

RIVIERA BEACH CDE, INC.

These Bylaws constitute the order of rules adopted by the Riviera Beach CDE, Inc. for the regulation and management of the Corporation.

ARTICLE I.

The Corporation shall have no members.

ARTICLE II. DIRECTORS

Section 1. Function. All corporate powers, business, and affairs will be exercised, managed and directed under the authority of the board of directors (whether defined as directors, managers or trustees in the Articles of Incorporation).

Section 2. Qualification. Directors must be natural persons of 18 years of age or older but need not be residents of this State.

Section 3. Compensation. The board of directors will have authority to fix the compensation for directors of the above named non-profit corporation.

Section 4. Presumption of Assent. A director of a corporation who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

- (i) Such member objects, at the beginning of the meeting or promptly upon arrival, to holding the meeting or transacting specified affairs at the meeting; or
- (ii) Such director votes against or abstains from the action taken.

Section 5. Number. The above named non-profit corporation will have a minimum of five (5) director(s).

Section 6. Election and Term. Each person named in the Articles of Incorporation or elected at the Initial Meeting of Incorporators as a member of the initial board of directors will hold office until said directors will have been qualified and elected at the first annual meeting of the directors, or until said director(s) earlier resignation, removal from office or death.

Section 7. Vacancies. Any vacancy occurring on the board of directors may be filled by the affirmative vote of the majority of the remaining directors, even though, the remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be, or if the vacancy is not so filled or if not director remains, by the members. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of director may be filled by the board of directors, but only for a term of office continuing until the next election of directors by the members or, if the corporation has no members or no members having right to vote thereon, for such term of office as is otherwise provided in these Bylaws. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs; however, the director may not take office until the vacancy occurs.

Section 8. Removal and Resignation of Directors. Any member of the board of directors may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the directors. The notice of a meeting of the members to recall a member or members of the board of directors shall state the specific director(s) sought to be removed. Any such proposed removal of a director at a meeting shall be made by separate vote for each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each board member sought to be removed. If removal of a director or directors is effected at a meeting, any vacancies created thereby shall be filled by the director at the same meeting. Any director who is removed from the board of directors shall not be eligible to stand for reelection until the next annual meeting of the board. Any director removed from office shall turn over to the board of directors within 72 hours any and all records of the corporation in his possession.

A director may resign at any time by delivering written notice thereof to the board of directors or its chairman or the above named corporation. Such a resignation is effective when the notice is delivered unless a later effective date is specified in such notice. If a resignation is made effective at a later date, the board

of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date.

Section 9. Quorum and Voting. A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors.

Section 10. Executive and Other Committees. A resolution, adopted by a majority of the full board of directors, may designate from among its members an executive committee and/or other committee(s) which will have and may exercise all the authority of the board of directors to the extent provided in such resolution, except as is provided by law. Each committee must have two or more members who serve at the pleasure of the board of directors. The board may, by resolution adopted by a majority of the full board of directors, designate one or more directors as alternate members of such committee who may act in the place and instead of any absent member or members at any meeting of such committee.

Section 11. Place of Meeting. Special or regular meetings of the board of directors will be held within or without the State of Florida.

Section 12. Notice, Time and Call of Meetings. Regular meetings of the board of directors will be held without notice on such dates as are designated by the board of directors. Written notice of the time and place of special meetings of the board of directors will be given to each director by either personal delivery, telegram or cablegram at least two (2) days before the meeting or by notice mailed to the director at least five (5) days before the meeting.

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.

Neither the business to be transacted nor the purpose of, regular or special meetings of the board of directors need be specified in the notice or waiver of notice of such meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Notice of

any such adjourned meeting will be given to the directors who were not present at the time of the adjournment unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

Meetings of the board of directors may be called by the chairman of the board, the president of the above named non-profit corporation or any two directors.

Members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 13. Action Without a Meeting. Any action required to be taken at a meeting of the board of directors, or any action which may be taken at a meeting of the board of directors or a committee thereof, may be taken at a meeting if a consent in writing, setting forth the action to be so taken, signed by all the directors, or all the members of the committee, as the case may be, is filed in the Minutes of the proceedings of the board or of the committee. Action taken in accordance herewith is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed in accordance herewith has the effect of a meeting vote and may be described as such in any document. Such consent will have the same effect as a unanimous vote.

