

NORTH FLORIDA COMPENSATION & BENEFITS ASSOCIATION, INC.

**Unanimous Written Consent of the
Directors in Lieu of a Special Meeting**

The undersigned, being all of the directors of North Florida Compensation & Benefits Association, Inc., a Florida not-for-profit corporation (the "Corporation"), acting in lieu of a special meeting of the directors pursuant to Section 617.0821 of the Florida Not For Profit Corporation Act, do hereby (i) waive all notice of the place, purpose and time of the meeting, and (ii) adopt, approve, authorize, confirm, consent to and ratify the following as the actions of the Corporation's Board of Directors (the "Board"):

Amended and Restated Articles of Incorporation

WHEREAS, after due consideration, the Board has determined that it is advisable for, and in the best interest of, the Corporation to adopt the Amended and Restated Articles of Incorporation, a copy of which is attached hereto as Exhibit A (the "Amended and Restated Articles").

NOW, THEREFORE, BE IT:

RESOLVED, that the Board adopts, approves, authorizes, confirms, consents to and ratifies the Amended and Restated Articles;

FURTHER RESOLVED, that the Board recommends that the Corporation's members (the "Members") adopt, approve, authorize, confirm, consent to and ratify the Amended and Restated Articles in all respects;

FURTHER RESOLVED, that the Board hereby authorizes and directs the Corporation's proper officers to submit the Amended and Restated Articles to the Members for their adoption, approval, authorization, confirmation, consent and ratification, together with the Board's recommendation to the Members that they adopt, approve, authorize, confirm, consent to and ratify the Amended and Restated Articles in all respects; and

FURTHER RESOLVED, that, upon the Members' adoption, approval, authorization, confirmation, consent and ratification of the Amended and Restated Articles, the Board hereby authorizes and directs the Corporation's proper officers, for, in the name and on behalf of the Corporation, to take all such further actions as such officer or officers, in her, his or their absolute and sole discretion, determine(s) to be advisable, necessary or proper to effectuate the Amended and Restated Articles.

Amended and Restated Bylaws

WHEREAS, the Board deems it advisable for, and in the best interest of, the Corporation to adopt, approve, authorize, confirm, consent to and ratify the Corporation's Amended and Restated Bylaws, a copy of which is attached hereto as Exhibit B (the "Bylaws").

NOW, THEREFORE, BE IT:

RESOLVED, that, effective as of the date of this Unanimous Written Consent of the Directors in Lieu of a Special Meeting, the Board hereby adopts, approves, authorizes, confirms, consents to and ratifies the Bylaws in all respects;

FURTHER RESOLVED, that the Board hereby recommends that the Members adopt, approve, authorize, confirm, consent to and ratify the Bylaws in all respects;

FURTHER RESOLVED, that the Board hereby authorizes and directs the Corporation's proper officers to submit the Bylaws to the Members for their adoption, approval, authorization, confirmation, consent and ratification, together with the Board's recommendation to the Members that they adopt, approve, authorize, confirm, consent to and ratify the Bylaws in all respects; and

FURTHER RESOLVED, that, upon the Members' adoption, approval, authorization, confirmation, consent and ratification of the Bylaws, the Board hereby authorizes and directs the Corporation's proper officers, for, in the name and on behalf of the Corporation, to take all such further actions as such officer or officers, in her, his or their absolute and sole discretion, determine(s) to be advisable, necessary or proper to effectuate the Bylaws.

