

**BYLAWS**  
**OF**  
**KAIROS PRISON MINISTRY INTERNATIONAL FOUNDATION, INC.**

**Revision 4.19.2010**

ARTICLE I

Offices

The principal office of KAIROS PRISON MINISTRY INTERNATIONAL FOUNDATION, INC. (the "Corporation") in the State of Florida shall initially be located in the City of Winter Park, County of Orange. The Corporation may have offices at other places within or without the State of Florida as the board of directors may from time to time determine or as the business of the Corporation may require.

The address of the Corporation's registered office, required by Florida law to be maintained in the State of Florida, may be changed from time to time by the board of directors. The registered office may be, but need not be, identical to the Corporation's principal office in the State of Florida.

ARTICLE II

Purpose

Without limiting the generality of the purpose stated in the Articles of Incorporation, the Corporation's primary purpose is to further the interests of Kairos Prison Ministry International, Inc. (the "Supported Organization").

ARTICLE III

Directors

Section 1. Board of Directors. The business of the Corporation shall be managed and its corporate powers exercised by a board of seven (7) or more directors.

(a) Directors are not required to be residents of this state, but must be at least 18 years of age. Furthermore, notwithstanding anything to the contrary herein, the individuals who hold the following positions with the Supported Organization from time to time shall automatically be members of the board of directors (the "Permanent Directors"): President, Vice President (2), Secretary, Treasurer, Executive Director, and Development Director, and any other Officers that may be designated as Permanent Directors, from time to time, by the board of directors of the Supported Organization.

(b) There shall be no compensation for the directors.

(c) 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 the director votes against the action or abstains from voting in respect to it.

(d) A director shall perform his or her duties as a director, including his or her duties as a member of any committee of the board of directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

(e) In performing his or her duties, 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: (i) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or (iii) a committee of the board upon which he or she does not serve, duly designated in accordance with a provision of the Articles of Incorporation or these Bylaws, as to matters within its designated authority, which committee the directors reasonably believe to merit confidence.

(f) In performing his or her duties, a director may consider such factors as the director deems relevant, including the long term prospects and interest of the Corporation, and the social, economic, legal, or other effects of any action on the employees, suppliers, or constituents of the Corporation or its subsidiaries, the communities and society in which the Corporation or its subsidiaries operate, and the economy of the state and nation.

(g) A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance described in Section 1(e) of this Article III to be unwarranted.

(h) A person who performs his or her duties in compliance with this Section 1 of this Article III shall have no liability by reason of being or having been a director of the Corporation.

(i) A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless:

(1) The director breached or failed to perform his duties as a director; and

(2) The breach or failure constitutes any one of the following:

(A) A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;

(B) A transaction from which he or she derived an improper personal benefit, as that term is defined in accordance with Fla. Stat. Section 607.0831;

(C) In a derivative or other proceeding, conscious disregard for the best interests of the Corporation or willful misconduct; or

(D) In a proceeding by another third party, recklessness or an act or omission committed in bad faith, or with malicious purpose, or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. “Recklessness” is defined to mean an act or omission to act in conscious disregard of a risk:

(i) Known, or so obvious that it should have been known to the director; and

(ii) Known to the director, or so obvious that it should have been known to be so great as to make it highly probable that harm would follow from such action or omission.

(j) Notwithstanding the above provisions, directors may be immune from civil liability pursuant to Florida Statutes, Section 617.0834.

Section 2. Number, Election, and Term of Directors.

(a) The exact number of directors making up the board shall be the sum of the number of Permanent Directors, as determined from time to time by the Supported Organization, and the number of Term Directors (as that term is defined below), except as to the number constituting the initial board of directors, which number shall be fixed by the Articles of Incorporation. At no time shall the number of directors making up the board be less than seven (7) nor more than twenty-five (25).

