

# **BYLAWS OF NO MORE STARVING ARTISTS FOUNDATION**

## **ARTICLE I - BUSINESS AND PURPOSE**

This corporation is organized exclusively for charitable religious, educational, and scientific purposes,, including, for such purposes, 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.

## **ARTICLE II - OFFICES**

The registered office of the Organization shall be located in the city of West Palm Beach, in the State of Florida. The Organization may also maintain offices at such other places within or outside of the State of Florida, as the Board of Directors may, from time to time, determine or deem necessary.

## **ARTICLE III - MEETING OF BOARD OF DIRECTORS**

### **ANNUAL MEETINGS:**

The annual meeting of the Board of Directors of the organization shall be held in December of each year at such date, time, and location as shall be determined, from time to time, by the Directors.

### **SPECIAL MEETINGS:**

Special meetings may be called by the Board of Directors or President of the organization and shall be held at such date, time, and location as shall be determined, from time to time, by the Board of Directors or officer calling said meeting.

### **PLACE OF MEETINGS:**

Meetings of the Board of Directors shall be held at the registered location of the organization, or at such other places, within or outside the State of Florida as the Directors may from time to time fix. This includes virtually or via email. It was voted on in February 2018 that a virtual/email can be an option. If no designation is made, the meeting shall be held virtually.

### **NOTICE OF MEETINGS:**

Written or printed notice of each meeting of board members, whether annual or special, signed by the President, Vice President, or Secretary, stating the time when and place where it is to be held, as well as the purpose or purposes for which the meeting is called shall be served either personally, by mail or by electronic communication including, but not limited to, electronic mail by or at the direction of the President, the Secretary, or the officer or the person calling the meeting, not less than 2 nor more than 12 days before the date of the meeting, unless the lapse of the prescribed time shall have been waived before or after the taking of such action, upon each shareholder of record entitled to vote at such meeting, and to any other board members to whom the giving of notice may be required by law. If mailed, such notice shall be deemed to be given when deposited in the United States mail, addressed to the shareholder as it appears on the share transfer records of the organization or to the current address, which a shareholder has delivered to the organization in a written notice.

Further notice of an annual or special meeting to a board member is not required under the following circumstances

- when notice of two consecutive annual or special meetings, and all notices of meetings or of the taking of action by written consent without a meeting of the shareholder during the period between those two consecutive annual meetings; or
- all, and at least two payments sent by first-class mail of dividends or interest on securities during a 12-month period have been mailed addressed to him or her at his or her address as shown on the records of the organization and have been returned undeliverable.

### **QUORUM:**

Except as otherwise provided herein, or by law, or in the Articles of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the "Articles of Incorporation"), a quorum shall be present at all meetings of shareholders of the Corporation, if the holders of a majority of the shares entitled to vote on that matter are represented at the meeting in person or by proxy.

The subsequent withdrawal of any board member from the meeting, after the commencement of a meeting, or the refusal of any Board of Directors represented in person or by proxy to vote, shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

Despite the absence of a quorum at any meeting of shareholders, the Board of Directors present may adjourn the meeting.

### **VOTING AND ACTING:**

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, any corporate action, the affirmative vote of the majority of shares entitled to vote on that matter and represented either in person or by proxy at a meeting of Board of Directors at which a quorum is present, shall be the act of the Board of Directors of the organization.

Except as otherwise provided by statute, the Certificate of Incorporation, or these Bylaws, at each meeting of Board of Directors, each Board of Directors of the organization entitled to vote thereat, shall be entitled to one vote registered in his/her name on the books of the organization.