General

RESOLVED, that the term "proper officers," as used herein, shall mean and include the President, any Vice President, the Secretary, , the Treasurer, or any of them;

FURTHER RESOLVED, that all advisable, necessary and proper actions taken for, on behalf of or in the name of the Corporation by the Corporation's proper officers since the last meeting of the Board hereby are adopted, approved, authorized, confirmed, consented to and ratified in all respects; and

FURTHER RESOLVED, that, upon the adoption, approval, authorization, confirmation, consent and ratification by the Members of the Amended and Restated Articles and the Bylaws, the Board hereby authorizes and directs the Corporation's proper officers, for and in the name and on behalf of the Corporation, and under its corporate seal or otherwise, to (i) take all such further actions, (ii) acknowledge, certify, deliver, execute and file all such further agreements, articles, certificates, documents, instruments and other undertakings and (iii) pay all such costs and expenses, as such proper officer(s), in her, his or their sole discretion, determine(s) to be advisable, necessary and proper to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, the taking of such actions, and the acknowledgement, certification, delivery, execution and/or filing of such agreements, articles, certificates, documents, instruments and other undertakings to be conclusive evidence of such adoption, approval, authorization, confirmation, consent and ratification.

This Unanimous Written Consent of the Directors in Lieu of a Special Meeting may be executed in one (1) or more counterparts, and each such counterpart shall constitute an original written consent, but all such counterparts taken together shall constitute one and the same written consent.

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IN WITNESS WHEREOF, the undersigned directors of the Corporation have executed this Unanimous Written Consent of the Directors in Lieu of a Special Meeting as of October 15, 2013.

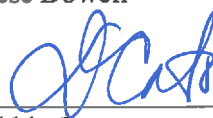


Melissa Coppedge



Chris Harper

Casey Sharp

Reese Dowell


Debbie Cato

Nancy Hasty

Kathleen A. O'Day


Beth B. Marquette

Hallie Day

Kristen Kelly

EXHIBIT A

Amended and Restated Articles of Incorporation

See attached.

EXHIBIT B

Amended and Restated Bylaws

See attached.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORTH FLORIDA COMPENSATION & BENEFITS ASSOCIATION, INC.**

A FLORIDA NOT-FOR-PROFIT CORPORATION

Pursuant to Section 617.1001, Florida Statutes, the Articles of Incorporation of North Florida Compensation & Benefits Association, Inc., originally filed on January 6, 2004, are hereby amended and restated in their entirety, pursuant to Section 617.1007, Florida Statutes, to read as follows:

ARTICLE I

Name

The name of this corporation is North Florida Compensation & Benefits Association, Inc. (the "Corporation").

ARTICLE II

Principal Office or Mailing Address

The principal office of the Corporation is located at 562 Park Street, Jacksonville, Florida 32204, and its mailing address is P.O. Box 16752, Jacksonville, Florida 32245.

ARTICLE III

Purposes

The Corporation is organized and shall be operated exclusively as a not-for-profit public benefit corporation that (a) is not organized for profit and (b) no part of its net earnings will inure to the benefit of any private individual, consistent with Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, and without limiting the generality of the preceding sentence, this Corporation primarily is organized to provide for education and improvement of skills of members of the Corporation in the area of compensation and benefits practices.

ARTICLE IV

Powers

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by the Florida Not For Profit Corporation Act including all those things necessary or expedient in the furtherance of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

Prepared by:
Driver, McAfee, Peek & Hawthorne, P.L.
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

ARTICLE V
Board of Directors

(a) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation.

(b) The Corporation shall have nine (9) Directors upon the effective date of these Amended and Restated Articles of Incorporation. The number of Directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three (3). The Directors shall be elected and shall serve terms as provided in the Bylaws.

(c) The names of the members of the Board of Directors who shall serve until their successors are duly elected are as follows:

Melissa L. Coppedge
Chris Harper
Casey Sharp
Reese Dowell
Debbie Cato
Nancy Hasty
Kathleen A. O'Day
Beth B. Marquette
Hallie Day

ARTICLE VI
Officers

The officers of the Corporation, and their election, powers, and terms, shall be as provided by the Bylaws.

ARTICLE VII
Registered Office and Agent

The street address of the registered office of this Corporation is 562 Park Street, Jacksonville, Florida 32204, and the name of the registered agent of this Corporation at that address is Melissa Coppedge.