(b) Each person named in the Articles of Incorporation as a member of the initial board of directors shall hold office for as long as he or she holds one of the offices with the Supported Organization listed in Article III, Section 1(a) (the “Offices”) or until his or her resignation, removal from office, or death, or until his or her successor is appointed following the expiration of his or her term. Upon the removal, resignation or expiration of the term of a Permanent Director from the Office such director holds with the Supported Organization, such director’s term as a Permanent Director of the Corporation shall automatically and immediately expire.

(c) Subject to Section 2(a) of this Article III, the Board of Directors of the Supported Organization (the Kairos Board of Directors) may elect up to eighteen (18) additional directors (the “Term Directors”), who, if elected, will serve a three (3) year term and may be re-appointed twice for a total of no more than nine (9) years; provided that the Kairos Board of Directors shall use reasonable efforts to cause the election of the Term Directors to be staggered so that, with the exception of filling a vacant seat, no more than six (6) Term Director positions are up for election at any time. Term Directors shall be nominated by the Executive Director or the Chairperson of the Supported Organization and shall be elected by the affirmative vote of the majority of the members of the Kairos Board of Directors. The election of Term Directors may be held at any meeting of the Kairos Board of Directors. The term of any Term Director who is also a member of the board of the Supported Organization shall expire prior to the expected three (3) year term at such time as such

Term Director is no longer a board member of the Supported Organization. The members of the Kairos Board of Directors shall elect such Term Directors based on the procedure determined by the Kairos Board of Directors prior to such election; provided that cumulative voting is not permitted. Term Directors shall have the right to vote on all matters before the board, except for the election or removal of Term Directors, which matters shall be reserved exclusively for the Kairos Board of Directors or the Permanent Directors, as applicable.

(d) At the annual meeting of the directors, the Permanent Directors shall elect a chairperson of the board of directors of the Corporation (the "Chairperson"). The Chairperson shall serve until the next annual meeting of the directors and shall preside at all meetings of the board of directors. At the annual meeting of the directors, the Permanent Directors may also elect an honorary chairperson of the board who shall serve until the next annual meeting.

Section 3. Vacancies. Vacancies in the board of directors, whether occurring by reason of an increase in the size of the board, or the death, resignation, disqualification, or removal of a director, or the expiration of a director's term (following the appointment of his or her successor), (a) for Permanent Directors shall be filled by the automatic and immediate appointment of the person appointed by the Supported Organization to fill the corresponding Office, and (b) for Term Directors shall be filled by the Kairos Board of Directors. A vacancy in the position of Chairperson shall be filled by the Permanent Directors.

Section 4. Annual and Regular Meetings of the Board. An annual meeting of the board of directors shall be held each year. Regular meetings of the board shall be held at such place and time thereafter during the year as the board of directors may fix. Annual or regular meetings of the board of directors may be held within or without the State of Florida, and no notice need be given any director concerning any annual or regular meeting. Members of the board of directors may participate in any regular or special meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such meeting.

Section 5. Special Meetings of the Board. Special meetings of the board of directors may be called at any time and place by the Chairperson, or by a majority of the directors. Notice of each special meeting shall be given by the Secretary to each director not less than forty-eight (48) hours before the meeting. Notice of a special meeting may be given to all directors by telephone. Notice of a special meeting of the board, however, need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a special meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting. Special meetings of the board of directors may be held within or without the State of Florida.

Section 6. Quorum and Voting. Unless provided otherwise by the Articles of Incorporation or by these Bylaws, a majority of the number of directors fixed in the manner

provided in these Bylaws shall constitute a quorum for the transaction of business, except that a majority of the Permanent Directors shall constitute a quorum for matters involving the election or removal of a Chairperson. In addition to those directors who are physically present at a meeting, directors shall for purposes of these Bylaws be deemed present at such meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other at the same time is used. A resolution passed on the telephone by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effectual as a resolution passed at a physical meeting. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless provided to the contrary in the Articles of Incorporation or in these Bylaws. A director who is present at a meeting on which action on any corporate matter is taken shall be deemed in favor of the action taken, unless he or she votes against the action or abstains from voting with respect thereto. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

Section 7. Board Action Without a Meeting. Any action of the board of directors or a committee thereof that is required or permitted to be taken at a meeting may be taken without a meeting if written consent to the action, signed by all of the members of the board or committee, is filed in the minutes of the proceedings of the board. Such consent shall have the same effect as a unanimous vote.