Where appropriate communication facilities are reasonably available, any or all board members shall have the right to participate in any board meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

### **PROXIES:**

Each board member entitled to vote or to express consent or dissent without a meeting, may do so either in person or by proxy, so long as such proxy is executed in writing by the board member himself, his/her authorized officer, director, employee, or agent, or by causing the signature of the stockholder to be affixed to the writing by any reasonable means, including, but not limited to, a facsimile signature, or by his/her attorney-in-fact annexed thereto and duly authorized in writing. Every proxy shall be revocable at will unless the proxy conspicuously states that it is irrevocable and the proxy is coupled with an interest. An email, telegram, or similar transmission by the board member, or a photographic, photo static, or facsimile, shall be treated as a valid proxy, and treated as a substitution of the original proxy, so long as such transmission is a complete reproduction executed by the shareholder. If it is determined that the telegram, cablegram or other electronic transmission is valid, the persons appointed by the organization to count the votes of board member and determine the validity of proxies and ballots or other persons making those determinations must specify the information upon which they relied. No proxy shall be valid after the expiration of six months from the date of its execution, unless otherwise

provided in the proxy. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the board member. If any board member designates two or more persons to act as proxies, a majority of those persons present at the meeting, or, if one is present, then that one has and may exercise all of the powers conferred by the board member upon all of the persons so designated unless the board member provides otherwise.

**ACTION WITHOUT A MEETING:**

Unless otherwise provided for in the Articles of Incorporation, any action to be taken at any annual or special Board of directors' meeting, may be taken without a meeting, without prior notice, and without a vote if written consents are signed by a majority of the board members of the organization, except, however, if a different proportion of voting power is required by law, the Articles of Incorporation, or these Bylaws, and that proportion of written consent that is required. Such written consents must be filed with the minutes of the proceedings of the Board Member of the organization. Any meeting required or authorized to be held by these articles may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this/her section constitutes presence in person at the meeting.

## **ARTICLE IV - BOARD OF DIRECTORS**

**NUMBER, TERM, ELECTION AND QUALIFICATIONS:**

The Board of Directors all have the power, in the interim between annual and special meetings of the board members, to increase or decrease the number of Directors of the Organization. A Director need not be a board member of the Organization unless the Certificate of Incorporation of the Corporation or these Bylaws so require.

Except as may otherwise be provided herein or in the Articles of Incorporation, the members of the Board of Directors of the organization shall be elected at the first annual board members' meeting and at each annual meeting thereafter, unless their terms are staggered in the Articles of Incorporation of the Corporation or these Bylaws, by a plurality of the votes cast at a meeting of board members in the election.

The first Board of Directors shall hold office until the first annual meeting of board members and until their successors have been duly elected and qualified or until there is a decrease in the number of Directors. Thereafter, Directors will be elected at the annual meeting of board members and shall hold office until the annual meeting of the board members next succeeding his/her election, unless their terms are staggered in the Articles of Incorporation of the Organization (so long as at least one-fourth (1/4) in number of the Directors of the Organization are elected at each annual board member ' meeting) or these Bylaws, or until his/her prior death, resignation or removal. Any Director may resign at any time upon written notice of such resignation to the Organization.

All Directors of the organization shall have equal voting power unless the Articles of Incorporation of the Organization provide that the voting power of individual Directors or classes of Directors are greater than or less than that of any other individual Directors or classes of Directors, and the different voting powers may be stated in the Articles of Incorporation or may be dependent upon any fact or event that may be ascertained outside the Articles of Incorporation if the manner in which the fact or event may operate on those voting powers is stated in the Articles of Incorporation. If the Articles of Incorporation provide that any Directors have voting power greater than or less than other Directors of the Organization, every reference in these Bylaws to a majority or other proportion of Directors shall be deemed to refer to majority or other proportion of the voting power of all the Directors or classes of Directors, as may be required by the Articles of Incorporation.

