

Bylaws
of
**Habitat for Humanity
Of
East & Central Pasco County, Inc.**
(A Florida Corporation)

ARTICLE I

NAME, FORM OF ORGANIZATION AND PURPOSES

Section 1.1 Name. The name of the corporation is Habitat for Humanity of East & Central Pasco, Inc.

Section 1.2 Nonprofit and Tax Exempt Status. The corporation is organized as a nonprofit corporation under the Florida Not for Profit Corporation Act and as a tax-exempt organization under Section 501 (c) (3) of the Internal Revenue Code, as amended.

Section 1.3 No Members. The corporation shall have no members.

Section 1.4 Purposes. The purpose for which the corporation is organized, as stated in its articles of incorporation, are as follows:

- (a) To witness to and implement the Gospel of Jesus Christ in Florida and throughout the United States and the world by working with economically disadvantaged people to help them to create a better human habitat in which to live and work;
- (b) To cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better human habitat for economically disadvantaged people;
- (c) To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these articles of incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and,
- (d) To exclusively promote and carry on the other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Florida Not For Profit Corporation Act.

ARTICLE II OFFICES

Section 2.1 Principal Office. The principal office of the corporation shall be located in Pasco County, Florida, at the address designated in the most recent annual report filed with the Florida Secretary of State. The corporation shall maintain at its principal office a copy of the corporate records specified in Section 7.5 of Article VII.

Section 2.2 Registered Office and Agent. The registered office of the corporation required by law to be maintained in the State of Florida may, but need not, be identical with the principal office. The corporation shall maintain a registered agent whose office is identical with the registered office. The corporation may change its registered office or registered agent from time to time in the manner required by law.

Section 2.3 Other Offices. The corporation may have offices at such other places within the State of Florida as the board of directors from time to time may determine, or as the affairs of the corporation may require.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 General Powers and Authority of the Board. All corporate powers shall be exercised by or under the authority of and the affairs of the corporation managed under the direction of the board of directors.

Section 3.2 Number, Powers and Authority of the Board. The authorized number of directors of the corporation shall not be less than twelve (12) nor more than twenty-six (26), as the board of directors shall determine from time to time. Each director shall serve for a term of two (2) years and until his or her successor is elected and qualified, or until such director's earlier death, resignation, incapacity to serve, or removal. A duly elected and qualified director shall not be eligible for re-election to the board of directors if he or she has served three (3) consecutive two (2) year terms or for a partial term of more than one (1) year and two (2) full two year terms.

Section 3.3 Election of Directors. Except as provided in Section 3.6 below relating to vacancies, directors shall be elected by the board of directors at a regular meeting of the board of directors. The Nominating Committee shall present a slate of nominees for election as directors. Nominations may also be made by directors from the floor. Those persons who receive a plurality of the votes cast shall be deemed to have been elected. If any director then holding office so demands, the election of directors shall be made by secret ballot.

Section 3.4 Resignation of Directors. A director may resign by delivering written notice to the board of directors, president or secretary of the corporation. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 3.5 Removal of Directors. A director may be removed without cause by the vote of two-thirds (2/3) of the directors then in office. In addition, a director may be removed by the affirmative vote of a majority of the directors then in office for failing to attend two (2) consecutive, regular meetings of the board of directors.

Section 3.6 Vacancies. If a vacancy occurs on the board of directors, including a vacancy arising from an increase in the number of directors, the board of directors may fill the vacancy; provided, that if the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy only by the affirmative vote of a majority of all the directors remaining in office or by the sole remaining director. A director elected to fill a vacancy shall hold office until the next annual meeting of the board of directors, if the board of directors so provides at the time the vacancy is filled, or until the end of the unexpired term that each director is filling, or until such director's death, resignation, removal or disqualification, or until such director's successor is elected and qualifies.

Section 3.7 Chairperson and Vice Chairperson. The chairperson of the corporation shall preside at all meetings of the board of directors and perform such other duties as may be prescribed from time to time by the board. The Vice Chairperson shall serve in the absence of the Chairperson, or in the event of the death, inability or refusal to act of the Chairperson, shall preside at all meetings of the board.

