

**BYLAWS
OF
TAMPA BAY ECONOMIC PROSPERITY FOUNDATION, INC.**

A Florida Not For Profit Corporation

**ARTICLE I.
OFFICES AND REGISTERED AGENT**

Section 1. Principal Office. The principal office of the corporation shall be 101 East Kennedy Boulevard, Suite 1750, Tampa, Florida 33602. The corporation may also have offices at such places, within or outside of the State of Florida, as the Board of Directors may from time to time determine.

Section 2. Registered Agent. The Board of Directors of the corporation shall designate a registered agent for service of process on the corporation. The initial registered agent for service of process in the state of incorporation of the corporation shall be set forth in its Articles of Incorporation.

**ARTICLE II.
PURPOSES**

The corporation is organized for the purposes set forth in the Articles of Incorporation.

**ARTICLE III.
MEMBERS**

As set forth in the Articles of Incorporation, the sole member of the corporation shall be Tampa Hillsborough Economic Development Corporation, a Florida not for profit corporation exempt from federal taxation under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Member"). As sole member, the Member shall be entitled to all rights and powers of a Member under Florida law, the Articles of Incorporation and these Bylaws of the corporation, as such may be amended from time to time.

**ARTICLE IV.
DIRECTORS**

Section 1. General Powers. The Board of Directors shall have the management and control of the business of the corporation, and, in addition to the power and authority expressly conferred upon it by these Bylaws, the Board of Directors may exercise all such powers as are expressly or by implication conferred on the Board of Directors by the Articles of Incorporation, these Bylaws or the laws of the State of Florida not inconsistent with the exempt purposes of the corporation.

Section 2. Number of Directors. The corporation shall initially have five (5) Directors. The number of Directors may be increased or decreased by amendment to these Bylaws duly adopted by the Directors of the corporation, but in no event shall the number of Directors be less than three (3) and in no event shall a decrease in the number of Directors have the effect of shortening the term of any incumbent Director.

Section 3. Election and Term. The Directors shall be appointed by the Member. Each Director shall serve for a one (1) year term until the appointment and qualification of his or her successor by the Member as provided herein. There shall be no limit on the number of terms a Director may serve.

Section 4. Removal and Vacancies. The Member shall have the power to remove any Director at any time and for any reason. The Member may appoint a Director to fill any vacancy occurring in the Board of Directors. To the extent the Director to be removed also serves as a director of the Member, any vote of the board of directors of the Member shall exclude the Director who is the subject of removal.

Section 5. Regular Meetings. The regular meetings of the Board of Directors shall be held at such times and at such place or places within the State of Florida or elsewhere as a majority of the Board of Directors may from time to time determine. The Board of Directors may also set regular meetings of the Board of Directors by resolution, and such regular meetings set by resolution shall not require any other notice. In the absence of such resolution, notice of any regular meeting of the Board of Directors shall be given at least two (2) days prior to such meeting.

Section 6. Annual Meeting. An annual meeting of the Board of Directors shall be held at the principal office of the corporation, or at such other place as designated by the Chairman or the President. No notice, except notice of the place of the meeting, shall be required with respect to such annual meeting. The annual meeting of the Board of Directors shall be held within the three (3) month period beginning with the first day of the last month of the fiscal year of the corporation for the purpose of transacting such business as may come before the meeting.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman or the President, or by a majority of the then serving Directors and shall be held at the principal office of the corporation or at such other place as may be designated by the Chairman or the President. Written notice of the time of any special meetings shall be given to each Director at least two (2) days before the meeting.

