

BY-LAWS

OF

CESC

INC.

INTRODUCTION

1. These By-Laws constitute the code of rules adopted by CESC, INC., for the regulation and management of its affairs.

MEMBERSHIP

2. The Corporation shall have no "members" .

DIRECTORS

3. Definition of Board of Directors: The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these By-Laws.

4. Qualifications: Directorships shall not be denied to any person on the basis of race, creed, se, religion or national origin.

5. Number of Directors: The Board of Directors shall consist of not less than three and not more than fifteen persons. The number of directors shall be determined from time to time by Resolution of the Boards of Directors.

6. Terms and Election of Directors: The Directors shall be elected to serve two (2) three (3) year terms unless they resign or are removed in accordance with the provisions of these By-Laws. After serving two consecutive terms, a Director must vacate their position for at least one year before seeking re-election to another term. Extension of term limits is not permitted without the majority vote of board members..

7. Procedure at Board Meetings: The rules contained in the Hand book on Parliamentary Procedure ("Robert's Rules of Order") shall govern the meetings of the Board of Directors.

8. Resignations: Any Director can resign at any time by delivering a written resignation to the Chairperson of the board or to the Secretary of the Corporation. Resignations of Directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date.

9. Removal: Any Director may be removed at any time (with or without cause) by a vote of 2/3rds of the total number of founding directors (not counting vacancies) at a meeting of the Board of Directors properly called in accordance with the terms of these By-Laws.

10. Vacancies: Vacancies can be created by resignations, removals, or an increase in the size of the Board of Directors. Vacancies on the Board of Directors can only be filled by a majority vote of the remaining Directors, though less than a quorum.

11. Place of Director's Meetings: Meetings of the Board of Directors, regular or special, will be held at the primary place of business for this Corporation or at any other place within or without the State of Florida as provided or such place or places as the Board of Directors may designate by resolution duly adopted.

12. Meetings: Meetings of the Board of Directors may be called by:

- A. the Board of Directors
- B. the President
- C. the Secretary upon the written request of a majority of directors.

13. Notice of Board Meetings: Notice of all board meetings shall be given to each board member no less than two (2) days nor more than ten (10) days prior to the meeting.

14. Waiver of Notice: Attendance by a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

15. Personal Attendance by Conference Communication Equipment: Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee, with the consent of all the members of such Board or committee present in person at such meeting, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

16. Quorum: A majority of the entire Board of Directors shall constitute a quorum at any meeting of the Board, and except as otherwise provided by law or herein, a majority in number of such quorum shall decide any question that may come before the meeting. A majority of the Directors present at any regular or special meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

17. Self Dealing: No director shall use confidential information gained by reason of being a member of the Board of Directors for personal gain to the detriment of the Corporation.

18. Compensation: Directors shall not receive any monetary compensation for their services. However, the Board of Directors may elect to offer a gift or award for services rendered to any director, officer or individual who shall make meaningful contribution to the Corporation.

## **OFFICERS**

19. Roster of Officers: The Board of Directors, by Resolution, may, from time to time, appoint such officers as it deems necessary or appropriate to perform designated duties and functions. At a minimum, the Corporation shall have a President and Secretary.

20. President: The President shall preside at all board meetings, be responsible for preparing agendas for board meetings, and shall exercise parliamentary control in accordance with Robert's Rules of Order. The President shall have executive supervision over the activities of the Corporation with the scope provided herein. The President shall report annually on the activities of the Corporation and shall appoint members of committees not otherwise provided for. The President shall have such other powers as may be designated by the Board. The initial President shall be Richard S. Kearney and he shall serve until resignation, death or incapacity.

21. Secretary: The Secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or these By-Laws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws.

22. Designation of Executive Director: The Board of Directors may, in its discretion, by Resolution, designate other officers such as an "Executive Director". Such officers, if so designated, shall have such authority as may be granted from time to time by the Board of Directors.

