

**AMENDED AND RESTATED
BYLAWS**

OF

**AFFORDABLE HOUSING INSTITUTE, INC.,
a Florida not for profit corporation**

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OF

**AFFORDABLE HOUSING INSTITUTE, INC.
a Florida not for profit corporation**

ARTICLE I

NAME AND PURPOSE

Section 1.1 Name. The name of the corporation is Affordable Housing Institute, Inc. (the “Corporation”).

Section 1.2 Purpose. The purpose of the Corporation is:

(a) The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not for Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes.

(b) The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto) including but not limited to, the fostering of low income housing to low and moderate income families.

(c) The Corporation, in connection with furthering its purposes, shall be permitted to engage (either directly or through ownership of interests) in the acquisition, construction, management, and leasing of the apartments in such buildings to tenants who qualify consistent with, and recognized as charitable by, the Internal Revenue Service in Revenue Procedure 96-32. Consistent with the foregoing, the Corporation shall additionally be permitted to develop, acquire, construct, manage, operate, lease and sell mobile homes, modular housing, manufactured housing and/or mobile home parks.

Section 1.3 Limitations.

(a) The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended ("Code"), or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, its Directors, Officers or any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, 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. In no event shall the Corporation carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Code.

(b) Upon the 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, distribute all of the assets of the Corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501 of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such exempt purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such exempt purposes.

(c) In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code, the Corporation: (1) will distribute its income for such period at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; (2) will not engage in any act of self dealing as defined in Section 4941(d) of the Code; (3) will not retain any excess business holdings as defined in Section 4943(c) of the Code; (4) will not make any investments in such manner as to subject it to tax under Section 4944 of the Code; or (5) will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE II

OFFICES

Section 2.1 Registered Office. The location of the registered office of the Corporation shall be as stated in the Articles of Incorporation, which location may be changed from time to time by the Board of Directors.

Section 2.2 Other Offices. The Corporation may also have offices or branches at such other places, both within and 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.

ARTICLE III

MEMBERSHIP

The Corporation will not have members.

ARTICLE IV

DIRECTORS

Section 4.1 General Powers. All power and authority regarding the property, affairs and management of the Corporation shall be vested in and controlled by the Board of Directors. The Board of Directors shall establish policies and directives governing the business of the Corporation, and may delegate to the Chair, if any, or the President of the Corporation or to a Committee of the Corporation, subject to the provisions of these Bylaws, authority and responsibility to ensure that the policies and directives are implemented by the Board of Directors, Committees, and Officers. The Board of Directors shall have no authority to take any action contrary to, or inconsistent with, the Articles of Incorporation, these Bylaws or the provisions of the Florida Not For Profit Corporation Act.

Section 4.2 Number And Qualifications. Each member of the Board of Directors shall be known as a Director. The number of Directors which shall constitute the whole Board of Directors shall be the number initially established by the Articles of Incorporation. The number of Directors may be increased or decreased from time to time by resolution of the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent Director. In no event shall the number of Directors be fewer than three (3) or more than ten (10). Membership on the Board of Directors shall be nondiscriminatory with regard to age, race, gender, sexual orientation, religion, ethnicity or creed.

Section 4.3 Nominations. Nominations to the Board of Directors shall be made in accordance with the policies and procedures developed and implemented by the Board of Directors.

Section 4.4 Election. The Directors shall be elected at the annual meeting of the Board of Directors by a majority vote of Directors present at such meeting.

Section 4.5 Term. Directors shall be elected for a two-year term. Newly elected Directors shall assume office, and terms of Directors that are expiring shall expire, as of the date immediately following the appropriate annual meeting of the Board of Directors or at any other time as designated by the Board. Directors that are appointed to fill a vacancy shall take office immediately and hold office for the unexpired portion of the term of the vacating Director. Unless removed in accordance with the provisions of these Bylaws, each Director shall hold office for the term for which she or he is elected or appointed and until her or his successor shall have been elected or appointed.

