

**AMENDED AND RESTATED
BYLAWS OF
FLORIDA FOUNDATION FOR FUTURE SCIENTISTS, INC.**

ARTICLE I

NAME

This corporation shall be known as **FLORIDA FOUNDATION FOR FUTURE SCIENTISTS, INC.**, a not-for-profit Florida corporation (the “Corporation”).

ARTICLE II

MEMBERS

Section 1. Individual Members. Upon proper application and approval by the Executive Director, any natural person may become a member of the Corporation if that person is interested in the goals and purposes of the Corporation.

Section 2. Institutional Members. Any firm, corporation, institution, agency, or organization may become an institutional member of the Corporation upon invitation to become a member issued by the Corporation.

Section 3. Board Duties. All Individual Members of the Corporation in good standing or a representative of an Institutional Member in good standing shall be eligible to be elected as a member of the Board of Directors of the Corporation.

Section 4. Termination of Membership. Active membership may be terminated by resignation in writing from the Individual Member or Institutional Member delivered to the Executive Director, or by discontinuance of interest and/or service to the Corporation for a

period not less than one (1) year. If, in the discretion of the Executive Director or Board of Directors, an Individual Member or Institutional Member discontinues his/its interest in or service to the Corporation for a period of not less than one (1) year, the Board of Directors shall by a majority affirmative vote elect to terminate such member's membership in the Corporation and shall provide written notice of such termination to the member. Any member may also be removed from membership for any reason as determined by the Board of Directors of the Corporation in their sole and absolute discretion. Notice of such termination for any reason shall be given by the Corporation to such terminated member.

Section 5. Annual Meeting. The annual meeting of the members of the Corporation shall be held in the Fall of each year, at the registered office of the Corporation or such other location as the Board of Directors shall designate.

Section 6. Notice of Meeting. Written notice of the annual meeting of the members of the Corporation, or any special meetings of the Corporation, shall be given to each member at least ten (10) days before the meeting, or by notice given at least one (1) day before the meeting by telephone or written notice delivered personally. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his last known address as shown on the books and records of the Corporation, with postage prepaid. Any member may waive notice before, at, or after any meeting. The attendance of a member at a meeting constitutes a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In giving notice for a special meeting of the

members, neither the business to be transacted nor the purpose for the meeting of the members need be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum of Members. The presence of thirty percent (30%) of the members in good standing shall constitute a quorum of members necessary to properly conduct business at any annual or special meeting of the members.

Section 8. Open Meetings. All annual and special meetings of the members of the Corporation shall be open to the public.

ARTICLE III

PURPOSES

The purposes of the Corporation are to engage in charitable activities, within the meaning of Section 501(c)(3) and Section 170 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (the "Code"), together with all other activities permitted by Section 617.01011 et seq. of the Florida Not For Profit Corporation Act which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its officers where necessary to carry out the exempt purposes of the Corporation. Provided, however, that: (i) no part of the net earnings of the Corporation shall inure to the benefit of any member of the Corporation or other individual; (ii) no substantial part of the Corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; (iii) the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office; (iv) the income of the Corporation for each taxable year must be distributed at such time and in

such manner so as not to subject the Corporation to the tax imposed by Section 4942 of the Code; (v) the Corporation shall not engage in any act of self dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investment in such a manner so as to subject the Corporation to taxation under Section 4944 of the Code, or make any taxable expenditure (as defined in Section 4945(d) of the Code), and (vi) the Corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age. It is the specific intention of the incorporator that the purposes and application of the Corporation be as broad as permitted by Section 617.0301 of the Florida Not For Profit Corporation Act, but only to the extent that the Corporation qualifies as a tax exempt organization within the meaning of Section 501(c)(3) and Section 170 of the Code.

The Corporation is not created for any fraudulent purpose or to mislead any creditors but is created for the sole purpose of encouraging the development of scientific and technical manpower by fostering and encouraging Florida youth to pursue careers in science, engineering, technology, and research through various methods and programs.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Qualifications. The members of the Board of Directors (sometimes referred to as the “Board”) must be natural persons who are eighteen (18) years of age or older, but need not be residents of this state.

Section 2. Duties of the Board. The Board of Directors shall manage the business and affairs of the Corporation, transact all business of the Corporation, determine the policies of the Corporation and in general assume responsibility for the guidance and the affairs of the Corporation.