ARTICLE VIII
Duration

The Corporation shall exist perpetually.

ARTICLE IX
Members

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the Bylaws of the Corporation.

ARTICLE X
Bylaws

(a) The members of the Corporation entitled to vote, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Amended and Restated Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Corporation who are present at any regular meeting, or any special meeting for this purpose.

ARTICLE XI
Amendments

Upon proper notice, these Amended and Restated Articles of Incorporation may be amended, altered, changed or repealed by the unanimous vote of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Amended and Restated Articles of Incorporation.

ARTICLE XII
Indemnification

The Corporation shall indemnify officers and directors to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified herein or would be inconsistent with the provisions of Section 501(c)(6) of the Code.

Adoption of Amended and Restated Articles of Incorporation

The foregoing Amended and Restated Articles of Incorporation were (a) unanimously adopted and approved by the Corporation's Board of Directors on October 15, 2013 and (b) adopted by a majority of the Corporation's members in accordance with Section 617.1006(3), Florida Statutes, on November 21, 2013. The number of votes cast by the directors and the members for the amendments contained in the foregoing Amended and Restated Articles of Incorporation were sufficient for approval of the same.

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Amended and Restated Articles of Incorporation this ____ day of _____, 2013, for the purpose of incorporating as a corporation not-for profit under the laws of the State of Florida.

Melissa Coppedge, President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In accordance with the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said Act:

That North Florida Compensation & Benefits Association, Inc., with its principal office at 562 Park Street, Jacksonville, Florida 32204, has named Melissa Coppedge, located at 562 Park Street, Jacksonville, Florida 32204, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I am familiar with and hereby accept to act in this capacity, and agree to comply with the provision of Florida law relative to keeping said office.

Melissa Coppedge

AMENDED AND RESTATED BY-LAWS OF THE NORTH FLORIDA COMPENSATION & BENEFITS ASSOCIATION

ARTICLE I – ORGANIZATION NAME AND LOCATION

Section 1 – Name

This organization shall be known as the North Florida Compensation & Benefits Association (herein known as the "Association").

Section 2 – Location

The principal office of the Association will be in Jacksonville, Florida. The Association may also have offices and/or post office boxes at such other places as the Board of Directors may from time to time designate or the purposes of the Association may require.

ARTICLE II – PURPOSE AND POWERS

Section 1 – Purpose

- A. The Association is a nonprofit public benefit corporation and is not organized for the private gain of any person. The Association is organized exclusively as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code").
- B. The purpose of the Association is to provide for education and improvement of skills of members of the Association in the area of compensation, benefits and total rewards practices, to provide for the advancement of knowledge in area of compensation, benefits and total rewards, and to conduct meetings, programs, research and other activities in furtherance of the above.
- C. To achieve its purpose, the Association defines the field of compensation and benefits as those activities involving any and all aspects of employee remuneration including, but not limited to, wages, salaries, employee benefits, innovative pay and record systems, incentives, recognition programs, performance appraisals, prerequisites, remuneration information systems, and the field of employee motivation, morale, work life and behavior as related to compensation, benefits and total rewards.

Section 2 – Powers

The Association shall have such powers as are now or may hereafter be granted to it by the Florida Not For Profit Corporation Act, as amended.

ARTICLE III – MEMBERSHIP

Section 1 – Membership.

- A. The Board of Directors may, from time to time, designate separate categories of membership in the Association. Membership is restricted to individuals and/or companies (a) who are currently engaged, have prior experience, or are interested in a career in one or more activities in the field of compensation, benefits and total rewards as defined in ARTICLE II, Section 1, C, (b) who apply for membership and receive approval by the Board of Directors pursuant to ARTICLE III, Section 2, A and ARTICLE III, Section 2, B, and (c) who pay the required membership dues pursuant to ARTICLE III, Section 2, C.
- B. Membership in the Association shall not be denied for reasons of age, race, religion, gender, sex, disability, marital status, national origin, or any other legally protected status.

