

BYLAWS
OF
HIGH ALERT INSTITUTE, INC.

ARTICLE I - OFFICES

1.01 Registered Office. The registered office of High Alert Institute, Inc. (the "Corporation") in the State of Florida shall be located at 4800 Ben Hill Trail, Lake Wales, Florida 33898, or such other location as may be determined from time to time by the Board of Directors.

1.02 Other Offices. The Corporation may also have other offices, both within and without the State of Florida, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II - MEMBERSHIP

2.02 The Corporation shall have no members.

ARTICLE III - DIRECTORS

3.01 Management. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Corporation's Board of Directors.

3.02 Number of Directors. The initial number of directors of the Corporation shall be three (3), consisting of Martin Thornton, Heidi Cordi and Jeanne LeBlanc. The number of directors may be increased or decreased from time to time by resolution of a majority of the Board of Directors or by resolution of the members at any meeting thereof; provided, however, that the Board of Directors shall consist of not less than three (3) directors and no decrease in the number of directors shall have the effect of shortening the term of an incumbent director.

3.03 Election and Term. Each person named as a member of the initial Board of Directors shall hold office until the first annual meeting of the Board of Directors and until such director's successor shall have been elected and qualified or until such director's earlier resignation, removal from office or death. The beginning in 2022, the term of service for one-third of the Board of Directors shall expire each year such that no more of the Board of Directors is new or renewed each year.

3.04 Qualification. Directors must be natural persons who are eighteen (18) years of age or older but need not be residents of the state of Florida or members or employees of the Corporation.

3.05 Compensation. The Board of Directors may fix the compensation of directors provided that such compensation shall be reasonable compensation for services rendered. In addition, directors shall be reimbursed for any reasonable out-of-pocket expenses incurred in furtherance of their duties as directors.

3.06 Meetings. An annual meeting of the Board of Directors shall be held each year. At the meeting, the Board of Directors shall elect officers and transact such business as may properly be brought before the meeting. Special meetings of the Board of Directors shall be held when called by the President or the Board of Directors at such times as designated by the Board of Directors. At such special meetings, the Board of Directors shall transact all business as may be properly brought before the meeting.

3.07 Place of Meetings. Meetings of the Board of Directors, annual or special, may be held either within or without the State of Florida at such place or places as the Board of Directors may from time to time by resolution designate; provided, however, that the annual meeting following the annual meeting of the members shall be held in that same place. Annual meeting may be held virtually as approved by the Chairperson of the Board.

3.08 Quorum and Voting. A majority of the number of directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum exists shall be the act of the Board of Directors.

3.09 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors where corporate action is taken is deemed to have assented to the action taken at such meeting unless such director objects at the beginning of the meeting (or promptly upon such director's arrival) to holding such meeting or transacting specified business at such meeting or such director votes against or abstains from the action taken.

3.10 Notice of Meetings. Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting. Written notice of the date, time and place of special meetings of the Board of Directors shall be given to each director at least two (2) days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any director 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 the meeting has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

The purpose of any regular or special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Meetings of the Board of Directors may be called by the President of the Corporation who serves as Chairperson of the Board of Directors or by any two directors.

3.11 Action without a Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws or applicable law to be taken at a Board of Directors meeting or a committee meeting, may be taken without a meeting if the action is taken by all members of the Board of Directors or of such committee. Such action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member.

Action taken under this Section shall be effective when the last director signs the consent, unless the consent specifies a different effective date.

A consent signed under this Section has the same effect as a meeting vote and may be described as such in any document.

3.12 Removal of Directors. At a meeting of the Board of Directors called expressly for the purpose of removing one or more directors, any directors may be removed, with or without cause, by a vote of a majority of the Board of Directors.

3.13 Vacancies. Any vacancy occurring on the Board of Directors, including a vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office only until the next election of directors.

3.14 Duties of Directors. A director shall discharge such director's duties as a director, including such director's duties as a member of any committee of the Board of Directors

on which such director may serve, in good faith, with the care that a prudent person in a like position would exercise under similar circumstances, and in a manner such director reasonably believes to be in the best interests of the Corporation.

In performing such director's duties, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by:

- (a) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) legal counsel, public accountants or other persons as to matters the director reasonably believes are in such person's professional or expert competence; or
- (c) a committee of the Board of Directors of which such director is not a member if the director reasonably believes such committee merits confidence.

A director shall not be deemed to be acting in good faith if such director has knowledge concerning the matter in question that makes reliance on the information, opinions, reports or statements, including financial statements and other financial data, of others, as described in this Section, unwarranted.

A director shall not be liable for any action taken as a director, or any failure to take any action, if such director has performed the duties of such director's office in compliance with the provisions of this Section.

3.15 Liability of Directors. Members of the Board of Directors shall not be personally liable for money damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, or for the debts, liabilities, or other obligations of this Corporation unless:

- (a) The director breached or failed to perform such director's duties as a Director; and
- (b) The director's breach of, or failure to perform, such director's duties constitutes:
 - (i) A violation of the criminal law, unless the director had reasonable cause to believe such director's conduct was lawful or had no reasonable cause to believe such director's conduct was unlawful;

- (ii) A transaction from which the director derived an improper personal benefit, either directly or indirectly; or
- (iii) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

3.16 Director Conflicts of Interest. 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 such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because such director's or directors' votes are counted for such purposes, provided:

- (a) the fact of such relationship 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; or
- (b) the fact of such relationship or interest is disclosed or known to the other directors and the other directors authorize, approve or ratify such contract or transaction by a vote or written consent; or
- (c) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors or committee.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction.