ARTICLE III. OFFICERS

Section 1. Officers. The officers of the above named non-profit corporation will consist of a president, a vice-president, a secretary and a treasurer, each of whom will be elected by the board of directors. The officers of the corporation will be appointed annually by the board of directors of the corporation at the annual meeting of directors. It is hereby provided that the officers who are appointed either in the Articles of Incorporation or at the organization meeting shall serve until the first annual meeting of directors. A duly appointed officer may appoint one or more officers or assistant officers. It is hereby provided one or more

officers or assistant officers. It is hereby provided that the same individual may simultaneously hold more than one office in the corporation.

Section 2. Duties. The officers of the above named non-profit corporation will have the following duties:

The president will be the chief executive officer of the above named non-profit corporation, who generally and actively manages the business and affairs of the above named non-profit corporation subject to the directions of the board of directors. Said officer will preside at all meetings of the members and board of directors.

The vice-president will, in the event of the absence or inability of the president exercise his office, become acting president of the organization with all the rights, privileges and powers as if said person had been duly elected president.

The secretary will have custody of, and maintain all of the corporate records except the financial records. Furthermore, said person will record the Minutes of all meetings of the members and board of directors, send all notices of meetings and perform such other duties as may be prescribed by the board of directors or the president. Furthermore, said officer shall be responsible for authenticating records of the above named non-profit corporation.

The treasurer shall retain custody of all corporate funds and financial records, maintain full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of members and whenever else required by the board of directors or the president, and perform such other duties as may be prescribed by the board of directors or the president.

Section 3. Removal and Resignation of Officers. An officer or agent elected or appointed may be removed by the board of directors at any time, with or without cause. Any officer or assistant officer or agent, if appointed by another officer may likewise be removed by such officer or by the board of directors at any time, with or without cause. Any officer or assistant officer or agent, if appointed by another officer may likewise be removed by such officer or by the board of directors.

Any officer may resign at any time by delivering notice to the above named non-profit corporation. Said resignation is effective upon delivery unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, the corporation's board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date of the pending vacancy.

ARTICLE V. BOOKS AND RECORDS

Section 1. Corporate Records. The corporation shall keep as records Minutes of all meetings of its members and board of directors, a record of all actions taken by the board of directors without a meeting and a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation. Furthermore, the corporation will maintain the following records in written form or in another form capable of conversion into written form within a reasonable time:

- (i) Accurate accounting records;
- (ii) A copy of the corporation's articles or restated articles of incorporation and all amendments thereto currently in effect;
- (iii) A copy of the corporation's Bylaws or restated Bylaws and all amendments thereto currently in effect;
- (iii) A list of the names and business street, or home if there is no business street addresses of current directors and officers;
- (iv) The most recent annual report delivered to the Department of State.

Section 2. Records Inspection by Members. A director of the corporation is entitled to inspect and copy, during regular business hours at the corporation's principal office any of the records of the corporation if he gives the corporation written notice of such demand at least five (5) business days before the date on which such member wishes to inspect and copy. A director of the corporation is entitled to inspect and copy during regular business hours at a reasonable location

specified by the corporation, any of the records hereinafter set forth of the corporation if

- (i) The director gives the corporation written notice of such demand at least five (5) business days before the date on which such member wishes to inspect and copy; and
- (ii) Such demand is made in good faith and for proper purpose (defined as a purpose reasonably related to such person's interest as a director); and
- (iii) The director describes with reasonable particularity such director's purpose and the records such director desires to inspect and such records are directly connected with such director's purpose. The records hereinafter set forth are as follows:

- (a) Excerpts from Minutes of any meeting of the board of directors, records of any action of a committee of the board of directors while acting in place of the board of directors on behalf of the corporation, Minutes of any meeting of the members, and records of action taken by the member or board of directors without a meeting to the extent not otherwise subject to inspection;

- (b) Accounting records of the corporation;

- (c) Any other books and records.

