
**BYLAWS OF THE
FLORIDA BLOCKCHAIN BUSINESS ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

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ARTICLE 1
ESTABLISHMENT OF FLORIDA BLOCKCHAIN BUSINESS ASSOCIATION, INC.

- 1.1 **Corporate Formation and Taxation.** The initial Directors have formed a Florida not for profit corporation named the Florida Blockchain Business Association, Inc. (the “**Corporation**”). The operation of the Corporation shall be governed by these Bylaws and the applicable laws of the State of Florida related to the formation, operation and taxation of a not for profit corporation, including the Florida Not For Profit Corporation Act under Florida Statutes Chapter 617 (the “**Act**”). To the extent permitted by the Act, the terms and provisions of these Bylaws shall control if there is a conflict between the Act and these Bylaws. The Directors intend that the Corporation shall be taxed pursuant to section 501(c)(6) of the Internal Revenue Code of 1986, as amended, (the “**Tax Code**”). Any provision of these Bylaws, if any, that may cause the Corporation to not be taxed accordingly shall be inoperative. These Bylaws were initially adopted by the vote of the Board of Directors.
- 1.2 **Articles of Incorporation.** The original incorporators filed the Articles of Incorporation (the “**Certificate**”), for record with the Office of the Florida Secretary of State on the 27th of August 2018, thereby creating the Corporation.
- 1.3 **General Purposes.** This Corporation will have the purposes stated in its Articles of Incorporation, as they now exist or are hereafter amended.
- 1.4 **Principal Office.** The principal office of the Corporation is 300 S. Orange Ave., Ste 1000, Orlando, FL 32801. The Directors may change the principal office from time to time by majority consent.
- 1.5 **Registered Office and Agent.** The registered office of the Corporation is 300 S. Orange Ave., Ste 1000, Orlando FL 32801 and the registered agent at such office is Attorney Anessa Allen Santos. The Directors may change the registered office and/or registered agent from time to time by majority consent.
- 1.6 **Other Offices.** The Corporation may also have offices at such other places as the Directors may from time to time determine by majority consent.
- 1.7 **Duration.** The Corporation will commence activities as of the date of filing and will continue into perpetuity unless the Corporation is earlier dissolved in accordance with the provisions of these Bylaws or the Act.
- 1.8 **Other Filings.** The Directors shall cause to be executed all such certificates, amended certificates, fictitious business name statements and other documents, and shall effect such filings, recordings, publications and other acts as are reasonably necessary or appropriate to perfect and maintain the status of the Corporation under the Act and the Tax Code, or the corresponding provision of any future United States Internal Revenue Law, and the applicable law in all jurisdictions in which the Corporation shall conduct its activities.

ARTICLE 2 MEMBERSHIP

- 2.1 **No Stock.** The Corporation shall not issue shares of stock, but membership shall be available by tier as hereinafter provided in this Article 2.
- 2.2 **Members.** The Corporation shall have no voting membership; there shall be membership available to individuals, businesses and organizations. If the member is a business or an organization (the “**Business**” member), then the membership will be held in the name of the Business; however, the Business must designate the name of an individual representative of the Business (the “**Representative**”) for purposes of communication and/or participation with Corporation. The Business may change the identity of the Representative upon ten (10) days advance written notice to the Corporation. The Business may add additional Representatives upon payment of an additional member fee per added Representative.
- 2.3 **Record of Members.** The Corporation shall maintain a current record of members which includes the name of name and address of each member, address, phone number, email and social media handles, as applicable, and information pertaining to the member’s membership tier.
- 2.4 **Free Membership Tier:** Free membership may be available only to individuals and not to Businesses. Individuals eligible for free membership may include: (i) youth under the age of 18; (ii) adult students who present proof of enrollment with a valid school ID and either a current school schedule or current transcript; (iii) seniors aged 65 and over; and (iv) active duty military.
- 2.5 **Paid Individual Membership Tier:** A paid Individual membership may be available to individuals. The cost of an Individual membership for any given period of time shall be determined by the Board of Directors at the annual meeting, or at any special meeting. In consideration for payment of the Individual membership fee, the Member may receive:
- Monthly updates on legislative activities in Tallahassee;
 - Access to a closed telegram channel;
 - Access to the legislative committee for purposes of commenting on legislative initiatives;
 - A ten percent (10%) discount for the cost of attendance for and/or participation in all paid Corporate activities;
 - Co-branding rights;
 - Access to membership lists; and
 - Listing on the Corporate directory.
- 2.6 **Paid Business Membership Tier:** A paid Business membership may be available to businesses. The cost of a Business membership for any given period of time shall be determined by the Board of Directors at the annual meeting, or at any special meeting. In consideration for payment of the Business membership fee, the member Business may receive:
- Monthly updates on legislative activities in Tallahassee;
 - Access to a closed telegram channel;
 - Access to the legislative committee for purposes of commenting on legislative initiatives;

