

AMENDED AND RESTATED BYLAWS
OF
NATIONAL WOMEN’S TENNIS ORGANIZATION, INC.
A Florida Not for Profit Corporation

ARTICLE I
NAME

The name of the corporation shall be “National Women’s Tennis Organization, Inc.” (the “Corporation”).

ARTICLE II
PURPOSE, POLICY AND RESTRICTIONS

2.1 Purpose. The Corporation is organized and shall operate exclusively for charitable and educational purposes and to foster national or international amateur sports competition in the sport of tennis. The Corporation shall be organized and operated primarily to conduct national or international competition in tennis or to support or develop amateur athletes for national or international competition in tennis. The Corporation is not-for-profit and is organized and shall be operated exclusively for the purposes described in Section 501(c)(3) and Section 501(j) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the “Code”).

2.2 Restrictions.

(a) No part of the earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no Director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

(b) The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities that would characterize it as an “action organization” as defined in Treasury Regulations.

(c) Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

(d) The Corporation shall not discriminate, or permit discrimination by its officers, employees or agents, on the basis of race, color, religion, age, sex, sexual orientation or national origin.

(e) In the event that the Corporation shall be a “private foundation” within the meaning of Section 509 of the Code, the Corporation’s income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the corporation is a “private operating foundation,” in which case, Section 4942 of the Code is inapplicable), and the corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the

Code, from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

(f) Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine.

ARTICLE III **MEMBERS**

3.1 Membership. The Corporation shall have members (each a “Member” and together the “Members”). Members shall have the rights and powers set forth in these Bylaws. Members shall not be entitled to a share of the profits and losses of the Corporation or to receive distributions of the Corporation’s assets.

3.2 Qualifications of Members. An individual may be admitted as a Member of the Corporation upon the Corporation’s acceptance of an application for membership (on such form as may be published by the Corporation) and payment of dues. Upon admission as a Member, the Member shall pay dues to the Corporation and comply with the Corporation’s rules and regulations, as may be adopted or amended by the Corporation’s Board of Directors from time to time.

3.3 Dues. A dues structure shall be proposed by the Board of Directors and approved by the majority of the members present at the Annual Meeting. Dues will be for the purpose of maintaining the Association and perpetuating the quality of senior women’s tennis in the United States.

3.4 Resignation and Removal.

(a) Resignation. A Member may resign at any time by giving written notice of such resignation to the secretary of the Corporation.

(b) Removal Power. A Member may be removed by the Board of Directors upon the vote of a majority of all of the Board of Directors.

3.5 Annual Meetings of the Members. The Members shall hold an annual meeting. The annual meeting of the Members may be held at such place or places, within or outside of the State of Florida at such date and/or time as may be fixed by the Board of Directors, for the purpose of election of Directors and the transaction of other business. The annual meeting of the Members shall coincide with the annual meeting of the Directors.

3.6 Special Meetings of the Members. Special meetings of the Members may be called by the Board of Directors. The Board of Directors may designate any place as the place for holding such special meeting of the Members. If no designation is made, the place of meeting shall be the principal office of the Corporation.

3.7 Notice of Meetings of the Members. Notice of the time, place, and purposes of the annual meeting shall be given to each Member not less than three (3) nor more than forty-five (45) days

before the date thereof. Notice of all special meetings of the Members, except as otherwise provided, shall be given to each Member not less than one (1) nor more than ten (10) days before the date thereof. Notice of any meeting may be waived by any Member.

3.8 Method of Giving Notice for Members. Notices shall be deemed given immediately upon personal delivery, five (5) days following the date of dispatch, postage prepaid, via United States registered or certified mail, return receipt requested, on the next business day following the date of dispatch, delivery charges prepaid, via United States Express Mail, Federal Express Priority Service, or other reputable overnight delivery service, or on the date of transmission via electronic mail (“e-mail”). Notices that are given by mail, overnight delivery service, or e-mail shall be deemed received only if addressed to the Member at the last address, or e-mail address, as the case may be, that the Member shall have provided in writing to the Secretary of the Corporation for receipt of notices.

3.9 Waiver of Notice for Members. The transactions of a meeting of the Members, however called and noticed or wherever held, shall be valid as though voted on at a meeting of the Members held after appropriate notice if a quorum is present and if, either before or after said meeting, each of the Members not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Member or who attends the meeting without protesting, before or at its commencement, the lack of notice to that Member.