Section 3. Number and Term. As specified in the Articles of Incorporation, the Board of Directors shall consist of no fewer than twenty (20) and no more than fifty (50) members. The number of members of the Board of Directors may be increased or decreased from time to time by the majority vote of the current Board of Directors of the Corporation, but shall never be less than twenty (20). Selection of the additional member(s) of the Board of Directors shall be determined in accordance with Section 4 of Article IV herein. The term of office of all directors, other than the initial members of the Board of Directors, shall be four (4) years, or until his or her successor has been appointed and has qualified. A director may serve as many terms as elected.

Section 4. Selection of Board of Directors. Members of the Board of Directors shall be selected from the active Members of the Corporation in good standing upon recommendation by the Chairperson of the Board, the Executive Director, or nomination by a Board member, and approval by affirmative vote of a majority of the Board of Directors.

Section 5. Reelection of Members of the Board of Directors. Any director may be re-selected for election to an additional term pursuant to Section 4 of Article IV above, so long as he or she is an active member of the Corporation in good standing at the time of re-selection.

Section 6. Quorum. The presence of at least one-third (1/3) of all current directors in good standing, shall be necessary at any meeting of the Board of Directors to constitute a quorum to transact business. The act of a majority of directors present at a meeting of the Board of Directors when a quorum is present shall be the act of the Board of Directors. If at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting to a place and time indicated to reconvene the meeting and a copy of such adjournment action shall be delivered by hand or by U.S. Mail to all members of the Board of Directors.

Section 7. Director Conflicts of Interest. No contract or other transaction between this 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 or 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 his or their votes are counted for such purpose, if:

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 members entitled to vote on such contract or transaction, if any, and they authorize, approve or ratify it by 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, an advisory board, or a committee.

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

Section 8. Advisory Board, Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may establish an advisory board and/or designate from among its members 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 advisory board or committee shall have the authority to vote upon any matters coming before the Board of Directors, including but not limited to:

a. filling vacancies on the Board of Directors or any advisory board or committee thereof, or

b. adopting, amending or repealing the Bylaws.

Each advisory board and/or committee must have two or more members who serve at the pleasure of the Board of Directors. The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such

committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

The presence of at least one-third (1/3) of the advisory board or committee members in good standing, or the minimum specified by Florida law if less, shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the advisory board or committee members present at a meeting when a quorum is present shall be the act of the advisory board or committee. If at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting to a place and time indicated and a copy of such adjournment action shall be delivered by hand or by U.S. Mail to all members of the advisory board or committee.

Section 9. Time of Meeting. Regular meetings of the Board of Directors shall be held at a set time on a particular day each month, as determined annually by the Board of Directors and at other times upon the call of the Chairperson of the Board or by a majority of the directors.

Section 10. Annual Meeting. The annual meeting of the Board of Directors shall be held in the Fall of each year, at the registered office of the Corporation or such other location as the Board of Directors shall designate, and may be held in conjunction with the annual meeting of the Corporation's members.

Section 11. Special Meeting. Special meetings of the Board of Directors, an advisory board, or any committee as designated by the Board may be called by or at the request of the Chairperson of the Board or upon a petition signed by twenty-five percent (25%) of the Board of Directors.

Section 12. Notice of Meetings. Written notice of each regular meeting and special meeting shall be given to each Director at least ten (10) days before the meeting, or by notice given at least one (1) day previously by telephone or written notice delivered personally. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice before, at, or after the meeting. The attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors or any advisory board or committee designated by the Board need be specified in the notice or waiver of notice of such meeting.

Section 13. Telephone Meetings. Members of the Board of Directors, an advisory board or any committee designated by such Board may participate in a meeting of the Board, advisory board, or committee by means of conference telephone call or similar communications equipment by which all person participating in the meeting can hear each other at the same time.

Section 14. Vacancies. Any vacancy occurring in the Board of Directors may be filled pursuant to Section 4 of Article IV herein. The appointment of such a director to fill a vacancy shall be for the unexpired term of his or her predecessor in office. Such appointment shall be made within a reasonable time after such vacancy occurred.

Section 15. Resignation. The resignation of a director shall be effective as of the date of delivery of a written notice to the Board of Directors or at a later date, if specified in the written notice.

Section 16. Power to Elect Chairperson of the Board of Directors and Officers. The Board of Directors, at their annual meeting, shall elect a Chairperson of the Board, a Secretary, and at the discretion of the Board of Directors, a Treasurer and one or more Vice Chairpersons of the Board. The Board of Directors shall have the power to appoint such other officers and employees as the Board may deem necessary for the transaction of the business of the Corporation. The Board shall have the power to fill any vacancy in any office, occurring for any reason whatsoever.