Section 8. Notice and Waiver of Notice. Notice of any meeting of the Board of Directors for which notice is required pursuant to these Bylaws shall be given by written notice delivered personally or sent by mail, facsimile or electronic mail to each Director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed delivered when so addressed and deposited, postage prepaid, in the United States mail. If sent by facsimile or electronic mail, such notice shall be deemed delivered when sent, provided that confirmation of successful transmission is obtained. Notice of any special meeting or the place of any annual meeting of the Board of Directors shall be deemed to have been validly given to any Director who signs a waiver of notice of such special or annual meeting, whether such waiver of notice be signed either before or after the meeting. 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 or 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, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 9. Quorum and Voting. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business unless a greater number is required by the Articles of Incorporation. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is established at the outset shall be the act of the Board of Directors.

Section 10. Action Without A Meeting. Any action required to be taken or which may be taken at any meeting of the Board of Directors of the corporation may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by all Directors and filed in the minutes of the proceedings of the Board of Directors. Such consent shall have the same effect as a unanimous vote if filed in the minute book of the corporation, and shall be effective as of the date specified in the written consent.

Section 11. Meetings By Communications Equipment. Members of the Board of Directors, or any committee appointed by the Board, shall be deemed present at any meeting of such Board or committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other simultaneously, is used. At any meeting conducted by telephone or similar communications equipment, the Chairman shall poll all Directors participating and acknowledgment of their participation shall be recorded in the minutes of the corporation.

Section 12. Committees. The Board of Directors may create committees as it shall consider necessary and appropriate and with such duties and powers as the Board of Directors shall from time to time designate or authorize.

ARTICLE V. OFFICERS AND AGENTS

Section 1. General. The corporation shall have a President who shall at all times be the person serving as the President of the Member; provided, however, that at any time the Member has a vacancy in the office of President, the Member may appoint a President of the corporation to serve until such time that the vacancy in the office of President of the Member is filled. The Member may from time to time appoint a Chairman, Vice-Chairman, Secretary, Treasurer and such other officers and agents as may be deemed necessary for the conduct of the business of the corporation. Any two or more offices may be held by the same individual. Such officers and agents shall serve until their earlier resignation, death or removal by the Member. Should the Member at any time fail to elect a Chairman, Vice-Chairman, President, Secretary or Treasurer, such failure shall not affect the existence of the corporation.

Section 2. President. The President shall be the chief executive officer of the corporation and shall have general charge and supervision of the day-to-day affairs of the business of the corporation and, in general, shall perform all duties incidental to the office of President and

such other duties as may, from time to time, be assigned to him or her by the Board of Directors. The President shall, in the absence of the Chairman of the Board of Directors, preside at all meetings of the Board of Directors. The President shall have authority to sign and execute, in the name of the corporation, all such authorized contracts, leases, deeds, evidences of indebtedness and other instruments, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have the power to appoint and remove such subordinate officers and agents as the business of the corporation may require, other than those actually appointed or elected by the Member. The President shall be subject to the general supervision of the Board of Directors.

Section 3. Secretary. The Secretary shall have custody of, and shall maintain, all corporate records except the financial records. The Secretary shall record the minutes of all meetings of the Board of Directors and shall send all notices of such meetings to the parties entitled thereto pursuant to the requirements of these Bylaws and those established by law, unless such responsibility for the sending of such notices is specifically assumed by the President of the corporation or otherwise specifically delegated by the Board of Directors. The Secretary shall maintain also a record of the names and addresses of all Directors of the corporation.

Section 4. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board and, in general, perform all the duties incident to the office of the treasurer and other such duties as may be assigned from time to time by the President or by the Board, including, without limitation, cooperating in the conduct of any annual audit of the Corporation's financial records by certified public accountants duly appointed by the Board of Directors.

Section 5. Chairman of the Board. The Chairman of the Board shall, if one is designated by the Member and if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors. The Chairman of the Board shall assist the Directors in the formulation of the policies of the corporation, and shall be available to other officers for consultation and advice.

Section 6. Vice Chairman of the Board. The Vice Chairman, if any, shall perform such duties as may be assigned to him or her by the Board of Directors or the Chairman. In the absence or disability of the Chairman, the Vice-Chairman, if any, shall perform the duties of the Chairman.