- A ten percent (10%) discount for the cost of attendance for and/or participation in all paid Corporate activities;
- Co-branding rights;
- Access to membership lists; and
- Listing on the Corporate directory.

2.7 **Sponsored Memberships:** The Corporation may recognize memberships of individuals or Businesses whose membership fee is paid from a source other than the member.

ARTICLE 3 BOARD OF DIRECTORS

3.1 **Powers of the Directors.** The internal governance of the affairs of the Corporation shall be vested in the “Board of Directors” as the same is defined by §617.01401(2) of the Act, and shall be persons with whom is vested the authority to conduct the affairs of the Corporation in furtherance of the Purposes defined in Section 1.3 above. In addition, the Directors shall be responsible for electing Officers, appointing any necessary committees and establishing supporting personnel to run the day-to-day activities of the Corporation.

3.2 **Director Compensation.** No dividend will be paid, and no part of the income or assets of this Corporation will be distributed to its Directors. However, the corporation may contract for compensation in the due course of business with its Directors for services rendered to the extent permissible under the Articles of Incorporation, under the Act and under the Tax Code. Directors shall not receive any stated salaries for their services, but the Board of Directors may, in its discretion, allow a fixed sum and expenses for attendance at any Board of Directors meeting. Nothing contained herein shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. **In consideration for their service, all Directors will receive complimentary Individual membership.**

3.3 **No Vested Rights or Loans.** No Director of this Corporation has any vested right, interest or privilege of, in, or to the rights, property, assets, functions, or affairs of the Corporation. This Corporation will loan no money to any of its Directors.

3.4 **Board Size.** The Board of Directors shall be composed of not less than three (3) nor more than nine (9) individuals who shall be elected annually by the existing Board of Directors. The Board of Directors shall be presided over by the Chairperson of the Board (the “**Board Chair**”). The Board Chair shall be the same person as the Corporation’s President. A Director may vote for himself or herself. The exact number of Directors shall be set by the Board of Directors annually.

3.5 **Qualifications of New Directors.** To be eligible for election as a Director of the Board, a prospective Director must be of adult age, of sound mind, and in agreement with the purposes of the Corporation as set forth in Section 1.3 above. New Directors may be admitted only upon (a) consent of a simple majority of the existing Directors, (b) delivery of an executed Individual Acceptance and Signature Page of the Bylaws attached hereto as “**Exhibit A**”.

3.6 **Record of Directors.** The name and address of each Director are set forth on “**Exhibit B**” attached hereto. The Secretary of the Corporation shall cause Exhibit B to be amended from time to time,

without Director consent, to reflect the receipt by the Corporation of any change of address of any Director, the admission of any new Director, or the withdrawal or substitution of any Director.

