**By-Laws of the**

**Tampa Bay Mineral and Science Club of Tampa Florida, Inc.**

# PREAMBLE

The following By-Laws shall be subject to, and governed by, the Non-Profit Corporation Act of Florida and the Articles of Incorporation of Tampa Bay Mineral and Science Club of Tampa Florida, Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Florida, said Nonprofit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation, it shall then be these By-Laws which shall be controlling.

**Article I**

**Names and Purposes**

**Section 1.01 Name:** The name of the Corporation is The Tampa Bay Mineral and Science Club of Tampa Florida, Inc.

**Section 1.02** **Purpose**: The Corporation is organized for the charitable and educational purposes of associating persons who are interested in natural science to work together as an organization in the gathering, displaying, and studying of rocks, shells, jewelry arts, and any kind of scientific objects of interest to the individual and the organization, and to promote community interest in these objects.

# Section 1.03: Offices: The principal office of the Corporation shall be located at 10207 Fisher Ave, Tampa, Florida 33619.

**Section 1.04** To affiliate with the American Federation of Mineralogical Societies and a district of the American Federation of Mineralogical Societies in order to exchange knowledge and ideas with other organizations of similar objects and purposes, and to exhibit specimens of our work and our collections, either as individuals or as a group in regional and national competition.

**Section 1.05** To have event(s) to encourage participation by club members, other interested persons, and by other clubs and organizations, who may have a desire to work together as indicated in Section 1.02.

**Section 1.06** In the event of the dissolution of The Corporation, all assets, property, and funds shall be turned over to one or more non-profit organizations created for like or similar purposes for the continuation of such projects as The Corporation may have commenced as determined by the board.

**Article II**

**Membership**

**Section 2.01** **Members**: There shall be two types of members: Adult and Junior.

1. Adult members are those members who are 18 (eighteen) years old or older on January 1st of the membership year
2. Junior members are those members who are under the age of 18 (eighteen) on January 1st of the membership year
3. Only adult members of the organization are eligible to vote, be a member of the Board of Directors or be an officer of the Corporation.
4. Junior members may be non-voting members of any committee of the Corporation.
5. One junior member may be appointed to the executive committee by the President with the approval of that committee and will be a non-voting member of the committee.

**Section 2.02 Qualifications:** Membership may be granted to any individual who supports the mission and purposes of the Corporation, who submits an application and who pays the annual dues as set by the Executive Committee. No person may be excluded from membership based on race, color, creed, gender, sexual orientation or religion. The Executive Committee reserves the right to deny membership to any applicant whose conduct has been proven to be detrimental to the welfare of the Corporation.

**Section 2.03 Termination of Membership:** The Executive Committee, by affirmative vote of two-thirds of all members of the Board, may suspend or expel a member whose conduct, in words or actions, is considered detrimental to the welfare of the Corporation. Termination is effective immediately upon said vote of the Committee. The terminated member shall be notified in writing by the Board and given 30 days in which to appear in front of the Board to petition for reinstatement. Once terminated, all club and member information in their possession, (written, digital, and printed), any club equipment, resources (rocks, gems, minerals, and/or magazines), keys, and club credit cards must be returned immediately. Any potential refund of dues will be determined by board on a case by case basis.

**Section 2.04 Dues:** Dues for members shall be established by the Executive Committee and approved by a quorum of the general membership.

**Section 2.05 Quorum:** Ten percent of the number of members reported to the Federation shall constitute a quorum at a meeting and are authorized to conduct business affairs of the Corporation.

**Section 2.06 Member Rights:** It shall be the right of any member to address the Executive Committee or general membership at any meeting held in the name of The Corporation. Addresses will be limited to 2 (two) minutes in duration. All issues/concerns should first be presented to the Executive Committee either in person or in writing to facilitate a quick response. If the issues/concerns can not be resolved satisfactorily, and further discussion is required, the President will appoint an Investigative Committee, acceptable to all, to consider the merits of the complaints and possible solutions. The Chairperson of the investigating committee will report to the Executive Committee and general membership and a vote of the general membership will be taken on the resolution presented by the investigative committee.