Section 7. Other Employees/Agents. The President, or if there is no President, the Chairman, shall have the authority to hire additional employees, contractors and agents in their discretion to manage the daily business operations of and conduct other activities with respect to and to fulfill the purposes of the corporation.

Section 8. Removal. Any officer or agent elected or appointed by the Member may be removed by the Member whenever in its judgment the best interest of the corporation will be served thereby. Removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed, but the election or appointment of an officer or agent shall not of itself be deemed to create contract rights.

Section 9. Vacancies. Any vacancy, however occurring, in any office of the corporation may be filled by action of the Member or, in the case of offices subordinate to the President, other than an office which immediately prior to the vacancy had been filled by an individual appointed by the Member, by the President.

ARTICLE VI. ADMINISTRATION OF GRANTS

Section 1. Purpose of Grants. The corporation shall have the power to make grants and contributions and to render other financial assistance for the exempt purposes expressed in the corporation's Articles of Incorporation.

Section 2. Board of Directors Oversight. The Board of Directors shall control all grants, contributions and other financial assistance provided by the corporation. The Board of Directors shall review all grant requests and shall adopt processes for soliciting, reviewing and approving or declining grant requests. If grants will be made to private foundations, the Board of Directors shall use reasonable efforts to establish adequate procedures (i) to see that the grant is spent solely for the purpose for which it is made, (ii) to obtain full and complete reports from the grantee on how the funds are spent, and (iii) to make full and detailed reports to the Internal Revenue Service, if and as required.

Section 3. Refusal; Withdrawal. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other exempt purposes expressed in the corporation's Articles of Incorporation, subject to any rights of third parties under any contract relating to such grant.

ARTICLE VII. INDEMNIFICATION

Section 1. Limitation On Indemnification. Notwithstanding any provision or statement in these Bylaws to the contrary, no indemnification or advancement of expenses shall be made to or on behalf of any Director or officer if a judgment or other final adjudication establishes that the Director's or Officer's actions or omissions were material to the cause of action so adjudicated and constitute: (i) a violation of criminal law, unless the Director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (ii) a transaction from which the Director or officer derived an improper personal benefit; or (iii) willful misfeasance, bad faith or gross negligence in the performance of the Director's or officer's duties, or constitute reckless disregard for such Director's or officer's obligations and duties to the corporation.

Section 2. Indemnification Generally. Subject to the limitation contained in Section 1 of this Article VII, the corporation shall indemnify any person who was or is a party to any proceeding (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a Director or officer of the corporation or is or was serving at the request of the corporation as a Director or officer of another corporation, partnership, limited liability

company, joint venture, trust or other entity against liability incurred in connection with such proceeding, including any appeal thereof, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner that such person reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 3. Indemnification in Action By or On Behalf of the Corporation. Subject to the limitations contained in Section 1 of this Article VII, the corporation shall indemnify any person who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that such person is or was a Director or officer of the corporation or is or was serving at the request of the corporation as a Director or officer of another corporation, partnership, limited liability company, joint venture, trust or other entity, against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification is authorized if such person acted in good faith and in a manner that such person reasonably believed to be in, or not opposed to, the best interests of the corporation; provided, however, that the corporation shall make no indemnification for any claim, issue or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in review of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that such court shall deem proper.

Section 4. Indemnification for Successful Defendant. The corporation shall reimburse the actual and reasonable expenses of any person referred to in Sections 2 and 3 of this Article VII who has been successful, on the merits or otherwise, in defense of any proceeding of the character described in such Sections or in defense of any claim, issue or matter therein.

Section 5. Determination of Indemnification. Any indemnification under Sections 2 and 3 of this Article VII, unless pursuant to a determination by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 2 and Section 3 of this Article VII, as applicable. Such determination shall be made either (i) by the Board of Directors of the corporation by a majority vote of Directors who are not parties to such proceeding, (ii) by majority vote of a committee duly designated by the entire Board of Directors (in which Directors who are parties may participate in designation of such committee) consisting solely of two or more Directors not at the time parties to the proceeding; or (iii) by independent legal counsel selected by the Board of Directors of the corporation.