Section 4.6 Vacancies. A vacancy shall be declared in any seat on the Board of Directors upon the death, resignation, or removal of the occupant thereof, or upon the disability of any occupant rendering him or her permanently incapable of participating in the management and affairs of the Corporation. Vacancies on the Board may be filled at any time, as they arise, at a meeting of the Board of Directors by the affirmative vote of a majority of the Directors present at such meeting.

Section 4.7 Resignation. A Director may resign by written notice to the Corporation. The resignation is effective upon its delivery to the Corporation or a subsequent time as set forth in the notice of resignation.

Section 4.8 Removal. Any Director may be removed at any time, with or without cause, by a majority vote of the total number of Directors. Removal of a Director shall result in a vacancy of the removed Director's board seat.

Section 4.9 Leave of Absence. A Director may request a leave of absence from the Board of Directors without vacating his or her seat on the Board for a period of up to six (6) months upon a showing of good cause to the Chair, if any, President. In the event such Director shall fail to return to active membership on the Board of Directors at the end of such leave, the Director's seat shall be deemed vacated. A Director on leave is not counted for purposes of determining a quorum.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1 Place of Meetings. Meetings of the Board of Directors may be held either within or without the State of Florida.

Section 5.2 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and at such place as shall from time to time be determined by the Board of Directors. Any notice given of a regular meeting need not specify the business to be transacted or the purpose of the meeting.

Section 5.3 Special Meetings. Special meetings of the Board of Directors may be called by the Chair, if any, or the President and shall be called by the Secretary on the written request of any two Directors. The person authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Florida, as the place for holding any special meeting of the Board of Directors called by her or him. Notice of any special meeting shall be given to all Directors at least 24 hours prior to such special meeting. Notice of any special meeting need not specify the business to be transacted or the purpose of the meeting.

Section 5.4 Annual Meetings. The annual meeting of the Board of Directors will be held at such time and place as designated by a majority of the Board of Directors.

Section 5.5 Attendance as Waiver of Notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 5.6 Quorum of Directors: Majority Vote. At all meetings of the Board of Directors, the presence (whether in person, by telephone, or by proxy) of a majority of Directors then in office shall constitute a quorum for the transaction of business, and the act of the majority of the Directors present (whether in person, by telephone, or by proxy) at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Florida Not For Profit Corporation Act, the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting of Directors, the Directors present in person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5.7 Action Without a Meeting. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of the Directors or any committee, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall have been signed by all of the Directors or committee members. Such consent shall have the same force and effect as a unanimous vote at a meeting.

Section 5.8 Attendance by Telephone. Subject to the provisions of the Florida Not For Profit Corporation Act and these Bylaws concerning notice of meetings and unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors, or members of any committee designated by the Board of Directors, may participate in and hold a meeting of such Board of Directors or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 5.9 Order of Business and Rules of Conduct. The following shall be the recommended order of business at all meetings of the Board of Directors: (1) call to order; (2) roll call; (3) reading of the minutes; (4) Executive Director's report; (5) Treasurer's report; (6) reports of Officers; (7) reports of committees; (8) unfinished business; (9) new business; and (10) adjournment. For any matters not specifically addressed in these Bylaws, the Board of Directors shall consult the most recent edition of Robert's Rules of Order for rules of conduct of business and final resolution of all disputes at meetings of the Board of Directors.

Section 5.10 Compensation. Directors as such shall not receive any compensation for their services as Directors, but no Director shall be precluded from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VI

NOTICES

Section 6.1 Delivery of Notices. Whenever, under the provisions of the Florida Not For Profit Corporation Act or of the Articles of Incorporation or of these Bylaws, written notice is required to be given to any Director or committee member, such notice shall be given in writing by personal delivery, facsimile, email, overnight delivery service or by mail (registered, certified or other first class mail) addressed to such Director or committee member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. Such notice shall be deemed to be given upon the date e-mailed, upon confirmation of receipt, if sent by personal delivery or facsimile, one day after delivery to a recognized overnight delivery service, or three days after the notice shall be deposited in a post office or official depository under the exclusive care and custody of the United States postal service.