**Section 2.07 Confidentiality of Corporation Information**: Officers, Directors, and other club members having access to Corporation confidential information must acknowledge and affirm they will not share such restricted information with others not allowed to have access to said information, both during and after their time on the Executive Committee.

**Article III**

**Board of Directors**

**Section 3.01 Authority of Directors:** The Board of Directors is the policy-making body and may exercise all the powers and authority granted by the Corporation by law and by-laws.

**Section 3.02 Duties of the Board of Directors:** The Board of Directors shall be responsible for ensuring that all standard operating procedures are kept up to date and followed. The Board of Directors may be asked to perform other duties requested by the Executive Committee

**Section 3.03 Number, Selection, and Tenure:** The Board of Directors shall consist of not less than six (6) Directors. Each Director shall hold office for a term of two (2) years with three (3) Directors being elected on odd years and three (3) Directors being elected on even years. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the Executive Committee. In the event of a tie vote, the President shall cast a vote to break the tie. A Director chosen to fill the vacancy shall fulfill the unexpired term of that Director’s predecessor in office.

**Section 3.04 Resignation:** Resignations are effective upon receipt by the Board. The resignation may be in the form of an email or written letter. A verbal resignation is also acceptable if presented at a regular board meeting where a quorum exists prior to the resignation. Any member of the Board of Directors who resigns for reasons the Executive Committee deems to be not compelling reasons for resignation, will not be permitted to hold office in any capacity for a period of one year. Examples of compelling reasons for resignation, (but not limited to), could be health, family matters, relocation, job constraints.

**Section 3.05 Removal**: A Director may be removed by the Executive Committee at a meeting or by action in writing pursuant to Section 2.03, whenever in the Executive Committee’s judgement the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice of the rights, if any, of the person removed.

**Article IV**

 **Officers of the Corporation**

**Section 4.01 Officers**: The officers of the Corporation shall be President, a Vice-President, a Secretary, and a Treasurer. Only one (1) office may be held by the same person. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the Executive Committee. In the event of a tie vote, the President or Vice-President shall cast a vote to break the tie. A member elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. In the case of the resignation, death, incapacity or removal of the Treasurer, the Executive Committee will act in committee as the Treasurer until a replacement can be named. The President will sign all checks at the direction of the Executive Committee until such time.

**Section 4.02 Appointment of Officers, Terms of Office:** The officers of the Corporation shall be elected by the General Membership at the Annual meeting of the Corporation held the first Saturday in December. In case of a vacancy, during the year, as soon as convenient, a special meeting of the Executive Committee, will be called to fill that vacancy. All officers shall be elected for a term of two years. The Secretary shall be elected on even-numbered years and the Treasurer shall be elected on odd-numbered years.

**Section 4.03 Election of Officers**; A nominating Committee will be formed at the August Executive Committee meeting to gather nominations for upcoming election of Officers and Directors.

**Section 4.04 Resignation:** Resignations are effective upon receipt by the Board of a written verification. The resignation may be in the form of an email or written letter. A verbal resignation is also acceptable if presented at a regular board meeting where a quorum exists prior to the resignation. Any Officer of the Corporation who resigns for reasons the Executive Committee deems to be not compelling will not be permitted to hold office in any capacity for a period of one (1) year. Examples of compelling reasons, (but not limited to), for resignation could be health, family matters, relocation, job constraints.

**Section 4.05 Removal:** An officer may be removed by the Executive Committee at a meeting or by action in writing pursuant to Section 2.03, whenever in the Executive Committees judgement the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice of the rights, if any, of the person removed.

**Section 4.06 President:** The President shall be the Officer of the Corporation and will preside at all meetings of the Executive Committee. The President shall perform all duties of the office. The President shall be a member ex officio of all committees except the nominating committee. The President will appoint the chairman of all committees with the approval of the Executive Committee. The President will not have a vote for any board meeting, with the exception of a tied vote. The President is elected for a term of two years.

**Section 4.07 Vice-President:** The Vice-President shall be an Officer of the Corporation and shall serve as an aid to the President and perform all duties of the President in the event of the president’s absence or inability to serve. The Vice-President is responsible for presenting an annual written inventory of the Corporations property to the President for storage in a permanent file. The Vice-President is also responsible for ensuring all By-Laws are followed, up to date and the Standard Operating Procedures are current and followed.

