



**AMENDED AND RESTATED
BYLAWS OF THE TAMPA BAY DEFENSE ALLIANCE, INC.**

**ARTICLE I
FORMATION**

The Tampa Bay Defense Alliance Inc. was formed on January 6, 2012 upon the filing of the Articles of Incorporation with the State of Florida.

**ARTICLE II
NAME**

The name of the organization shall be the Tampa Bay Defense Alliance Inc. (hereafter called "TBDA" or the "Corporation").

**ARTICLE III
LOCATION**

Section 1. Principal Office. The principal office of the TBDA shall be located in Hillsborough County, State of Florida, or at such other location as determined by the Board of Directors (collectively referred to herein as the "Board" or individually, "Director").

Section 2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Florida a registered office and a registered agent whose office is identical with such registered office, as required by the Florida Not-For-Profit Corporation Act, as the same may be amended from time to time (the "Act"). The registered office may, but need not be, identical with the principal office of the Corporation in the State of Florida, and the address of the registered office may be changed from time to time by the Board.

Section 3. Governing Law. The Corporation shall be governed by the laws of the State of Florida.

**ARTICLE IV
PURPOSE**

The purpose of the TBDA is to create, sustain and support a vibrant and engaged environment throughout the Tampa Bay economic region for the Tampa Bay Defense community where all team members speak with one voice, understand and cooperate with each other, to execute their roles in facilitating the accomplishment of TBDA's mission: To champion our defense community.



ARTICLE V NON-PROFIT STATUS

The TBDA is a 501(c)(3) corporation. No part of the net earnings of the TBDA shall inure to the benefit of any individual or member. The Corporation shall not engage in any transaction prohibited by Section 503 (c) of the Internal Revenue Code of 1954, as amended or any other statute of similar import. The TBDA shall not apply the accumulation of income in any manner which may subject it to a denial of an exemption as provided in Section 504 of the Internal Revenue Code of 1954, as amended, or any other statute of similar import. If, at any time, the TBDA shall cease to carry out the purposes as stated herein, all of the assets and property held by it, whether in trust or otherwise, shall, after payment of its liabilities, be paid over to an organization which itself has similar purposes and has established an appropriate tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

ARTICLE VI CONSTRUCTION AND TERMS

Section 1. Conflict of Terms. In any conflict between the provision of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Section 2. Enforcement. Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions of these Bylaws shall be unaffected by such holding.

ARTICLE VII BOARD OF DIRECTORS

Section 1. General Powers and Composition. The Corporation shall establish and review on an annual basis a policy regarding the composition of members of the Board ("Board Members") in order to serve the best interest of the Corporation. The property, affairs, activities and concerns of the Corporation shall be managed by the Board. The Officers of the Corporation shall be the President, Vice-President, Secretary, and Treasurer. Additionally, the Board shall be composed of the immediate past president of the Corporation and such additional Board Members as the Board, by resolution, may designate from time to time; provided, however, in no event shall the total number of Board Members exceed twenty-one (21) members. The Board may exercise all powers of the Corporation and perform all lawful acts and things which are not by law or by these Bylaws directed or required to be exercised or performed by the members of the Corporation. The Members of the Board shall be deemed, for all purposes and where necessary under applicable statutes and regulations of the State of Florida, to be the directors of the Corporation. The Corporation may choose to have one or more Board Member(s) for overseeing activities such as membership, programs, and other activities as approved by the Board. Notwithstanding the foregoing, in no event shall any Member of the Board, acting alone, take any action on behalf of the Corporation.

Section 2. Tenure. Board Members shall hold office for three (3) years from the date of election and may hold office for a maximum of two (2) consecutive three (3) year terms, but may be re-elected one year from the expiration of the Director's second term.



Section 3. Voting Ex-officio Members. At the discretion of the Board, individuals may be appointed as designated Board Members by virtue of the position said individual occupies in a governmental organization/institution. The person appointed must continue to serve in such position during his/her tenure as a Board Member, and may serve an unlimited number of terms as a designated Board Member. Notwithstanding his or her status as an employee, an Executive Director of the Corporation shall be designated as a Voting Ex-officio Member of the Board.

Section 4. Representation. The Corporation is committed to a policy of fair representation on the Board, which does not discriminate on the basis of race, national origin, or physical handicap, sex, color, religion, sexual orientation or age.

