

**BY-LAWS
OF
TALLAHASSEE 25, INC.**

**ARTICLE I
NAME**

The name of the corporation shall be **Tallahassee 25 Inc.**, referred to herein as the "Corporation." It may also be referred to pursuant to its name registration as "Tallahassee 25".

**ARTICLE II
PURPOSE**

The Corporation is a not for profit corporation. The founders of this Corporation wish to formalize their eleemosynary activities by creating this Corporation. The purposes of the Corporation are:

- (1) The specific and primary purposes for which this Corporation is formed are to operate for the advancement of charity and charitable purposes by the raising and distribution of its funds for those purposes with the mission of helping disadvantaged children in the Tallahassee community.
- (2) The general purposes for which this Corporation is formed are to operate exclusively for charitable purposes which will qualify it as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for the purposes, the making of distributions to organizations which qualify as tax exempt organizations under that Code, or other programs or establishments, charitable in nature, which relate to charitable purposes.
- (3) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on behalf of any candidate for public office.

The assets and net earnings of the Corporation shall not inure to the benefit of any member, officer or director.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located P.O. Box 11293, Tallahassee, FL 32301. The Board of Directors shall have the power to relocate the principal office or open additional branch offices in its direction.

ARTICLE IV
PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these By-laws or of the Articles of Incorporation, this Corporation shall not conduct nor carry on any activities which are not permitted to be conducted or carried on by any organization exempt pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered, to make payments and distributions in furtherance of the purposes of the Corporation, and for other such lawful purposes as deemed necessary by the Corporation to further its purpose. No substantial part of the activities of the Corporations shall relate to the carrying on of propaganda, or otherwise attempt 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.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Powers and Duties: All corporate powers of the Corporation shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall be comprised of at least five (5) and no more than twenty-four (24) members (and two ex-officio).

Section 2. Composition and Term: The initial Board of Directors of the Corporation shall be appointed by the incorporators from persons who have demonstrated a commitment to the goals of the Corporation. Board members shall serve for one year terms, and shall be elected annually at the annual meeting of the Board of Directors. The Board of Directors shall consist of the Executive Committee (outlined below) and designated committee chairs. There shall be no term limitations on Board members' service. A Board member may resign or be removed, with or without cause, by the incorporators providing written notice of such Board member's removal or accepting the resignation of a Board member.

Section 3. Quorum: A quorum for the transaction of business at any meeting of the Board of Directors shall consist of more than fifty percent (50%) of the Board membership.

Section 4. Proxies: A Director may be officially represented (including the right to cast a vote) at a meeting if such Director states in writing to the Chairman of the Board of the Corporation prior to the beginning of the meeting the identity of the person who will represent such Director. Proxy voting shall only be utilized for purposes of voting on issues regarding budgetary matters and selections for the presentation of the slate of officers.

Section 5. Compensation: No Director shall receive compensation for his or her service as a Director. The Board of Directors may authorize reimbursement of expenses incurred by Board members or other members in connection with Board business or in the performance of other activities directly related to the Corporation.

Section 6. Meetings: The Board shall hold an annual meeting at such time, date and place as may be fixed by the Chairman of the Board of the Corporation. In addition, regular or special meetings of the Board shall be held as needed and may be called by the Chairman of the Board. The rules of Parliamentary Procedure shall be in effect during any meeting of the Board of Directors.

Section 7. Voting: It will be the standard practice of the Board for voting matters to allow one vote to each Officer and to each committee director (maximum two per committee) serving on the Board. For an affirmative vote, there must be a two-thirds affirmative vote among the quorum (50 percent minimum) present.

ARTICLE VI OFFICERS

Section 1. Designation of Officers: The officers of the Corporation (also referred to herein as the "Executive Committee") shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Secretary, a Treasurer and any other officers elected in accordance with the provisions of this article. Any two or more offices may be held by the same person, except the Offices of the President and Secretary. All officers shall serve on the Board of Directors.