**Section 4.08 Secretary:** The Secretary shall be an Officer of the Corporation and shall keep the minutes of all meetings. The Secretary shall forward a copy of the minutes of the Executive Committee to the editor of the Corporation newsletter within five (5) business days from the completion of the meeting being recorded. If necessary, the Secretary may utilize a recording device to ensure that an accurate account of the meetings is presented to the general membership. The minutes need not be reported word for word but should indicate all points addressed at the meetings by members of the Executive Committee or general members, when present. The Secretary shall perform such other duties as occasionally may be assigned.

**Section 4.09 Treasurer:** Treasurer shall be an Officer of the Corporation and shall keep accurate records of all financial transactions of the Corporation. The Treasurer shall receive all monies of the Corporation, disburse funds authorized by the Executive Committee, copy and forward all receipts and expenditures to the Accountant. Report at each regular business meeting and at any other time when requested to do so by the Executive Committee, the state of the accounts obtained from the Accountant. In conjunction with the Accountant, department heads, and the Executive Committee, the Treasurer shall present a tentative budget, by the second Executive Committee meeting of each year. This budget must contain a fiscal report of budget versus actuals of the previous year. The Treasurer shall report the annual fiscal report, provided by the Accountant, at the February business meeting of the Corporation. Once approved by the Executive Committee, the proposed budget will be presented at the first membership meeting of each year. The Executive Committee will review the budget actual versus proposed at the July Executive Committee meeting, with information gathered from the Accountant, and make adjustments if needed.

**Section 4.10 Accountant**: A professional outside Accountant, well versed in 501-C3 procedures, selected by the Executive Committee, will be retained to ensure all records, receipts, deposits and other financial transactions are properly calculated, and applied to the correct accounts. The Accountant will work closely with the Treasurer to prepare reports, and budgets in a timely manner, and when requested by the Executive Committee.

## **Section 4.11 Preparation of Annual Financial Statements:**

The Accountant shall prepare annual financial statements using generally accepted accounting principles. The Corporation shall make these financial statements available to the Florida Attorney General and members of the public for inspection no later than 30 days after the close of the fiscal year to which the statements relate.

**Section 4.12 Reports**

The Board shall ensure an annual report is available for all members to view within 30 days after the end of the fiscal year of the Corporation, which shall contain the following information:

1. The assets and liabilities, including trust funds, of this Corporation at the end of the fiscal year.

1. The principal changes in assets and liabilities, including trust funds, during the fiscal year.

1. The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year.

1. The information required by the Non-Profit Corporation Act concerning certain self-dealing transactions involving more than $50,000.00 or indemnifications involving more than $10,000.00 which took place during the fiscal year.

 **Article V**

**Executive Committee**

**Section 5.01 Executive Committee Members:** The following shall serve as the Executive Committee: the elected officers of the Corporation (President, Vice-President, Secretary, and Treasurer) and the members of the Board of Directors. In addition, the bulletin chairperson/editor shall be a non-voting member of the Executive Committee.

**Section 5.02 Duties:** The duties of the Executive Committee shall be to transact all necessary business of the Corporation, approve plans of work of all committees and officers, authorize payments of funds, and submit reports of all activities to the general membership. The Executive Committee shall prepare a tentative budget by the third business meeting of the year, The Executive Committee shall be responsible for all Corporation property.

**Section 5.03 Quorum:** A majority of the members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee.

**Article VI**

**Meetings**

**Section 6.01 Executive Committee Meetings:** The regularly scheduled Executive Committee meetings will be held on the first Monday of the month. These meetings are open to all members of the Corporation. At least five days’ notice must be given to change the location or time of any scheduled meeting. Notice may be in the form of an email. No meeting of the Executive Committee may be held in closed session except for Executive Sessions held to discuss current litigation, confidential records or other circumstances covered in Florida Sunshine Law.