3.17 Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate an executive committee and one or more other committees each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors, except that no such committee shall have the authority to:

- (a) fill vacancies on the Board of Directors or any committee thereof; or

(b) adopt, amend or repeal the Bylaws.

The provisions of these Bylaws governing meetings, notice, waiver of notice and quorum and voting requirements for the Board of Directors shall also apply to executive and other committees and their members.

Each committee established pursuant to this Section must have two (2) or more committee members who shall serve at the pleasure of the Board of Directors. The Board of Directors by resolution adopted by a majority of the full Board of Directors, may designate one (1) or more directors as alternate committee members of any such committee who may act in the place and stead of any absent committee member or members at any meeting of such committee.

Neither the designation of any executive or other committee pursuant to this Section, the delegation thereto of authority, nor action by such committee pursuant to such authority, shall alone constitute compliance by any member of the Board of Directors who is not a member of such committee with such director's responsibility to act in good faith, in a manner such director reasonably believes is to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE IV - OFFICERS

4.01 Officers. The officers of the Corporation shall consist of a president and a secretary, and may also consist of one or more vice presidents, a treasurer, one or more assistant secretaries or treasurers and such other officers as the Board of Directors may from time to time consider necessary for the proper conduct of the business of the Corporation. The same person may simultaneously hold more than one office.

4.02 Election, Term of Office and Qualification. Each officer shall be elected by the Board of Directors. Each such officer (whether elected at an annual meeting of the Board of Directors or to fill a vacancy or otherwise) shall hold such office until the next annual meeting of the Board of Directors and until such officer's successor shall have been elected and qualified, or until such officer's death, resignation or removal.

4.03 Resignation. An officer may resign at any time by delivering notice to the Corporation. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors of the Corporation

may fill the pending vacancy before the effective date if the Board of Directors provides the successor does not take office until such effective date.

4.04 Removal. The Chairperson of the Board of Directors may suspend any officer at any time with or without cause. At a meeting of the Board of Directors called expressly for the purpose of removing one or more officers, any officers may be removed, with or without cause, by a vote of a majority of the Board of Directors.

4.05 Vacancies. Any vacancy in any office occurring by reason of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office.

4.06 Contract Rights. The appointment of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the Corporation, nor does an officer's resignation affect the Corporation's contract rights, if any, with such officer.

4.07 Duties of Officers.

(a) President. The President shall serve as Chairperson of the Board of Directors and shall be the chief executive officer of the Corporation, shall have authority over the general and active management of the business and affairs of the Corporation subject to the direction of the Board of Directors, and shall preside at all meetings of the members (if any), Board of Directors, and executive or other committees as established by the Board of Directors under the provisions of these Bylaws. The President may sign, with the Secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors, by these Bylaws, or by law to some other officer or agent of the Corporation.

(b) Vice President. The Vice President, if one is elected, shall serve as Vice-Chairperson of the Board of Directors and shall serve as assistant to the President and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President. In the absence or disability of the President, the Vice President shall perform the duties and have the authority and the power of the President.

(c) Secretary. The Secretary shall be responsible for the custody and maintenance of all corporate records except the financial records, shall record the minutes of all meetings of the members, Board of Directors, and executive and other committees, if any, shall send out all notices of meetings where required under these Bylaws or otherwise required by law, and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President.

(d) Assistant Secretary. The Assistant Secretary, if any, shall, in the absence or disability of the Secretary, perform the duties and have the authority and exercise the powers of the Secretary. The Assistant Secretary shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President.

(e) Treasurer. The Treasurer, if any, shall have custody of all corporate funds and financial records, shall keep full and accurate records of receipts and disbursements and render accounts thereof whenever required by the Board of Directors or by the President, and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President. If so required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of such Treasurer's duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate. If no Treasurer is elected by the Board of Directors, then the secretary shall perform the duties of the treasurer described in this Subparagraph 4.07(e).

(f) Assistant Treasurer. The Assistant Treasurer, if any, shall, in the absence or disability of the Treasurer, perform the duties and have the authority and exercise the powers of the Treasurer. The Assistant Treasurer shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President.

4.08 Compensation. The Board of Directors may authorize payment of reasonable compensation to the officers of the Corporation for services rendered.

ARTICLE V - FUNDS, DEPOSITS AND CHECKS

5.01 Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever, for the general and special charitable purposes of the Corporation.

5.02 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

5.03 Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the President or a Vice President of the Corporation.

ARTICLE VI - BOOKS AND RECORDS

The Corporation shall keep as permanent records, correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The Corporation shall keep at its registered office in this state a copy of its articles of incorporation and its bylaws and any amendments thereto. All books and records shall be kept in written form or in another form capable of conversion into written form within a reasonable time.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted under Section 617.0831, *Florida Statutes*.

ARTICLE VIII – GENERAL PROVISIONS


8.01 Corporate Seal. A corporate seal shall not be required to be attached to any instrument executed by or on behalf of the Corporation unless required by law, but if so required shall be of such shape and have such words thereon as may be described by law or by the Board of Directors. The seal may be used by impressing it or reproducing a facsimile thereof, or otherwise.

8.02 Amendment of Bylaws. The Board of Directors may amend or repeal the Corporation's Bylaws.

8.03 Relation to Articles of Incorporation. These Bylaws shall be subject to, and governed by, the Corporation's Articles of Incorporation.

DATED April 19, 2011.
UPDATED April 29, 2022.

High Alert Institute, Inc.

By: 
Maurice A. Ramirez, President