

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date:

JAN 25 2002

REEF BALL FOUNDATION INC
603 RIVER OVERLOOK RD
WOODSTOCK, GA 30188-0000

Employer Identification Number:
65-0785751

DLN:
17053005754022

Contact Person:
HIRAM LEE HARVILLE ID# 31257

Contact Telephone Number:
(877) 829-5500

Our Letter Dated:
September 1998

Addendum Applies:
No

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization that is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Code because you are an organization of the type described in section 509(a)(1) and 170(b)(1)(A)(vi).

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Letter 1050 (DO/CG)

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of REEF BALL FOUNDATION, INC., a Florida corporation, filed on July 25, 1997, as shown by the records of this office.

The document number of this corporation is N97000004328.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Thirtieth day of July, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Note: Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time — Only submit original (no copies needed)

Note: Form 990-T corporations requesting an automatic 6-month extension — check this box and complete Part I only ☐

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization REEFBALL FOUNDATION, INC.	Employer identification number 65-0785751
	Number, street, and room or suite no. If a P.O. box, see instructions. 603 RIVER OVERLOOK RD.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WOODSTOCK GA 30188	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- If the organization does **not** have an office or place of business in the United States, check this box ☐
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the **whole** group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-month, for **990-T corporation**) extension of time until MAY 15, 20 01, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20 ____ or
- ☒ tax year beginning OCTOBER 1, 19 99, and ending SEPTEMBER 30, 20 00.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

- 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ _____
- b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ _____
- c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ _____

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► Sharon C. Branger Title ► CRA Date ► 2/12/01

Form **8868**

(December 2000)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

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Note: Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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Note: Form 990-T corporations requesting an automatic 6-month extension — check this box and complete Part I only ☐ ▶

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Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization REEFBALL FOUNDATION, INC.	Employer identification number 65-0785751
	Number, street, and room or suite no. If a P.O. box, see instructions. 603 RIVER OVERLOOK RD.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WOODSTOCK GA 30188	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
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| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- If the organization does **not** have an office or place of business in the United States, check this box ☐ ▶
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the **whole** group, check this box ☐ ▶. If it is for part of the group, check this box ☐ ▶ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-month, for **990-T corporation**) extension of time until _____, 20____, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☐ calendar year 20____ or
- ▶ ☐ tax year beginning _____, 20____, and ending _____, 20____.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

- 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ _____
- b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ _____
- c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ _____

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶

Title ▶

Date ▶

For Paperwork Reduction Act Notice, see Instruction

Form **8868** (12-2000)

- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II and check this box ☒ **Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.**
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time — Must File Original and One Copy.

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization REEFBALL FOUNDATION, INC.	Employer identification number 65-0785751
	Number, street, and room or suite no. If a P.O. box, see instructions. 603 RIVER OVERLOOK RD.	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WOODSTOCK GA 30188	

Check type of return to be filed (File a separate application for each return):

- ☒ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☐ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- If the organization does **not** have an office or place of business in the United States, check this box ☐
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the **whole** group, check this box ☐. If it is for **part** of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until August 15, 20 01.
- 5 For calendar year _____, or other tax year beginning October 1, 20 99 and ending Sept. 30, 20 00.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS NEED TO COMPILE THE INFORMATION IN ORDER TO FILE AN ACCURATE RETURN.

- 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ _____
- b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$ _____
- c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ _____

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Sharon C Brangers Title CPA Date 5/10/01**Notice to Applicant — To Be Completed by the IRS**

- ☐ We **have** approved this application. Please attach this form to the organization's return.
- ☐ We **have not** approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- ☐ We **have not** approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- ☐ We **cannot consider** this application because it was filed after the due date of the return for which an extension was requested.
- ☐ Other _____

Director _____ By _____ Date _____

Alternate Mailing Address — Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name ALLIANCE OF FINANCIAL PROFESSIONALS
	Number and street (include suite, room, or apt. no.) Or a P.O. box number 11675 RAINWATER DR., STE 425
	City or town, province or state, and country (including postal or ZIP code) ALPHARETTA, GA 30004

STATE OF FLORIDA
COUNTY OF OSCEOLA

ARTICLES OF INCORPORATION OF REEF BALL FOUNDATION, INC.
A NOT-FOR-PROFIT CORPORATION

The undersigned Incorporator, desiring to form a not-for-profit corporation under Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such Corporation:

I.