- 3.7 **Election and Term of Office.** The Directors of the Board shall be elected at the first annual meeting and shall hold office for a term of one year. Subsequent elections for the Board of Directors shall be held at least once per year thereafter.
- 3.8 **Resignation / Removal.** A Director may resign at any time by giving written notice to the Board of Directors or to the President. Any such resignation shall take effect at the time specified therein, or, if the time is not specified therein, upon its acceptance by a majority of the remaining Directors. The other Directors, by a majority of such other Directors at any meeting at which a quorum is present, may remove from office a Director, with or without cause, whenever it is deemed in the best interests of the Corporation. Director Samuel Armes may not be removed, but may only be disassociated from the Corporation through written resignation submitted in accordance with this section.
- 3.9 **Vacancies.** A vacancy is any board position which, because of death, resignation, removal, disqualification or otherwise, must be filled by for the unexpired portion of the term. Vacancies on the Board of Directors shall be filled by appointment of the Board Chair.
- 3.10 **Annual Meetings.** The annual meeting of the Board will be held once each year at a time and place to be selected in the discretion of the Directors. The election of the Board of Directors shall be held at the annual meeting.
- 3.11 **Regular Meetings.** Regular meetings shall be held at least once per quarter which may be in conjunction with the annual meeting.
- 3.12 **Special Meetings.** Special meetings shall be held at the call of the President or by a written request of more than 50% of the Directors in conformity with 3.15.
- 3.13 **Action by Director Without a Meeting.** Any action taken at a meeting of the Directors of the Corporation or a committee thereof may be taken without a meeting if a consent in writing setting forth the actions so to be taken is signed by all the Directors or all of the members of the committee, as the case may be, and filed in the minutes of the Board of Directors or a committee, as the case may be. Such consent shall have the same effect as a unanimous vote of the Board of Directors or a committee thereof at a duly called and convened meeting thereof.
- 3.14 **Participation via Telepresence.** Members of the Board of Directors, or of any committee thereof, shall be deemed present at a meeting of such Board of Directors or committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.
- 3.15 **Notice and Waiver.** During any meeting properly called, the Board may agree to set the time and place of any future meeting. Otherwise, written notices setting forth the time and place of any meeting and stating the purposes for which the meeting is called shall be provided to all Directors at least mailed or otherwise delivered not less than five (5) nor more than thirty (30) days prior to such meeting, to each Director at their address as listed on Exhibit B. Notice of a meeting need

not be given to any member who signs a waiver of notice either before or after the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a 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 with a Director states, at the beginning of the meeting, an objection to the transaction of business because the meeting is not properly called or convened.

- 3.16 **Quorum and Voting.** A majority of the Directors, represented in person or by proxy, shall constitute a quorum at a meeting of Directors. When a specific item of business is required to be voted on, a majority of the interest entitled to vote on that item shall constitute a quorum for the transaction of such business by the Directors. After a quorum has been established at a Directors' meeting, the subsequent withdrawal of Directors, so as to reduce the number of Directors entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or an adjournment thereof. If a quorum is present, the affirmative vote of a majority of the interest entitled to vote on the subject matter thereof shall constitute the act of the Directors.
- 3.17 **One Vote per Director.** Each Director shall be entitled to one vote on each matter submitted to a vote at a meeting of Directors. A Director may vote either in person or by approved electronic communication. Notwithstanding anything contained herein to the contrary, a Director shall not be entitled to vote (either at a meeting of the members or with regard to action taken without a meeting), and shall not be considered in determining the existence of a quorum for a meeting, when the Director has given notice of resignation; or when the Director is the subject of a determination of disassociation to be made by the other Directors.
- 3.18 **Proxies.** Every Director entitled to vote at a meeting of Directors, or to express consent or dissent without a meeting, may authorize another Director to act as proxy. Every proxy must be dated and signed by the Director, and no proxy shall be valid after the expiration of eleven months from the date thereof. Every proxy shall be revocable at the pleasure of the Director executing it. If a proxy for the same interest confers authority upon two or more Director and does not otherwise provide, a majority of them present at a meeting, or if only one is present then that one, may exercise all the powers conferred by the proxy, but if the proxy holders present at the meeting are equally divided as to the right and manner of voting in any particular case, the voting of such interest shall be prorated.

ARTICLE 4 OFFICERS

- 4.1 **Officers.** The Officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, and such other Officers as the Board of Directors may from time to time deem necessary. A person may hold more than one office.
- a) **President.** The President shall act for and on behalf of the Corporation and shall have the power and authority to bind the Corporation in all transactions and business dealings of any kind except as otherwise provided in these Bylaws. The President shall preside at all meetings of the Board of Directors, shall have all general powers and duties which are generally vested in the office of the president, including the power make appointment for

all vacancies to the Board of Directors and for Officer positions. The President shall also have the power to make appointments to all committees from time to time as in his or her discretion may be deemed appropriate to assist in the conduct of the affairs of the committee. **The initial President is Samuel Armes.**