The foregoing inspection right may be exercised by a director, member's agent or member's attorney. It is further provided that the right to copy records includes if reasonable the right to receive copies made by photographic, xerographic or other means. The charge of copies shall be borne and paid in accordance with Florida law.

ARTICLE VI. EMERGENCY POWERS AND EMERGENCY BYLAWS

The board of directors of the corporation may adopt Bylaws to be effective only in an emergency. An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. The emergency Bylaws may make all provisions necessary for managing the corporation during an

emergency, including procedures for calling a meeting of the board of directors, quorum requirements for the meeting, and designation of additional or substitute director(s). The board of directors, either before or during any such emergency may provide, and from time to time modify, lines of succession if during such emergency any or all officers or agents of the corporation are for any reason rendered incapable of discharging their duties. All provisions of the regular Bylaws consistent with the emergency Bylaws remain effective during the emergency. The emergency Bylaws are not effective after the emergency ends. Actions taken by the corporation in good faith in accordance with the emergency bylaws have the effect of binding the corporation and may not be used to impose liability on a corporate director, officer, employee, or agent. In anticipation of or during any emergency, the board of directors may modify lines of succession to accommodate the incapacity of any director, officer, employee or agent; relocate the principal office or designate alternative principal offices of regional offices or authorize the officers to do so. Unless emergency Bylaws otherwise provide, it is hereby provided that:

- (i) Notice of a meeting of the board of directors need be given only to those directors who it is practicable to reach and may be given in any practicable manner, including by publication and radio;
- (ii) One or more officers of the corporation present at a meeting of the board of directors may be deemed to be directors of the meeting in order of rank and within the same rank in order of seniority as necessary to achieve a quorum; and
- (iii) The director or directors in attendance at a meeting or any greater number affixed by the emergency Bylaws constitute a quorum.

Corporate action taken in good faith during an emergency described herein to further the ordinary affairs of the corporation bind the corporation and may not be used to impose liability on a corporate director, office employee or agent. An officer, director or employee acting in accordance with any emergency Bylaws is only liable for willful misconduct.

ARTICLE VII

PUBLIC STATEMENTS

No person, except for the President, shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Corporation, without having the approval of the Board of Directors.

Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confirm his/her presentation only to those matters which have been properly approved by the Corporation. He or she will not at the same time present any statements purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

ARTICLE VIII. DISTRIBUTION AND COMPENSATION

No dividend may be paid nor any part of the income or profit of the corporation may be distributed to its directors or officers.

The corporation may pay compensation in a reasonable amount to its directors or officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distributions as permitted under Florida law. Any such payment, benefit, or distribution does not constitute a dividend or distribution of income or profit.

ARTICLE IX. CORPORATE SEAL

The board of directors will provide a corporate seal which will be in circular form embossing in nature and stating "Corporate Seal", "Florida", year of above named incorporation and name of said above named non-profit corporation.

ARTICLE X. AMENDMENT

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted by a majority vote of the full board of directors.

ARTICLE XI. CORPORATE INDEMNIFICATION PLAN

The above named non-profit corporation shall indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the above named non-profit corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the above named non-profit corporation or is or was serving at the request of the above named non-profit corporation as a director, officer, employee, or agent of another non-profit corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided under Florida law.


(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the above named non-profit corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the above named non-profit corporation or is or was serving at the request of the above named non-profit corporation as a director, officer, employee, or agent of another non-profit corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided under Florida law.

The extent, amount, and eligibility for the indemnification provided herein will be made by the board of directors. Said determinations will be made by a majority vote to a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the members by a majority vote of a quorum consisting of members who were not parties to such action, suit, or proceeding.

The above named non-profit corporation will have the power to make further indemnification as provided under Florida law except to indemnify any person against gross negligence or willful misconduct.

The above named non-profit corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided under Florida law.

I hereby certify that these Bylaws were adopted by the Board of Directors of the Corporation at there meeting held on June 6 , 2011.



Secretary