Section 8. Executive and Other Committees. The board of directors, by resolution adopted by a majority of the full board, may designate two or more of its members to constitute an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise such authority assigned to such committee by resolution of the board, except that no committee shall have authority to:

- (1) Fill vacancies on the board of directors or any committee thereof; or
- (2) Adopt, amend or repeal the Bylaws;

The board, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of a committee who may act in the place of any absent member or members at any meeting of the committee, may fill vacancies in such committee, discharge any or all members of such committee, with or without cause, at any time, or may dissolve or deactivate such committee.

Section 9. Advisory Committee. Without limiting the generality of Section 8 of this Article III, the Corporation may have an advisory committee, which shall be governed by the following provisions:

(a) Appointment. The advisory committee of the Corporation shall consist of a number of members selected from time to time by the board of directors. The Chairperson shall

be a permanent member of the advisory committee. The Permanent Directors shall appoint the remaining members of the advisory committee.

(b) Authority and Responsibility. The advisory committee shall meet from time to time to consider the needs of the Supported Organization and advise the board of directors as to the action(s) that should be taken to further the interests of the Supported Organization. The advisory committee shall keep regular minutes of its proceedings and report the same to the board of directors at the next meeting of the board of directors.

(c) Tenure. Each member of the advisory committee shall hold office until the next annual meeting of the board of directors.

(d) Meetings. Regular meetings of the advisory committee shall be held at least twice each year and may be held more frequently as needed. Special meetings of the advisory committee may be called by the Chairperson upon not less than five (5) day's notice stating the place, date, and hour of the meeting, which notice may be written or oral. Any member of the advisory committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends. The notice of a meeting of the advisory committee need not state the business proposed to be transacted at the meeting. The Chairperson shall be the chair of each meeting of the advisory committee and if the Chairperson is not in attendance at such meeting, the advisory committee members present may choose a temporary chairperson for the meeting who shall serve as chairperson of the meeting until the earlier of the time that the Chairperson arrives at the meeting or the time that the meeting is adjourned.

(e) Quorum and Approval. The majority of the members of the advisory committee shall constitute a quorum for the transaction of business of the advisory committee. The action of the advisory committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present. Actions by the advisory committee are not binding on the Corporation or on the board of directors. Instead, such actions are intended to be advice and/or suggestions to be considered by the board of directors in the conduct of their business.

(f) Vacancies. Except as provided below in Section 9(g) of this Article III, any vacancy in an advisory committee position may be filled by a resolution adopted by a majority of the Permanent Directors. Except as provided below in Section 9(g) of this Article III, an advisory committee member elected to fill a vacancy shall hold office only until the next annual meeting of the board of directors.

(g) Resignations and Removal. Except as provided below, upon the failure of any member of the advisory committee to perform his or her duties, including attendance at meetings, such member may be removed by a majority of the Permanent Directors. Except as provided below, any member of the advisory committee may resign from the committee at any time by giving written notice to the Chairperson. Unless otherwise specified therein, such resignation shall take effect upon receipt. The acceptance of such resignation shall not be necessary to make it effective.

(h) Procedure. Except as provided above, the advisory committee may fix its own rules of procedure.

Section 10. Removal of Directors. Any Term Director may be removed with or without cause by a vote of a majority of the members of the Kairos Board of Directors. The Chairperson may be removed with or without cause by a vote of a majority of the Permanent Directors. A Permanent Director may be removed with or without cause as provided in Section 2(b) of this Article III. If such Permanent Director is a member of the executive committee, advisory committee, or any other committee of the board of directors, he or she shall cease to be a member of that committee when he or she ceases to be a director.