## **DUTIES AND POWERS:**

The Board of Directors shall be responsible for the control and management of the business and affairs, property, and interests of the Organization, and may exercise all powers of the Organization, except such as those stated under Florida state law, in the Articles of Incorporation or by these Bylaws expressly conferred upon or reserved to the shareholders or any other person or persons named therein. The board shall be responsible for making all major and significant legal, tax, and financial decisions including, but not limited, to the following:

- Opening bank and brokerage accounts and establishing lines of credit, margin accounts, and other borrowing authority;
- Establishing written employment agreements and contractor agreements for a duration in excess of 2 year(s), or where the amount to be paid here under exceeds \$250.00 or where any portion of the compensation is based in any manner upon the Corporation's profitability or financial performance;
- Amendments to the Articles of Incorporation or Bylaws;
- Board member agreement, voting trusts, or proxies to which the Organization is a party;
- The purchase or sale of a business or significant interest therein;
- The purchase, sale, lease, or donation of property (real or personal, tangible or intangible) used in the operation of the business, including but not limited to office buildings/space, computer systems, vehicles, patents, trademarks, or copyrights;
- Reorganizations, mergers, and acquisitions;
- Loans, refinancing, and issuance of bonds;
- Declaration of dividends; stock splits; stock issuance; redemption or retirement of corporate shares;
- Liquidation or dissolution of the Organization;
- The establishment, termination, increase, or decrease in employee benefit plans including but not limited to pension and profit sharing plans; life, health medical, and dental insurance plans; child care plans; educational plans; or others; N/A at this current time.
- The initiation, defense, settlement, compromise, or termination of lawsuits and claims;
- Indemnification of Directors, Officers, or others;
- Change of Registered Agent or Registered Office;
- Filling vacancies on the Board of Directors or Officers;
- Establishing and terminating committees; appointing and removing members from committees;
- Salary and compensation matters pertaining to corporate officers; Ratification of prior corporate acts by Directors and Officers.

**REGULAR MEETINGS; NOTICE:**

A regular meeting of the Board of Directors shall be held either within or outside the State of Florida at such time and at such place as the Board shall fix. No notice shall be required of any regular meeting of the Board of Directors and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting when such time and place was fixed before such change, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in these Bylaws with respect to special meetings, unless such notice shall be waived in the manner set forth in these Bylaws.

**SPECIAL MEETINGS; NOTICE:**

Special meetings of the Board of Directors shall be held at such time and place as may be specified in the respective notices or waivers of notice thereof.

Except as otherwise required by statute, written notice of special meetings shall be mailed directly to each Director, addressed to him at his/her residence or usual place of business, or delivered orally, with sufficient time for the convenient assembly of Directors thereat, or shall be sent to him at such place by telegram, facsimile or email, or shall be delivered to him personally not later than the day before the day on which the meeting is to be held. If mailed, the notice of any special meeting shall be deemed to be delivered on the second day after it is deposited in the United States mail, so addressed, with postage prepaid. If notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. A notice, or waiver of notice, except as required by these Bylaws, need not specify the business to be transacted at or the purpose or purposes of the meeting.

Notice of any special meeting shall not be required to be given to any Director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

**CHAIRPERSON:**

The Chairperson of the Board, if any and if present, shall preside at all meetings of the Board of Directors. If there shall be no Chairperson, or he or she shall be absent, then the President shall preside, and in his/her absence, any other director chosen by the Board of Directors shall preside.

**QUORUM AND ADJOURNMENTS:**

At all meetings of the Board of Directors, or any committee thereof, the presence of a majority of the entire Board, or such committee thereof, shall constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or these Bylaws.

A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, whether or not a quorum exists. Notice of such adjourned meeting shall be given to Directors not present at time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors who were present at the adjourned meeting.

**MANNER OF ACTING:**

At all meetings of the Board of Directors, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he or she may hold.

Except as otherwise provided by law, by the Articles of Incorporation, or these Bylaws, action approved by a majority of the votes of the Directors present at any meeting of the Board or any committee thereof, at which a quorum is present shall be the act of the Board of Directors or any committee thereof.

Any action authorized in writing made prior or subsequent to such action, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation, shall be the act of the Board of Directors, or any committee thereof, and have the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board or committee for all purposes.