Section 17. Chairperson of the Board of Directors. The Chairperson of the Board shall serve a two (2) year term coincident with the fiscal year of the Corporation. The Chairperson shall be elected in odd-numbered years and may be elected to consecutive terms. The Chairperson shall preside over all meetings of the Board of Directors and be an ex-officio member of all advisory boards and/or committees.

Section 18. Removal of Directors, Officers and/or Employees. Any director, officer and/or employee may be removed by a majority vote of the Board of Directors whenever, in the judgment of the Board, the best interests of the Corporation will be served thereby.

Section 19. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or director to any other officer or director.

Section 20. Annual Reports. The Chairperson of the Board and Treasurer shall present their respective reports of the operation of the Corporation for the preceding year, at the first meeting of the year of the Board of Directors.

Section 21. Compensation. Members of the Board of Directors, as such, shall not receive any compensation for their services as members of the Board of Directors; however, such members may receive compensation for serving the Corporation in a separate capacity. Members of the Board of Directors may be reimbursed for out-of-pocket expenses, if any, incurred in connection with the business of the Corporation.

Section 22. Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors of the Corporation, or any action which may be taken at a meeting of the Board, an advisory board or committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be taken, signed by all of the directors, or all of the members of the advisory board or committee, as the case may be, is filed in the minutes of the proceedings of the Board, advisory board or the committee. Such consent shall have the same effect as a unanimous vote.

Section 23. Voting Requirements. All actions of the Board of Directors shall be by majority vote, except actions to remove a director which shall require a two-thirds (2/3) affirmative vote of the entire Board of Directors.

Section 24. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the

minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE VI

MANAGEMENT OF CORPORATION'S ASSETS

The assets of the Corporation shall be held, managed and invested by the Board of Directors, however, at no time may said assets be used or administered other than in furtherance of charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended. All investments of funds of the Corporation shall be first approved by the Board of Directors.

ARTICLE VII

OFFICERS AND AGENTS

Section 1. Officers. The officers of this Corporation shall consist of an Executive Director, a Treasurer, and at the discretion of the Board of Directors, a Secretary, each of whom shall be a natural person of age eighteen (18) years or older and elected by the Board of Directors. The Board of Directors may elect or appoint such other officers and assistant officers and agents as may be deemed necessary from time to time. All officers and agents of the Corporation shall have such authority and perform such duties in the management of the

Corporation as are provided in these Bylaws. The Board of Directors shall fix the term of office and salaries of all the officers of the Corporation.

Any two or more offices may be held by the same person. The failure to elect an Executive Director, a Treasurer, or a Secretary shall not affect the existence of this Corporation.

Section 2. Removal of Officers. Any officer and/or agent may be removed by a majority vote of the Board of Directors whenever, in the judgment of the Board, the best interests of the Corporation will be served thereby.

Section 3. Executive Director. The Executive Director of this Corporation shall:

- a. attend all meetings of the Board of Directors at which he or she is present;
- b. be an ex-officio member of all advisory boards and/or committees;
- c. be in charge of the management of the day-to-day operations of the business of the Corporation and see that all orders and resolutions of the Board are carried into effect, and he or she shall have the authority and powers necessary to perform such duties, including the execution of contracts and other documents in the ordinary course of business of the Corporation.

Section 4. Secretary. The Secretary of this Corporation shall:

- a. record all votes and the minutes of all meetings, including those of advisory boards and/or committees if required;
- b. write up the minutes the day following the meeting;
- c. confer with the Chairperson for possible omissions;
- d. send a duplicate copy of the minutes to all members of the Board of Directors;
- e. have custody of the seal of the corporation, and when authorized by the Board of Directors, affix the seal to any instrument requiring it, and when so affixed it shall be attested by his or her signature;

- f. give notices of all meetings required by statutes, bylaws or resolutions;
- g. take the attendance record at meetings;
- h. maintain committee reports;
- i. carry on all necessary correspondence of the Corporation;
- j. perform such other duties as may be delegated to him or her by the Board of Directors.

Section 5. Treasurer. The Treasurer of this Corporation shall:

- a. be custodian of all funds and securities of the Corporation and collect interest thereon;
- b. keep a record of the accounts of the Corporation and report thereon at each regular meeting of the Board of Directors;
- c. make a report at the annual meeting and special reports when requested;
- d. deposit all moneys of the Corporation in the name of **FLORIDA FOUNDATION OF FUTURE SCIENTISTS, INC.** in a financial institution selected and designated by the Board of Directors subject to withdrawal for authorized purposes, upon the joint signatures of two of the officers of the Corporation, one of whom shall be the Treasurer and the other of whom shall be the Executive Director;
- e. give bond in such amount as the Board of Directors may require, the Corporation to pay the premium for such bond;
- f. see that all government agency reports and returns are prepared and filed.

