

AMENDED BYLAWS OF
The Seven Springs Rotary Foundation, Inc.

ANOT-FOR-PROFIT ORGANIZATION

ARTICLE I- IN GENERAL

Because of its affiliation with the Seven Springs Rotary, the Seven Springs Rotary Foundation, Inc. (hereafter the "Corporation") shall to all extent possible attempt to be governed identically to the Seven Springs Rotary and in accordance with the bylaws of Rotary International.

ARTICLE II – OFFICES

The principal office of the Corporation shall be located in the City of New Port Richey and the State of Florida. The Corporation may also maintain offices at such other places as the Board of Directors may, from time to time, determine.

ARTICLE III - PURPOSE

Section I - Purpose. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(3) of the Internal Revenue Code, or the corresponding section of any future tax code. Said exempt organizations include, without limitation, the organizations listed in Exhibit "A". The specific purpose of the Corporation is to distribute all monies that it raises through its various fundraising activities for charitable purposes.

ARTICLE IV - MEMBERS

Section I - Members. The Corporation shall have members.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Number, Election, and Term of Office. The number of the directors of the Corporation shall be five. This number may be increased or decreased by the amendment of these bylaws by the Board but shall in no case be less than three director(s). The Board of Directors shall be elected each year. The Board shall be elected by a majority of the votes of the then current Board. Each director shall hold office until the next annual meeting, and until his successor is elected and qualified, or until his death, resignation, or removal.

Section 2-Vacancies. Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining directors at any regular meeting or special meeting of the Board called for that purpose.

Section 3 - Duties and Powers. The Board shall be responsible for the control and management of the affairs, property, and interests of the Corporation and may exercise all powers of the Corporation, except as limited by statute.

Section 4 - Annual Meetings. An annual meeting of the Board shall be held on the 1st day of May each year unless rescheduled by the Board. If May 1st falls on a weekend or holiday, the annual meeting shall be held on the next business day. The Board, from time to time, may provide by resolution for the holding of other meetings of the Board, and may fix the time and place thereof.

Section 5- Special Meetings. Special meetings of the Board shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notice or waivers of notice thereof.

Section 6 - Notice and Waiver. Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally, by mail or by facsimile to each director at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any director may waive notice of any meeting, either before, at, or after such meeting, by signing of waiver of notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it 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 7- Chairman. The Board may, at its discretion, elect a Chairman. At all meetings of the Board, the Chairman of the Board, if any and if present, shall preside. If there is no Chairman, or he or she is absent, then the President shall preside, and in his absence, a Chairman chosen by the directors shall preside.

Section 8- Quorum and Adjournments. At all meetings of the Board, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws. A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 9-- Board Action. At all meetings of the Board, each director present shall have one vote. Except as otherwise provided by Statute, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Any action taken by the Board may be taken without a meeting

if agreed to in writing by all members before or after the action is taken and if a record of such action is filed in the minute book.

Section 10 - Telephone Meetings. Directors may participate in meetings of the Board through the use of a telephone if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence in person.

Section 11- Resignation and Removal. Any director may resign at any time by giving written notice to another Board member, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignations shall take effect upon receipt thereof by the Board or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed for cause by action of the Board.

Section 12 - Compensation. No stated salary shall be paid to directors, as such for their services, but by resolution of the Board a fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 13 - Liability. No director shall be liable for any debt, obligation or liability of the Corporation.

Section 14 - Bylaws. These bylaws may be amended by the Board of Directors in accordance with Fla. Stat. 617.0206.

ARTICLE VI - OFFICERS

Section 1 - Number, Qualification, Election, and Term. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers as the Board may from time to time deem advisable. Any officer may be, but is not required to be, a director of the Corporation. The officers of the Corporation shall be elected by the Board at the first meeting of the Board, and thereafter, at regular annual meeting of the Board. Each officer shall hold office until the annual meeting of the Board next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation, or removal.

Section 2 - Resignation and Removal. Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation or to a member of the Board. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board member or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the Board at any time.

Section 3- Vacancies. A vacancy in any office may, at any time, be filled for the unexpired portion of the term by a majority vote by the Board.

Section 4 - Duties of Officers. Officers of the Corporation shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may from time to time be specifically decided by the Board. The President shall be the chief executive officer of the Corporation.

Section 5 - Compensation. The officers of the Corporation shall be entitled to such compensation as the Board shall from time to time determine.

ARTICLE XII - INDEMNIFICATION

Section 1- Indemnification. Any officer, director, or employee of the Corporation shall be indemnified and held harmless to the full extent of the law.

Section 2 - Insurance. The corporation may, but is not required to, obtain insurance providing for indemnification of directors, officers and employees.

ARTICLE XIII -CONFLICT OF INTEREST

Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his/her interest to the Board or committee prior to its acting on such contract or transaction which might reasonably be construed to be adverse to the corporation's interests.

The body to which such disclosure is made shall thereupon determine by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate, (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present, but may not be counted when the Board or Directors/Trustees or committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

Certified to be the Bylaws of the Corporation adopted by the Board of Directors on September 20, 2005.

Robin Kocher, Secretary

Exhibit A

1. West Pasco YMCA
2. Pasco-Hernando College Fund
3. Youth & Family Alternative
4. First Call For Help
5. West Central Florida Boy Scout Council
6. Pasco Deaf Service Center
7. Alzheimer's Association
8. Connections
9. Good Samaritan Health Clinic
10. Pasco Pediatric Foundation
11. Gulf Coast Community Care
12. All Children's Hospital
13. River Ridge High School Band
14. Ach Guild
15. Boy Scout Troop #79
16. Explorer Troop #24
17. Florida Camp Rotary
18. American Red Cross
19. Lighthouse for the Blind
20. Pasco Food Bank
21. Lutheran Ministries
22. Sunrise of Pasco County
23. Ridgewood High School Band Boosters
24. Association for Retarded Citizens
25. Boys & Girls Club
26. PDK Poloryctic Kidney Disease
27. Sertoma Speech and Hearing Foundation
28. Shepards Cupboard
29. Tech Prep-Pasco County Schools
30. West Pasco Pregnancy Center
31. Boy Scout Troop- St. Thomas Aquinas
32. Salvation Army Domestic Violence Center
33. The Angelus
34. Seven Springs Rotary
35. The Center for Independence
36. Polio Plus