Where appropriate communications facilities are reasonably available, any or all directors shall have the right to participate in any Board of Directors meeting, or a committee of the Board of Directors meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

**VACANCIES:**

Unless otherwise provided for by the Articles of Incorporation of the Organization, any vacancy in the Board of Directors occurring by reason of an increase in the number of directors or by reason of the death, resignation, disqualification, removal, or inability to act of any director, or other cause, shall be filled by an affirmative vote of a majority of the remaining directors, though less than a quorum of the Board or by a sole remaining Director, at any regular meeting or special meeting of the Board of Directors called for that purpose, except whenever the shareholders of any class or classes or series thereof are entitled to elect one or more Directors by the Certificate of Incorporation of the Organization, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the Directors elected by such class or classes or series thereof then in office, or by a sole remaining Director so elected.

Unless otherwise provided for by law, the Articles of Incorporation or these Bylaws, when one or more Directors shall resign from the board and such resignation is effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote otherwise to take effect when such resignation or resignations shall become effective.

**RESIGNATION:**

A Director may resign at any time by giving written notice of such resignation to the Organization.

**REMOVAL:**

Unless otherwise provided for by the Articles of Incorporation, one or more or all the Directors of the Organization may be removed with or without cause at any time by a vote of two-thirds of the shareholders entitled to vote thereon, at a special meeting of the shareholders called for that purpose, unless the Articles of Incorporation provide that Directors may only be removed for cause, provided however, such Director shall not be removed if the Organization states in its Articles of Incorporation that its Directors shall be elected by cumulative voting and there are a sufficient number of shares cast against his/her or her removal, which if cumulatively voted at an election of Directors would be sufficient to elect him or her. If a Director was elected by a voting group of board members, only the board members of that voting group may participate in the vote to remove that Director.

**COMPENSATION:**

The Board of Directors may authorize and establish reasonable compensation of the Directors for services to the organization as Directors, including, but not limited to, attendance at any annual or special meeting of the Board.

**COMMITTEES:**

Unless otherwise provided for by the Articles of Incorporation of the Organization, the Board of Directors may from time to time designate from among its members one or more committees, and alternate members thereof, as they deem desirable, each consisting of one or more members, with such powers and authority (to the extent permitted by law and these Bylaws) as may be provided in such resolution. Unless the Articles of Incorporation or Bylaws state otherwise, the Board of Directors may appoint natural persons who are not Directors to serve on such committees authorized herein. Each such committee shall serve at the pleasure of the Board and, unless otherwise stated by law, the Certificate of Incorporation of the Organization or these Bylaws, shall be governed by the rules and regulations stated herein regarding the Board of Directors. Any meeting required or authorized to be held by this/her article may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in this/her meeting can hear each other. Participation in a meeting pursuant to this/her section constitutes presence in person at the meeting.

## **ARTICLE V - OFFICERS**

**NUMBER, QUALIFICATIONS, ELECTION AND TERM OF OFFICE:**

The Corporation's officers shall have such titles and duties as shall be stated in these Bylaws or in a resolution of the Board of Directors which is not inconsistent with these Bylaws. The officers of the Organization shall consist of a president, secretary, and treasurer, and also may have one or more vice presidents, assistant secretaries, and assistant treasurers, and such other officers as the Board of Directors may from time to time deem advisable. Any officer may hold two or more offices in the Organization.

The officers of the Organization shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of organization.

Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his/her election, and until his/her successor shall have been duly elected and qualified, subject to earlier termination by his/her or her death, resignation or removal.

**DESIGNATION OF OFFICERS:**

*Chairman of the Board* – The Chairman of the Board shall preside at the meetings of the board members and the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

*President* – The President shall be the chief executive officer of the organization and shall have active management of the business of the Organization. He or she shall execute on behalf of the organization all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly designated by the Board of Directors to some other officer or agent of the Organization.

*Secretary* – The Secretary shall act under the direction of the President and shall have custody of and maintain all corporate records except the financial records. He or she shall authenticate all non-financial records and documents of the Organization. Subject to the direction of the President he or she shall attend all meetings of the Board of Directors and all meetings of the stockholders and record the proceedings. He or she shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all annual and special meetings of the board members and Board of Directors, and shall perform such other duties as may be prescribed by the President or the Board of Directors.