Section 2. Election and Term of Office: The officers of this Corporation shall be elected annually by the members at the regular annual meeting of the membership. Nominations shall be taken at the October general membership meeting. A slate of officers selected by the Board of Directors shall be presented at the November general membership meeting. Elections shall be held during the December general membership meeting. If the election of officers is not held at the annual meeting, an election shall be held as soon as may be convenient. New offices may be created and filled at any meeting of the Board by the Executive Committee. Each officer shall hold office until his successor has been duly elected and has been qualified.

Section 3. Removal: Any non-elected Director appointed by the Executive Committee may be removed by a majority of the Executive Committee whenever in its judgment the interests of the Corporation would be best served.

Section 4. Vacancies: A vacancy of any position whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Executive Committee for the unexpired portion of the term.

Section 5. President: The President shall be Chairman of the Board and also serve as the Chief Executive Officer of the Corporation, and shall exercise general supervision and control over all activities of the Corporation, including the performance of all duties generally incident to the Office of President and any other duties prescribed by these By-laws and/or the Board of Directors.

Section 6. Vice-President: In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and shall have the powers of, and be subject to all the restrictions on, the President. Any Vice President shall perform additional duties assigned to him or her by the President or by the Board of Directors.

Section 7. Treasurer: The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, including the receipt of monies due and payable to and from the Corporation from any source and deposit all monies in the name of the Corporation in banks, trust companies, or other depositaries selected by the Board of Directors, and perform all duties generally incident to the Office of the Treasurer and any other duties assigned to the Treasurer by the President or by the Board of Directors. The Board of Directors is invested with the power to appoint the Treasurer as trustee as needed.

Section 8. Secretary: The Secretary shall keep the minutes of the meetings of members and the Board of Directors, in one or more books provided for that purpose, be custodian of the corporate records and the seal of the Corporation, keep a membership book containing the names and addresses of all members and directors of the Corporation, exhibit to any director of the Corporation, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these By-laws, the Articles of Incorporation, the membership book, the minutes of any Board of Directors meeting and annual membership meeting the other records of the Corporation. Secretary shall also carry out any duties assigned by the President or the Board of Directors.

Section 9. Ex officio positions: Each serving President and Vice President shall, at the end of the respective term, have the opportunity to serve in an ex-officio capacity to the Board for an advisory, non-voting purpose. This ex-officio term shall be indefinite. In the event the President or Vice President does not desire to serve in an ex-officio capacity, or one or both has taken another position on the Board, a substitute may be named only if that person has served in the President or Vice President position formerly

and for at least half-term (six months). An exception to the six-month service term may be made by a two-thirds vote of the full, sitting Board, and only if the motion is made by the current sitting President or Vice President. No other substitutes may be designated nor considered for an ex-officio position.

ARTICLE VII MEMBERS

The Corporation shall have one class of members, and no more than one membership may be held by one person. The rights and privileges of all members shall be equal and each member shall be entitled to one vote. Any individual that pays the dues as provided below and that agrees to bound by the Articles of Incorporation of the Corporation, by these By-laws, by any rules and regulations adopted by the Directors, and agrees to undergo a FDLE background check of ~~felony~~ any criminal convictions is eligible for membership in this Corporation. If any applicant for membership's FDLE background check is returned with a showing of any conviction within the last 5 years (unless a capital felony or crime involving a child whereby the board reserves the right to decline membership regardless of the time elapsed), that applicant may be declined membership in this organization. Such an applicant will be notified in writing as to the reasons their application for membership was declined. An applicant may appeal this decision in writing to the Executive Committee within thirty (30) of receipt of the notice. All information relating to the FDLE background check and subsequent appeals process, if any, will remain confidential. No applicant shall be declined membership on the basis of their race, color, religion, sex, national origin, age, handicap, marital status and/or sexual orientation. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this Corporation, nor shall any of the Corporation's property or assets be distributed to any member on its dissolution. No member in this Corporation shall be personally liable for any of its debts, liabilities, or obligations nor shall any member be subject to any assessment. Membership in this Corporation is non-transferable. Membership shall terminate on the resignation or death of the member, or on a member's failure to pay any dues that may be required of the Corporation.