23. Selection and Removal of Officers: All officers shall serve indefinite terms. As a general rule, the Board of Directors shall review its officers once a year for the purpose of considering whether or not to keep or replace them (but this review, however, is not mandatory). An officer shall remain in office until his or her successor has been selected. Any officer elected or appointed to office may be removed by the Board of Directors whenever in their judgment the best interests of this Corporation will be served. Such removal, however, will be without prejudice to any relevant contract rights of such Officer.

## **INFORMAL ACTION**

24. Waiver of Notice: Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these By-Laws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of members, specify the general nature of the business to be transacted.

25. Action by Consent: Any action required by law or under the Articles of Incorporation or by these By-Laws, or any action which otherwise may be taken at a meeting of the Board of Directors, may be taken without a meeting by a consent in writing, setting forth the action so taken, and is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all directors in office, and filed with the secretary of the Corporation.

### **COMMITTEES**

26. Appointment of Committees: The Board of Directors may from time to time designate and appoint one or more standing committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors.

27. Executive Committee: the officers of this Corporation as designated in the By-Laws (or, subsequently, by Resolution of the Board of Directors) shall constitute the executive committee. The Board of Directors may (if it so chooses) adopt a Resolution appointing other persons to serve on the Executive Committee. The President shall act as chairperson of the executive committee. The Executive Committee may assist the President in preparing agendas for upcoming meetings of the Board of Directors and shall have such other authority as may be given to it from time to time by Resolution of the Board of Directors.

### **OPERATIONS**

28. Inspection of Books and Records: All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

29. Loans to Management: This Corporation will make no loans to any of its Directors or Officers.

30. Execution of Documents: Except as otherwise provided by law, checks, drafts, and orders for the payment of money of this Corporation shall be signed by any two persons who have previously been designated by a Resolution of the Board of Directors. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by one or more persons who have been authorized and directed to do so by the Board of Directors. No contract shall be valid unless it is authorized or ratified by a properly adopted Resolution of the Board of Directors.

### **AMENDMENTS**

31. The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation). Articles of Incorporation must be adopted in accordance with Florida Law. The By-Laws may be amended at any time by a vote of the majority of directors at a meeting where a quorum is present.

## **PUBLIC STATEMENTS**

32. Authority to Make Statements: No person, except for the President or the Executive Director (if one has been appointed by the Board of Directors), 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 first having obtained the approval of the Board of Directors.

33. Limitation on Statements: 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 confine his/her presentation only to those matters which have been properly approved by the Corporation. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

## **INDEMNIFICATION**

34. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.)

## **DISSOLUTION**

35. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

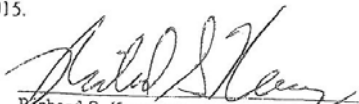
UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
CESC, INC.

The undersigned, constituting all of the members of the Board of Directors (the "Board"), of CESC, INC., a Florida not-for-profit corporation (the "Corporation"), in accordance with Florida law and the provisions of the By-Laws of the Corporation and hereby adopt and consent to the following actions and resolutions in lieu of an organizational meeting:


Resolved, that the Corporation acknowledges that Exhibit "A" constitutes the duly formed By-Laws of the Corporation.

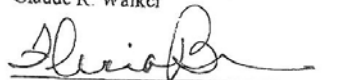
Resolved further, that the Corporation hereby unanimously approves the By-Laws as set forth in Exhibit "A" without the need for further meeting, discussion, or deliberation by the Board.

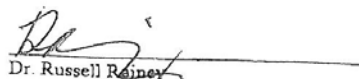
Dated this 5<sup>th</sup> day of October, 2015.

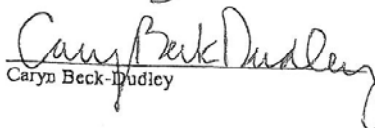
  
Richard S. Kearney

  
Sherry Thompson

  
Claude R. Walker

  
Flecia Braswell

  
Dr. Russell Rainey

  
Caryn Beck-Dudley