



**BYLAWS OF
Zinzow Law Foundation
(A Nonprofit Corporation)**

ARTICLE I. NAME

The name of this organization shall be: Zinzow Law Foundation, Inc. (hereinafter referred to as "the Corporation").

ARTICLE II. OFFICES AND AGENTS

Section 1. Principal Office. The principal office of the Corporation shall be located at 35111 U.S. Highway 19 North, Suite 302, Palm Harbor, FL 34684. The Corporation may have other offices and places of business at such places within the State of Florida as shall be determined by the directors.

Section 2. Registered Agent. The registered agent shall be Zinzow Law, LLC.

ARTICLE III. PURPOSE AND POWERS

Section 1. Purposes. 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. The specific purpose and objectives of the Corporation shall include, but not be limited to, the following:

- A. To raise funds for other worthy charitable or educational organizations with a 501(c)(3) designation
- B. To raise funds for disabled or injured military veterans or their survivors in need of financial or other assistance, and to provide such financial or other assistance
- C. To raise funds for children suffering from life threatening diseases or disabilities, and their families, and to provide such financial or other assistance
- D. To support such other charitable or educational purposes the Corporation's board may direct, subject to compliance with law

Section 2. Powers. The Corporation shall have the following powers:

- A. To receive and maintain a fund or funds of personal property, and to use and apply the whole or any part of the income therefrom and the principal thereof for the purposes set forth in Article III, Section 1, above.
- B. To have one or more offices and to conduct and carry on any of its business at any place in the State of Florida as may be determined by the Board of Directors.
- C. To have and exercise any and all of those powers specified in the Florida Nonprofit Corporation Act. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or in furtherance of any of the powers set forth in Article III, Section I above, either alone or in association with other corporations, firms, or individuals; and to do every other act or acts, thing or things incidental or appurtenant to and growing out of or connected with the aforesaid

purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

ARTICLE IV. MEMBERSHIP

The Corporation shall have no members and the Corporation shall have no capital stock.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Number and Term of Office. The business affairs, activities, and property of the Corporation shall be managed, directed, governed, and controlled, and the powers of the Corporation shall be vested in and exercised by a Board of Directors composed of not less than two (2) nor more than five (5) members. The Board of Directors may change the number of directors from time to time by amending these Bylaws. Members of the Board of Directors shall serve for two (2) years and shall be eligible for reappointment.

Section 2. Qualifications. All directors shall be natural persons of the age of eighteen (18) years or older. Directors do not need to be residents of the State of Florida. A director must demonstrate an interest in the purposes and activities of the Corporation and must be interested in donating his or her time, advice, skill, energy, and support in furtherance of the Corporation and its purposes and activities.

Section 3.. Powers and Duties. The Board of Directors shall have all the powers and duties necessary, appropriate, or convenient for the administration of the affairs of the Corporation and for the management and operation of the Corporation's property and activities, and may do and perform all acts and things as are not prohibited by law, the Articles of Incorporation, or these Bylaws. These duties and power of the Corporation shall include, but not be limited to:

- A. Establishing and reviewing board policies governing the Corporation and its operations;
- B. Ensuring adequate resources for operation of the Corporation; helping to identify, cultivate, solicit and acknowledge donors.
- C. Establishing and supervising adequate accounting and financial procedures;
- D. Promoting the goals and purposes of the Corporation and evaluating the Corporation against such goals and purposes; and
- E. Employing on behalf of the Corporation an executive director and defining the duties and responsibilities of the Executive Director in a written job description.

Anything in these Bylaws to the contrary notwithstanding, the Board of Directors is not empowered to perform any activity on behalf of the Corporation not permitted to be carried on by an organization exempt from Federal income taxation under Section 501 (c)(3) of the United States Internal Revenue Code.

Section 4. Nomination and Election. At the annual Board of Directors meeting, Directors shall be elected from persons nominated upon the affirmative vote of a majority of the members of the entire Board. The term of office of any newly elected director shall commence immediately upon adjournment of the meeting of Board of Directors at which he or she was elected.