Section 2 - Application for Membership

- A. Each candidate for membership shall fill out an application on the form designated by the Board of Directors.
- B. The Board of Directors shall review each membership application. Applicants shall be notified of acceptance or rejection after action upon the application is completed. If a membership application is rejected, the payment, which accompanied the application, will be refunded in full to the applicant.
- C. Applications for membership that are submitted after the first quarter of the calendar year are eligible to receive a pro-rated payment in the first year of membership as listed below. Thereafter, membership will be renewed annually. Each application for membership must be accompanied by a payment for annual dues in the amount of:
 - 100%, if a membership application is submitted in the first quarter of the calendar year;
 - 75%, if a membership application is submitted in the second quarter of the calendar year;
 - 50%, if a membership application is submitted in the third quarter of the calendar year;
 - 25%, if a membership application is submitted in the fourth quarter of the calendar year.
- D. Individual memberships in the Association are not transferable for any purpose. Corporate memberships are transferrable among the company's employees, as designated by the company.

Section 3 – Voting Rights

Except for student memberships, each member shall be entitled to one (1) vote on each matter submitted to a vote of the members, either at a meeting or via electronic communication. There shall be no voting by proxy. Individuals who have student memberships shall not be entitled to any voting privileges.

Section 4 – Maintenance of Membership

To maintain membership in the Association, an individual must continue to be eligible as defined in ARTICLE III, Section 1, A, and subject to the conditions indicated in ARTICLE IV, Section 1.

Section 5 – Membership Roster

A membership roster containing the name, address, and such other pertinent data of each member, as authorized by the Board of Directors, shall be maintained by the Association for purposes of notice and determining voting eligibility.

ARTICLE IV – ANNUAL DUES

Section 1 – Dues

A. Each member as a condition of membership shall pay membership dues in the amount determined by the Board of Directors annually, which amounts may differ in amount based on different types of membership.

B. Dues shall be payable to the Association on or before January 31st of each calendar year in which a member elects to renew her, his or its membership, or in such other manner as the Board of Directors shall prescribe from time to time; provided, however, dues shall be due and payable with any application for membership.

C. No refund of dues paid shall be made unless an application for membership is rejected by the Board of Directors.

Section 2 – Calendar Year

The Association shall operate a calendar year beginning on January 1 of each year and ending on December 31.

ARTICLE V – MEETINGS OF THE MEMBERS

Section 1 – Regular Meetings

There shall be at least four (4) regular meetings of the members each calendar year, to be held at such time and place as determined by the Board of Directors.

Section 2 – Special Meetings

Special meetings of the members may be called by the Chair on the written request of at least majority of the members.

Section 3 – Quorum

Thirty percent (30%) of the members eligible to vote must either be present in person or vote electronically to constitute a quorum for the transaction of business at a meeting of members. If a quorum is not present, a majority of the members present may adjourn the meeting to another time without further notice.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 – General

The business and property of the Association shall be managed and controlled by a board of directors of the Association (the “Board of Directors”). The Board of Directors may by general resolution delegate committees from among its members, or to officers of the Association, such powers, in accordance with law, as they may see fit.

Section 2 – Duties of Directors

A director will perform the duties of a director, including the duties as a member of any committee of the Board of Directors upon which such director serves, in good faith, in a manner reasonably believed to be in the Association’s best interest, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 3 – Qualification

Directors must be natural persons who are eighteen (18) years of age or older but need not be residents of any particular jurisdiction.

Section 4 – Nominations and Elections

- A. At the regular meeting of the members to elect the Board of Directors, the Chair of the Board of Directors will present to the members a slate of nominees for the number of open director positions. The members may also make director nominations at the meeting.
- B. The directors will be chosen by ballot at the meeting of the members by simple majority of the votes of the members of the Association eligible to vote.
- C. Each member of the Board of Directors will hold office for two (2) years or until the election and qualification of her or his successor in the event that the term of office of the director will end prematurely in the manner provided in these Bylaws.
- D. The newly elected directors shall assume their new positions in January of the succeeding year.