*Treasurer* – The Treasurer shall act under the direction of the President. Subject to the direction of the President, he or she shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Organization. He or she shall deposit all monies and other valuable effects in the name and to the credit of the Organization in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Organization as may be ordered by the President of the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his/her transactions as the Treasurer and of the financial condition of the Organization.

**RESIGNATION:**

Any officer may resign at any time by giving written notice of such resignation to the Organization.

**REMOVAL:**

Any officer elected by the Board of Directors may be removed, either with or without cause, and a successor elected by the Board at any time, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

**VACANCIES:**

A vacancy, however caused, occurring in the Board and any newly created Directorships resulting from an increase in the authorized number of Directors may be filled by the Board of Directors.

**COMPENSATION:**

The compensation of the officers of the Corporation shall be fixed from time to time by the Board of Directors. Any meeting required or authorized to be held by this article may be conducted by means of a telephone conference or similar method of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

## **ARTICLES VI - BOOKS AND RECORDS**

**BOOKS AND RECORDS:**

The Corporation shall keep as permanent records the minutes of all meetings of its shareholders and Board of Directors; a record of all actions taken by the shareholders or 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 above named Organization. The Organization shall also continuously maintain accurate accounting records. Furthermore, the Organization shall maintain the following:

- A record of its shareholders in a form that permits preparation of a list of the names and addresses of all shareholders in alphabetical order by class of shares showing the number and series of shares held by each;
- The Organization's Articles or Restated Articles of Incorporation and all amendments thereto currently in effect;
- The Organization's Bylaws or Restated Bylaws and all amendments thereto currently in effect;
- Resolutions adopted by the Board of Directors creating one or more classes and fixing their relative rights, preferences, and limitations if shares issued pursuant to those resolutions are outstanding;
- The minutes of all board members' meetings and records of all actions taken by board member without a meeting, including the financial statements furnished to board members as maybe required under Florida law;



- A list of the names and business street addresses of the Organization 's current directors and officers; and
- A copy of the above named Organization's most recent annual report delivered to the Department of State for the Organization's State of Incorporation.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form.

#### **BOARD MEMBER'S INSPECTION RIGHTS:**

A board member of the Organization (including a beneficial owner whose shares are held in a voting trust or a nominee on behalf of a beneficial owner) may inspect and copy, during regular business hours at the Organization 's principal office, any of the corporate records required to be kept pursuant to these Bylaws, or the Articles of Incorporation, or as may be required by law, if said member gives the above named Organization written notice of such demand at least 12 business days before the date on which the shareholder wishes to inspect and copy. The foregoing right of inspection is subject, however, to such other restrictions as are applicable under Florida Law, including, but not limited to, the inspection of certain records being permitted only if the demand for inspection is made in good faith and for a proper purpose (as well as the board member describing with reasonable particularity the purpose and records desired to be inspected and such records are directly connected with the purpose). Notice as required herein shall be directed to the Secretary of the Organization.

#### **FINANCIAL INFORMATION:**

Unless modified by resolution of the members within 30 days of the close of each fiscal year, the Organization shall furnish the members annual financial statements required by state and federal law which may be consolidated or combined statements of the Organization and one or more of its subsidiaries as appropriate. This includes a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of cash flows for that year. If financial statements are prepared on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis. If the annual financial statements are reported on by a public accountant, said accountant's report shall accompany said statements. If said annual financial statements are not reported on by a public accountant, then the statements shall be accompanied by a statement of the president or other person responsible for the above named Organization 's accounting records (i) stating his/her reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and if not, describing the basis of preparation; and (ii) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year. The annual financial statements shall be mailed to each shareholder of the above named Organization within 30 days after the close of each fiscal year or within such additional time as is reasonably necessary to enable the above named Organization to prepare same.