Section 6.2 Waiver of Notice. Whenever any notice is required to be given under the provision of the Florida Not For Profit Corporation Act or of the Articles of Incorporation or these

Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Directors or a committee need be specified in any written waiver of notice.

ARTICLE VII

OFFICERS

Section 7.1 Officers of the Corporation. The Officers of the Corporation shall be elected by the Board of Directors and shall consist of the Chair or President, or both, Vice President(s), Treasurer and Secretary, and may include an Executive Director and such other Officers as may be appointed or elected in accordance with the provisions of this Article VII. The Board of Directors may elect such other Officers as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

Section 7.2 Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at the appropriate annual meeting, or at any other regular Board meeting as appropriate, from nominations provided by the Governance Committee or made from the floor. New offices may be created and filled at any meeting of the full Board of Directors. Each Officer shall hold office for a two (2) year term or until his or her death, resignation or removal from office or until her or his successor shall have been duly elected. Election or appointment of an Officer or agent of the Corporation shall not of itself create or imply contract rights.

Section 7.3 Vacancy; Removal; and Resignation. Any Officer elected or appointed may be removed, with or without cause, by the persons authorized to elect or appoint such Officer whenever in their judgment the best interests of the Corporation will be served thereby. A vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors. An Officer may resign by written notice to the Corporation. The resignation is effective upon its delivery to the Corporation or a subsequent time as set forth in the notice of resignation.

Section 7.4 Chair of the Board. The chair of the Board (the "Chair"), if any, shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed by these Bylaws. The Chair may sign any deeds, mortgages, bonds, contracts, or other instruments and agreements that the Board of Directors has authorized the Chair to execute.

Section 7.5 President. The President together with any and all Vice Presidents, shall be responsible for the general and active management of the business and activities of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The President may sign any deeds, mortgages, bonds, contracts, or other instruments and agreements that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these Bylaws or by statute to some other

Officer or agent of the Corporation. The President, or the President's designee, shall prepare and submit a report at each annual meeting of the Board of Directors regarding activities or recommendations for the advancement of the Corporation's purposes. The President shall, if there is no Chair, or in the Chair's absence, preside at meetings of the Board.

Section 7.6 Treasurer. The Treasurer shall (i) be responsible for the accounting records of the Corporation, (ii) provide current financial reports to members of the Board of Directors upon request, but in no event less often than quarterly, (iii) develop an annual budget for the Corporation, (iv) make a full financial report at each annual meeting of the Board of Directors setting forth the financial condition of the Corporation and the nature and extent of the Corporation's income, disbursements and investments, (v) maintain accurate financial records of the Corporation in accordance with standards established by the Board of Directors, such financial records to include, without limitation, donations, education fees and deposits and disbursements, and (vi) in general, perform all the duties incident to the office of the Treasurer, including, but not limited to, paying all debts or obligations of the Corporation and depositing all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall be a member of the Executive Committee.

Section 7.7 Vice President. A Vice President and the President, shall be responsible for the general and active management of the business and activities of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. A Vice President may sign any deeds, mortgages, bonds, contracts, or other instruments and agreements that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these Bylaws or by statute to some other Officer or agent of the Corporation.

Section 7.8 Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record all of the proceedings of the meetings of the Board of Directors in a minute book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors, and (if notice is required) general meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the Corporation's seal (if any) and, when authorized by the Board of Directors, shall affix the same (or state that the Corporation has none) to any instrument requiring it and, when so affixed (or so stated), it shall be attested by her or his signature or by the signature of an Assistant Secretary or of the Treasurer. The Secretary shall also assist the Chair or President in matters of parliamentary procedure at all meetings of the Board of Directors. The Secretary shall provide such further assistance as may be requested from time to time by the Board of Directors. The Secretary shall be a member of the Executive Committee.