3.10 Quorum and Voting for Members. The members present at a meeting for which notice was provided or waived in accordance with these Bylaws shall constitute a quorum for the transaction of Member business. The act of Members casting a majority of the votes cast by Members present at any meeting at which there is a quorum shall be the act of the Members, except as otherwise specifically may be provided by statute, the Certificate of Incorporation of the Corporation, or these Bylaws.

3.11 Action Without Meeting for Members. The Members may not take any corporate action without a meeting.

3.12 Honorary Members. The Board of Directors may appoint honorary members. Honorary members are individuals who have made an outstanding contribution to tennis and particularly women’s tennis. Honorary members shall have no voting rights with respect to any business of the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Number, Tenure and Qualifications. The business and affairs of the Corporation shall be managed by a Board of Directors, who shall also be known as the Board of Directors, (the “Board”) composed of not fewer than five (5) and not more than fifteen (15) members (the “Directors”). Each Director shall serve for a period of two (2) years and until his or her successor has been elected or until his or her earlier resignation, removal from office, or death. Except as otherwise provided by the laws of the state of Florida or by these Bylaws, the Board of Directors may, by general resolution, delegate to committees or to officers of the Corporation, its powers as it sees fit. The Board of Directors shall determine the total number of Directors and may increase or decrease the total number of Directors from time to time. Directors need not be residents of the State of Florida. Directors must be Members in good standing with the Corporation.

4.2 Election of Directors. The President or the President-Elect of the Corporation shall nominate a slate of Members to serve as Directors, as follows. The term of the Board of Directors will be staggered. During her term as President-Elect, the President-Elect shall nominate one half of the Directors to a two-year term. During the first year of her term, the President shall nominate one half of the Directors to a two-year term. The President-Elect or President's slate of nominated Directors (as the case may be) shall presented for approval by a vote of the Members at the annual meeting of the Members. The President and the President-Elect shall automatically serve as Directors of the Corporation during the term of their office.

4.3 Removal of Directors. Any member of the Board of Directors may be removed from office with or without cause at any time by the vote or written consent of a majority of all of the members of the Board of Directors. If removal is effected at a meeting of the Board of Directors, any vacancies created thereby may be filled by the Board of Directors, in accordance with Section 4.5, at the same meeting.

4.4 Resignation of Directors. A Director may resign at any time by delivering written notice to the Board of Directors. A resignation is made effective when notice is delivered unless the notice specifies a later effective date. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires. Absence from three (3) consecutive board meetings within a board year, without excuse, may be deemed as having resigned from the Board. Confirmation of such absences and subsequent removal shall be given the Director, in writing, by the Secretary. Notice of removal shall be given in writing to the Director by the Secretary not more than 10 days subsequent to such action.

4.5 Vacancies on Board. Whenever any vacancies shall occur on the Board of Directors by death, resignation, or removal, the same may be filled by the Board of Directors, and the Director(s) so elected shall hold office only until the next Annual Meeting.

4.6 Annual Meeting. An annual meeting of the Board of Directors shall be held at the time and place designated by the Board of Directors for the purpose of transacting such business as may come before the Board of Directors. The President of the Corporation shall preside at the annual meeting of the Directors. The Board of Directors may, at any time and from time to time, provide by resolution, the time and place, either within or outside of the State of Florida, for the holding of the annual meeting of the Board of Directors without the need for any other notice.

4.7 Regular Meetings. In addition to the Annual Meeting, the Board of Directors may hold at least one (1) other regular meeting at such times as shall be fixed by the Board of Directors. The Board of Directors may publish a schedule of regular meetings to be held during the course of the ensuing year, and notwithstanding Section 4.10, such additional regular meetings may be held without any additional notice. The President shall preside at any regular meeting of the Directors.

4.8 Special Meetings. Special meetings of the Board of Directors may be called by the President or forty percent (40%) of the members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may designate any place as the place for holding any special meeting of the Board of Directors called by them. If no designation is made, the place of meeting shall be the principal office of the Corporation. The President of the Corporation shall preside at any special meeting of the Directors.

4.9 Voting. Each Director present at a duly noticed meeting shall be entitled to one (1) vote on each matter submitted to a vote of the Board of Directors.

4.10 Notice of Meetings. Notice of Board of Director meetings, other than regular meetings as set forth in Section 4.7, shall be given either by mail at least thirty (30) days before the time of the holding of the meeting to the usual business or residence address of the Director, or by facsimile or electronic mail at least three (3) business days before the time of the holding of the meeting to the facsimile number or electronic mail address, as applicable, that the Director has provided to the Corporation for notice purposes. Such notice may be waived by any Director. Notice in each case shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes of the special meeting, provided that these Bylaws may be neither amended nor repealed nor may new Bylaws be adopted at any meeting unless the notice of such meeting shall contain a description of the proposed changes. Notice shall be given by the Secretary, or in his or her absence or upon his or her failure to act, by an officer designated by the President.