## ARTICLE IV

### Officers

Section 1. Officers. This Corporation shall have a Chairperson, Vice Chairpersons, a Secretary, a Treasurer, an Executive Director, and such other officers, assistant officers, and agents as the board of directors from time to time shall deem advisable. Except with respect to the Executive Director, the Treasurer and the Foundation Board Chairperson, corporate officers shall be elected by the affirmative vote of a majority of the board of directors at the annual meeting of the board and shall hold office for a term of one (1) year and until their successors are elected and qualified, unless sooner removed by the board of directors. Any person may hold two or more offices. The failure to elect a Chairperson, Vice Chairperson, Secretary, or Treasurer shall not affect the existence of the Corporation.

Section 2. Executive Director. The Executive Director of the Supported Organization or another person designated by a majority vote of the directors of the corporation shall be the Executive Director of the Corporation. The Executive Director or another person so designated shall be the chief executive officer of the Corporation, shall have general supervision of the affairs of the Corporation, shall make reports to the directors, shall execute all instruments in the name of the Corporation, shall hire appropriate staff, and inscribe the seal where necessary or required, and shall perform all such other duties as are incident to his or her office or are properly required of him or her by the board of directors. The Executive Director or another person so designated shall be authorized to execute all documents on behalf of the Corporation. In the absence or disability of the Executive Director or the designated person, the Chairperson shall assume those duties.

Section 3. Chairperson. The Chairperson shall preside at all meetings of the board of directors of the Corporation, shall make reports to the directors, and shall perform all such other duties as are incident to his or her office or are properly required of him or her by the board of directors. The Chairperson shall be responsible for selecting chairpersons for all committees of the Corporation and, in addition, shall be the board of directors' liaison with the Executive Director of the Supported Organization.

Section 4. Vice Chairperson. If elected, the Vice Chairperson, in the absence or disability of the Chairperson, shall exercise the power and shall perform the duties of the Chairperson of the Corporation. In addition, the Vice Chairperson shall exercise such other

power and perform such other duties as the board of directors may prescribe. Additional Honorary Vice Chairpersons may be appointed or elected by the affirmative vote of a majority of the Permanent Directors.

Section 5. Secretary. The Secretary shall keep the minutes of all proceedings of the directors, shall attend to the giving and serving of all notices to the directors or other notice required by law or by these Bylaws, shall affix the seal of the Corporation to deeds, contracts, and other instruments or writings requiring a seal, when duly signed or when so ordered by the directors, shall authenticate records of the Corporation, shall have charge of all of the corporate records (except the financial records) and such other books and papers as the board may direct, and shall perform all other duties incident to the office of Secretary.

Section 6. Treasurer. The Treasurer of the Supported Organization or another person designated by a majority vote of the board of directors of the corporation shall be the Treasurer of the Corporation. The Treasurer shall have oversight of all corporate funds, securities, financial records, and evidences of indebtedness of the Corporation, including overseeing receipts and acquittances for monies paid in on account of the Corporation, overseeing payment of the funds on hand, all bills, payrolls, and other just debts of the Corporation, of whatsoever nature, upon maturity. The Treasurer shall have oversight of entries in books to be kept by that purposes, full and accurate accounts of all monies received and paid out by him or her on account of the Corporation, and shall perform all other duties incident to the office of Treasurer and as may be prescribed by the directors.

Section 7. Other Officers. Other officers and agents appointed by the board of directors shall be subject to the supervision of and shall be responsible to perform the duties prescribed by the board of directors.