- b) Vice President. If the Board of Directors elects a Vice President, he or she shall be the shall accept and perform the duties and exercise the power of the President in his/her absence. The Vice President shall have such other powers and perform such duties as are specified in these Bylaws, perform all the duties generally incident to the Office of Vice President, and as may from time to time be assigned by the Directors. **The initial Vice President is Rosa Shores.**
- c) Secretary. The Secretary shall: (i) keep the minutes of the Directors' meetings in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of this Agreement or as required by law; (iii) be custodian of Corporate records; (iv) keep a register of the post office address and contact information of each Director as Exhibit B; (v) certify the Director's resolutions; and other documents to the Corporation as true and correct; (vi) in the absence of the President and Vice President, preside at meetings of the Directors and (vii) in general perform all duties incident to the Office of Secretary and such other duties as from time as may be assigned by the President or the Directors. **The initial Secretary shall be Anessa Allen Santos.**
- d) Treasurer. The Treasurer shall be the financial officer of the Corporation. The Treasurer shall not be required to give a bond for the faithful discharge of his/her duties. The Treasurer shall: (i) have charge and custody of and be responsible for all funds and offerings of the Corporation; (ii) in the absence of the President, Vice President and Secretary, preside at meetings of the Directors; (iii) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected by the Directors; and (iv) in general perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned by the President or by the Directors. **The initial Treasurer is Mark Paolillo.**

4.2 **Officer Compensation.** No dividend will be paid, and no part of the income or assets of this Corporation will be distributed to its Officers. However, the corporation may contract for compensation in the due course of business with its Officers for services rendered to the extent permissible under the Articles of Incorporation, under the Act and under Tax Code. Officers shall not receive any stated salaries for their services, but the Board of Directors may, in its discretion, allow a fixed sum and expenses for attendance at any meetings. Nothing contained herein shall preclude any Officer from serving the Corporation in any other capacity and receiving compensation therefor. **In consideration for their service, all Officers will receive complimentary Individual membership. Officers who are also Directors shall not receive two complimentary memberships.**

4.3 **No Vested Rights or Loans.** No Officer of this Corporation has any vested right, interest or privilege of, in, or to the rights, property, assets, functions, or affairs of the Corporation. This Corporation will loan no money to any of its Officers.

- 4.4 **Election and Term of Office.** The Officers shall first be elected by written consent of the Directors to adopt these Bylaws. Officers shall hold office for a term of one year with subsequent elections to be held at the annual meeting of the Board for every year thereafter.
- 4.5 **Resignation / Removal.** An Officer may resign at any time for any reason or no reason at all, such resignation to be effective immediately upon the delivery of the written resignation to the President. An Officer may be removed from office, without or without cause, by a majority vote of the Directors, other than the officer to be removed if an Officer is a Director.
- 4.6 **Vacancies.** A vacancy is any position which, because of death, resignation, removal, disqualification or otherwise, must be filled by for the unexpired portion of the term. Vacancies of an Office shall be filled by appointment of the Board Chair.

ARTICLE 5 COMMITTEES

- 5.1 **Appointment of Committees.** The Board of Directors may designate and appoint one or more Committees at any meeting of the Directors, and delegate to such Committees specific and prescribed authority. Each Committee shall be comprised of at least three individuals who together comprise the Committee Board of Directors (the “**Committee Board**”). The Committee Board shall be presided over by a Committee Chairperson (the “**Committee Chair**”) who shall be appointed by and serve at the pleasure of the Board Chair. The remaining two individuals shall be appointed by simple majority vote of the Board of Directors and serve at the pleasure of the Board of Directors, (the “**Committee Directors**”).
- 5.2 **Committee Board Activities.** The Committee Board shall be responsible for holding committee meetings not less than quarterly, including finding locations for such meetings and for providing not less than 30 days’ written notice of such meeting to committee members. The Committee Board shall also be responsible for providing written quarterly reports to the Corporation’s Board of committee activity, regular minutes of all committee meetings, and to make recommendations related to its focus to the Corporation’s Board.
- 5.3 **Committee Membership.** Committee membership shall be open to participation by the Corporation’s members who may select the Committee(s) upon which they desire to serve, if any, upon payment of the membership fee. Members may serve on more than committee. However, no such Committee will have the authority of the Board of Directors in reference to effecting any of the following:
- a) Filling of vacancies in the Board of Directors or Committee Boards;
 - b) Adoption, amendment or repeal of the By-Laws;
 - c) Adoption, amendment or repeal of any resolution of the Board of Directors; or
 - d) Action on matters committed by the By-Laws or resolution of the Board of Directors or to another Committee.
- 5.4 **Community Activism Committee.** The Community Activism Committee shall be comprised of those members who desire to be leaders of FBBA chapters in their respective geographic communities. The Board will determine by majority vote what constitutes a separate and distinct

community for the purposes of authorizing a Community Activism Committee to be organized for operation. At the time of such vote, the Committee Board shall also be appointed.