4.11 Quorum. A quorum shall consist of a majority of the Directors. Except as otherwise set forth in these Bylaws, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number shall be required by the Articles of Incorporation or these Bylaws, or the provisions of Chapter 617 of the Florida Statutes. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

4.12 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as though voted on at a meeting of the Board of Directors held after appropriate notice if a quorum is present and if, either before or after said meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting, before or at its commencement, the lack of notice to that Director.

4.13 Adjournment. Notwithstanding Section 4.11 to the contrary, a majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

4.14 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than seventy-two (72) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting, in the manner specified in Section 4.10 of this Article, to the Directors who were not present at the time of the adjournment.

4.15 Fees and Compensation of Directors. Directors and officers shall serve without compensation, except as otherwise determined by the Board. The Corporation may reimburse reasonable and documented expenses incurred by the Directors or officers in the scope of the duties.

4.16 Meetings of the Board of Directors by Means of a Conference Telephone or Similar Communications. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.17 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing prior to that action. Such action by written consent shall have the same force and effect

as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE V **COMMITTEES**

5.1 Executive Committee. The Board of Directors may designate from among its members an executive committee (the "Executive Committee") of not less than two (2) nor more than five (5) members, which shall have and may exercise all the authority of the Board of Directors between Board meetings except that the Executive Committee shall not have the authority to: (i) fill vacancies on the Board of Directors or any committee thereof; or (ii) adopt, amend, or repeal the Bylaws. The Board of Directors may designate from among its members additional standing committees including, but not limited to, a Nominating Committee, an Investment Committee, an Audit Committee, a Finance Committee, and a Management and Governance Committee, which committees shall possess and exercise such authority in the management of the business of the Corporation as the Board of Directors shall determine and set forth in a written resolution or resolutions.

(a) Notice of Executive Committee Meetings. The Executive Committee shall meet at the call of the President, who shall act as its chairman. Notice of all Executive Committee meetings, other than regularly scheduled meetings, shall be given either by mail at least at least three (3) business days before the time of the holding of the meeting to the usual business or residence address of the member of the Executive Committee, or by facsimile or electronic mail at least at least one (1) business day before the meeting to the facsimile number or electronic mail address, as applicable, that the member of the Executive Committee has provided to the Corporation for notice purposes. Such notice may be waived by any member of the Executive Committee. Regularly scheduled meetings of the Executive Committee may be held without notice at such time and place as shall be determined by the President. Subject to the limitations set forth herein, any business may be transacted at any Executive Committee meeting.

(b) Quorum for Executive Committee Meetings. A quorum shall consist of the majority of the members of the Executive Committee. Except as otherwise set forth in these Bylaws, every act or decision done or made by a majority of the members of the Executive Committee present at a meeting duly held at which a quorum is present shall be regarded as the act of the Executive Committee, unless a greater number shall be required by these Bylaws, or the provisions of Chapter 617 of the Florida Statutes. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members of the Executive Committee, if any action taken is approved by at least a majority of the required quorum for that meeting.

(c) Meetings of the Executive Committee by Means of a Conference Telephone or Similar Communications. Members of the Executive Committee may participate in a meeting of the Executive Committee by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

(d) Waiver of Notice. The transactions of any meeting of the Executive Committee, however called and noticed or wherever held, shall be valid as though voted on at a meeting of the Executive Committee held after appropriate notice if a quorum is present and if, either before or after said meeting, each of the members of the Executive Committee not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed

given to any member of the Executive Committee who attends the meeting without protesting, before or at its commencement, the lack of notice to that member.

(e) Action Without Meeting. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting, if all members of the Executive Committee shall individually or collectively consent in writing prior to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Executive Committee. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Committee.

5.2 Nomination Committee. The Corporation shall have a Nomination Committee. The President shall appoint a chairperson of the Nomination Committee. The Nomination Committee shall consist of not less than two (2) nor more than five (5) members, appointed by the chairperson of the Nomination Committee to nominate candidates for President-Elect (or co-Presidents-Elect) to be elected during even-numbered years at the upcoming Annual Meeting by the Board of Directors. The Nomination Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to it in these Bylaws, or otherwise assigned to it by the Board of Directors. The members of the current Board of Directors may submit recommendations for President-Elect (or co-Presidents-Elect) of the Corporation in writing to the Nomination Committee at least ninety (90) days prior to the Annual Meeting. The Nomination Committee shall deliver its slate of candidates to serve as President-Elect (or co-Presidents-Elect) or President (or co-Presidents) to the Board of Directors at least sixty (60) days prior to the Annual Meeting. The President may provide reasonable extensions of such deadline in her sole discretion.