Section 8. Vacancies. A vacancy in any office due to death, resignation, removal, disqualification, creation of a new position, or any other reason may be filled by the affirmative vote of a majority of the board of directors for the unexpired portion of the term, provided that (a) a vacancy in the office of Executive Director shall be filled automatically by the appointment of a new Executive Director of the Supported Organization, and (b) a vacancy in the office of Treasurer shall be filled automatically by the appointment of a new Treasurer of the Supported Organization.

Section 9. Removal. Any officer or agent may be removed from office with or without cause by the board of directors, provided that (a) the Executive Director shall be removed only if the Executive Director is no longer the Executive Director of the Supported Organization, or if the designated person is voted out of office by a majority vote of the Board of directors, and (b) the Treasurer shall be removed only if the Treasurer is no longer the Treasurer of the Supported Organization or if the designated person is voted out by a majority vote of the board of Directors. Removal shall be without prejudice to the contract rights, if any, of the person removed. Any agent or officer, other than the Executive Director or Treasurer, may be removed by the affirmative vote of a majority of the board of directors or by the Chairperson. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 10. Reimbursement. The officers of the Corporation are entitled to reimbursement for all reasonable expenses incurred in connection with the performance of their duties.

## ARTICLE V

### Book and Records

The Corporation shall keep correct and complete books and records of account and shall keep as permanent records minutes of the proceedings of its board of directors and committees of directors. Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

## ARTICLE VI

### Corporate Indemnification Plan

Section 1. Definitions. For purposes of this Article VI, the following terms shall have the meanings hereafter ascribed to them:

(a) “Corporation” includes, as the context may require, Kairos Prison Ministry International Foundation, Inc., any resulting corporation and any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger, so that any person who is or was a director or officer of a constituent corporation, or is or was serving at the request of a constituent corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, is in the same position with respect to the resulting or surviving corporation as he or she would have been with respect to such constituent corporation if its separate existence had continued.

(b) “Expenses” include, without limitation, all costs, expenses, attorneys’ fees, and paralegal expenses incurred by the director, advisory committee member or officer in, for or related to the Proceeding or in connection with investigating, preparing to defend, defending, being a witness in or participating in the Proceeding, including such costs, expenses, attorneys’ fees and paralegal expenses incurred on appeal. Such attorneys’ fees shall include without limitation, (a) attorneys’ fees incurred by the director, advisory committee member or officer in any and all judicial or administrative proceedings, including appellate proceedings, arising out of or related to the Proceeding; (b) attorney’s fees incurred in order to interpret, analyze or evaluate that person’s rights and remedies in the Proceeding or under any contracts or obligations which are the subject of such Proceeding; and (c) attorneys’ fees to negotiate with counsel for any claimant, regardless of whether formal legal action is taken against him or her.

(c) “Liability” includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed to any employee benefit plan), and Expenses actually and reasonably incurred with respect to a Proceeding.

(d) “Not Opposed to the Best Interest of the Corporation” describes the actions of a person who acts in good faith and in a manner he or she reasonably believes to be in the best interest of the Corporation or the participants and beneficiaries of an employee benefit plan, as the case may be and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

(e) “Other Enterprises” include employee benefit plans.

(f) “Proceeding” includes any threatened, pending, or complete action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal to which the person is a party by reason of the fact that he or she is or was a director, advisory committee member or officer of the Corporation or is now or was Serving at the Request of the Corporation as a director, advisory committee member or officer of another corporation, partnership, joint venture, trust or Other Enterprise.

(g) “Serving at the Request of the Corporation” includes any service as a director, advisory committee member or officer of the Corporation that imposes duties on such persons, including duties relating to an employee benefit plan and its participants or beneficiaries.

Section 2. Successful Defense. In all events, and notwithstanding the conditions and qualifications set forth in Section 3 below, the Corporation shall indemnify a director, advisory committee member or officer who has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue, or matter therein, against Expenses actually and reasonably incurred by him or her in connection therewith.

Section 3. Indemnification.