## **ARTICLE VII - INDEMNIFICATION**

#### **RIGHT OF INDEMNIFICATION:**

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, hearing or suit, of any kind whether civil, administrative or criminal, by reason of the fact that he/she or a person of whom he/she is the legal representative is or was a director or officer of the Organization or is or was serving at the request of the Organization or for its benefit as a director or officer of another Organization, or as a representative in an enterprise of any kind, shall be indemnified and held harmless to the fullest extent legally permissible under the General Organization Law of the State of Florida. This indemnification shall include all expenses, liability, and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. The expenses of Officers and Directors incurred in defending a civil or criminal action, suit, or proceeding must be paid by the Organization as they are

incurred and in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director or Officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Organization. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaw, agreement, vote of board member, provisions of law, or otherwise, as well as their rights under this Article.

**INSURANCE FOR INDEMNIFICATION:**

The Board of Directors may direct the Organization to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Organization. Or on behalf of any person who is or was serving at the request of the Organization as a director or officer of the Organization, or is or was serving at the request of the Organization as a director or officer of another Organization, or as its representative in a partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Organization would have the power to indemnify such person.

**AMENDMENT:**

The Board of Directors may from time to time adopt further Bylaws with respect to indemnification and may amend these and such Bylaws to provide at all times the fullest indemnification permitted by the General Organization Law of the State of Florida.

**ARTICLE VIII - FISCAL YEAR**

The fiscal year of the Organization will end on January 18. Notwithstanding, the foregoing, the fiscal year shall be subject to change by the Board of Directors from time to time, subject to applicable law.

**ARTICLE IX - CORPORATE SEAL**

The corporate seal, if any, shall be in such form as shall be prescribed and altered, from time to time, by the Board of Directors. The use of a seal or stamp by the Organization on corporate documents is not necessary and the lack thereof shall not in any way affect the legality of a corporate document.

**BY SHAREHOLDERS:**

ATB Fine Art Group Inc.

**ARTICLE X - AMENDMENTS**

All Bylaws of the Organization shall be subject to alteration or repeal, and new Bylaws may be made, by a majority vote of the shareholders at the time entitled to vote in the election of Directors even though these Bylaws may also be altered, amended, or repealed by the Board of Directors.

**BY DIRECTORS:**

The Board of Directors shall have power to make, adopt, alter, amend, and repeal, from time to time, Bylaws of the Organization.

## **ARTICLE XI - WAIVER OF NOTICE**

Whenever any notice is required to be given by law, the Articles of Incorporation or these Bylaws, a written waiver signed by the person or persons entitled to such notice, whether before or after the meeting by any person, shall constitute a waiver of notice of such meeting.

## **ARTICLE XII - INTERESTED DIRECTORS AND OFFICERS**

No contract or transaction shall be void or voidable if such contract or transaction is between the Organization and one or more of its Directors or Officers, or between the Organization and any other Organization, partnership, association, or other organization in which one or more of its Directors or Officers are directors or officers, or have a financial interest, when such Director or Officer is present at or participates in the meeting of the Board, or the committee of the shareholders which authorizes the contract or transaction, or his/her, her, or their votes are counted for such purpose, if:

- the material facts as to his/her, her, or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee and are noted in the minutes of such meeting, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
- the material facts as to his/her, her or their relationship or relationships or interest or interests and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or
- the contract or transaction is fair as to the Organization as of the time it is authorized, approved or ratified, by the Board of Directors, a committee of the shareholders; or
- the fact of the common directorship, office, or financial interest is not disclosed or known to the Director or Officer at the time the transaction is brought before the Board of Directors of the Organization for such action.

Such interested Directors may be counted when determining the presence of a quorum at the Board of Directors' or committee meeting authorizing the contract or transaction.

## **ARTICLE XIII - ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT**

The Organization shall, within sixty days after the filing of its Articles of Incorporation with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of incorporation occurs each year, file with the Secretary of State a list of its President, Secretary, and Treasurer, and all of its Directors, along with the post office box or street address, either residence or business, and a designation of its registered agent in the state of Florida. Such list shall be certified by an officer of the Organization.

**APPROVED AND ADOPTED on 06/23/21.**

A handwritten signature in black ink, appearing to be "Chris Clark" with a stylized flourish at the end.

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(Secretary or President Signature)