5.3 Adjunct Committees. The President may appoint one or more committees for the purpose of fostering the Corporation's mission. The committee(s) created pursuant to this Section 5.3 shall serve only in an adjunct capacity to the President, and such committees (and their respective members) shall have no legal authority to act for the Corporation. Members of all adjunct committees shall be appointed by the President, but need not be members of the Executive Committee. The President shall appoint the chairman of each adjunct committee. Such chairman shall be a Director and preside at, and shall fix the place, time and date of, the committee meetings. All committees shall be under the control of the President and shall have charge of such duties as may be assigned to them by the President. Adjunct committees shall meet as frequently as may be necessary or appropriate. The Board of Directors may remove any member of a committee with or without cause. The President may terminate the existence of any committee at any time.

5.4 Removal of Committee Members. Any member of any committee of the Corporation may be removed from office with or without cause at any time by the President, the Executive Committee, or the Board of Directors.

5.5 Minutes of Committee Meetings. The following committees shall keep minutes:

- (a) the Executive Committee; and
- (b) the Nomination Committee.

ARTICLE VI **OFFICERS**

6.1 Officers. The officers of the Corporation shall be a President, a President-Elect, a Secretary and a Treasurer. The Corporation may have co-Presidents or co-Presidents-Elect. The Corporation may also have, at the discretion of the Board of Directors one or more Vice Presidents, and such other officers as determined by the Board of Directors. Any number of offices may be held by the same person; provided however, no officer shall execute, acknowledge, or verify any instrument in more

than one capacity. Any reference in these Bylaws to the President shall be deemed to be a reference to co-Presidents (in the event the Corporation has co-Presidents), and any reference in these Bylaws to the President-Elect shall be deemed to be a reference to co-Presidents-Elect (in the event the Corporation has co-Presidents-Elect).

6.2 Appointment and Term of Office. In even-numbered years, an election will be held during the Annual Meeting for the purpose of electing a President-Elect (or co-Presidents-Elect). The Nomination Committee will nominate one candidate for President-Elect or two candidates for Co-Presidents Elect, as the case may be. Additional nominations must be called for but no more than one additional nominee may be added to the ballot. All candidates must be Members of the Corporation. The election will be determined by a majority of the votes of the members present at the Annual Meeting. The term of office of the President-Elect (or co-Presidents-Elect) will be one year or until the occurrence of Annual Meeting of the next odd-numbered year. In odd-numbered years, an election will be held after the Annual Meeting for the purpose of electing a President (or co-Presidents). The Nomination Committee will nominate one candidate for President or two candidates for co-President, as the case may be, who may be the President-Elect (or co-Presidents Elect) who served during the prior year. Additional nominations must be called for but no more than one additional nominee for office of the President may be added to the ballot. If the Nomination Committee nominates co-Presidents-Elect or co-Presidents, such candidates will be presented to the members for voting as joint candidates. All candidates must be Members of the Corporation. Each election will be determined by a majority of the votes of the members present. The term of office of the President (or co-Presidents) will be two years or until her (or their) respective successor is elected and qualified. The President (or co-Presidents) shall appoint one (1) Director to serve as Secretary and one (1) Director to serve as Treasurer in accordance with these Bylaws.

6.3 President or Co-Presidents. The President (or co-Presidents) shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and the officers of the Corporation. The President (or co-Presidents) shall preside at all meetings of the Corporation. The President shall have the general powers and duties of management usually vested in the office of President (or co-Presidents) of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President (or co-Presidents) is/are authorized to execute, in the name of the Corporation, all contracts and other documents or legal instruments necessary for the carrying out of the purposes of the Corporation and to delegate such authority to any other officer of the Corporation.

6.4 President-Elect or Co-Presidents-Elect. The President-Elect (or co-Presidents-Elect) shall assist the President (or co-Presidents) and shall take the President's place if the President or co-Presidents (if applicable) are unable to perform her/their duties. The President-Elect (or co-Presidents Elect) shall become familiar with the policies and procedures of the Corporation. It is the intent the President-Elect (or co-Presidents-Elect) shall serve for a one-year term prior to being nominated by the Nomination Committee to serve as President (or co-Presidents).