The name of the Corporation shall be "Reef Ball Foundation, Inc."

II.

The initial principal place of business of the Corporation shall be 2415 McMichael Road, SE Cloud, Osceola County, Florida 34771. The initial mailing address for the Corporation shall be Reefball Foundation, Inc., P.O. Box 19589, Sarasota, Fla 34276.

III.

The specific purposes for which the Corporation is organized shall be to help restore the world's ocean ecosystem through the use of aesthetically pleasing, ecologically sound, and economically designed artificial reefs that promote and support natural species diversity and population density. The activities shall be for charitable and scientific purposes, to promote the health and safety of the marine environment, of marine organisms, and in turn, to public consumers; thus fostering national and international amateur sports competition, including fishing and scuba-diving; and to prevent marine ecosystem deterioration and resulting cruelty to marine animals. The Corporation shall be authorized in connection therewith to provide education, and to conduct other activities not specifically prohibited or inconsistent with nonprofit status.

No part of the net earnings of the Corporation shall enure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized

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CLERK OF DISTRICT COURT
MILWAUKEE, WISCONSIN

V.

The initial registered agent of the Corporation shall be Larry Beggs, who has, by his signature below, consented to such designation. The initial address of such registered agent shall be 2415 McMichael Rd., St. Cloud, Osceola County, Florida 34771.

VI.

The Corporation shall have perpetual duration. Upon any dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within in the meaning of sections 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

VII.

The Incorporator of the Corporation shall be Eric K. Krasle, and the Incorporator shall relinquish all agency authority as Incorporator to the Board of Directors upon the issuance of shares in the Corporation.

VIII

The Corporation possesses at least the amount of any applicable minimum capitalization requirements which apply wherever the corporation operates, and shall be authorized to issue up to 1,000,000 shares of common no par voting stock, or memberships, without automatic preemptive rights, in such manner as not to affect not-for-profit status. The initial subscribers of shares or memberships in the Corporation shall be each director, the registered agent, and the Incorporator for one (1) share each.

and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this paragraph. 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. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation. Incorporator intends to file a charitable registration to the extent required under the law of the State of Florida.

IV.

The initial Directors for the Corporation shall be Todd Barber, Jay Jorgenson, Larry Beggs, and Kathy Kirbo. The Board of Directors shall share the mailing address of the Corporation. The addition or reduction of number of directors, and specific removal or appointment of directors shall be achieved through two-thirds vote of all shareholder or members at annual meeting. Annual meeting date and place shall be set by majority of Directors with at least Ten (10) days and no more than Sixty (60) days notice to shareholders' addresses on record with the Corporation. The initial Chairman of the Board of Directors shall be Todd Barber. The By-Laws of the Corporation, once adopted, shall control the administration of the Corporation, and shall be adopted by the Board of Directors by unanimous approval. The Board of Directors, by unanimous approval, shall be empowered to amend the By-laws and Articles of Incorporation. The initial officers shall be Todd Barber, President; Jay Jorgensen, Treasurer; and Kathy Kirbo, Secretary.

V.

The initial registered agent of the Corporation shall be Larry Beggs, who has, by his signature below, consented to such designation. The initial address of such registered agent shall be 2415 McMichael Rd., St. Cloud, Osceola County, Florida 34771.

VI.

The Corporation shall have perpetual duration. Upon any dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within in the meaning of sections 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

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IX

Officers and Directors of the Corporation shall not be personally liable for breaches of duty or care and shall be entitled to indemnification to the extent allowed by the Law of the State of Florida or any applicable law which is determined to apply.