(a) Subject to Sections 3(c) and (d) below, the Corporation shall indemnify to the fullest extent permitted by law and shall advance Expenses therefor to any director, advisory committee member or officer who was or is a party to any Proceeding (other than an action by, or in the right of, the Corporation), against Liability incurred in connection with the Proceeding, including any appeal thereof, provided that such person acted in good faith and in a manner he or she reasonably believed to be in, or Not Opposed to, the Best Interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

(b) Subject to Sections 3(c) and (d) below, the Corporation shall indemnify to the fullest extent permitted by law and shall advance Expenses therefor to any director, advisory committee member or officer who was or is a party to any Proceeding by or in the right of the Corporation, against Liability incurred in connection with the Proceeding, including any appeal thereof, provided that such person acted in good faith and in a manner he or she reasonably believed to be in, or Not Opposed to, the Best Interests of the Corporation. Notwithstanding the foregoing, no indemnification shall be made under this Section 3(b) in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable.

(c) No indemnification under this Section 3 shall be made if a judgment or other final adjudication established that the person’s actions or omissions to act were material to the cause of action adjudicated and such actions or omissions constitute either:

(1) A violation of the criminal law, unless the director, advisory committee member or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(2) A transaction from which the director, advisory committee member or officer derived an improper personal benefit;

(3) In the case of a director, a circumstance under which the Liability provisions of Florida Statutes, Section 617.0834 are applicable; or

(4) Willful misconduct or a conscious disregard for the best interest of the Corporation in a Proceeding by or in the right of the Corporation to procure a judgment in its favor.

(d) Any indemnification under Section 3(a) or Section 3(b) above, unless ordered pursuant to a determination by a court, shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the director, advisory committee member or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 3(a) or Section 3(b) above, as applicable. Such determination shall be made by either:

(1) The board of directors by a majority vote of a quorum consisting of directors who were not parties to such Proceeding; or

(2) If such a quorum is not obtained or, even if obtained, a majority vote of a committee duly designated by the board of directors (in which directors who are parties may participate) consisting solely of two (2) or more directors not at the time parties to the Proceeding; or

(3) Independent legal counsel:

(i) Selected by a vote of the board of directors prescribed in Section 3(d)(1) above or of the committee prescribed in subsection 3(d)(2) above; or

(ii) If a quorum of the directors cannot be obtained for subsection 3(d) (1) above and the committee cannot be designated under subsection 3(d) (2) above, selected by majority vote of the full board of directors (in which directors who are parties to the Proceeding may participate).

(e) For purposes of determining whether indemnification is proper under Sections 3(a) or 3(b) above, the fact that a Proceeding was terminated by a judgment, order, settlement or conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or Not Opposed to, the Best Interests of the Corporation or, with respect to any criminal action or Proceeding, that the person has reasonable cause to believe that his or her conduct was unlawful.

(f) The foregoing provisions shall not preclude or limit indemnification under the mandatory indemnification provision of Section 2 above or as directed by a court pursuant to Section 4 below.

Section 4. Court Ordered Indemnification. Notwithstanding the failure of the Corporation to provide indemnification and despite any contrary determination of the board in the specific case, a director, advisory committee member or officer of the Corporation who is or was a party to a Proceeding may apply for indemnification or advancement of Expenses, or both, to the court conducting the Proceeding, to the circuit court, or to another court of competent jurisdiction, and such court may order indemnification and advancement of Expenses, including Expenses incurred in seeking court ordered indemnification or advancement of Expenses, if it determines that:

(a) The director, advisory committee member or officer is entitled to mandatory indemnification under Section 2 above, in which case the court shall also order the Corporation to pay such person reasonable Expenses incurred in obtaining court ordered indemnification or advancement of Expenses;

(b) The director, advisory committee member or officer is entitled to indemnification or advancement of Expenses, or both, under Section 3 above; or

(c) The director, advisory committee member or officer is fairly and reasonably entitled to indemnification or advancement of Expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standards of conduct set forth in Sections 3(a) or 3(b) above.