**Section 6.02 Notice of Special Executive Committee Meetings:** Special meetings of the Executive Committee may be called by the President at the request of any two (2) members of the Executive Committee. Notice of any special meeting must be given to all members of the Executive Committee either by telephone or email. Special meetings must be conducted in such a manner that permits all participants to be aware of the presence of all members in attendance (i.e. in person, via conference call or combination of both). A special meeting may be conducted using email, provided all board members have an email and any vote is ratified at the next Executive meeting

**Section 6.03 Annual Meeting:** An annual membership meeting shall be held on the first Saturday in December each year to announce the results of the elections of officers, to introduce the new Executive Committee and discuss the previous year.

**Section 6.04 Quarterly meeting:** A Quarterly membership meeting of the Corporation are held on the first Saturday of the 3rd Month of each quarter, (Mar, June, Sep, Dec). These meetings do not require a quorum as stated in Section 2.05.

**Section 6.05 Special General Membership Meeting:** Special General Membership meetings require a quorum as stated in Section 2.05 and may be called by the Executive Committee at any time with notice of fifteen (15) normal business days. This notice must be via email, with stating the time, location and purpose for the meeting. If a member does not have an email address on file. The Membership Chairperson will send a Post Card VIA the US Postal Service with the meeting information.

**Article VII**

**Committees**

**Section 7.01 Standing Committees:** The standing committees of the Corporation shall be, (but not limited to); Education, Audit, Building and maintenance, Membership, Show, Sunshine or Hospitality, Field trips, Junior activities, and Bulletin. A standing committee may have only one member, who shall be considered the Chairperson. Chairpersons of any Standing committees will be appointed by the President of the Corporation with the approval of the Executive Committee. Chairpersons of any standing committee are free to solicit additional members to his/her committee as they see necessary. Standing committees may be combined if approved by the Executive Committee.

**Section 7.02 Chairpersons Responsibilities:** The Chairperson of each committee, Standing or Special, is responsible for reporting all activities to the Executive Committee at the monthly Executive Committee meeting or when requested.

**Section 7.03 Nominating Committee:** There shall be a Nominating Committee composed of three (3) persons of the Corporation one of which shall be a member of the Executive Committee who is not up for reelection. Where possible, the remaining members of the nominating committee should be members not seeking election. The Chairperson of the Nominating Committee will be appointed by the Executive Committee from the general membership of the Corporation. The Nominating Committee will be formed at the August Executive Committee meeting. The duties of the Nominating Committee shall be:

 a) Verify which Board and Officer positions are open for election.

1. Solicit names of members wishing to run for a position on the Board of Directors or as an Officer of the Corporation, via Email, the Club newsletter and word of mouth.
2. Present to the Executive Committee, at the October Executive Committee meeting, a list of names to be submitted to the General Membership. with a brief description of the nominees’ background and qualifications.
3. Submit to the membership, in the November newsletter all members up for election and the position they are running for.
4. To announce at the Annual December Quarterly membership meeting the results of the election and introduce the new Executive Committee to the membership in attendance. Send out the results of the election in the December newsletter.

**Article VIII**

**Conflict of Interest**

**Section 8.01 Conflict of Interest:** The purpose of the Conflict 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 one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations/Organizations and is not intended as an exclusive statement of responsibilities.

## **Section 8.02 Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

## **Section 8.03 Establishing a Conflict of Interest**

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

## **Section 8.04 Addressing a Conflict of Interest**

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

1. Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.

1. The President, if deemed necessary and appropriate, shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

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

1. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the best interest of the Corporation, for its own benefit, and whether it is fair and reasonable. IThe Board shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

## **Section 8.05 Violations of Conflict of Interest Policy**

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

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

**Section 8.06 Procedures and Records**

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

1. The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

1. The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

## **Section 8.07**

##  **Acknowledgement of Conflict of Interest Policy**

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

1. Has received a copy of the conflict of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy;
4. Understands that the Corporation is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article IX**

**Scholarships**

**Section 9.01 Purpose:** The Scholarship Fund is available to members of the Corporation. The Scholarship Fund is for the sole benefit of enhancing knowledge of individual adult members within the fields of mineralogy, gemology, lapidary and jewelry arts, which are then shared with other members of the Corporation.

**Section 9.02 Definition:** The scholarship funds are provided by auctions or raffles which are held during general meetings of the Corporation or any other income approved by the Executive Committee. Monetary grants to individual adult members are for Federation sponsored schools such as Wildacres, William Holland, or other schools determined to be acceptable to the Executive Committee. Monetary grants will cover cost of tuition at the schools approved by the Executive Committee. Monetary grants may also include a travel stipend at the discretion of the Executive Committee.