Section 5. Compensation. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 6. Resignation-, Vacancies; Removal; Absences; Increases.

- A. Resignation. Any director may resign at any time by giving written notice to the Chairman of the Board of Directors, who shall announce the resignation to the full Board of Directors at the next regular meeting of the Board of Directors. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- B. Vacancies. Any vacancy occurring on the Board of Directors by reason of resignation, removal, death, or otherwise shall be filled by the affirmative vote of a majority of the remaining members of the Board of Directors, even if less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. The term of office of a director elected to fill a vacancy shall commence upon election.
- C. Removal of Elected Directors. When the notice indicates that the purpose of a meeting is to consider the removal of directors, at a meeting of the Board of Directors of the Corporation, any Director may be removed from office without assignment of cause by the vote of at least two-thirds of the entire Board of Directors.
- D. Absences. If a Director misses three (3) consecutive meetings without excuse, such absences shall be deemed to constitute such individual's tender of his or her resignation from the Board of Directors.
- E. Increase in Directors. The Board of Directors may vote to increase the number of members on the Board of Directors as provided in Article V, Section I of these Bylaws. Any directorship to be filled by reason of an increase in the number of directors shall be filled by vote of the Board of Directors. Any such director elected shall hold office from the date of election until the next annual directors meeting and until his successor has been duly elected and qualified.

ARTICLE VI. MEETINGS OF THE BOARD

Section 1. Place of Meetings. The annual, regular, or special meetings of the Board of Directors or any committee designated by the Board shall be held at the principal office of the Corporation or at any other place within the State of Florida that the Board of Directors or any such committee, as the case may be, may designate from time to time.

Section 2.. Annual Meetings. The annual meeting of the Board of Directors shall be held on December 1 (or the next business day if December 1 falls on a weekend) of each year unless the Directors by resolution designate a different time.

Section 3. Regular Meetings. In addition to the annual meeting, regular meetings of the Board of Directors or any committee designated by the Board may be held.

Section 4.. Special Meetings. Special meetings of the Board of Directors or any committee designated by the Board may be called at any time by the Chairman of the Board of Directors, and shall be called by the Chairman upon receipt of the written request of two (2) of the directors. In addition, the chairperson of any committee designated by the Board or the Chairman may call a special meeting of such committee and a special meeting shall be called by the chairperson of such committee upon receipt of the written request of two of the members of such committees.

Section 5. Notice of Meetings. Notice of meetings may be given either personally, personally by telephone,

by sending a copy of the notice through the United States mail or by facsimile or other electronically transmitted messaging, to the address of each director appearing on the books of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid thereon. If notice is given by mail, the individual calling the meeting shall also attempt to contact the Board members by phone to inform them of the meeting. The business to be transacted at or the purpose of, any annual, regular, or special meeting of the Board of Directors or any committee shall be specified in the notice of such meeting.

- A. Notice of each annual meeting of the Board of Directors, setting forth the time and place of the meeting, shall be given to each director not less than ten (10) days prior to the time fixed for the meeting.
- B. Notice of the regular meetings of the Board of Directors or any committee designated by the Board need not be given.
- C. Notice of each special meeting of the Board of Directors or any such committee, setting forth the time and the place of the meeting, shall be given to each director not less than twenty-four (24) hours prior to the time fixed for the meeting.

Section 6. Waiver of Notice. A director may, in writing, waive notice of any meeting of the Board of Directors or any committee, either before, at, or after the meeting; and such waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting of the Board or any committee shall constitute waiver of notice of that meeting unless he or she attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 7. Quorum and Voting.