Section 7.9 Executive Director. The Executive Director shall participate in the active management of the affairs of the Corporation, and under the supervision of the Executive Committee, shall be responsible for overseeing the implementation and operation of the Corporation's charitable programs. The Executive Director shall be an ex-officio member of the Board and shall also be an ex-officio member of the Executive Committee.

Section 7.10 Other Officers. To the extent the powers and duties of any Officers are not provided in these Bylaws or from time to time by resolution or other directive of the Board of Directors, the Officers shall have all powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to the Corporation.

Section 7.11 Compensation. Officers may receive compensation for their services as determined by the Board of Directors. The salary and other compensation of any Officer shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by Officers shall be reasonable and paid in return for services actually rendered to or for the Corporation.

ARTICLE VIII

COMMITTEES OF THE BOARD OF DIRECTORS

Section 8.1 Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may from time to time designate one or more committees, in addition to the standing committees described in these Bylaws, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any committee or subcommittee or any Director or Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings thereof; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

Each such committee shall consist of two (2) or more persons, a majority of whom must be Directors; each committee shall be chaired by a Director. Any non-Director who becomes a member of any such committee shall have the same responsibility with respect to such committee as a Director who is a member thereof. A majority of all the members of any such committee may determine its actions and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have the power at any time to change the number and members of any such committee, to fill vacancies and to discharge any such committee. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the Chair thereunto authorized by a like resolution of the Board of Directors.

Membership on such committees may, but need not be, limited to Directors. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal. The designation

and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

Section 8.2 Executive Committee. The Executive Committee shall consist of the Chair, if any, President, Vice President(s), Treasurer, and Secretary. The Executive Committee shall be responsible for supervising the performance of the Executive Director, and shall be responsible for developing goals, standards, and expectations for the Executive Director, including an annual performance evaluation. The Executive Committee shall be responsible for establishing the compensation of the Executive Director, if any, subject to approval by the Board.

Section 8.3 Governance Committee. The Governance Committee shall provide assistance to the Board of Directors in fulfilling its responsibilities by (a) identifying individuals qualified to become Directors, consistent with criteria approved by the Governance Committee; (b) making recommendations to the Board of Directors of candidates for all Directorships to be filled by the Board of Directors; (c) developing and recommending to the Board of Directors a set of corporate governance principles applicable to the Company; (d) overseeing the selection, composition and evaluation of committees of the Board of Directors; (e) overseeing the periodic review of the Corporation's policies and procedures, including a conflict of interest policy; and (f) overseeing the management continuity and succession planning process. The Governance Committee shall report regularly to the Board of Directors (i) following meetings of the Governance Committee, (ii) with respect to such other matters as are relevant to the Governance Committees discharge of its responsibilities and (iii) with respect to such other matters as the Governance Committee may deem appropriate.

Section 8.4 Term of Membership. Each member of a committee shall continue as such until a successor is appointed, unless the committee shall be sooner terminated, or unless such member resigns or is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 8.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8.6 Quorum. Unless otherwise provided in these Bylaws or in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8.7 Rules. Each committee shall be governed by the same rules of conduct applicable to the Board of Directors.

Section 8.8 Minutes. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

ARTICLE IX

DUTIES OF DIRECTORS AND OFFICERS

Section 9.1 Duty of Directors and Officers. Directors and Officers are elected to represent the interests of the broad community served by the Corporation, and as such owe a duty to fully represent community interests, not special or vested interests. As such, Directors and Officers shall discharge the duties of the respective positions in good faith and with that degree of diligence, care, and skill which ordinarily prudent persons would exercise under similar circumstances in like positions. In the administration of the powers to make and retain investments, to appropriate appreciation, and to delegate investment management of institutional funds, as provided by law, the Board of Directors shall consider among other relevant considerations the long and short-term needs of the Corporation in carrying out its purposes, its present and anticipated financial requirements, expected total return on its investments, price level trends and general economic conditions. In discharging their duties, Directors and Officers, when acting in good faith, may rely upon financial statements of the Corporation represented to them to be correct by the Chair, if any, or President or the Officer of the Corporation having charge of its books of accounts, or stated in a written report by a certified public accountant or firm fairly to reflect the financial condition of the Corporation.

