

THIRD AMENDED AND RESTATED
BYLAWS
OF
BURNT ORANGES, INC.
A FLORIDA NOT-FOR-PROFIT
CORPORATION

EFFECTIVE AS OF JANUARY 5, 2018

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BURNT ORANGES, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

ARTICLE I: DEFINITIONS

“Act” means the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as it may be amended, modified, supplemented or restated, and any succeeding legislation thereto, all as the same shall be in effect from time to time.

“Articles” means the Corporation’s Amended and Restated Articles of Incorporation filed with the Secretary of State of the State of Florida, as they may be amended, modified, supplemented or restated from time to time.

“Board” means the Corporation’s Board of Directors.

“Bylaws” means these Third Amended and Restated Bylaws of Burnt Oranges, Inc. as they may be amended, modified, supplemented or restated from time to time.

“Corporation” means Burnt Oranges, Inc., a Florida not-for-profit corporation.

“Director” shall mean any and all members of the Board.

“Immediate Past President” shall have the meaning set forth in Section 6.02.

“Majority” means more than fifty percent (50%) of the relevant constituency.

“Officer” means any and all persons elected or appointed as an officer by the Board to manage the daily operations of the Corporation.

“Person” shall be construed as broadly as possible and shall include a corporation, a trust, an association, a partnership (including a general partnership, a limited partnership and a limited liability partnership), a joint venture, an unincorporated organization, a business, an individual or natural person, a joint stock company, a limited liability company, a governmental authority or any other entity.

“Proxy” means a person who is designated by a Director to represent that individual at a meeting.

“President” shall have the meaning set forth in Section 6.02.

“Quorum” means the minimum number of Directors that must be present in order for the Corporation’s Board to transact business.

“Secretary” shall have the meaning set forth in Section 6.02.

“Treasurer” shall have the meaning set forth in Section 6.02.

“Vice-President” shall have the meaning set forth in Section 6.02.

ARTICLE II: AMENDMENT AND RESTATEMENT; EFFECTIVE DATE

These Amended and Restated Bylaws hereby amend and restate all prior bylaws of the

Corporation, and are effective as of January 5, 2018 (the “Effective Date”). All prior bylaws of the Corporation are null, void, and of no further force or effect from and after the Effective Date.

ARTICLE III: PURPOSE

The Corporation is organized for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and for the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The specific purposes of this corporation are: to advance radical self-expression, interactive art, and positive social change, and to engage in any other lawful activities permitted under the Act. The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes, this corporation being formed for such charitable purposes only. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, and shall not carry on any activity prohibited by or inconsistent with the Corporation’s Articles.

ARTICLE IV: OFFICES

The Corporation shall have such physical offices as the Board determines from time to time.

ARTICLE V: DIRECTORS

Section 5.01 Qualification.

Directors must be natural persons who are eighteen (18) years of age or older but need not be residents of Florida. Directors must fulfill any other qualifications as may be required by the Board.

Section 5.02 Function and Powers.

All corporate powers shall be exercised by or under the authority of the Board. The Corporation’s business and affairs shall be managed under the direction of the Board.

Section 5.03 Compensation.

No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. Nothing in these Bylaws precludes any Director from serving the Corporation in any other capacity and receiving proper compensation for such service, from receiving reimbursement of such out-of-pocket expenses as may be determined by resolution of the Board to be reasonable and appropriate, or from receiving payment for services provided to the Corporation by any organization with which a Director is affiliated.

Section 5.04 Number.

The Board will consist of at least three (3) Directors at all times. Until changed by resolution of the Board, the Board shall consist of four (4) Directors.

Section 5.05 Election and Term.

As of the Effective Date, the Directors of the Corporation are: Benjamin Slayter, Sara Overstreet, Morgan Patten, and Jennifer Boyer (the “**2018 Directors**”). The first term for each of the 2018 Directors shall end on the following dates: on January 5, 2019, for Jennifer Boyer and Morgan

Patten; on January 5, 2020, for Sara Overstreet; and on January 5, 2021 for Benjamin Slayter. Each of the 2018 Directors may stand for re-election for one additional term of 3 years. Except with respect to the length of the initial term for each of the 2018 Directors as set forth above, each Director shall serve for a term of 3 years from the date of his or her election as Director, and no Director shall serve for more than 2 consecutive terms without the consent of a Majority of the other Directors except as provided herein. At the end of each Director's term, the Director shall be subject to re-election. The election of any Director shall be by the affirmative vote of a Majority of the remaining Directors.

