary, a treasurer, and such other officers, assistant officers and agents, assistant secretaries and assistant treasurers, as may be deemed necessary or desirable by the corporation's directors or state law. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of executive director and secretary. The executive director shall be a non-voting member of the board of directors.

Section 3.2 ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected, for a term commencing on election, by the corporation's directors at the annual meeting of the board of directors. Each officer shall hold office for a term of one (1) year or until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation or removal.



Section 3.3 COMPENSATION. The compensation of the executive director shall be fixed from time to time by the board of directors. No officer shall be prevented from receiving a salary by reason of the fact that he or she is also a director of the corporation. However, during any period in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner which might result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 3.4 REMOVAL. Any officer or agent may be removed by the board of directors, or a committee appointed by the board for such purpose, with or without cause, whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 3.5 VACANCIES. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the board chair or the executive director or the secretary. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled for the unexpired portion of the term by action of the board of directors if the vacant position is one held by a director or by the executive director; or by the executive director, with the advice and counsel of the board chair, if the vacant office is a staff position. If the board so specifies, the board chair may act as the executive director of the organization if that office is vacant.

Section 3.6 AUTHORITY AND DUTIES OF OFFICERS. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified by the executive director, the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

3.6.1 Executive Director. The board of directors shall select an executive director from nominees presented by the executive committee. The executive director, as chief operating officer under the board's supervision and direction, shall carry on the general affairs of the Corporation. The executive director shall be a member of the staff of the corporation and shall be a non-voting member of all committees except the Compensation and Audit Committees (if they have been formed). It shall be his or her duty to approve the expenditure of the monies appropriated by the board of directors in accordance with the budget approved by the board of directors. The executive director shall make an annual report and periodic reports to the board of directors concerning the programs of the corporation. He or she shall comply with all orders from the board of directors. With the exception of the board chair and vice-chair, all officers, agents and employees shall report and be responsible to the executive director. He or she shall perform such other duties as may be determined from time to time by the board of directors.

3.6.2 Deputy Director(s). The board of directors may elect one or more deputy directors who shall assist the executive director in carrying out the programs of the corporation. In the event of the prolonged absence or disability of the executive director, the board may appoint one deputy director as acting executive director, and, as such, the acting executive director shall have all the authority and duties vested in the executive director.

3.6.3 Secretary. The board of directors shall elect a secretary who shall attend the meetings of the members and of the directors and of all committees of the board, and shall record the proceedings of the corporation and of the board of directors and of all committees of the board, at their respective meetings. He or she shall provide for notification of the members and directors of the corporation of their respective meetings in accordance with these bylaws of the corporation, shall be the custodian of the corporate records and seal, shall make certifications of board actions, bylaws



and all organizational documents, and shall perform such other duties as may be required by these bylaws or as may be assigned by the board of directors or the executive director.

3.6.4 Assistant secretary. If one or more shall be elected, the assistant secretary(s), in the absence of the secretary, shall have all the authority and duties vested in the secretary. He or she shall perform such duties as may be assigned to him or her by the secretary, the board of directors or the executive director.

3.6.5 Treasurer. The board of directors shall elect a treasurer who shall be the financial officer of the corporation and shall receive and deposit in a bank or banks to be approved by the board of directors all the monies of the corporation and keep an accurate account thereof. He or she shall make disbursements subject to such regulations as may be determined from time to time by the board of directors, and shall make reports of the finances of the corporation annually and whenever requested by the board of directors or the executive director. He or she shall perform such other duties as may be required by these bylaws or as may be assigned by the board of directors or the executive director. At the end of his or her term of office, the treasurer shall deliver to his or her successor all books, monies, and other property of the corporation then in his or her possession. The board of directors may require the treasurer to give such security as it may direct for the faithful performance of his or her duties.

3.6.6 Assistant treasurer. If one or more shall be elected, the assistant treasurer, in the absence of the treasurer, shall have all the authority and duties vested in the treasurer. He or she shall perform such duties as may be assigned to him or her by the treasurer, the board of directors or the executive director.

ARTICLE IV Committees of the Board

Section 4.1 DESIGNATION OF COMMITTEES. The board of directors may designate one or more standing or special committees to direct the business of the corporation. Each such committee may exercise the authority granted to it by the board's enabling resolution.