Section 5. Responsibilities. The Board of the Corporation shall establish the policies of the Corporation within the framework of the Articles of Incorporation and these Bylaws. The Board shall have all authority accorded to directors pursuant to the Act, including, without limitation, the authority to establish committees and to delegate authority to those committees as may be necessary to carry out the projects of the Corporation and to select members to those committees. The Board may set out policy guidelines for use by staff and committees. As a condition to continued membership on the Board, Board Members shall commit to raise contributions in an amount not less than \$2500.00 annually (the "Annual Fundraising Commitment"). Donations in the form of other goods and services of equal or greater value may be provided in lieu of the Annual Fundraising Commitment.

Section 6. General Standards of Conduct for Directors.

- (a) A Director shall discharge his/her duties as a director, including his/her duties as a member of a committee;
- (b) In good faith;
- (c) With the care an ordinary prudent person in a like position would exercise under similar circumstances;
- (d) In a manner she/he reasonably believes to be in the best interest of the Corporation;
- (e) In discharging his/her duties, a Director may rely on information, opinions, reports, or a statement and other financial data, if prepared by or presented by:
 - (i) One or more officers, employees of, or contractors employed by the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
 - (ii) Legal counsel, public accountant, or other persons as to matters the Director reasonable believes are within the person's professional or expert competence;
 - (iii) A committee of the Board of which he/she is not a member if the Director reasonable believes the committee merits confidence;
 - (iv) A Director is not acting in good faith if he/she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted.
- (f) A Director shall not be liable for any action taken as a director, or any failure to take action, if he/she performed the duties of his office in compliance with this Section 6.

Section 7. Exclusion. No paid employee other than an Executive Director of the Corporation may serve as voting member of the Board.



Section 8. Resignation. A Board member may resign their position at any time with notice to the Board.

Section 9. Election. The election of Board Members shall be held at the Annual Meeting of the Board. Each Board Member shall hold office beginning October 1, (the commencement date; concurrent with the beginning of the fiscal year). The Board, or a nominating committee established by the Board, shall prepare a slate of the individuals nominated at least thirty (30) days prior to the Annual Meeting, which shall be included in the notice of Annual Meeting and provided to all Board Members in accordance with the notice provisions herein.

Section 10. Removal. Any Board Member who is absent three (3) consecutive meetings during the fiscal year without an excuse satisfactory to the Board as a whole may be removed by a majority vote of all other Board Members present and voting at the meeting. Such vote may occur at any regular or special meeting, provided that written notice is sent to all Board members not less than seven (7) days before such meeting, and that such notices shall specify that a vote for the removal of a Director will be considered at such meeting and shall identify the Director whose removal is to be voted upon.

Section 11. Vacancies. Any vacancy on the Board may be filled, for the remaining term of the predecessor, by the affirmative vote of the majority of the remaining Board Members, even though the remaining Board Members constitute less than a quorum or by the sole remaining Board Member, as the case may be.

Section 12. Authorization. The Board, except as otherwise provided in these Bylaws, may by resolution, authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific purposes. Unless so authorized, no officer, agent, contractor or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or in any amount.

Section 13. Compensation. No compensation will be paid to any member of the Board for services as member of the Board.

ARTICLE VIII MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. The Board shall meet no less than four (4) times per year, but may meet with greater frequency, as deemed necessary by the Board, to conduct the business of the Corporation. The Annual Meeting of the Board shall be held within sixty (60) days of the end of the fiscal year.

Section 2. Special Meetings. Special Meetings of the Board may be called at any time by the President or, in his/her absence, by the Vice President, or upon written receipt of a request signed by at least five (5) Directors.



Section 3. Annual Meetings. Annual Meetings shall be held in accordance with Section 1 above on a day and time specified by the Board. The Annual Meeting shall be held at the principal office of the Company or at such other place within the State of Florida as may be determined by the Board and designated in the notice of such meeting. Non-Voting Members (as defined in Article XIII herein) shall be given notice of and the opportunity to attend Annual Meetings, Regular Meetings and Special Meetings of the Company.

Section 4. Notice of Meetings. Notice of all meetings of the Board shall be provided to each Director and Non-Voting Member at least seven (7) days prior to the day such meeting is to be held. Whenever notice of a meeting is required, written notice stating the place, day and hour of the meeting shall be delivered to each Board Member either personally, or by first-class United States mail, email, facsimile or other form of electronic communication, or by private mail carriers handling nationwide mail services, to the Director's business address of record. Any Board Member may waive notice of any meeting, either before, at, or after such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and so states at the beginning of the meeting or promptly upon arrival at the meeting.