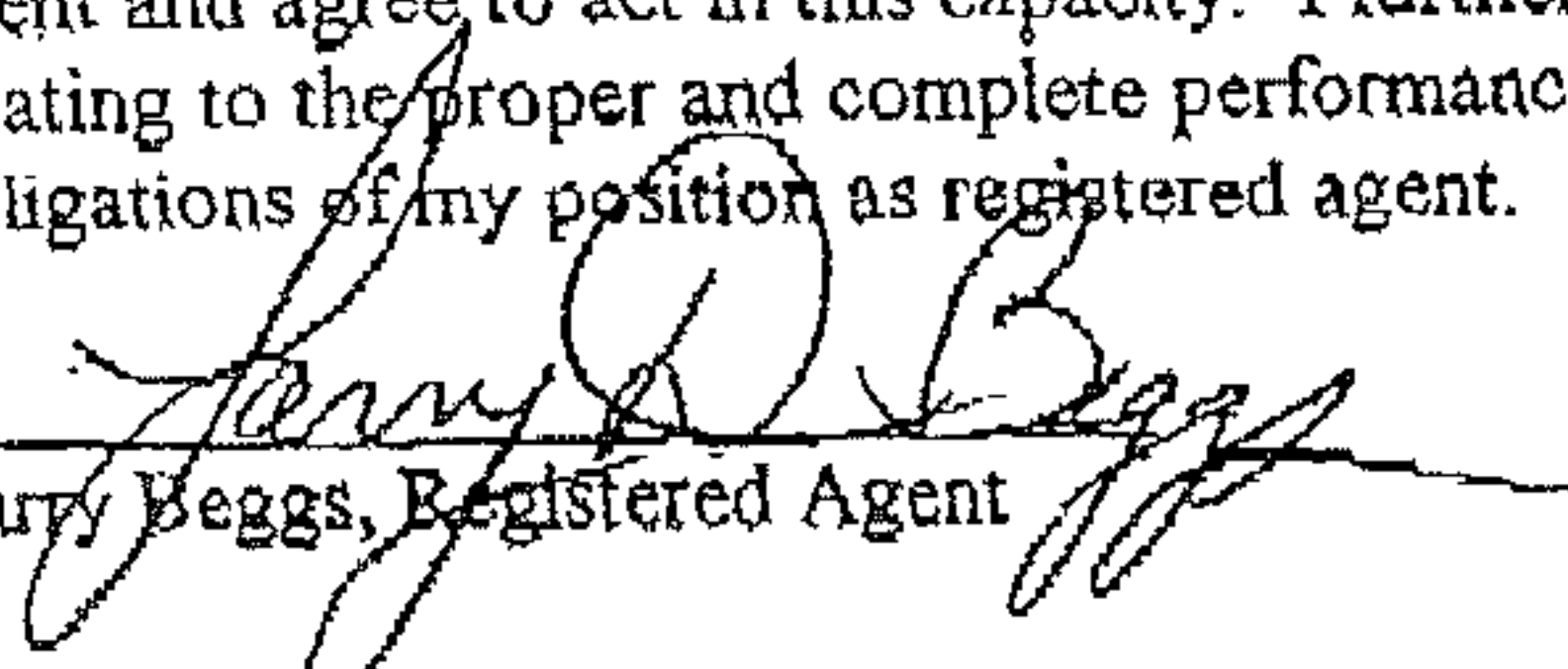
IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this

21st day of July, 1997.


Eric K. Krasie
Incorporator

Suite 210
425 N. Lumpkin St.
Athens, GA 30601
(706) 353-0032

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Larry Beggs, Registered Agent

7-21-97
Date

FILED
97 JUL 25 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**BYLAWS OF
REEF BALL FOUNDATION, INC.
603 RIVER OVERLOOK
WOODSTOCK, GA 30188
(770) 752-0202**

**ARTICLE I
NAME**

The name of the corporation is "The Reef Ball Foundation, Inc." (the "Corporation").

**Article II
AUTHORITY**

The Reef Ball Foundation is organized pursuant to the provisions of the Florida Nonprofit Corporation Code.

**ARTICLE III
DURATION**

The Corporation shall have perpetual duration.

**ARTICLE IV
PURPOSES**

The Corporation is organized exclusively for the charitable, environmental, educational and scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code, including educational programs for youth and adults.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. The board of directors shall be composed of not less than six (6) or more than twenty four (24) members. One-third or as close as practicable to one-third of the directors shall be elected annually by the board of directors.

Section 2. At the close of the annual meeting, to be held in July (25th) or next non-holiday business day each year, the terms of one-third of the directors shall terminate and their successors shall be installed for a regular term of three years.

Section 3. From its members, the board shall elect officers who will serve as officers of the board.

Section 4. The board of directors shall have ultimate authority and be responsible for policy making, planning, and staff supervision. It shall establish rules and regulations for the conduct of the business of The Reef Ball Foundation, and may delegated to one or

more members of the board, or to its officers, agents, or employees, such powers and duties as may be deemed necessary and proper. It shall also designate the members of any special-purpose corporations that may be organized to apply for, receive, or disburse funds, or to transact such other business as the best interests that The Reef Ball Foundation may require.