Section 3.8 No Compensation. The board of directors shall not permit compensation of directors for their services as such.

ARTICLE IV

MEETING OF DIRECTORS

Section 4.1 Place of Meetings. All meetings of the board of directors shall be held in Pasco County, Florida, at such place as the board of directors may determine. Except for one meeting each year which may be held outside Pasco County, Florida, upon concurrence of a majority of the Board of Directors.

Section 4.2 Annual Meeting. The annual meeting of the board of directors, for the purpose of electing directors, appointing officers, approving a budget for the year, and transacting other business, shall be held at such time each year as the Board of Directors may direct. New officers and directors shall assume office on July 1st.

Section 4.3 Regular Meetings. Additional regular meetings of the board of directors shall be held on the second Monday of each month during the year, or at such other times as the board of directors may determine.

Section 4.4 Special Meetings. Special meetings of the board of directors may be called by or at the request of the Chairperson or twenty percent (20%) of the directors then in office. Such meetings must be held within Pasco County, Florida.

Section 4.5 Notice of Meetings. Regular meetings of the board of directors may be held without notice if the date, time and place of the meeting previously has been fixed by the board; otherwise, regular meetings must be preceded by at least two (2) days' notice to each director of the date, time and place, but not the purpose, of the meeting. Special meetings of the board of directors must be preceded by at least two- (2) days' notice to each director of the date, time place, and purpose of the meeting. Notice required by the foregoing provisions may be given by any usual means of communication or may be oral or written. However, any board action to remove a director or to approve a matter that would require approval by the members if the corporation had members, shall not be valid unless each director is given at least seven (7) days' written notice that the matter will be voted upon at directors' meeting or unless notice is waived pursuant to Section 4.6 below. Oral notice is effective when communicated, if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) thirty (30) days after its deposit in the United States mail, as evidenced by postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. Written notice is correctly addressed to a director if addressed to the director's address shown in the corporation's current list of directors.

Section 4.6 Waiver of Notice. A director may at any time waive any notice required by law or these bylaws. Except as hereinafter provided in this section, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with law or these bylaws objects to lack of notice and does not thereafter vote for assent to the objected action.

Section 4.7 Quorum. A Quorum of the board of directors consist of a majority of the directors in office immediately before a meeting begins either physically present or present by proxy as hereafter set forth.

A director may be present by proxy at a meeting, if either before or at the meeting the director signs or has signed and has filed at the meeting or has filed with the Secretary before the meeting a written proxy in substantially the following form:

I, (name), do hereby appoint, (name), as my proxy to appear (and vote) for me at the meeting (date and time). I direct that he/she shall vote my proxy (as he/she thinks appropriate) (as follows: (cross out the inappropriate alternative)

The aforesaid proxy form shall be included in all notices of meeting pursuant to Section 4.5 of these bylaws. No proxy is valid for more than the meeting set forth therein.

Nothing herein shall be construed as changing the requirements of Section 4.10 Meeting Via Communications Equipment; Section 4.11, Action Without Meeting; and Section 7.2 Amendments.

Section 4.8 Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the board of directors, unless the vote of a greater

number of directors is required by law or these bylaws. *Should a board member be unable to attend the regularly scheduled meeting of the Board of Directors, or any called meeting of the Board, members will be allowed to give proxy to any other duly elected member of the Board of Directors of Habitat for Humanity Pasco of East & Central Inc., by use of an official proxy form.*

Section 4.9 Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless: (a) such director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or (b) such director's dissent or abstention from the action taken is entered in the minutes of the meeting; or, (c) such director delivers written notice of dissent or abstention to the presiding officer of the meeting before adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 4.10 Meeting Via Communications Equipment. The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.11 Action Without Meeting. Action required or permitted by law or these bylaws to be taken at a meeting of the board of directors may be taken without a meeting if the action is taken by all of the duly elected and qualified directors of the corporation. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 4.12 Direct Conflict of Interest Transactions. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct interest. For purposes of this section, a director has indirect interest in a transaction if: (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction, or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction. A conflict of interest transaction is not voidable or the basis of imposing liability on the director if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided. A transaction in which a director has conflict of interest may be approved in advance by the vote of the board of directors or a committee of the board if: (a) the material facts of the transaction and director's interest are disclosed or known to the board or committee of the board; and (b) the directors approving the transaction in good faith reasonably believe that the transaction is fair to the corporation. For purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the directors on the board or on the committee, who have no direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single director. If a majority of the directors of the board who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as herein above provided.