Section 5 – Number

The number of directors of the Association will be nine (9), but such number may be increased or decreased by amendment to these Bylaws in the manner contained in ARTICLE XII of these Bylaws or by resolution of the Board of Directors, but will never be less than three (3).

Section 6 - Resignation

Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 7 - Vacancies

Any vacancy in the Board of Directors occurring during the year may be filled for the unexpired portion of the term by the majority vote of the Board of Directors then serving. Any director so elected by the Board of Directors will hold office until the annual meeting of the Board of Directors, or until the election and qualification of her or his successor.

Section 8 – Annual and Regular Meetings

The annual meeting of the Board of Directors will be held at the principal office of the Association at such place and time determined by the Board of Directors for the purpose of the transaction of such business as may properly come before the meeting. Immediately after such annual election, the newly elected directors may meet forthwith at the principal office of the Association for the purpose of the election of officers, and the transaction of other business. If a quorum of the directors is then present, no prior notice of such meeting will be required to be given to directors. The place and time of any annual meeting may, however, be changed by written consent of the Board of Directors. The Board of Directors may schedule such other regular meetings thereafter at such places and times as determined by the Board of Directors, upon reasonable notice to the directors prior to any meeting.

Section 9 – Special Meetings

Special meetings of the Board of Directors may be called by the President and must be called by the President on the written request of any three (3) members of the Board of Directors.

Section 10 – Notice of Meetings

A written notice of each meeting of the Board of Directors will be delivered (which delivery will be in person, by first-class mail, e-mail, or by facsimile or other electronic transmission) to each director of record entitled to vote at the meeting not less than ten (10) nor more than sixty (60) days before the date set for the meeting; provided, however, that regularly scheduled meetings of the Board of Directors may be held without notice to the directors. The written notice will state the date, place and time of the meeting and, in the case of a special meeting, the purpose(s) for which the meeting is called. If mailed, the notice will be deemed to be delivered to a director three (3) days after it is deposited in the United States mail, postage

prepaid, addressed to the director at such director's address as it appears on the Association's records. Any business may be transacted at any Board of directors meeting.

Section 11 – Waiver of Notice

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting constitutes a waiver of notice of such meeting and waiver of all and any objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 12 – Conduct of Meetings

The rules of parliamentary procedure need not be observed in the conduct of a meeting of the directors; however, such meetings shall be conducted in accordance with accepted usage and common practice with fair treatment to all who are entitled to take part. Directors may participate in a meeting by any means of communication permitted by the Florida Not For Profit Corporation Act.

Section 13 – Quorum

At all meetings of the Board of Directors, a majority of the directors will be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum will be the act of the Board of Directors, except as may be otherwise specifically provided by statutes, by the Articles of Incorporation (the "Articles"), or by these Bylaws.

Section 14 – Consent Without a Meeting of Board of Directors

Notwithstanding any provision contained in these Bylaws to the contrary, any action of the Board of Directors or of any committee thereof, which is required or permitted to be taken at a meeting, may be taken without a meeting if written consent to the action is signed by all of the members of the Board of Directors or such committee.

Section 15 – Chair

The President shall serve as the Chair. The Chair will hold office until the next annual meeting of the Board of Directors, or until the election and qualification of her or his successor. The Chair will preside at all meetings of the Board of Directors, organize the agenda for meetings of the Board of Directors, and discharge any other functions delegated to her or him by the Board of Directors.

Section 16 – Vice Chair

The Vice President shall serve as the Vice Chairman. The Vice Chairman will hold office until the next annual meeting of the Board of Directors, or until the election and qualification of her or his successor. At the request of the Chairman, or in the event of the Vice Chair's absence or disability, the Vice Chair will perform the duties and

possess and exercise the powers of the Chair and discharge any other functions delegated to her or him by the Board of Directors.