Section 5. The board of directors shall have the responsibility for hiring and terminating the executive director. Contract terms and job description shall be determined by the board of directors.

Section 6. Directors finding it necessary to be absent from a meeting of the board of directors shall notify the executive director of the president (or a co-president) prior to the meeting. A director having two consecutive unexcused absence, and the board shall review the status of the member's positions and may declare the position vacant.

ARTICLES VI OFFICERS

Section 1. Officers shall be a president (or co-presidents), vice-president, secretary, treasurer, and any other officers deemed necessary.

Section 2. Duties of the officers shall be:

- A. **PRESIDENT.** The president, or co-presidents, shall be the chief executive officer(s) of the board and shall preside at all its meetings. The president, or co-presidents, shall be responsible for the administration of the business of the board, shall establish, with the approval of the board, all ad hoc committees deemed necessary, and shall appoint all committed chairs. The president, or co-presidents, shall be an ex officio member(s) of all committees, except nominating committee, shall chair the executive committee, and shall perform other duties as necessary.
- B. **VICE PRESIDENT.** The vice-president shall assist the president in performing duties such as attending committee meetings and other functions, and shall perform all the duties of president in the absence or incapacity of the president. In the event the office of president becomes vacant, the vice-president shall assume the duties of the president for the remainder of the term. In the event of co-presidents, one co-president shall be designated as the vice-president.
- C. **SECRETARY.** The secretary or designate shall record and maintain minutes and other records of the board of directors and shall maintain the membership rolls of all committees and advisory groups of the corporation. The secretary, as directed by the president, shall also conduct all correspondence of the board of directors and shall notify all members in advance of all board meetings.

- D. **TREASURER.** The treasurer shall be responsible for the administration of the financial affairs of the board, shall keep accurate records of board receipts and disbursements, shall make a financial statement to the board of directors, and shall chair the finance committee.

ARTICLE VII NOMINATION AND ELECTION

- Section 1. Annual elections to the board of directors shall be held at the last board meeting prior to the annual meeting with terms of office to begin at the close of the annual meeting.
- Section 2. To fill upcoming vacancies on the board, the recommendations of the operations committee shall be publicized one month prior to the annual meeting. The operations committee shall verify each nominee's eligibility and willingness to serve. At the board's election meeting a quorum must be established by roll call. Nominations from the floor shall also be accepted, with the consent of the nominee. Whenever there is more than one nominee for a position, an election shall occur by secret ballots; to conduct the election, the president shall appoint two tellers who are not members of, nor candidates for, the positions.
- Section 3. In the event of a vacancy on the board between regular elections, the operations committee may present one or more nominees to the board of directors who may then approve a replacement for the remainder of the term.
- Section 4. Officer terms to be determined by board at annual meeting.
- Section 5. In the event an office becomes vacant between annual elections, the president shall appoint, if necessary, an acting replacement until the board at its next meeting elects a replacement for the remainder of the term.

ARTICLE VIII COMMITTEES

- Section 1. Standing committees of the board shall be the following: executive, finance, program, and operations. Each board member shall serve on at least one committee.

A. EXECUTIVE COMMITTEE

1. Shall be composed of the elected officers of the board and the chairs of standing committees.
2. Shall have the authority to act in representation of the total board in such instances as deemed necessary by the president.
3. Shall be chaired by the president.

B. FINANCE COMMITTEE

1. Shall be chaired by the treasurer.
2. Shall advise and assist the treasurer in the administration of the budget and in the management of the receipt and disbursement of funds.
3. Shall study any and all financial matters coming before the board of directors and make appropriate recommendations.
4. Shall develop, review, and monitor the budget.
5. Shall coordinate the auditing process.
6. Shall develop a schedule and report format for the budget.
7. Shall develop a funding plan for The Reef Ball Foundation.
8. Shall research the funding sources for environmental groups nationally.
9. Shall prioritize searches for environmental activities.

C. PROGRAM COMMITTEE

1. Shall develop a proactive plan for program and services, and create task forces as needed.
2. Shall explore linkages, collaborations, and networking activities.
3. Shall develop a plan for consumer participation in services.
4. Shall monitor existing environmental education programs.
5. Shall research the operation of other similar foundations.
6. Shall assist new programs by using board members as advisors and the foundation's nonprofit status.
7. Shall develop a public relations program.