Section 5. Advancement of Expenses. Expenses incurred by an officer, advisory committee member or director in defending a Proceeding may be paid by the Corporation in advance of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of such director, advisory committee member or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article VI. Expenses incurred by other employees or agents of the Corporation may be paid in advance upon such terms or consideration that the board of directors deems appropriate.

Section 6. Continuing Indemnification. Indemnification and advancement of Expenses as provided in this Article shall continue as, unless otherwise provided when such indemnification and advancement of Expenses was authorized or ratified, to a person who has ceased to be a director, advisory committee member or officer and shall inure to the benefit of the heirs, executors and administrators of such person (unless otherwise provided when such indemnification and advancement of Expenses was authorized or ratified).

Section 7. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, advisory committee member or officer of the Corporation or is or was serving at the request of the Corporation as a director, advisory committee member or officer of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VI.

Section 8. Employee and Agents. The board of directors may authorize indemnification or advancement of expenses in favor of other employees or agents upon such terms or conditions as the board of directors may deem appropriate under the circumstances, and may enter into agreement thereof with such employees and agents.

Section 9. Indemnification Hereunder in Addition to Other Rights. The rights of an officer, advisory committee member or director hereunder shall be in addition to any other rights such person may have under the Corporation's Articles of Incorporation, as amended to date, or the Florida Not For Profit Corporation Act or otherwise, and nothing herein shall be deemed to diminish or otherwise restrict such person's right to indemnification under any such other provision. It is the intent of this Bylaw to provide the maximum indemnification possible under the applicable law. To the extent applicable law or the Articles of Incorporation of the Corporation, as in effect on the date hereof or at any time in the future, permit greater indemnification than is provided for in this Bylaw, the parties hereto agree that the indemnitee shall enjoy by this agreement the greater benefits so afforded by such law or provision of the Articles of Incorporation, and this Bylaw and the exceptions to indemnification set forth in Section 3 above, to the extent applicable, shall be deemed amended without any further action by the Corporation to grant such greater benefits.

Section 10. Indemnification to Fullest Extent of Law. This Article VI shall be interpreted to permit indemnification to the fullest extent permitted by law. If any part of this Article shall be found to be invalid or ineffective in any action, suit or proceeding, the validity and effect of the remaining part thereof shall not be affected. The provisions of this Article VI shall be applicable to all Proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after its adoption.

Section 11. Limitations. In no event shall the Corporation indemnify an officer, advisory committee member or director against any Liability or advance Expenses arising out of or relating to a Proceeding brought by, on behalf of, or for the benefit of, such officer, advisory committee member or director against the Corporation.

## ARTICLE VII

### Seal

The corporate seal shall have the name of the Corporation between two concentric circles and the words "Corporate Seal Florida" and the year of incorporation in the center of that circle.

## ARTICLE VIII

### Amendment by Directors

These Bylaws may be repealed or amended, and new bylaws may be adopted, by a majority of the board of directors at any meeting thereof, provided such amendment is approved by a vote of the board of the Supported Organization.

## ARTICLE IX

### Fiscal Year

The fiscal year of this Corporation shall be determined by the board of directors.

## ARTICLE X

### Members

The Corporation shall not have any members. For clarification, the Supported Organization is not a member, director or officer of the Corporation.

## ARTICLE XI

### Distributions and Contributions

In accordance with the Corporation's Articles of Incorporation, the Corporation shall not make any distribution or contribution of any funds to any entity other than the Supported Organization unless the Supported Organization dissolves its corporate existence or is otherwise prohibited from receiving such funds by applicable law. Nothing herein shall prohibit payments for reasonable and necessary operating and capital expenses of the Corporation. Also in accordance with the Corporation's Articles of Incorporation, upon dissolution of the Corporation the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation including reasonable and necessary operating expenses, dispose of all the assets of the Corporation in a manner consistent with the foregoing sentence.