Section 5.06 Removal, Resignation and Vacancies.

- (A) **Procedures for Removal of Directors.** In the event of death, such Director shall be immediately removed as a Director of the Corporation and the Board shall take all necessary or desirable actions to reduce the size of the Board to reflect such removal or to fill the vacancy created by the removal of the Director. Any one or more of the Directors may be removed with or without cause, by a Majority of the other Directors. Removal of a Director or appointment of a Director shall not of itself create contract rights.
- (B) **Resignation.** A Director may resign at any time by delivering written notice to the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- (C) **Method of Filling Vacancies.** Any vacancy occurring in the Board, including any vacancy created by reason of an increase in the number of Directors, may be filled by the affirmative vote of a Majority of the Directors. A Director elected to fill a vacancy shall hold office until the end of the vacated term or until such Director's earlier resignation, removal from office, or death, and such vacated term shall be considered the new Director's first term.

Section 5.07 Quorum and Voting.

A Majority of the then-existing Directors prescribed by these Bylaws constitutes a Quorum for the transaction of business. If a Quorum is present when a vote is taken, the affirmative vote of a Majority of the then-existing Directors is an act of the Board.

Section 5.08 Executive and Other Committees.

The Board shall have the right to designate from time to time executive committees of the Board to serve at the pleasure of the Board. Such executive committees shall have the full power and authority of the Board and shall act in the place and stead of the Board on all matters delegated to such executive committee, except as to any matters that cannot be delegated by law.

Section 5.09 Notice of Meetings.

Annual and regular meetings of the Board may be held without notice of the date, time, place or purpose of the meeting, other than the resolution or resolutions fixing the schedule of such meetings. At least two (2) days before a special meeting, written notice of the time and place of such meeting of the Board shall be given to each Director in person or by first-class mail, e-mail, facsimile, or other electronic transmission. Notice of an adjourned meeting of the Board shall be given to Directors who were not present at the time of adjournment and, unless the time and place of the adjourned meeting

are announced at the time of adjournment, to the other Directors.

Section 5.10 Waiver of Notice.

Notice of a meeting of the Board 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 any and all 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 5.11 Presumption of Assent.

A Director of the Corporation who is present at a meeting of the Board or a committee of the Board when corporate action is taken is presumed to have assented to the action unless such Director votes against it or expressly abstains from voting on the action taken, or such Director objects at the beginning of the meeting to the holding of the meeting or transacting specific business at the meeting.

Section 5.12 Participation in Meeting by Conference Call.

Except as provided herein, members of the Board may participate in a meeting of the Board by conference call or similar means of communication through 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. Members of the Board must attend quarterly meetings, including the annual meeting, in person.

Section 5.13 Action Without a Meeting.

Any action required or permitted to be taken at a Board meeting or a meeting of a committee of the Board may be taken without a meeting if (i) each of the Directors, or each of the members of the committee, as the case may be, consents in writing to the action, (ii) the consent sets forth the action to be taken, and (iii) the consent is filed in the minutes of the proceedings of the Board or of the committee. The consents may consist of one (1) or more writings and such written consents shall have the same effect as a unanimous meeting vote.

Section 5.14 Director Conflicts of Interest.

No contract or other transaction between the Corporation and one (1) or more of its Directors or any other corporation, firm, association, or entity in which one (1) or more of its Directors are Directors or Officers or are financially interested shall be either void or voidable because of such relationship or interest, because such Director or Directors are present at the meeting of the Board or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because the votes of such Director or Directors are counted for such purpose, if:

- (A) The fact of such relationship or interest is disclosed or known to the Board or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors, all in the manner provided by law; or
- (B) The contract or transaction is fair and reasonable as to the Corporation at the time it is

authorized by the Board or a committee.

Section 5.15 Duties of Directors.

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

ARTICLE VI: OFFICERS

Section 6.01 Officers.

The Directors shall elect one or more individuals to serve as the President, Treasurer and Secretary of the Corporation. These Officers may be, but need not be, Directors of the Corporation. The President shall have the authority to appoint additional Officers of the Corporation as he or she deems appropriate in the future, whether such appointment occurs at an annual or special meeting of the Board, or by written notice in lieu thereof, and whether or not such appointment shall occur because of the existence of a vacancy of a position arising for any reason.