Section 9.2 Conflict of Interest. Directors and Officers serve the Corporation in a fiduciary capacity and as such owe a duty of loyalty to the purposes of the Corporation. Any possible conflict between the interests of the Corporation and the personal or business interests of a Director, an Officer, or member of their families, shall be disclosed to the Directors and made a record through an annual procedure and also when the interest becomes a matter of Board action. Any Director having a duality of interest or a possible conflict of interest on any matter shall not vote or use personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made and the abstention from voting. This conflict of interest policy shall not be construed as preventing a Director or Officer from briefly stating his position in the matter or from answering pertinent questions since his knowledge may be of great assistance to the voting Directors.

ARTICLE X

INDEMNIFICATION

Section 10.1 Indemnification. The Corporation, to the fullest extent authorized or permitted by the provisions of the Florida Not For Profit Corporation Act, as amended, shall indemnify against liability, and advance expenses to, any person, and his or her heirs, executors, administrators and legal representatives, who is or was a party to any proceeding by reason of the fact that such person is or was a Director or Officer of the Corporation or is or was serving as a director or officer of another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation. Officers and Directors who are so entitled to be indemnified shall be paid their expenses in advance of a final disposition of the proceeding to the maximum extent authorized or permitted by the provisions of the Florida Not For Profit Corporation Act, as amended.

Section 10.2 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its Directors and Officers to the full extent such indemnification is permitted by law.

Section 10.3 Private Foundations and Other Limitations. In no case shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such person under chapter 42 of the Code. Furthermore, (a) if at any time the Corporation is a private foundation within the meaning of section 509(a) of the Code, then during such time no payment shall be made under this Article if such payment would constitute an act of self-dealing or taxable expenditure as defined in section 4941(d) or section 4945(d), respectively, of the Code and (b) if at any time the Corporation is not a private foundation within the meaning of section 509 of the Code, then during such time no payment shall be made under this Article if such payment would constitute an excess benefit transaction as defined in section 4958 of the Code.

Section 10.4 Severability. If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XI

GENERAL PROVISIONS

Section 11.1 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, provided that such contract or instrument is not in violation of the Articles of Incorporation, these Bylaws or applicable law. Such authority may be general or confined to specific instances.

Section 11.2 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. A member of the Executive Committee shall countersign all authorizations for payments of bills, except that payment of normal, routine, recurring bills in an amount not to exceed \$2,000 shall not require the signature of a member of the Executive Committee.

Section 11.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 11.4 Fiscal Year. The fiscal year of the Corporation shall be fixed from time to time by resolution of the Board of Directors, but shall begin on January 1st and end December 31, if not otherwise fixed by the Board of Directors.

Section 11.5 Seal. The Board of Directors may provide for a corporate seal in such form as it prescribes. The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Florida." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. Except as otherwise provided by law, the failure to affix the seal of the Corporation to a document shall not affect the validity thereof.

Section 11.6 Books and Records. The Corporation shall keep correct and complete books and records of account, shall keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors.

Section 11.7 Nondiscrimination Policy. The Corporation shall, in the conduct of its business, programs and activities, admit program participants of any race, color, national origin, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to participants of in the Corporations programs. The Corporation shall not discriminate on the basis of race, color, national origin, and ethnic origin in administration of its educational policies, admission policies, and other Corporation-administered programs.

Section 11.8 Bylaws Govern. These Bylaws shall govern the internal affairs of the Corporation, but only to the extent they are consistent with law and the Articles of Incorporation. Nothing contained in these Bylaws shall, however, prevent the imposition by contract of greater voting, notice or other requirements than those set forth in these Bylaws.

ARTICLE XII

AMENDMENTS

These Bylaws may be amended or repealed, or new Bylaws may be adopted, by action of the Board of Directors.

Adopted Effective October 2018