**Section 9.03 Monetary Grant Criteria:** The Executive Committee may develop criteria by which individual adult members will be selected for the monetary grant award. This method will include but not limited to the following: Membership status and Participation in Corporation activities. The criteria will be clear and consistent and made available to all members of the Corporation.

**Section 9.04 Application:** Application for the scholarship fund must be made to the Executive Committee prior to the March meeting of the Executive Committee. The Executive Committee will review any submitted applications and determine if the applicants meet the criteria and eligibility requirements for monetary grant awards. Scholarship Fund applications will be available at the clubhouse.

**Section 9.05 Eligibility**: All adult members of the Corporation are eligible to receive a scholarship provided the following criteria are met:

1. The adult member must be a member in good standing, for at least one year by the date of the application.
2. The Executive Committee has determined that the awarding of the scholarship is justified and in the interest of the Corporation.
3. A member that receives a scholarship, is limited to one per three-year period, unless the Executive Committee determines the Corporation has educational needs.
4. 1) The adult member agrees to teach, monitor, demonstrate, or give presentations for 30 sessions within one calendar year, upon return from the class, with certification of completion. 2) Sessions: 1 session = 1 day; 1 day = 3 or more consecutive hours.
5. The adult member must be willing to enter into a contractual agreement with the Corporation, which states the adult members responsibility to fulfill the requirement under #4 above.
6. The failure of the adult member to successfully earn a certification of completion of said course or fulfill the conditions of the contractual agreement will require all scholarship funds provided by the Corporation to be refunded back to the Corporation. Failure to do so will result in the adult members forfeiture of all rights of membership until restitution is made.

**Section 9.06 Award of Scholarship:** Scholarship awards, if awarded, will be announced at the March General Meeting or via the Corporation newsletter.

**Article X**

**Indemnification**

**Section 10.01: Indemnification**: Every member of the Board of Directors, Officer or employee of the Corporation may be indemnified by the Corporation, against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee. In connection with any threatened, pending, or completed action, suit, or proceeding to which he/she may be involved by reason of his/her being or having been a member of the Board, officer, or employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of his/her duties. Provided that in the event of a settlement and indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not inclusive of all rights which such member of the Board, officer, or employee is entitled.

**Article XI**

**Financial Administration**

**Section 11.01 Fiscal Year**: The fiscal year of the Corporation shall be January 1 – December 31 but may be changed by resolution of the Executive Committee.

**Section 11.02 Checks, Drafts, Etc.:** All checks, orders for payment of money, obligations, and insurance certificates shall be signed or endorsed by such officer or officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Executive Committee.

**Section 11.03 Deposits and Accounts:** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Executive Committee may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Executive Committee. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**Article XII**

**Book of Records**

**Section 12.01**: A file shall be kept at the office of the Corporation, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Executive Committee and General Membership Meetings. Financial records shall be kept for a period of not less than seven years.

**Article XIII**

**Amendment of By-Laws**

**Section 13.01** These By-Laws may be amended by a quorum vote of the general membership at a special meeting described in Section 6.05.

**Article XIV**

**Rules of Order**

**Section 14.01 Rules of Order:** Robert’s Rules of Order shall govern all the deliberative meetings of the Corporation

**Section 14.02 Interpretation:** The interpretation of these rules shall be performed by any former President or any other member who may be appointed by the president to serve as parliamentarian.

# ARTICLE XV

# CONSTRUCTION AND DEFINITIONS

**Section 15.01**: Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these By-Laws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes a Corporation as well as a natural person. If any competent court of law shall deem any portion of these By-Laws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these By-Laws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

**CERTIFICATE OF SECRETARY**

I, Joanne Cornell, certify that I am the current elected and acting Secretary of the Corporation, and the above By-Laws are the By-Laws of this Corporation as adopted by the Board of Directors on *January 10, 2022*, and that they have not been amended or modified since the date above.

***EXECUTED*** on this \_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, in the County of Hillsborough in the State of Florida.

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 Joanne Cornell, Duly Elected Secretary