Section 6.02 Duties.

The following Officers of the Corporation shall have the following duties:

- (A) **President.** The President shall be the Corporation's Chief Executive Officer, shall have general and active management of the Corporation's business and affairs, subject to the directions of the Board, and shall preside at all meetings of the Board.
- (B) **Vice President.** If appointed by the President, the Vice President shall have such powers and perform such duties as may from time to time be prescribed by the Board or by the President. In the event of the absence or disability of the President, the Vice President shall succeed to the President's power and duties in the order designated by the Board. The Vice President shall manage internal operations of the Corporation and serve as a liaison between the President and other Officers and Directors of the Board.
- (C) **Secretary.** The Secretary shall attend all meetings of the Board, record all proceedings of such meetings in the Corporation's minute book, and authenticate the Corporation's records. The Secretary shall (i) have custody of and maintain all of the Corporation's corporate records (other than the financial records), and (ii) perform such other duties as may, from time to time, be prescribed by the Board or by the President.
- (D) **Treasurer.** The Treasurer shall (i) have custody of and be responsible for all of the Corporation's funds and securities, (ii) keep full and accurate accounts of receipts and disbursements, (iii) receive and give receipts for monies due and payable to the Corporation, and deposit monies in the Corporation's name in the depositories designated by the Board, and (iv) perform all other duties as may, from time to time, be prescribed by the Board or the President. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in the sum and with the

surety or sureties that the Board determines.

Section 6.03 Compensation.

The Board from time to time shall fix the salaries, if any, of the Officers. The President has the authority to fix the salaries of all of the Corporation's employees other than Officers elected or appointed by the Board.

ARTICLE VII: INDEMNIFICATION

The Corporation shall indemnify each of its Directors and Officers and former Directors and Officers as set forth in Section X of the Articles. The Corporation shall indemnify each of its subsidiaries' Directors and Officers and former Directors and Officers as set forth in Section X of the Articles.

ARTICLE VIII: DISTRIBUTION UPON DISSOLUTION

The property of this Corporation is irrevocably dedicated to charitable purposes meeting the requirements of Section 501(c)(3) of the Internal Revenue Code, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, trustee, officer, or member of this corporation, or to the benefit of any individual.

Upon the winding up and dissolution of this Corporation, and after paying and adequately providing for all debts and liabilities of the Corporation, the assets of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or to the federal government or a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Company is then 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.

ARTICLE IX: CORPORATE SEAL

The Board may adopt a corporate seal that has the Corporation's name inscribed thereon, and such seal may be a facsimile, engraved, printed or impression seal; provided, however, that in any event, the affixation of such seal shall not be required to authorize or validate any document entered into or adopted by the Corporation.

ARTICLE X: SECURITIES OF OTHER CORPORATIONS

Section 10.01 Voting Securities Held by the Corporation.

Unless otherwise ordered by the Board, the President has full power and authority on behalf of the Corporation to (i) attend any meeting of Security holders of other corporations in which the Corporation may hold Securities and to vote such Securities on behalf of the Corporation, (ii) execute any Proxy for such meeting on behalf of the Corporation, and (iii) execute a written action in lieu of a meeting of such other corporation on behalf of the Corporation. At such meeting, the President possesses and may exercise any and all rights and powers incident to the ownership of such Securities that the Corporation possesses. The Board, from time to time, may grant such power and authority to one (1) or more other persons and may remove such power and authority from the President or any

other Person or Persons.

Section 10.02 Purchase and Sale of Securities.

Unless otherwise ordered by the Board, the President has full power and authority on behalf of the Corporation to purchase, sell, transfer or encumber any and all Securities of any other corporation owned by the Corporation, and he or she may execute and deliver such documents as may be necessary to effectuate such purchase, sale, transfer or encumbrance. The Board, from time to time, may confer similar powers upon other Person or Persons.

ARTICLE XI: AMENDMENT AND MAJOR TRANSACTIONS

These Bylaws may not be amended or repealed and additional Bylaws may not be adopted, unless approved in writing by a Majority of the Directors. Any amendment, repeal or addition shall be approved in writing and attached to these Bylaws. The Corporation shall not liquidate, dissolve, wind up the Corporation; or consolidate or merge the Corporation into or with any other Person unless such actions are approved in writing by a Majority of the Directors.