- 5.5 **Legislative Committee.** The Regulatory Committee shall be comprised of those members who desire to monitor, report and make recommendations to the FBBA regulatory the changing landscape of blockchain regulations. As FBBA membership grows, additional Regulatory Committees may be authorized by majority vote of the Board in order to address more specific framework of industry, region, state of nation. By way of example only, there may be authorized one Regulatory Committee to address regulatory changes in the state of Wyoming while another Regulatory Committee may be authorized to address global regulatory changes relating to refugee identity, The Board will determine by majority vote when and for what purposes any Regulatory Committee may be organized for operation. At the time of such vote, the Committee Board shall also be appointed.
- 5.6 **Developer Committee.** The Developer Committee shall be comprised of those members who desire to advise on and make recommendations to FBBA and other committees regarding the technical aspects of blockchain development and whether certain other proposals under consideration for development by such other committees are advisable in relation to blockchain technology. The Board will determine by majority vote when and for what purposes any Regulatory Committee may be organized for operation. At the time of such vote, the Committee Board shall also be appointed.
- 5.7 **Education Committee.** The Education Committee shall be comprised of those members who desire to engage in community education efforts. Communities identified for education may be comprised of certain business or social communities including, without limitation, real estate professionals, law enforcement, schools, chambers of commerce, and politicians. The Board will determine by majority vote when and for what purposes any Regulatory Committee may be organized for operation. At the time of such vote, the Committee Board shall also be appointed.
- 5.8 **Events Committee.** The Events Committee shall be comprised of those members who desire to engage in event organization and operation. Events shall be coordinated around blockchain themes. The Board will determine by majority vote when and for what purposes any Regulatory Committee may be organized for operation. At the time of such vote, the Committee Board shall also be appointed.
- 5.9 **Subcommittees.** Subcommittees of any of the above committees may be authorized and governed in the same manner that committees are authorized and governed.
- 5.10 **Committee Meetings.** In order to maintain authorization to continue operations, all committees, including subcommittees, are required to meet not less than quarterly, or they may be subject to dissolution by the Board.
- 5.11 **Action by Committee Without a Meeting.** Action required or permitted to be taken at a meeting of a committee or a subcommittee may be taken without a meeting if the action is taken by all of the committee members. The action must be evidenced by one or more written consents describing the action taken and signed by each committee member. Any such written consent shall be filed with or entered upon the records of the Corporation. A consent signed under this

section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last committee member signs the consent, unless the consent specifies a different effective date.

- 5.12 **Committee Dissolution.** Any committee or subcommittee may be dissolved upon majority vote of the Corporation's Board for any reason, or no reason, upon written notice of the Board to the Committee Chair.

ARTICLE 6 RECORDS AND FINANCIAL MATTERS

- 6.1 **Director of Conflict Interests.** No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee meeting thereof which authorizes, approves or ratifies such contract or transaction, or because his or her votes are counted for such purpose, if (a) the fact of the relation or interest is disclosed or known to the Board of Directors 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; and (b) the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board or the committee.
- 6.2 **Records and Inspection.** The Corporation shall maintain at its principal office the following records: (i) A current list of the full names and last known business, residence, or mailing addresses of all Directors and Officers; (ii) a copy of the Certificates and all amendments thereto, and all other documents filed with the Florida Secretary of State concerning the Corporation, together with executed copies of any powers of attorney pursuant to which any documents were executed; (iii) copies of any then effective Bylaws; (iv) copies of the Corporation's income tax returns and reports for the prior three years; (v) copies of the financial statements of the Corporation for the prior three years; (vi) records of gifts, bequests, and devise made to the Corporation for the prior three years; and (vii) records of the value of property held by the Corporation, whether real or personal, tangible or intangible. The foregoing subject matter shall be available for inspection and copying at the reasonable request, and the expense, of any Director.
- 6.3 **Annual Registration Statements.** Inasmuch as the requirement applies to the conduct or activities of the Corporation as such may be modified from time to time at the discretion of the Directors, the Corporation shall file annual reports with the Florida Secretary of State Division of Corporations.
- 6.4 **Acceptance of Donations.** In accordance with F.S. §496.405, before the Corporation may solicit or accept charitable contributions by any means, or have funds solicited on its behalf by any other person, or that participates in a charitable sales promotion or sponsor sales promotion must, before engaging in any of these activities, file an initial registration statement and a renewal statement annually thereafter with the Department of Agriculture and Consumer Services. Any changes in the information submitted on the initial registration statement or the last renewal

statement must be updated annually on a renewal statement provided by the department, and this must be done on or before the date that marks one year after the date the department approved the Corporation's initial registration statement.

