

BYLAWS OF THE LAURA JEPSEN INSTITUTE, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE 1: PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and the name and address of the resident agent may be established by the Board of Directors and filed with the Secretary of State. Until it is changed, however the principal office and the registered agent shall be as noted in the Articles of Incorporation.

ARTICLE 2: MEMBERS

The Corporation shall have no members. All voting shall be by the Board of Directors.

Section 1. Directors. Director's position is open to anyone who is sponsored by a Director as being interested in furthering the purposes of the Institute. By majority of the Board at an Annual Meeting or scheduled Board meeting. A Director may be removed, at any time, by an affirmative vote of at least eighty percent of all Directors, with or without cause.

ARTICLE 3: MEETINGS

Section 1. Board Meetings. Board meetings shall take place upon the Secretary's or Presidents oral or written notice to the Directors. A quorum of Board members must be present to call the Board meeting to order. Otherwise, only a majority vote of Board members who remain at the meeting is necessary for the Board to do business or to adjourn. Board members may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment (by which all persons participating can hear each other at the same time), and participation by such means shall constitute presence in person at such a meeting. Action may be taken by the Board without a meeting if consent to the action is in a writing which is signed by each Board member and filed in the minutes of the Board. The writing must specify the action taken.

Section 2. Notice of Meeting. The Secretary or President notify Board members of the date, time and place of the meeting.

Section 3. Voting. Each Director shall be entitled to one vote. Voting by written, signed dated proxy is allowed on a per meeting basis except to establish a quorum. A quorum cannot be established by proxy. If the number of Directors voting is an even number then the President shall refrain from voting.

Section 4. Quorum. A simple majority constitutes a quorum. The establishment of a quorum by proxy however, is not allowed. Once a quorum is established, the meeting can begin. Thereafter business including adjournment, may be conducted by majority vote of those remaining at the meeting.

ARTICLE 4: OFFICER AND BOARD OF DIRECTORS

Section 1. General Powers. Except as limited by law, the Board of Directors exercises all authority over all corporate matters of the Institute. Nothing herein shall be construed to mean, however that the Board may not delegate corporate functions to staff, volunteers or independent contractors.

Section 2. Number of Directors. The Board of Directors shall consist of no less than three officers (a President, a Secretary, a Treasurer).

Section 3. Tenure of Directors.

President. The President shall begin service immediately upon election to that office. A Director may be elected more than once to serve as President.

Secretary and Treasurer. The Secretary and the Treasurer shall assume office immediately upon election. A Director may be elected more than once to serve as Secretary or Treasurer.

Directors. The Director(s) shall assume office immediately upon election. A Director may be elected more than once to serve.

Section 4. Vacancies on the Board. A vacancy on the Board shall be declared when any Board member is removed from the Board or resigns.

ARTICLE 5: DUTIES OF OFFICERS, SALARIES, RESTITUTION AND DELEGATION

Section 1. The President. The President chairs the Board and presides at all meetings of the Board. The President shall be the chief executive officer of the institute.

Section 2. The Secretary. The Secretary records the minutes of all meetings, keeps the minutes book current, maintains a minutes book at the Institute's principal place of business, distributes a copy of the minutes as directed by the Board and handles all correspondence at the direction of the President of the Board.

Section 3. The Treasurer. The Treasures serves as the Institute's chief financial officer and shall make a report at every meeting. The Treasurer is also responsible for making deposits and withdrawals as directed by the Board, and writing and signing checks as directed by the Board. The Treasurer also chairs any Budget and Finance Committee established by the Board.

Section 4. Salaries and Restitution. Board members may not receive salaries. Board members may, however be reimbursed for out-of-pocket expenses undertaken on behalf of the Institute upon affirmative vote of a majority of a quorum of the Board.

Section 5. Delegation of Duties. The Board may delegate the duties of any Board position but the Board remains responsible for the satisfactory performance of that duty by the person to whom the duty is delegated.

ARTICLE 6: COMMITTEES

The Board may create and dissolve any permanent or ad hoc committee as appropriate to carry out the business of the Institute. In creating any committee, however the Board shall determine the nature, the scope, the duration and the duties of the committees it creates.

ARTICLE 7: CERTIFICATES

The Board may create certificates to commemorate events or to honor people or entities which have made contributions to the Institute.

ARTICLE 8: FISCAL YEAR AND REPORTS

Section 1. Fiscal Year. The Institute's fiscal year shall begin on October 1 and end on September 30.

Section 2. Report to Board. Within four months of the end of the Institute's fiscal year, the Board Treasurer shall cause an annual report to be distributed among all Board Members.

ARTICLE 9: NONPROFIT OPERATION

The Institute will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Institute will be distributed to any of its member without full consideration in return upon written contact with the institute. No Board member has any vested right, interest or privilege in or to the assets, property, functions, or activities of the Institute. The Institute may enter only into those contracts that do not otherwise violate the law of the State of Florida, the rules and regulations governing the Institutes's federal status as a tax deductible corporation, its own Articles of Incorporation or its own Bylaws.

ARTICLE 10: IDEMNIFICATION

The Institute may indemnify each officer and director to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act. In doing so, the Board may elect to purchase officers and directors' liability insurance. Such purchase, however, will not serve to invalidate any immunity that the officers and directors may enjoy under Florida Law.

ARTICLE 11: AMENDMENTS

These bylaws may be amended by vote of the majority of the Board at any duly constituted Board of Directors meeting.