- A. A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn; provided, however, that in the event of a vacancy on the Board of Directors or any such committee by reason of resignation, removal, death or otherwise, pending the appointment of a replacement director, a majority of directors then serving on the Board of Directors or any such committee shall constitute a quorum.
- B. Each director shall have one (1) vote on each matter submitted to a vote of the Board or such committee.
- C. Voting by proxy shall be permitted for issues deemed appropriate by the Board. The absent voting member shall cast a written vote and deliver it to the chairperson in advance of the meeting. If the absent member can ultimately attend, or if the issues at the meeting differ from that voted upon by the written proxy, the proxy becomes ineffective. Board members may also grant authority to individuals whom they feel will represent their interests. Such proxies are revocable until they are voted, unless there is a specific contractual agreement to the contrary.

Section 8. Majority Action as Board Action. 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 is the act of the Board of Directors, unless the Articles or Incorporation, these Bylaws, or provisions of law require a greater *or lesser* percentage or different voting rules for approval of a matter by the board.

Section 9. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or *if* no such person has been so designated or, in his or her absence, by the Vice Chair of the Board or,

in the absence of each of these persons, a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Section 10. Informal Action by Directors. Any action required or permitted to be taken at a meeting of the directors or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or members of such committee, as the case may be, entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the directors or the members of such committee.

Section 11. Meetings. Members of the Board of Directors or any committee designated by the Board may participate in any annual, regular or special meeting of the Board or committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

ARTICLE VII. OFFICERS

Section 1. General. The officers of the Corporation shall consist of a President, Secretary and a Treasurer or a Secretary/Treasurer. In addition, one or more Vice-Presidents and such other officers, assistant officers, agents and employees that the Board of Directors may from time to time deem necessary may be elected or appointed by the Board of Directors in any manner prescribed by the Board consistent with these Bylaws. Two or more offices may be held by the same person.

Section 2. Election and Term Office. The officers of the Corporation shall be elected for a term of one (1) year by the Board of Directors at the annual meeting of the Board of Directors. Officers shall hold office until their successors are chosen and have qualified unless they are sooner removed from office as provided in these Bylaws. Officers may serve for any number of successive terms.

Section 3. Resignation and Removal. Any officer of the Corporation may resign at any time by giving written notice to the Board of Directors of the Corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer or agent of the Corporation may be removed from office without assignment of cause by the vote of at least two-thirds of the entire Board of Directors whenever in its judgment the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. When a vacancy occurs in one of the offices of the Corporation by reason of death, resignation or otherwise, it shall be filled by the vote of a majority of the entire Board. The officer so selected shall hold office for the remaining term of office.

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. President. The President shall be the chief officer(s) of the Corporation and shall have general supervision of the business activities of the Corporation. At each annual meeting of the Board of Directors, the President shall give a report of the business and activities of the Corporation for the preceding fiscal year. He or she shall preside at all meetings of the Board of Directors. The President shall perform all the duties commonly incident

to such office and such other duties as the Board shall designate.

Section 2. Vice-President(s). Each Vice-President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him or her. At the request of the President, and in the case of his or her absence or inability to act, any Vice President may temporarily act in his or her place.

Section 3. Secretary. The Secretary shall keep or cause to be kept in books provided for that purpose the minutes of the meetings of the Board of Directors and any committees; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records and of the seal of the Corporation if the Corporation should have a seal; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him or her by the Board of Directors or by the President. In the absence of the Secretary or in the case of his or her inability to act, the Assistant Secretaries, if any shall act with the same powers and shall be subject to the same restrictions as are applicable to the Secretary.

Section 4. Treasurer. The Treasurer shall have custody of corporate funds and securities. He or she shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Corporation in the depository or depositories of the Corporation, and shall render an account of his or her transactions as Treasurer and of the financial condition of the Corporation to the President and/or the Board of Directors upon request. Such power given to the Treasurer to deposit and disburse funds shall not, however, preclude any other officer or employee of the Corporation from also depositing and disbursing funds when authorized to do so by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give the Corporation a bond in such amount and with such surety or sureties as may be ordered by the Board of Directors for the faithful performance of the duties of his office. The premiums on such bond may be paid by the Corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President. In the absence of the Treasurer or in the case of his or her inability to act, the Assistant Treasurers, if any, shall act with the same authority and shall be subject to the same restrictions as are applicable to the Treasurer.