Section 4.13 No Non-Members of the Board at Board Meetings. Meetings of the Board of Directors are not open to persons not members of the Board of Directors except as the Board of Directors may direct as to the specific person at a specific meeting.

Section 4.14 Placing Items on The Agenda. Anyone associated with this corporation in any fashion may request an item to be placed on the agenda of any meeting of the Board of Directors by submitting the item in writing to the President/CEO at least ten (10) days before the meeting of the Board of Directors at which the item is to be discussed.

ARTICLE V

OFFICERS

Section 5.1 Number. The officers of this corporation shall consist of a Chairperson of the Board, Vice Chairperson, Secretary and Chief Financial Officer, each of whom must be a member of the Board of Directors. No person may hold more than one of these offices at the same time.

Section 5.2 Appointment and Term. The principal officers of the corporation shall be appointed by the board of directors at its annual meeting. The Nominating Committee shall present a slate of nominees for appointment. Nominations may also be made from the floor. All nominees for the four (4) principal offices must be members of the board of directors. Each officer shall hold office for a period of one (1) year, or until such officer's death, resignation, or removal, or until such officer's successor is elected and qualifies. No person may be appointed to serve for more than three (3) successive terms in the office of president or in the office of vice president. No person may be appointed to serve for more than six (6) successive terms in the office of secretary or in the office of treasurer. The board of directors may appoint other officers at such time or times as the need may arise. A vacancy occurring in a position of officer of the corporation may be filled at any time by the board of directors. The term of an officer elected to fill a vacancy shall expire at the end of the unexpired term that such officer is filling.

Section 5.3 Resignation and Removal. An officer may resign at any time by delivering notice to the Chairperson of the Corporation. A resignation is effective when the notice is received unless the notice specifies a future effective date. If a resignation is made effective at a future date and the board of directors accepts the future effective date, the board of directors may fill the pending vacancy before the effective date if the board provides the successor does not take office until the effective date. The board of directors may remove any officer at any time with or without cause.

Section 5.4 Chairperson. The chairperson is subject to the control of the board of directors, and shall supervise and control the management of the corporation in accordance with these bylaws. The chairperson may sign, with the secretary or any other proper officer of the corporation so authorized by the board of directors, any deeds, leases, mortgages, bonds, contracts, or other instruments which lawfully may be executed on behalf of the corporation, except where the signing and execution thereof may be executed on behalf of the corporation, except where the signing and execution thereof expressly shall be delegated by the board of directors to some other officer or agent of the corporation, or where required by law to be otherwise signed and executed. The chairperson shall serve as the chair of the board of directors and shall preside at all meetings of the board of directors. The chairperson shall, in general, perform all duties incident to the office, and such other duties as may be prescribed from time to time by the board of directors. The chairperson shall set the agendas of the meetings of the Board of Directors after consultation with the president/CEO.

Section 5.5 Vice Chairperson. In the absence of the Chairperson, or in the event of the death, inability or refusal to act of the chairperson, the vice chairperson, unless otherwise determined by the board of directors, shall perform the duties of the chairperson and, when so acting, shall have all powers of and be subject to all the restrictions upon the chairperson. The vice chairperson shall also serve as vice chairperson of the board of directors and, in the absence of the chairperson, or in the event of the death, inability or refusal to act as the chairperson, shall preside at all meetings of the board. The vice chairperson shall perform such other duties as may be assigned from time to time by the chairperson or the board of directors. The vice chairperson shall also be chairperson-elect for the following term of office.