6.5 Vice Presidents. The Vice Presidents (if any are appointed) shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the President.

6.6 Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and the Executive Committee, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present and a record of the proceedings. The Secretary shall give, or cause to be given, notice of all meetings required by the Bylaws or by law to be given, and he shall keep the seal of the Corporation if one is adopted, in safe custody, and

shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

6.7 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounting records of all transactions of the Corporation including accounting for its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall develop a budget for the Corporation to be approved by the Board of Directors. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors (or the Executive Committee pursuant to Section 5.1 of these Bylaws). The Treasurer shall prepare, or have prepared, financial statements on a periodic basis including a statement of financial position, statement of activities, statement of cash flows and such other statements as requested by the President, the Board of Directors, the Executive Committee or those that are required to be in compliance with not-for-profit accounting. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, or the Executive Committee pursuant to Section 5.1 of these Bylaws, or these Bylaws.

6.8 Removal of Officers. The Board of Directors may remove any officer of the Corporation from his or her office or position at any time, with or without cause upon a vote of two-thirds of the entire Board of Directors.

ARTICLE VII BOOKS AND RECORDS

The Corporation shall maintain accounting records and shall keep records of minutes of all meetings of its Board of Directors and the committees set forth in Section 5.5 of these Bylaws, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by the Executive Committee. The Corporation shall keep a copy of the following records: (a) its Articles or Restated Articles of Incorporation and all amendments thereto currently in effect; (b) its Bylaws or Restated Bylaws and all amendments thereto currently in effect; (c) a list of the names and business street addresses of its current Directors and officers; (d) a list of the names and contact information of the Members; and (e) its most recent annual report delivered to the Department of State. 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 VIII INDEMNIFICATION

This Corporation shall indemnify its Directors, its officers and its employees to the fullest extent permitted by the provisions of the Florida General Corporation Act and the Florida Not For Profit Corporations Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

This Corporation may pay expenses incurred by an officer or Director of the Corporation in defending a civil or criminal proceeding in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to provisions of the Florida General Corporation Act and the Florida Not For Profit Corporations Act, as the same may be amended and supplemented. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board deems appropriate.

ARTICLE IX **MISCELLANEOUS**

9.1 Corporate Seal. The Board of Directors may provide for a corporate seal which may be facsimile, engraved, printed or an impression seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the words “seal” and “Not for Profit, Florida” and the year of incorporation.

9.2 Execution of Contracts. The Board of Directors or the Executive Committee, except as may be otherwise provided in these Bylaws, may authorize any officer or officers, employee or employees, agent or agents, to enter into any contract or execute and deliver any contract or other instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized so to do by these Bylaws, the Board of Directors, or the Executive Committee, no officer or agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

9.3 Borrowing, Checks, Drafts, Etc. The Corporation, whenever its general interests require, may borrow money, obtain credit and issue evidences of indebtedness for the repayment thereof, may guarantee evidences of indebtedness or other types of securities issued by others, and may assign and grant interests in any property or assets of the Corporation as security for such debts and obligations. All promissory notes, guarantees, checks, drafts or other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed by such officer or officers, employee or employees, or agent or agents of the Corporation, as shall from time to time be determined by resolution of the Board of Directors or the Executive Committee.

9.4 Parliamentary Authority. The *Roberts Rules of Order* will be followed in conducting Annual Meetings and meetings of the Board of Directors.

9.5 Gender, etc. All masculine pronouns and any variations thereof shall be deemed to refer to the masculine, feminine or singular or plural as the identity of the person(s) may require.

9.6 Severability. If any portion or provision of any Article or Section of these Bylaws or the application of such portion or provision to any person or circumstances shall be held invalid, the validity of the remaining portions and provisions of these Bylaws and their application to other persons and circumstances shall not be affected thereby.

ARTICLE X **AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds of the entire Board of Directors; provided however, this Article X may only be altered, amended or repealed upon the vote of two-thirds of the Members present at the Annual Meeting of the Members of the Corporation.

SECRETARY'S CERTIFICATE

I, Anna Greer, the undersigned Secretary of the Corporation, do hereby certify on behalf of the Corporation that the Amended and Restated Bylaws as stated above were approved and adopted by the majority vote of the Board of Directors of the Corporation where a quorum of the Board of Directors was present on January ____, 2020 and two-thirds of the members present at the annual meeting of the members on _____, 2020.

By: _____
Ann Greer, Secretary