Section 4.2 LIMITATION ON COMMITTEE POWERS. No committee shall have the authority of the board of directors to amend, alter or repeal these bylaws; to elect, appoint or remove any member of any such committee or any officer or director of the corporation (except as provided specifically below in this section 4.2); to amend the articles of incorporation of the corporation; to restate the corporation's articles of incorporation; to adopt a plan of merger or adopt a plan of consolidation with another corporation; to authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; to authorize the voluntary dissolution of the corporation or to revoke proceedings therefore; to adopt a plan for the distribution of the assets of the corporation; to amend, alter or repeal any resolution of the board of directors; or as otherwise may be prohibited by law. Rules governing procedures for meetings of any committee of the board shall be as established by the board of directors, or in the absence thereof, by the committee itself. If no rules are established, then the rules that govern the directors shall govern each committee. All committees are to report promptly to the board and only take such action(s) as is specifically designated in the bylaws or in the resolution chartering the committee. Each committee shall consist of two (2) or more directors and, such other persons as the board may designate, who need not be members of the board of directors. The board may designate one or more persons as alternate members of any committee, and such alternates may replace any absent or disqualified member of the committee at any meeting of the committee. In the absence or disqualification of a member of the committee, and the alternate or alternates, if any, designated for such committee member, the member or members of the committee present at any meeting and entitled to vote, whether or not they constitute a quorum, may unanimously appoint another person to act at the meeting in the place of any such absent or disqualified member of the committee. Members of a committee shall serve



until the next annual meeting of the corporation or until their successors are appointed.

Section 4.3 COMMITTEE CHAIR. The board chair, with the approval of the board of directors, shall appoint all committee chairs for the ensuing year at or within a reasonable time after the annual meeting of the board of directors. Committee chairs shall be members of the corporation's board of directors. If the board of directors charters a new committee by resolution at a meeting other than the annual meeting of the board of directors, the board of directors shall similarly appoint its chair at the time the committee is chartered or within a reasonable time after the establishment of the committee.

Section 4.4 COMMITTEE MEETINGS. Meetings of the committees of the board of directors may be called by the respective chairs thereof or by any two (2) members of the committee. At all meetings of any committee, a majority of the members of the committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the committee present at any meeting thereof at which there is a quorum, shall be the act of the committee, except as may be otherwise specifically provided for by these bylaws.

Section 4.5 EXECUTIVE COMMITTEE. Each year, at its annual meeting, the directors shall elect from among those who are, or are to be, directors of the corporation upon election, an executive committee consisting of at least **five (5)** directors.

4.5.1 Composition. The executive committee so elected shall include the board chair, all vice chairs of the board, and other members as chosen by the full board of directors. Vacancies in the executive committee shall be filled by the board of directors. The executive director shall, if a member of the board, serve as a non-voting member of the executive committee.

4.5.2 Powers and functions. During the intervals between meetings of the board of directors, the executive committee shall, subject to section 4.2 hereof, possess and may exercise all the powers and functions of the board of directors in the management and direction of the affairs of the organization in all cases in which specific direction shall not have been given by the board of directors.

4.5.3 Reports to board required. All actions of the executive committee shall be reported to the board of directors at its meeting next succeeding such action. Regular minutes of the proceedings of the executive committee shall be kept. A majority of the members of the executive committee in office at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the members of the committee present at a meeting shall be necessary for the taking of any action.

4.5.4 Rules of procedure. The executive committee shall fix and establish its own rules of procedure and shall meet as provided by such rules, and shall also meet at the call of its chair or of any other two members of the committee.

Section 4.6 GOVERNANCE COMMITTEE. The board of directors shall designate, at or within a reasonable time after the annual meeting of the board of directors, a governance committee which shall be responsible for proposing persons for election as directors at the next annual meeting of the corporation, or in the event of director vacancies between annual meetings of the members of the corporation, may propose replacement directors for election by the board of directors, and shall also recommend persons for consideration as officers to be elected at the next annual meeting of the board of directors.

ARTICLE V

Advisory Council



Section 5.1 COMPOSITION AND PURPOSE. The board chair may appoint, with the approval of the board, an advisory council to promote the objectives of the organization, further its purposes, and advise the board of directors concerning the general policies applicable to, and the progress of the work of, the organization.

Section 5.2 ADVISORY COUNCIL CHAIR. The organization's board chair shall appoint the chair of the advisory council, with the approval of the board.