Section 5.6 Secretary. The secretary shall: (a) cause to be prepared minutes of all meetings of the board of directors and the Executive Committee; (b) authenticate records of the corporation when requested to do so; (c) give all notices required by law and by the bylaws; (d) have general charge of the corporate books and records of the corporate seal, and affix the corporate seal to any lawfully executed instrument requiring it; (e) sign such instruments as may require such signature; (f) cause such corporate reports as may be required by state law to be prepared and filed in a timely manner; and, (g) in general, perform all duties incident to the office of secretary and such other duties as may be assigned from time to time by the president or the board of directors.

Section 5.7 Chief Financial Officer. The chief financial officer shall: (a) have custody of all funds and securities belonging to the corporation and receive, deposit or disburse the same under the direction of the board of directors; (b) keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose; (c) cause such returns, reports and/or schedules as may be required by the Internal Revenue Service and the state taxing authorities to be prepared and filed in a timely manner; (d) cause a true balance sheet (statement of the assets, liabilities and fund balance) of the corporation as of the close of each fiscal year and true statements of activity (support and revenue, expenses, and changes in fund balances), functional expenses, and cash flows for the fiscal year, all in reasonable detail, to be prepared and submitted to the board of directors; and (e) in general, perform all duties incident to the office of chief financial officer and such other duties as may be assigned from time to time by the chairperson of the board or the board of directors. The chief financial officer may be bonded at the expense of the corporation.

Section 5.8 No Compensation. No officer of the corporation described in the foregoing sections shall be compensated for their services as such.

Section 5.9 President & Chief Executive Officer. The board of directors may appoint a President/CEO, who shall be the chief operation officer of the corporation and, subject to the control of the board of directors, have overall responsibility for the routine management of the affairs of the corporation. The president/ceo shall report to the board of directors and shall work closely with the chairperson of the corporation. Duties of the president/ceo shall include: (a) coordinating the activities of the operating committee's; (b) representing the corporation in the community; (c) overseeing the building projects of the corporation; (d) supervising the administrative functions of the corporation; and, (e) in general, perform such other duties as may be assigned from time to time by the president or the board of directors. The board of directors may approve compensation and benefits for the president/ceo. The president/ceo may not be elected to serve on the board of directors. (f) Shall consult with the chairperson on preparing the agendas for the board of directors meeting, and shall report at all Board of Director's meetings activities of the various committees, and shall present to the board of

directors for approval by the board of directors such actions and activities of the committees as may require such approval.

Section 5.10 Director Emeritus. The board of directors, at the board's discretion and by majority vote of the board, elect any former board member to be Director Emeritus. Any Director Emeritus shall be permitted to participate in the business of the board, whether during board meetings, committee meetings, or otherwise. However, no Director Emeritus shall have any right to vote, nor shall the presence of a Director Emeritus affect quorum for any meeting of the board or of any committee.

ARTICLE VI COMMITTEES

Section 6.1 Board Committees in General. The board of directors may create one or more committees of the board, in addition to the Executive Committee established by these bylaws. Each committee of the board shall have one or more directors, who shall be appointed by and serve at the pleasure of the board. The creation of a committee of the board and appointment of members to it must be approved by a majority of all the directors in office when the action is taken. A committee of the board may not, however: (a) authorize distributions; (b) approve or recommend dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets; (c) elect, appoint or remove directors or fill vacancies on the board or on any committee of the board; or (d) adopt, amend or repeal the articles of incorporation or any bylaws.

Section 6.2 Executive Committee. The Executive Committee, which is a committee of the board, shall consist of the four (4) principal officers of the corporation and up to three (3) additional directors appointed by the chairperson, to serve in such capacity until the next annual meeting of the board of directors; provided, that the appointment of additional directors must be approved by a majority of all the directors in office when such action is taken. The chairperson of the board of directors shall serve as the chairperson of the executive committee and shall preside at all of its meetings. Except to the extent prohibited or limited by Section 6.1 above or by resolution of the board of directors, the executive committee may exercise the authority of the board of at such times as the board is not in session. In addition. The executive committee shall perform the functions described below.