Section 17 – Removal of Directors

Any director may be removed at any time by the majority vote of the Board of Directors at any regular or special meeting for any reason deemed appropriate by the Board of Directors or for no reason. Any vacancy in the Board of Directors arising by reason of removal of a director will be filled in the manner provided in ARTICLE VI, Section 7.

ARTICLE VII –OFFICERS

Section 1 - Officers

The officers of the Association will be a President, a Secretary, and a Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two (2) or more offices may be held by the same person.

Section 2 – Election, Term of Office, and Qualifications

The officers will be elected annually by the Board of Directors as the Board of Directors may see fit, at the annual meeting of the Board of Directors.

Section 3 - Vacancies

In case any office of the Association becomes vacant by death, resignation, retirement, disqualification, or any other cause, the directors then in office, may elect an officer to fill such vacancy, and the officer so elected will hold office and serve until the next annual meeting of the Board of Directors and until the election and qualification of her or his successor.

Section 4 - President

The President will have and exercise general charge and supervision of the affairs of the Association and will do and perform such other duties as may be assigned by the Board of Directors.

Section 5 – Vice President

At the request of the President, or in the event of her or his absence or disability, the Vice President, if there is one, will perform the duties and possess and exercise the powers of the President; and the Vice President will have such other powers as the Board of Directors may determine, and will perform such other duties as may be assigned by the Board of Directors.

Section 6 – Treasurer

The Treasurer will have the custody of all funds, property, and securities of the Association, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper the Treasurer may endorse on behalf of the

Association for collection checks, notes, and other obligations, and will deposit the same to the credit of the Association at such bank or banks or depository as the Board of Directors may designate. The Treasurer will make such payments as may be necessary or proper to be made on behalf of the Association. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

Section 7 - Secretary

The Secretary will have custody of, and maintain, all of the corporate records except the financial records, will record the minutes of all meetings of the Board of Directors, will send out all notices of meetings, and will perform such other duties as may be requested by the Board of Directors or President of the Association.

Section 8 – Compensation and Expenses

The officers may receive a salary or other compensation for the fair value of services as determined by the Board of Directors, and reasonable out-of-pocket expenses may be reimbursed with appropriate documentation.

Section 9 - Removal

Any officer may be removed from office by the affirmative vote of a majority of the members of the Board of Directors at any regular or special meeting, for any reason deemed appropriate by the Board of Directors or for no reason.

ARTICLE VIII – COMMITTEES

The Board of Directors, by resolution adopted by a majority of the Board of Directors, may from time to time create committees, designate duties, establish terms of service, define committees as standing or special, appoint members, and terminate committees, except as otherwise provided by law and/or these Bylaws.

ARTICLE IX – AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the Association with such powers and to perform such acts or duties on behalf of the Association as the Board of Directors may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

ARTICLE X – CONTRACTS

The Board of Directors, except as otherwise provided in these Bylaws or the Articles, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee will have any power or authority to bind the

Association by any contract or engagement, or to pledge its credit, or render it liable for any purpose or to any amount.

ARTICLE XI – BOOKS AND RECORDS

The Association will maintain (i) minutes of the proceedings of the Board of Directors and all and any committees, (ii) accurate accounting records, (iii) a copy of the Articles and Bylaws, (iv) copies of all correspondence with the Internal Revenue Service, and the Florida Department of Revenue, including all information returns, (v) a list of the names and business addresses of the Association's current directors and officers, (vi) a copy of the Association's most recent annual report, as filed with the Secretary of State of the State of Florida.

ARTICLE XII – AMENDMENTS

These Bylaws may be altered, amended or repealed, or new bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the members entitled to vote at any meeting of the members at which a quorum is present, or by an affirmative vote of two-thirds (2/3) of the members entitled to vote at any meeting via electronic means, provided that the text of the proposed action to be taken is included in the notice of the meeting.