All payments by the Corporation to the Supported Organization other than reasonable and necessary operating expense payments of the Corporation shall be charitable contributions made in accordance with the rules and regulations promulgated under the Internal Revenue Code.

## ARTICLE XII

### Conflicts of Interest Policy

Section 1. Purpose. The purpose of this conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement, but not replace, any applicable state laws governing conflicts of interest applicable to nonprofit corporations.

Section 2. Definitions.

(a) Interested Person.

(1) General Rule. Any person who is a "disqualified person" within the meaning of Treas. Reg. §53.4958-3 is an "interested person" for purposes of this policy. Thus, any person who is, or during the preceding five (5) years was, in a position to exercise

substantial influence over the affairs of the Corporation is an "interested person." If an individual or entity is an interested person with respect to the Corporation or any entity affiliated with the Corporation, he or she is an interested person with respect to all affiliated entities.

(2) Particular persons. Any person who is, or who was during the past five (5) years, a director, principal officer, or member of a committee with board delegated powers, and who has a direct or indirect financial interest, as defined below, is an "interested person." In addition, the spouse, ancestors, siblings, and descendants (and spouse of any ancestor, sibling, or descendant) of any such person is an interested party. Finally, any business, trust, or estate, at least thirty five (35%) of which is owned by one or more interested persons, is itself an interested person. Other factors, e.g., being the founder of the Corporation, a substantial contributor to the Corporation, or a key executive who is not an officer, will also be taken into account in determining whether an individual or entity is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

(1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

(c) Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature.

### Section 3. Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence and nature of his or her financial interest, and must be given the opportunity to disclose all material facts, to the directors and members of committees with board delegated powers that are considering the proposed transaction or arrangement.

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

(c) Procedures for Addressing the Conflict of Interest.

(1) An interested person may make a presentation at the board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of and the vote on the transaction or arrangement that results in the conflict of interest.

(2) The Chairman of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is in the Corporation's best interest and for its own benefit, and whether the transaction is fair and reasonable to the Corporation. The board or committee shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(5) Each agreement with an interested person shall contain an appropriate provision permitting the agreement to be modified or terminated in the event that the Internal Revenue Service determines that any transaction that is the subject of the agreement is an excess benefit transaction within the meaning of §4958 of the Internal Revenue Code.

(6) For purposes of this policy, a disinterested person is one who is not an interested person with respect to the transaction, who is not in an employment or other financial relationship with any disqualified person with respect to the transaction, and who does not have any other material financial interest that may be affected by the transaction.

(d) Violations of the Conflicts of Interest Policy.

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

(2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the board and all committees with board authority shall contain:

(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with a transaction or arrangement, and the nature of the financial interest; and

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

Section 5. Compensation Committees. A voting member of the board of directors, or of any committee whose jurisdiction includes compensation matters, and who receives compensation, directly or indirectly, from the Corporation for services is precluded from discussing and voting on matters pertaining to that member's compensation. However, such a person is not prohibited from providing information to the board of directors or any committee regarding compensation of similarly situated persons.

Section 6. Annual Statements. Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person:

(a) has received a copy of this conflicts of interest policy;

(b) has read and understands the policy;

(c) has agreed to comply with the policy; and

(d) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) whether compensation arrangements and benefits are reasonable and are consistent with the results of arm's-length bargaining;

(b) whether acquisitions of goods or services result in inurement or impermissible private benefit;

(c) whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit; and

(d) whether agreements to provide goods or services further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

Section 8. Use of Outside Experts. In conducting the periodic reviews provided for in Section 7 above, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

The undersigned, being the duly elected and acting Secretary of the Corporation, hereby certifies that the foregoing constitute the validly adopted and true Bylaws of the Corporation as of the date set forth below.

Dated: \_\_\_\_\_, Secretary

(Corporate Seal)