(a) Finance and Budget Functions. In performing this function, the Committee shall: (i) oversee the implementation and administration of policies and procedures for handling and accounting for the finances of the corporation; (ii) prepare an annual revenue and expense budget for submission to the full board of directors; (iii) work closely with the Fundraising Committee to coordinate development of the resources needed to meet the revenue goals of the budget; (iv) monitor the implementation of the budget; and, (v) when necessary, make recommendations to the board of directors regarding adjustments to the budget.

(b) Human Resources Functions. In performing this function, the committee shall oversee the implementation and administration of policies and procedures relating to volunteers and employees, if any, of the corporation.

- (c) Strategic and Long-Range Planning Functions.** In performing this function, the committee shall: (i) coordinate the strategic and long-range planning activities of the corporation; and, (ii) monitor and evaluate the performance of the corporation with respect to the achievement of its mission, purposes and goals.

Section 6.3 Non-Board Committees in General. The board of directors may create one or more non-board committees, in addition the Nominating Committee and the operating committees established by these bylaws, and delegate non-board functions to such committees. Non-board committees may include both directors and individuals who are not directors of the corporation. Non-board committees may not exercise the authority of the board.

Section 6.4 Nominating Committee. The nominating Committee shall consist of four (4) members; the current board chairperson may not be a member of this committee. The committee members shall be appointed by the board of directors on an annual basis, to serve until the next annual meeting of the board. A vacancy on this committee may be filled by the board of directors at any time. Members of the Nominating Committee may be appointed to successive terms. The committee shall be responsible for identifying and recruiting prospective directors of the corporation and shall present a slate of nominees for the election as directors at the annual meeting. The committee shall also present a slate of nominees for appointment as principal officers of the corporation and may make recommendations for the chairpersons of the operating committees.

Section 6.5 Operating Committees. Within thirty (30) days after the annual meeting each year, the board chairperson shall appoint a chairperson of each of the operating committees described below. The names of the chairpersons so appointed shall be submitted for ratification by the directors at the next meeting of the board of directors. A vacancy occurring in the position of an operating committee chairperson shall be filled in a like manner, upon appointment by the board chairperson and ratification by the board of directors. The chairperson of each operating committee, in consultation with the board chairperson shall appoint the members of the committee. New members of the operating committee may be appointed at any time. Each director of the corporation shall serve on a least (1) of the operating committees. Operating committee chairpersons shall perform the functions described below and such other functions as the board of directors may provide.

- (a) Fundraising Committee.** This committee shall be responsible for coordinating the raising of funds needed to conduct the business of the corporation. The tasks to be coordinated by this committee shall include fundraising campaigns, grant proposal writing, special fundraising events, and cultivation of major donors. This committee shall emphasize and promote the importance of Christian stewardship in the servicing of donors and supporters.
- (b) Public Relations Committee.** This committee shall be responsible for educating and informing the public regarding the mission and purposes of the corporation, the need for better and more affordable housing in certain areas, and the steps being taken to meet this need. The tasks to be coordinated by this committee shall include public speaking, communicating with the news media, and publishing of a periodic newsletter.
- (c) Family Selection Committee.** This committee shall be responsible for drafting the selection criteria and application forms, screening applications, interviewing applicants, and recommending applicants to the board of directors for approval as prospective homeowners.

- (d) **Family Support Committee.** This committee shall be responsible for providing Habitat homeowners and prospective homeowners with a mutual support system, educational opportunities, and a forum of discussions pertaining to home ownership and maintenance, all for the purpose of helping families to break the poverty cycle and become independent.
- (e) **Site Selection Committee.** This committee shall be responsible for targeting the area or areas of the community in which the projects of the corporation shall be developed, investigating and researching the availability of property, and recommending property to the board of directors for acquisition. The committee shall work in conjunction with the Building Committee to evaluate the suitability of potential area sites prior to acquisition.
- (f) **Building Committee.** This committee shall be responsible for planning and implementing the construction projects of the corporation. The tasks to be directed by this committee shall include obtaining house plans, soliciting professional help and donations of building materials, coordinating volunteers and supervising construction.

ARTICLE VII

GENERAL PROVISIONS

Section 7.1 Corporate Seal. The corporate seal of the corporation shall be in such form as the board of directors may from time to time determine.