ARTICLE VI Indemnification

Except to the extent expressly prohibited by the Florida, Not-For Profit Corporation Law, the Corporation shall indemnify any person, made or threatened to be made a party to or called as a witness in or asked to provide information in connection with any pending or threatened action, proceeding, hearing or investigation, or any appeal therein (other than an action or proceeding by or in the right of the Corporation to procure a judgment in its favor), whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that he or she is or was, or he or she is the executor, administrator, heir or successor of a person who is or was, a director or officer of the Corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director or officer acted in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

Except to the extent expressly prohibited by the Florida, Not-For-Profit Corporation Law, the Corporation shall indemnify any person made, or threatened to be made, a party to an action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was, or he or she is the executor, administrator, heir or successor of a person who is or was, a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of any corporation of any type or kind, domestic or foreign, of any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such director or officer acted, in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation, except that no indemnification under this paragraph shall be made in respect to (1) a threatened action, or a pending action which is settled or otherwise disposed of, or (2) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the court in which the action was brought, or if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

The termination of any civil or criminal action or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not in itself create a Presumption that any such director or officer did not act, in good faith, for a purpose which he or she reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

No indemnification shall be made under this bylaw if a judgment or other final adjudication adverse



to such person establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled, and provided further that no such Indemnification shall be required with respect to any settlement or other non-adjudicated disposition of any threatened or pending action or proceeding unless the Corporation has given its consent to such settlement or other disposition.

The Corporation shall advance or promptly reimburse, upon request of any person entitled to indemnification hereunder, all expenses, including attorneys' fees reasonably incurred in defending any action or proceeding in advance of the final disposition thereof, upon receipt of a written undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled.

Nothing in these bylaws shall limit or affect any other right of any person to indemnification or expenses, including attorneys' fees, under any Statute, rule, regulation, certificate of incorporation, bylaw, insurance policy, contract or otherwise.

No elimination of this bylaw, and no amendment of this bylaw adversely affecting the right of any person to indemnification or advancement of expenses hereunder shall be effective until the sixtieth day following notice to such person of such action, and no elimination of or amendment to this bylaw shall deprive any person of his rights hereunder arising out of alleged or actual occurrences, acts or failures to act prior to such sixtieth day. The provisions of this paragraph shall supersede anything to the contrary in these bylaws.

The Corporation shall not, except by elimination or amendment of this bylaw in a manner consistent with the preceding paragraph, take any corporate action or enter into any agreement which prohibits, or otherwise Limits the rights of any person to, indemnification in accordance with the provisions of this bylaw. The indemnification of any person provided by this bylaw shall continue after such person has ceased to be a director or officer of the Corporation and shall inure to the benefit of such person's heirs, executors, administrators and legal representatives.

The Corporation is authorized to enter into agreements with any of its directors, officers or employees extending rights to indemnification and advancement of expenses to such person to the fullest extent permitted by applicable law, or to provide such indemnification and advancement of expenses pursuant to a resolution of directors, but the failure to enter into any such agreement or to adopt any such resolutions shall not affect or Limit the rights of such person pursuant to this bylaw. It is hereby expressly recognized that all directors and officers of the Corporation, by serving as such after the adoption hereof, are acting in reliance on this bylaw and that the Corporation is estopped to contend otherwise. Additionally, it is hereby expressly recognized that all persons who are directors or officers of the Corporation and also serve as directors, officers or employees of corporations which are subsidiaries or affiliates of the Corporation (or otherwise entities controlled by the Corporation) are conclusively presumed to serve or to have served as such at the request of the Corporation and, unless prohibited by law, are entitled to indemnification under this bylaw.

For purposes of this bylaw, the Corporation shall be deemed to have requested a director or officer of the Corporation to serve an employee benefit plan where the performance by such person of his or her duties to the Corporation also imposes duties on, or otherwise involves services by, such person to the plan or participants or beneficiaries of the plan, and excise taxes assessed on a person with respect to an employee benefit plan pursuant to applicable law shall be considered indemnifiable expenses.

A person who has been successful, on the merits or otherwise, in the defenses of a civil or criminal action or proceeding shall be entitled to indemnification as authorized in such paragraph. Except as provided in the proceedings sentence and unless ordered by a court, any indemnification under this bylaw, under any contract or otherwise, shall be made by the Corporation if, and only if, authorized in the specific case:

(1) By the board of directors acting by quorum consisting of directors who are not parties to such action or proceeding upon a finding that the director or officer has met the standard of conduct set forth in the first paragraph of this bylaw;

(2) If such a quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so



directs:

(a) By the board of directors upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the standard of conduct set forth in the first or second paragraph of this bylaw has been met by such director or officer; or

If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the members, the Corporation shall, not later than the next annual meeting of members, unless such meeting is held within three months from the date of such payment and, in any event, within fifteen months from the date of such payment, mail to its members of record at the time entitled to vote for the election of directors a statement specifying the action taken, or if the Corporation has no members, such statement shall, be included in the records of the Corporation open to public inspection.