An annual meeting of members shall be held at any time and place designated by resolution of the Board of Directors. Appropriate for consideration at annual meetings shall be the election of the officers, and any other corporate business which comes before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Florida, the meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated for an annual meeting, or at any adjournment of an annual meeting, the Board of Directors shall cause the election to be held at a special meeting of members conducted as soon as may be convenient.

Special meetings of members may be called by the President, the Board of Directors, or not less than one-twentieth of the members qualified to vote.

The Board of Directors may designate any place as the place of meeting for any annual or special meeting of members.

ARTICLE VIII
REGISTERED AGENT AND GENERAL COUNSEL

The street address and city of the registered office of the Corporation 118 North Gadsden Street, Tallahassee, Florida, 32301 and the name of the Registered Agent at such address is Robert J. Sniffen, Esquire.

Robert J. Sniffen, Esquire, shall serve as the General Counsel to the Corporation at the pleasure of the incorporators and/or Board of Directors.

ARTICLE IX
DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and/or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors may in its sole discretion determine. Any 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 located, exclusively for such purposes, or to such organizations as the court shall determine.

ARTICLE X
MEMBERSHIP FEES AND DUES

The Board of Directors may, at its discretion set a membership fee to be annually paid by the members of the Corporation.

ARTICLE XI
COMMITTEES

By majority vote of the directors in the office, the Board of Directors may, by resolution duly adopted, establish one or more committees, each of which shall consist of two or

more chairs, which committees, to the extent provided by resolution, have and may exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that the designation of and delegation of authority to the committees shall not relieve the Board of Directors, or any director individually, of any responsibility imposed on the Board of Directors or any individual director by these By-laws, or by law. Each committee shall have one (1) vote per chair during meetings of the Board of Directors.

ARTICLE XII
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts: The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these By-laws, to enter into any contract, or to execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be general, or confined to specific instances.

Section 2. Gifts and Contributions: The Board of Directors or an Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and special charitable purposes of the Corporation, on terms approved by the Board or Committee; hold funds or property in the name of the Corporation or of a nominee or nominees appointed by the Board or Committee; collect and receive the income from funds or property; devote the principal or income from donations to benevolent and charitable purposes designated by the Board or Committee; and enter into an agreement with any donor to continue to devote the principal or income from the donation to a particular purpose designated by the donor and after approval of the agreement by the Board or Committee devote the principal or income from that donation according to that agreement.

Section 3. Deposits: All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories selected by the Board of Directors.

Section 4. Checks, Drafts, Orders for Payment: 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 an officer or officers, agent or agents of the Corporation and in a manner determined by resolution of the Board of Directors. In the absence of this determination, the instruments shall be signed by the Treasurer or an Assistant Treasurer, and countersigned by the President or Vice-President of the Corporation.

ARTICLE XIII
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March in each year.

ARTICLE XIV
AMENDMENTS

The By-laws of this Corporation may be amended, repealed, or added to, or new By-laws may be adopted by the vote or written assent of a majority of the members entitled to vote or by the vote of a majority of a quorum at a meeting duly called for such purpose.

Subject to the limitations of the Articles of Incorporation, these By-laws, and the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the Corporation, the By-laws of this Corporation may be amended, repealed, or added to, or new By-laws may be adopted, by a resolution of the Board of Directors.

The Articles of Incorporation may be amended or repealed, in whole or in part, through the proposal by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments or the entire repeal of Articles, may be adopted by a vote of two-thirds of a quorum of members of the Corporation.

IN WITNESS WHEREOF, these By-laws of the Corporation are approved and adopted this ___ day of _____, 2003.

TALLAHASSEE 25, INC.

By: _____