- 6.5 **Audit and Bookkeeping.** All the books and records of the Corporation, and all funds thereof, shall be maintained for a period of not less than three years, and may be audited from time to time as may be required by applicable law.
- 6.6 **Fiscal Year.** The fiscal year of the Corporation shall be the same as the calendar year, beginning on January 1 and ending on December 31.
- 6.7 **Budget.** The President shall cause to be prepared a budget for presentation to the Directors at the annual meeting each year, and the Directors shall work to amend and revise the budget for adoption each year.
- 6.8 **Annual Financial Statement.** The President shall cause to be prepared an annual financial statement for distribution to the Directors. Not later than three months after the close of each fiscal year, the Corporation shall have a balance sheet prepared showing in reasonable detail its financial condition as of the end of the said fiscal year, and a financial statement showing the results of the operation of the Corporation during said year. The financial statements shall be kept on file in the registered office of the Corporation for at least the previous three years and shall be subject to inspection during normal business hours upon reasonable notice of request by any member.
- 6.9 **Fiscal Policy.** The Directors shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts, leases, deeds and mortgages; and other significant aspects of the Corporation's fiscal operation. The fiscal policy shall assure that the Corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.
- 6.10 **Tax-Exempt Status.** In keeping with the Purposes of the Corporation hereinabove set forth, the President of the Corporation shall cause the preparation of all filings, forms, reports and other requirement documentation in order to ensure the continued tax-exempt status of the Corporation. The Directors of the Corporation may vote to convert the Corporation to a for profit corporation only upon the adoption of a unanimous written resolution of the Directors.
- 6.11 **Amendment to "Purposes".** The Corporation shall not attempt to amend the Purposes of the Corporation as stated within the Certificate and all amendments thereto, or within the Bylaws, without first having obtained a written opinion of legal counsel or certified public accountant that such amendment will not jeopardize the tax exempt status of the Corporation, and then such amendment may proceed only upon the consent of at least two-thirds of the Directors.
- 6.12 **Obtaining Additional Information.** Subject to reasonable standards, each Director may obtain from the Corporation from time to time upon reasonable demand for any purpose reasonably related to the interests of the Corporation: (1) information regarding the state of the business and financial condition of the Corporation; (2) promptly after becoming available, a copy of the

Corporation's tax returns for each year; and (3) other information regarding the affairs of the Corporation as is just and reasonable.

ARTICLE 7 MISCELLANEOUS PROVISIONS

- 7.1 **Amendment.** Except as otherwise provided herein, the Certificate and all amendments thereto, and these Bylaws, may be amended, supplemented, or repealed by a unanimous vote in the affirmative of the Directors present at any meeting at which a quorum is present. Before members may vote on an amendment to the articles of incorporation or Bylaws, notice must be given to Directors of the proposed amendment no less than ten (10) days before the amendment is to be considered. These Bylaws, however, shall become effective upon approval of a majority of the Directors.
- 7.2 **Computation of Time.** In computing any period of time under these Bylaws, the day of the act, event or default from which the designated period of time begins to run shall not be included. The last day of the period so computed shall be included, unless it is a Saturday, Sunday or legal holiday, in which event the period shall run until the end of the next day which is not a Saturday, Sunday or legal holiday.
- 7.3 **Construction.** References to a member, Director or Officer, including by use of a pronoun, shall be deemed to include masculine, feminine, singular, plural, individuals, partnerships or corporations where applicable.
- 7.4 **Counterparts.** This instrument may be executed in any number of counterparts (including by facsimile or electronic transmission in portable document format (pdf)), each of which shall be considered an original.
- 7.5 **Facsimiles.** For purposes of these Bylaws, any copy, facsimile, telecommunication or other reliable reproduction of a writing, transmission or signature may be substituted or used in lieu of the original writing, transmission or signature for any and all purposes for which the original writing, transmission or signature could be used, provided that such copy, facsimile telecommunication or other reproduction shall have been confirmed received by the receiving party.
- 7.6 **Further Action.** Each Director, upon the request of the Corporation, agrees to perform all further acts and to execute, acknowledge and deliver any documents which may be necessary, appropriate, or desirable to carry out the provisions of these Bylaws.
- 7.7 **Jurisdiction and Venue.** To the extent permitted by law, these Bylaws shall be construed in accordance with and governed by the laws of the State of Florida without reference to conflicts of any laws or provisions thereof. Venue and jurisdiction shall lie solely in the state court of Orange County of the State of Florida.