For purposes of this bylaw, the term "Corporation" shall include any legal successor to the Corporation, including any corporation or other entity which acquires all or substantially all of the assets of the Corporation in one or more transactions.

In case any provision in this bylaw shall be determined at any time to be unenforceable in any respect, the other provisions shall not in any way be affected or impaired thereby, and the affected provision shall be given the fullest possible enforcement in the circumstances, it being the intention of the Corporation to afford indemnification and advancement of expenses to its directors and officers, acting in such capacities or in the other capacities specified in this bylaw, to the fullest extent permitted by law.

ARTICLE VII

Miscellaneous

Section 7.1 BOOKS AND MINUTES. The corporation shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its board of directors and committees. All books and records of the corporation may be inspected by any director or his or her accredited agent or attorney, for any proper purpose at any reasonable time, and by such members who may have voting rights.

Section 7.2 FISCAL YEAR AND AUDIT. The fiscal year of the corporation shall be July 1 through June 30, inclusive. After the close of each fiscal year of the corporation, financial transactions of the corporation for the preceding fiscal year shall be audited, as directed by the board of directors, and a report of the audit shall be made to the board of directors within ninety (90) days after the close of the fiscal year.

Section 7.3 CONVEYANCES AND ENCUMBRANCES. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by the applicable law.

Section 7.4 DESIGNATED CONTRIBUTIONS. The officers of the corporation may accept on its behalf, in accordance with policies and procedures set by the board of directors, any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the corporation's articles of incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses. Further, the corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used consistent with the restrictions contained in the grant and the corporation's tax exempt purposes.

Section 7.5 LOANS TO DIRECTORS AND OFFICERS PROHIBITED. No loans or advances, other than customary travel advances, shall be made by the corporation to any of its directors or officers.



Section 7.6 NO PRIVATE INUREMENT. The corporation is not organized for profit and is to be operated exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and in the promotion of social welfare in accordance with the purposes stated in the organization's articles of incorporation. The net earnings of the organization shall be devoted exclusively to charitable and educational purposes and shall not inure to the benefit of any private individual. No director or person from whom the organization may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the organization be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the board of directors; provided, however, that (a) reasonable compensation may be paid to any director while acting as an agent, contractor, or employee of the corporation for services rendered in affecting one or more of the purposes of the organization; and (b) any director may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the organization.

Section 7.7 REFERENCES TO INTERNAL REVENUE CODE. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 7.8 AMENDMENTS. These bylaws may be amended, repealed or modified, and new bylaws adopted, by the affirmative vote of a majority of the board of directors. Any notice of a meeting at which these bylaws are to be amended, repealed or modified shall include notice of such proposed action.

Section 7.9 PRIVATE INUREMENT. Notwithstanding any other provision of the articles of incorporation or these bylaws, the corporation shall not engage in any activities which are not permitted (1) by a nonprofit corporation exempt from federal corporate tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a nonprofit corporation's contributions to which are to be deductible under Section 501(c)(3) of the Internal Revenue Code.

Section 7.10 DISSOLUTION. On dissolution of the corporation, all of its net assets shall be paid over or transferred to one or more exempt organizations of the kind described in Internal Revenue Code Section 501(c)(3). The organization to receive such property shall be designated by the board of directors.

Section 7.11 SEVERABILITY. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provisions were omitted.

BYLAWS CERTIFICATE

The undersigned certifies that he is the Secretary of the Coalition for Improving Mathematics and Science Education (CIMS) a Florida nonprofit corporation, and that, as such, he is authorized to execute this certificate on behalf of said corporation, and further certifies that the foregoing bylaws, consisting of ten (10) pages, including this page, constitute the bylaws of the corporation as of this date, duly adopted by the directors of the corporation at their Mar XX, 1999 meeting, as amended from time to time prior to the date hereof.

Lindsay Ball, Secretary

Lindsay Ball 4/22/99

April 27, 1999
Pinellas County Florida