All securities and other valuable papers shall be placed in a safety deposit box or vault, designated by the Board of Directors, which may be opened only upon the joint signatures of two of the officers of the Corporation, one of whom shall be the Treasurer and the other of whom shall be the Executive Director.

The Treasurer's accounts and records shall be audited from time to time by a firm of certified public accountants at the expense of the Corporation if deemed in the best interest of the Corporation by a majority vote of the Board of Directors.

Section 6. Resignation. The resignation of an officer shall be effective as of the date of delivery of a written notice to the Board of Directors or at a later date, if specified in the written notice.

ARTICLE VII

FISCAL YEAR

The fiscal and administrative years of the Corporation shall be from January 1st through December 31st.

ARTICLE VIII

RULES OF ORDER

"Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE IX

CORPORATION POLICIES AND PROCEDURES

In addition to these Bylaws, operation of the Corporation shall be guided by the Corporation's Policies, a copy of which shall be available at the Corporation's primary offices. These Policies shall be reviewed periodically by the Board of Directors, or a committee appointed by the Board of Directors, and any amendments, additions or deletions to the Policies shall be approved by a majority vote of the Board of Directors or its appointed committee.

ARTICLE X

DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any remain after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed

to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended. No part of the assets or the net earnings current or accumulated of the Corporation shall inure to the benefit of a private individual.

ARTICLE XI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 3. Checks, Drafts. Etc. All checks, drafts or other 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 shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed 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.

ARTICLE XII

LOANS TO DIRECTORS AND OFFICERS

Loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may not be made by the Corporation to its directors, officers or employees, or to any other corporation, firm, association or other entity in which one or more of its directors, officers, or employees is a director, officer or employee or holds a substantial financial interest, except a loan by one corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. A loan made in violation of this Article is a violation of the duty to the Corporation of the directors or officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan may not be affected thereby.

ARTICLE XIII

PAYMENT OF DIVIDENDS AND DISTRIBUTION OF INCOME TO DIRECTORS AND OFFICERS PROHIBITED

A dividend may not be paid, and any part of the income or profit of the Corporation may not be distributed, to the directors or officers. The Corporation may pay compensation in a reasonable amount to its directors or officers for services rendered, may confer benefits upon its directors or officers in conformity with its purposes, so long as such payment or benefit does not violate Article X of these Bylaws.

ARTICLE XIV

AMENDMENTS TO THE BYLAWS

The Bylaws of the Corporation may be altered, amended or repealed by a majority vote of the Board of Directors.

ARTICLE XV

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Section 1. Action Against Party Because of Corporate Position. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees inclusive of any appeal), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit, or proceeding if he acted in good faith and in a manner he 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 conduct unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not

act in good faith and in a manner which he 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 reasonable cause to believe that his conduct was unlawful.

Section 2. Action by or in the Right of Corporation. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by him in connection with the defense or settlement of such claim, action, or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that a court of competent jurisdiction (the "Court") in which such claim, action, or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

Section 3. Reimbursement if Successful. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense

of any claim, action, suit, or proceeding referred to in Sections 1 or 2 of this Article XV, or in defense of any claims, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful (on the merits or otherwise) on any other claim, issue, or matter in any such claim, action, suit, or proceeding.

Section 4. Authorization. Any indemnification under Sections 1 and 2 of this Article XV (unless ordered by the Court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article XV. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. Advance Reimbursement. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

Section 6. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be

entitled under any statute, rule of law, provision of Articles of Incorporation, Bylaws, agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity, while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Where such other provision provides broader rights of indemnification than these Bylaws, said other provision shall control.

Section 7. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XVI

CONFLICT OF PROVISIONS

In the event of any unreasonable conflict between any provision in these Bylaws and the provisions of Florida law or the Corporation's Articles of Incorporation, the provision of Florida law, or the Articles of Incorporation, as the case may be, shall control.

ARTICLE XVII

NOTICE/WAIVER

Whenever notice is required to be given to any director under the provisions of the Florida Not-For-Profit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein, shall be equivalent to the giving of such notice.

THE UNDERSIGNED HEREBY adopt and approve the foregoing Bylaws of
FLORIDA FOUNDATION FOR FUTURE SCIENTISTS, INC.

Dated: _____, 2001.

**FLORIDA FOUNDATION FOR
FUTURE SCIENTISTS, INC., a Florida
not-for-profit corporation**

(CORPORATE SEAL)

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