Section 7.2 Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the board of directors. The corporation shall provide at least seven (7) days' written notice of any meeting of directors at which an amendment is to be approved, unless notice is waived pursuant to Section 4.6 above. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Any amendment must be approved by a majority of the Board of Directors present at a meeting noticed as set forth above and at which a quorum of the Directors are present in person or by proxy.

Section 7.3 Fiscal Year. The fiscal year of the corporation shall begin on July 1st and end on June 30th each year.

Section 7.4 Financial Reports. The books of the corporation shall be closed at the end of each fiscal year and financial statements shall be prepared and submitted to the board of directors (see Section 5.9 regarding duties of the treasurer). At the discretion of the board of directors, the corporation may engage an independent certified public accountant to audit or review the financial statements.

Section 7.5 Corporate Minutes and Records. The corporation shall keep as permanent records minutes of all meetings of its board of directors, a record of all action taken by the directors without a meeting and a record of all action taken by the Executive Committee and any other committees of the board of directors. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The corporation shall keep a copy of the following records at its principal office: (a) its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect; (b) its bylaws or restated bylaws and all amendments to them currently in effect; (c) a list of the names and business or home addresses of its current directors and officers; and, (d) its most recent annual report delivered to the secretary of state, as required by the Florida Not For Profit

Corporation Act. The minutes and records described above shall be made available for inspection by current directors of the corporation during normal business hours. In addition, to the extent required by applicable law, the corporation shall make available for inspection during regular business hours, by any individual, copies of: (i) any application filed with and any letter or other document issued by the Internal Revenue Service with respect to the tax exempt status of the corporation; and (ii) the annual returns for the three (3) most recent years (to the extent the corporation is required to file such returns); provided, that the names and addresses of contributors to the corporation may be kept confidential.

Section 7.6 Investments. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgement of the board of directors without being restricted to the class of investments which a director or trustee is or may be hereafter be permitted by law to make or any similar restriction; provided, that no action shall be taken by or on behalf of the corporation if such action is a forbidden activity or would result in the denial of tax exempt status under Section 501 (c) (3) of the Internal Revenue Code, as amended.

Section 7.7 Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by the President/CEO, Chairperson, and Vice Chairperson, Chief Financial Officer (CFO), Secretary or other board members designated by the board of directors. The President/CEO may sign checks not to exceed \$2500.00 for the payment of billings, and miscellaneous activities of the organization (checks cannot be payable to or from the President/CEO or any family member). The corporation shall have no more than two operating checking account (one each for the ReStore and one for the affiliate in general). The operations account shall be single signatory. The CFO shall provide, each board meeting, a written report detailing receipts and disbursements. All checks drawn must have a prior approved invoice by a corporation officer, president/ceo or operating committee chairperson. All check books and financial records of the corporation shall be maintained in the corporation office and shall be available for examination and copying by any member of the Board of directors during regular business hours in any reasonable manner.

Section 7.8 Prohibited Activities. The corporation is organized as a nonprofit corporation exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as amended. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Anything contained in these bylaws to the contrary notwithstanding the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (i) a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or, (iii) a corporation organized and existing under the Florida Not For Profit Corporation Act.

Section 7.9 No Loans to or Guaranties for Directors or Officers. The corporation may not lend money to or guarantee the obligation of a director or officer of the corporation, but the fact that a loan or guaranty is made in violation of this section does not affect the borrower's liability on the loan.

Section 7.10 Indemnification. The corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was party because he or she is or was a director of the corporation, against reasonable expenses actually incurred by the director in connection with the proceeding. An officer of the corporation who is not a director is entitled to indemnification to the same extent as a director. In addition, if an individual is made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation, the board of directors may, to the extent permitted by law, authorize the corporation to advance expenses to such individual and/or indemnify such individual against liability incurred in the proceeding.

I certify that these bylaws, as amended, were adopted by the corporation on the eight day of March, Two Thousand ten.

HABITAT FOR HUMANITY of EAST & CENTRAL
PASCO COUNTY, INC.

John J. Finnerty

President/CEO