Section 6. Evaluation of Expenses. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible under Section 5 of this Article VII. If the determination that indemnification is permissible is made by independent legal counsel, however, the independent legal counsel shall also evaluate reasonableness of expenses and may authorize indemnification.

Section 7. Prepayment of Expenses. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification by the corporation pursuant to this Article VII following one of the procedures set forth in Section 5 of this Article VII.

Section 8. Indemnification Insurance. Upon approval of the Board of Directors, the corporation may purchase and maintain insurance on behalf of any person who is or was a Director or officer of the corporation or is or was serving at the request of the corporation as a Director or officer of another corporation, partnership, limited liability company, joint venture, trust or other entity against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status in any such capacity, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article VII.

Section 9. Certain Definitions. As used in this Article VI, (i) the word “expense” or “expenses” shall include, without limitation, attorneys’ fees (including those for appeal) and disbursements for all other expenses relating to any proceeding; and (ii) “proceeding” includes any threatened, pending or completed claim, action, suit or other type of proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

Section 10. Continuing Obligation for Indemnification. Indemnification as provided in this Article VII shall continue as to any person who has ceased to be a Director or officer of the corporation and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such person or such person’s estate.

Section 11. Additional Rights. The rights of indemnification provided in this Article shall be in addition to any rights to which any such Director or officer may otherwise be entitled by contract or as a matter of law.

Section 12. Articles Controlling. To the extent any provision of the Articles of Incorporation of the Corporation is contrary to any provision of this Article VII, the provisions of the Articles of Incorporation of the Corporation shall control.

ARTICLE VIII. BANK ACCOUNTS AND CONTRACTS

Section 1. Depositories. The money and funds of the corporation not otherwise invested by the Board of Directors shall be deposited in the name and to the credit of the

corporation in such bank or banks as the Board of Directors shall select. All checks, drafts, notes and acceptances shall be signed by one or more officers, employees or agents of the corporation as determined by the Board of Directors, and in such manner as determined by the Board of Directors.

Section 2. Contracts. Except as otherwise provided by the Board of Directors, contracts may be executed on behalf of the corporation by the President, and may be attested by the Secretary. The Board of Directors authorize the execution of contracts by such other officers, agents and employees as the Board of Directors so determines from time to time.

ARTICLE IX. BOOKS AND RECORDS

Section 1. Maintenance and Location. The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors and committees of Directors. It shall likewise keep at its principal office a record of its Directors, including the names and addresses of all Directors. Any books, records and minutes shall be in written form or any other form capable of being converted into written form within a reasonable time.

Section 2. Director's Inspection Rights. Any Director, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, the relevant books and records of accounts, minutes and record of Directors of the corporation and to make extracts therefrom.

Section 3. Annual Audit. The Board of Directors shall organize an annual audit of the corporation's finances, which shall be completed within ninety (90) days after the end of each fiscal year. The Board of Directors shall select an independent firm of certified public accountants experienced in conducting audits of not for profit corporations to conduct such audit. As soon as available, and in any event within one hundred and twenty days (120) days after the end of each fiscal year, the corporation shall deliver to the Member the final, certified financial statements and report of the accounting firm which conducted the audit.

ARTICLE X. FISCAL YEAR

The corporation adopts a calendar year beginning on October 1 and ending on September 30 of each year.

ARTICLE XI. AMENDMENT

These Bylaws may be repealed or amended, and new Bylaws adopted, by the Member or by a vote of two-thirds ($\frac{2}{3}$) of the Board of Directors.

These Bylaws have been approved by the Board of Directors of the corporation by unanimous written consent, effective as of October 1, 2018, and the Secretary of the corporation hereby enters these Bylaws into the permanent records of the corporation.

Name: _____
Title: Secretary

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