Section 5. Quorum. Fifty percent (50%) of the filled Directors' positions on the Board shall constitute a quorum for the transaction of business at any meeting of the Board. The Board may take action by a majority vote of those Board Members present and voting, unless a greater number is specified by these Bylaws. Participation by telephone or video conference shall be the equivalent to presence in person at any meeting for purposes of determining if a quorum is present and for all other purposes. Each Board Member present will be entitled to one (1) vote.

Section 6. Action by Written Consent. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed to by the consensus of a quorum. For purposes of this section, an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board to use email to approve actions, as long as a quorum of Board Members provides consent.

Section 7. Manner of Meeting. Meetings of the Board and committees of the Board may be conducted by any available means, including all electronic forms of communication that allow participants to communicate simultaneously, or within a stated time frame.

Section 8. Parliamentary Procedures. Robert's Rules of Order, Revised, shall govern all meetings of the Corporation where not inconsistent with these Bylaws and where these Bylaws are otherwise silent.

ARTICLE IX OFFICERS

Section 1. Officers. The Officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, who will be selected and elected by a majority vote of the Board.

Section 2. Election. All officers shall be elected by the Board by a majority vote at the Annual Meeting of the TBDA.



Section 3. Removal. Any officer may be removed with cause by the Board by a vote of two- thirds of all of the Board Members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board Member and to all affected officers at least seven (7) days prior to any action.

Section 4. Vacancy. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any office shall be filled by the Board. In the event of a vacancy in office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

Section 5. Term of Office. Each officer will serve a one (1) year term and may be re-elected to that office for an additional term for so long as he/she is eligible to be a member of the Board. Each officer shall hold office until his/her successor has been duly elected.

Section 6. President. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board. The President shall be an ex-officio member of all committees established by the Board. The President shall have such usual authority of supervision and management as may pertain to the office of the President, and perform such other duties as may be designated by the Board. The President shall communicate to the Corporation or the Board such matters and make such suggestions as may in the President's opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the president. The President shall make the Directors aware of all grant applications and contracts outside of the scope of the business plan and budget.

Section 7. Vice President. The Vice President shall have the responsibility of acting in the absence or disability of the President and shall perform such duties as may be assigned to him/her by the President. In the absence of the President, the execution of any instrument by the Vice President on behalf of the Corporation shall have the same force and effect as if the same was executed by the President on behalf of the Corporation.

Section 8. Secretary. The Secretary shall be responsible for overseeing the Corporation's records and legal documents relating to the business of the Corporation, except those financial records that are the province of the Treasurer. It shall be the duty of the Secretary to keep a record of all votes, resolutions and the proceedings of all meetings as directed by the Board; to prepare, if required by the Board, an annual report of the transactions and condition of the Corporation; and generally to devote best efforts to forwarding the business and advancing the interests of the Corporation. In addition, it shall be the duty of the Secretary to provide notices of all meetings of the Corporation; to conduct all correspondence and to carry into execution all orders, votes and resolutions not otherwise committed; to oversee the Corporation's website; to keep a list of the members of the Corporation; to notify the Members of the Corporation of their nomination and/or election; and, at the request of Committee Chairs, to give notice of the meetings of committees; and generally to devote best efforts to forwarding the business and advancing of the interests of the Corporation. The Secretary shall be entitled to use administrative staff and agents to assist with correspondence, meetings, membership lists and notices, including the preparation and delivery of notices to Corporation members. The secretary shall be responsible for making complete and accurate records of the proceedings at each



meeting of the Board, and shall transcribe the records into minutes reflecting those proceedings within ten (10) days following each meeting, and submit them to the President for proper distribution by staff. The Board may appoint an assistant or recording secretary who need not be a member of the Board and who will perform the duties and assume the responsibilities of the Secretary, as set forth under the general direction of the Secretary or the President.