D. OPERATIONS COMMITTEE

1. Shall nominate the board members and officers whose experience and profession compliment the mission of the Reef Ball Foundation.
2. Shall develop and monitor ongoing board development.
3. Shall develop job descriptions for volunteers.
4. Shall serve as a personnel review board (including the development of an evaluation system for the executive director).
5. Shall investigate technology as a resource for improving service.
6. Shall be aware of office operations and the location of important records.
7. Shall develop a process for annual review and for making amendments to the bylaws.
8. Shall develop up-to-date operating policies.

Section 2. Committees, standing or ad hoc, shall be appointed by the president as necessary to carry out the work of the board. The president shall be an ex officio member of all committees except the nominating committee.

Section 3. The chair of each committee shall make a written report at each regular board meeting.

ARTICLE IX AFFIRMATIVE ACTION

The corporation is committed to the principle of affirmative action and shall not discriminate against otherwise qualified persons on the basis of race, color, sex, sexual orientation, age, national origin, religious belief, political affiliation, physical or mental disability, or veteran's status in its employment, facility, and program accessibility.

ARTICLE X MEETINGS

Section 1. Regular meetings of the board of directors shall be held at least quarterly during the year, at a time and place designated by the board of directors.

Section 2. Special meetings of the board of directors may be called by the president when considered necessary and proper, and shall be called by the president upon request of three members of the board of directors.

Section 3. Standing and ad hoc committees shall meet as may be deemed necessary and proper by the respective chair or by a majority of the committee membership.

Section 4. Notices of the time, place, and purpose of all board meetings shall be given within a reasonable period before such meeting, by written or oral means.

Section 5. The board shall hold an annual meeting in January each year, with time and place to be determined by the board of directors. The agenda shall include:

A. An annual report on the activities of the corporation for the preceding year.

B. Recognition of volunteers, employees, and organizations who have contributed to the operation of the corporation.

C. Adoption of the program changes and plans to promote the operation of the corporation for the coming year.

D. Presentation and installation of new board members and other electees and other appointees.

ARTICLE XI QUORUM

- Section 1. A quorum for the transaction of business for board meeting shall be a majority of the members of the board of directors.
- Section 2. The quorum for the transaction of the business for any committee meeting shall be a majority of the members of the committee.
- Section 3. All board members is good standing shall have one vote.

ARTICLE XII RULES

Robert's Rules of Order shall govern the board in all meetings to which they are applicable, and in which they are not inconsistent with the bylaws of the corporation.

ARTICLE XII ADMENDMENT OF THE BYLAWS

- Section 1. The bylaws may be amended by a majority vote of the board membership, provided the proposed amendment has been submitted in writing to board members at lest thirty days prior to vote.
- Section 2. Any change adopted by the board membership shall become effective immediately unless otherwise stipulated in the proposed change.

ARTICLE XIV INDEMNIFICATION

The corporation shall indemnify any person against any and all judgments, fines amounts paid in settling or other disposing of actions or threatened actions, and reasonable expenses, including attorney's fees, actually and necessarily incurred by him/her in connection therewith or as a result of such action proceeding, or any appeal therefrom, to which he/she was made, or threatened to be made, a party by reason of the fact that he/she, his/her testator or intestate, is or was a director of officer of the corporation or of any other corporation of any type or kind, domestic or foreign, which he/she served in any capacity at the request of the corporation, if and to the full extent permitted by law. Upon appropriate action by the board of directors, the corporation may purchase and maintain insurance, if and to the full extent permitted by law, relating to the indemnification of its officers and directors.

ARTICLE XV DISSOLUTION

Section 1.

The corporation may be dissolved in accordance with the procedure prescribe in the Code of Laws of the State Florida. The executive committee shall approve a resolution recommending dissolution. Such resolution shall then be presented to the board of directors at a regular or special meeting of the corporation. Notice of such meeting and of the proposed action shall be mailed to each board member having the right to vote, the notice to be delivered not less than thirty (30) days before the date of such meeting. A resolution to dissolve the corporation shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by the board of directors.

Section 2.

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all the assets of the corporation in such manner, or to such organizations and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall, upon final dissolution, escheat to the State of Georgia for exclusively public purposes.