- 7.8 **Method of Notices.** All notices, requests, demands and other communications made under this Agreement shall be in writing and delivered to the address of the respective party provided for herein or at such other addresses as the respective parties may designate by like notice from time to time. All notices shall be deemed to have been duly given (a) when delivered in person, (b) upon confirmation of receipt when transmitted by electronic mail, (c) upon receipt after dispatch by registered or certified mail, postage prepaid or (d) on the next business day if transmitted by national overnight courier (with confirmation of delivery).
- 7.9 **Relationship of Agency.** A member is not an agent of the Corporation for the purpose of its business solely by reason of being a member. Each Officer of the Corporation is an agent for the purpose of its business, and an act of an Officer, including the signing of an instrument in the Corporation’s name, for apparently carrying on in the ordinary course of the Corporation’s business or business of the kind carried on by the Corporation binds the Corporation, unless the Officer so acting had no authority to act for the Corporation in the particular matter and the person with whom the Officer was dealing knew or had notice that the Officer acting had no authority. Likewise, no member who is not an Officer may sign or delivery any instrument transferring or affecting the Corporation’s interest in real property.
- 7.10 **Specific Performance.** Each Director agrees that the Corporation would be irreparably damaged if any of the provisions of these Bylaws are not performed in accordance with their specific terms and that monetary damages would not provide an adequate remedy in such event. Accordingly, it is agreed that, in addition to any other remedy to which the Corporation may be entitled, at law or in equity, the Corporation shall be entitled to injunctive relief to prevent breaches of these Bylaws and, specifically, to enforce the terms and provisions of these Bylaws in any action instituted in the State Court of Orange County, Florida or any other court otherwise having subject matter jurisdiction thereof.
- 7.11 **Rules of Order.** “Robert’s Rules of Order”, as revised from time to time, shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

WHEREFORE, the Directors have executed these Bylaws by and through their signatures to the Individual Acceptance And Signature Page, attached hereto as Exhibit A, indicating acceptance of these Bylaws.

DIRECTOR’S STATEMENT OF SUFFICIENCY

As a Director of the Corporation, I hereby certify that (i) I have been provided with sufficient time to review these Bylaws, (ii) I have had ample opportunity to ask questions and share comments about them, (iii) I have been afforded an opportunity to seek private legal counsel, and (iv) I am ready to proceed with the execution and implementation of these Bylaws as evidenced by my signature below.

**FLORIDA BLOCKCHAIN BUSINESS ASSOCIATION
BYLAWS INDIVIDUAL ACCEPTANCE AND SIGNATURE PAGE**

I, _____, accept membership to the Board of Directors of the Florida Blockchain Business Association, a Florida not for profit corporation. Further, I hereby certify that I have received a copy of the Bylaws and Articles of Incorporation, as amended, of the corporation and I agree to be bound by all of the terms and conditions of both the Bylaws and the Articles of Incorporation of the corporation for as long as I am a member.

New Director:

Address:

Phone:

Email:

Date:

FLORIDA BUSINESS BLOCKCHAIN ASSOCIATION
RECORD OF THE MEMBERS OF THE BOARD OF DIRECTORS

This is the record of the board of directors of the Florida Blockchain Business Association which may be updated from time to time in order to maintain currency and accuracy of information.

<i>Director Name</i>	<i>Address</i>	<i>Phone</i>	<i>Email</i>
<i>Samuel Armes</i>	5095 Fiorella Ln Sanford, FL 32771	(836) 394-8912	sam@fbba.io
<i>Rosa Shores</i>	500 E. Kennedy Blvd #300 Tampa, FL 33602	(727) 483-3563	rosa@blockspaces.io
<i>Anessa Allen Santos</i>	300 S. Orange Ave. Ste 1000 Orlando, FL 32801	(239) 595-3794	anessa@intellilaw.io
<i>Lennart Lopin</i>	248 Nokomis Ave. S. Venice, FL 34285	(941) 587-1004	lennart@bytefederal.com

Total Directors: 5