Section 5. Delegation of Duties. Whenever an officer is absent, or whenever, for any reason, the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

ARTICLE IX. OFFICER APPOINTMENT

Officers will be appointed at the annual meeting of the Board of Directors.

ARTICLE X. EXECUTIVE DIRECTOR

Section 1. The Board of Directors may employ an Executive Director who shall:

- A. Implement the policies and procedures of the Corporation as prescribed by the Board of Directors in a written job description.
- B. Be responsible for the operation of the Corporate office.
- C. Employ, supervise and terminate such other staff as is deemed necessary by the Board of

- Directors to carry on the business of the Corporation.
- D. Assign a staff person to committees as requested by the President.
 - E. Provide Board of Directors with reports regarding current status of program and financial situations as requested, but not less frequently than quarterly.

ARTICLE XI. CONFLICT OF INTEREST

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

- a. Interested Person
Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XII. INDEMNIFICATION AND ADVANCEMENT

The Corporation shall indemnify any director, officer, or former director or officer, or executive director of the Corporation against all expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, in which he or she is made a party by reason of being or having been a director or officer or executive director, except in relation to matters as to which he is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be exclusive of any other indemnification provided for in the Articles of Incorporation or any Bylaw, by resolution or otherwise. The Corporation may also advance legal defense costs should the Board of Directors so desire, consistent

with Florida law. The Corporation shall be authorized to purchase insurance or other similar device for the purpose of indemnification.

ARTICLE XIII. FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Corporation shall be such year as shall be adopted by the Board of Directors.

Section 2. Books and Accounts. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board. All such books and records shall be kept at the principal office of the Corporation unless the Board of Directors, by resolution, determines otherwise, subject to any requirements of law. All books and records of the Corporation may be inspected by any director or his agent or attorney for any proper purpose at any reasonable time.

Section 3. Reports. An annual report of the affairs of the Corporation for the previous fiscal year shall be submitted to the Board of Directors at each annual meeting, and filed with the secretary of the Corporation. The books and records of the Corporation shall be reviewed by an independent certified public accountant at the expense of the Corporation at such times as may be designated by the vote of a majority of the Board of Directors.

Section 4. Checks and Endorsement. All checks and drafts upon the funds or credit of the Corporation in any of its depositories shall be signed by such officer(s) or agent(s) as shall from time to time be determined by resolution of the Board of Directors. All checks, notes, bills receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the Corporation shall, for the purpose of deposit, discount or collection, be endorsed by such officer(s) or agent(s) of the Corporation or in such manner as shall from time to time be determined by resolution of the Board of Directors. The Board of Directors may provide for the use of facsimile signatures under specified conditions for any of the foregoing purposes.

Section 5. Prohibition Against Loans. The Corporation shall not make loans to any officer or director or the executive director of the Corporation.

Section 6. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or of any special Purpose of the Corporation.

ARTICLE XIV. IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Internal Revenue Code], and this 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. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this Corporation shall inure

to the benefit of, or be distributable to its directors, officers, or other 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 of this corporation.

ARTICLE XV. DISSOLUTION

Section 1. Procedure. The Corporation shall be dissolved according to the procedures outlined in the Florida Nonprofit Corporation Act.

Section 2. Distribution of Assets. After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be disposed of to facilitate one or more of the exempt purposes of the Corporation. Assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal government, or a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated for such purposes.

ARTICLE XVI. AMENDMENT OF BYLAWS

Section L. Amendment. Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the vote of at least two-thirds of the entire Board of Directors.

ARTICLE XVII. CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this Corporation filed with the Secretary of this State and used to establish the legal existence of this Corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE XVIII. MISCELLANEOUS PROVISIONS

The headings throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit or add to the meaning of any provision hereof.