Section 9. Treasurer. The Treasurer shall assist the President with accounting policies and procedures and monitor the fiscal records of the Corporation, and shall be responsible for ensuring timely reporting to funding agencies and all appropriate government entities. The Treasurer shall have custody of all funds of the Corporation and other valuable effects, and shall keep full and accurate accounts of all monies received and expended for the use of the Corporation in books belonging to the Corporation. The Treasurer shall deposit all funds and other valuable effects in the name and to the credit of the Corporation in such bank or banks as may be designated from time to time by the Board, and make a report of all transactions as Treasurer and of the financial condition of the Corporation, at the Board meetings and annual meeting of the Members of the Corporation or when called upon by the President. The funds, books and vouchers in the hands of the Treasurer shall at all times be under the supervision of the Board and subject to its inspection and control. At the expiration of the Treasurer's term of office, the Treasurer shall deliver over to the Treasurer-elect all books, records, monies and other property, or, in the absence of a Treasurer-elect, to the President. The Treasurer shall be entitled to use administrative staff and agents to assist with correspondence, meetings, and ongoing compliance with accounting procedures and requirements, including the preparation and delivery of reports and notices to Corporation members. The Treasurer shall present to the Board a monthly summary and an annual, itemized report of all records and funds and shall present a summarized report at the Annual Meeting and at any other time as determined appropriate by the Board.

Section 10. Additional Powers. The officers of the Corporation, in addition to the power conferred upon him/her by these Bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board.

ARTICLE X

POWERS AND RESPONSIBILITIES

Section 1. Indemnification. The Corporation shall, to the extent legally permissible, indemnify each person who currently serves or who has served at any time as an officer, director, or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not, at that time, parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of



persons entitled to indemnification hereunder. The right of indemnification under this Section shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Section which adversely affects the right of an indemnified person under this Section shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person. This Section constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Section which adversely affects the right of an indemnified officer, director, or employee under this Section shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal. The Corporation shall purchase or procure insurance for the purposes set forth above.

Section 2. Records. The Corporation shall keep correct and complete books and records of accounts, and minutes for meetings of the Board and committees. Every director shall have the right at any reasonable time, upon not less than forty-eight (48) hours prior written notice to the President, to inspect all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have other rights to inspect the books, records, and properties of this Corporation as may be required under the Corporation's Articles of Incorporation, other provision of these Bylaws, and provisions of applicable law.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be October 1 through September 30.

Section 4. Dissolution. Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets by giving them to one or more corporations organized and operated exclusively for charitable, educational, religious or scientific purposes and that at that time qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 as it now exists or as it may hereafter be amended or under a successor statute, as the Board shall determine in its sole discretion. Any such assets not so disposed of shall be disposed of as provided by a court of competent jurisdiction.

Section 5. Conflicts of Interest. For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, Corporation, trust, partnership, limited liability entity, firm, person or other entity other than the organization. No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

- (a) The interest of such officer or director is fully disclosed to the Board.
- (b) Such transaction is duly approved by the Board not so interested or connected as being in the best interests of the organization. Payments to the interested officer or director are reasonable and do not exceed fair market value.
- (c) No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.



- (d) The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

The Board shall adopt a policy governing Director, Officer and employee conflicts of interest.

Section 6. Internal Audits. The Board shall cause an internal audit to be performed on a quarterly basis. The Board shall designate an audit committee, whose membership shall include at least one (1) individual not currently serving on the Board, to provide oversight of: (a) the management of the Corporation's systems of internal controls and risk management; (b) the integrity of the Corporation's financial statements; (c) the Corporation's compliance with legal and regulatory requirements, and; (d) ethical standards, and the engagement, independence and performance of independent auditors. The Board shall establish policies and procedures governing the audit committee in accordance with the procedures set forth herein.

ARTICLE XI COMMITTEES AND ADVISORY GROUPS

Section 1. Standing Committees. The Board shall designate such standing committees that are necessary and prudent to the governance and development of the Corporation, and charge each committee with its objective on not less than an annual basis.

Section 2. Other Committees. The Board may, from time to time, designate such other committees with specific purposes and objectives as are necessary and appropriate. The committees may consist of persons who are not members of the Board and will act in an advisory capacity to the Board.

Section 3. Committee Records. Each committee shall prepare written minutes or summaries of each meeting within ten (10) days following each meeting, and submit the same to the President for proper distribution.

Section 4. Advisory Group. The advice and counsel of retired flag officers, senior government civilians, community leaders and senior representatives of the defense industry shall be solicited as appropriate.

ARTICLE XII FINANCIAL ADMINISTRATION

Section 1. Authorized Signatures. Such persons shall sign all contracts, checks, notes, drafts and other orders for the payment of money as the Board from time to time may authorize.

Section 2. Financial Records. The financial records of the Corporation shall be kept in a manner generally deemed acceptable for such organizations and consistent with General Accepted Accounting Principles ("GAAP").

Section 3. Obligations. All obligations incurred by the Corporation shall be solely the TBDA's obligations. No personal liability whatsoever shall attach to, or be incurred by any Board Member, Non-Voting Member, or Officer of the Corporation.



Section 4. Administrative Expenses. The necessary routine administrative expenses of the Corporation shall be met from the proceeds of Corporation's meetings and activities. Expenses for specific projects not directly related to the business and policy aspects of government-industry interface (e.g., scholarships, charitable donations) will be paid for principally from the proceeds of events that are expressly advertised as a fundraiser (e.g., golf tournament).

Section 5. Endowment Funds. The Corporation shall have the right to establish an Endowment Fund. The Board, or a duly appointed committee thereof, shall establish, govern, and approve any changes in the use of the Endowment Fund or administrative procedures for the Endowment Fund.

ARTICLE XIII MEMBERSHIP

Section 1. Membership. The members of the Corporation shall consist of companies, organizations, and other non-affiliated individuals who support the TBDA's mission and objectives and have made a contribution and/or paid dues to the Corporation ("Non-Voting Member"). Non-Voting Members of the TBDA may include public organizations and individuals, as determined appropriate by the Board. Employees of Non-Voting Member companies or organizations shall be eligible for the benefits of such companies' membership. All Non-Voting Members shall participate in the identification of issues and recommendation of initiatives that support the mission and objectives of the Corporation

Section 2. Annual Dues. Non-Voting Members shall pay annual dues to the Corporation, when invoiced, for each calendar year. The categories of membership and schedule of membership dues and/or contributions for Non-Voting Members shall be determined by the Board from time to time, as appropriate. New member dues shall be payable upon application for membership in the Corporation. During the first year of membership, the new member dues may be prorated to an amount determined in the discretion of the Board. Continued membership is contingent upon being up-to-date on membership dues. The Board may elect to allow reciprocal memberships with organizations with similar or complementary missions in lieu of dues.

Section 3. Resignation or Termination of Non-Voting Members. Any Non-Voting Member may resign by providing written notice of such resignation to the Board. A Non-Voting Member's resignation or termination shall not relieve such Member's obligation for unpaid dues or other charges previously accrued. A Non-Voting Member may have their membership terminated by a majority vote of the Board.

Section 4. Rights of Non-Voting Members. Non-Voting Members shall have, for the duration of membership, all of the rights, privileges and powers established by the Board for the membership level or category at which the Non-Voting Member joins the TBDA, or as may be specified by the Board from time to time. Members of TBDA shall not, however, be "Members" as that term is defined and used in the Florida Not For Profit Corporations Act and shall not have rights, including the right to vote or have meetings, as described in that Act.

ARTICLE XIV AMENDMENTS TO THE BYLAWS

Section 1. Amendments. The Board may amend these Bylaws to include or omit any provision that may be lawfully included or omitted at the time the amendment is made. Upon written notice, via mail or by



electronic means, of at least thirty (30) days, any number of amendments or an entire revision of these Bylaws may be submitted and voted upon at a single meeting of the Board. Such Amendment(s) shall be adopted at such meeting upon receiving a majority vote of the Board Members in office at the time.

Section 2. Approval. These Bylaws and any amendments thereto shall be effective when signed by the President, acting with the approval of the Board.

ARTICLE XV MISCELLANEOUS

Section 1. Government Employee. In the event that the Corporation has paid employee(s), no government employee shall serve as a paid employee of the TBDA.

Section 2. Use of Logo. Only those members of the TBDA conducting official business of the Corporation are authorized to use the TBDA logo.

Section 3. Membership List. Contact information for Members shall be used only for TBDA purposes and shall not be made available to any other organization for any purpose without express written authorization from said Member.

Section 4. Seal. The Corporation has approved and adopted a corporate seal. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

Section 5. Invalid Provisions. If any one or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

The foregoing are adopted as the Amended and Restated Bylaws of Tampa Bay Defense Alliance, Inc., a Florida not for profit corporation, by the Board on the ____ day of _____, 2016.

By: _____
Print Name: _____
President of Tampa Bay Defense Alliance, Inc.



CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BYLAWS

I, the undersigned, as the duly elected Secretary of Tampa Bay Defense Alliance, Inc., do hereby certify that the foregoing Amended and Restated Bylaws were approved and adopted by the Board as the Amended and Restated Bylaws of Tampa Bay Defense Alliance, Inc., as required by Article XIV of the Bylaws of Corporation.

By: _____
Print Name: _____
Secretary of Tampa Bay Defense Alliance, Inc.