

BYLAWS OF AMERICANS THRIVE, INC.
A FLORIDA NONPROFIT CORPORATION

ARTICLE 1. INTRODUCTION

Section 1.1. *Adoption of Bylaws.* These bylaws were initially adopted by the board of directors on 7/9/2021.

Section 1.2. *Purposes.* This corporation will have the purposes stated in its articles of incorporation, as they now exist or are later amended.

ARTICLE 2. OFFICES

Section 2.1. *Principal Office.* The principal office of this corporation will be located at 8102 NW 107th Ave, Tamarac, Florida 33321.

Section 2.2. *Location of Registered Office.* The location of the present registered office of this corporation is 8102 NW 107th Ave, Tamarac, Florida 33321. The registered office will be continuously maintained in the State of Florida for the duration of this corporation, except that the corporation may from time to time change the address of the registered office by duly adopted resolution and filing the appropriate statement with the State of Florida.

ARTICLE 3. NOT FOR PROFIT

Section 3.1. *No Members.* The corporation shall not have members and shall not issue membership certificates.

Section 3.2. *No Stock.* The corporation shall not issue shares of stock.

Section 3.3. *Nonprofit Operations.* The corporation is a Florida not for Profit Corporation. No dividend will be paid, and no part of the income or assets of this corporation will be distributed, to its directors or officers. However, the corporation may contract in due course of business with its officers or directors for services rendered to the extent permissible under the articles of incorporation, under law and under 26 USCA §501(c)(3) (referred to below as the "Code").

Section 3.4. *No Loans to Directors or Officers.* This corporation will loan no money to any of its directors or officers.

Section 3.5. *No Vested Rights.* No director or officer of this corporation has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions or affairs of the corporation.

ARTICLE 4. BOARD OF DIRECTORS

Section 4.1. *Definition of Board of Directors.* The board of directors is that group of individuals vested with the management of the affairs of this corporation subject to the law, the articles of incorporation, and these bylaws.

Section 4.2. *Qualifications of Directors.* The qualification for becoming and remaining a director of this corporations is that the proposed director must be an individual over the age of 18 years and interested in the furtherance of the purposes of the corporation.

Section 4.3. *Number of Directors.* The board of directors shall be comprised of not fewer than three nor more than 30 directors. The names and address of the persons who are to act in the capacity of directors until the selection of their successors are:

Name:	Address
President: Renaldy Fabien	15651 NE 15 th Court, N Miami Beach FL 33162.
Secretary: Jonathan Jones	225 NW 8 th Street, Unit8 Ft Lauderdale, FL 33311
Treasurer: Juliette Fabien	3150 SW 3 rd Ave, Miami, FL 33129

Section 4.4. *Election.* The board of directors shall elect directors annually. The directors elected may include some or all of the existing directors.

Section 4.5. *Term.* The term of each director shall be one year. A director may be re-elected for one or more terms.

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Name:	Address
President: Renaldy Fabien	15651 NE 15 th Court, N Miami Beach FL 33162.
VP: Gillian South	7449 NW 49 th Street, Lauderhill, FL 33319
Secretary: Jonathan Jones	225 NW 8 th Street, Unit8 Ft Lauderdale, FL 33311
Treasurer: Juliette Fabien	3150 SW 3 rd Ave, Miami, FL 33129

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Section 4.6. *Removal.* A director may be removed at any time by the affirmative vote of at least two-thirds of all directors, including that director, whenever in their judgment the best interests of the corporation will be served.

Section 4.7. *Ex Officio and Honorary Directors.* The board of directors may elect one or more ex officio directors and one or more honorary directors, who may attend board of directors' meetings, but who shall not have the right to notice or vote. Each ex officio or honorary director shall serve for such a term as specified on his or her election, but if none is specified then the term shall be one year. The other provisions of these bylaws relative to vacancies and removal of directors shall be applicable. Unless otherwise specified in these bylaws, all references to "directors" relate to voting directors and not to ex officio directors nor to honorary directors.

Section 4.8. *Resignation; Vacancies.* Resignation of a director will become effective immediately or on the date specified in the resignation and a vacancy will be deemed to exist as of the effective date. Any vacancy occurring in the board of directors, whether by resignation, removal, incapacity, death or otherwise, shall be filled by majority vote of the remaining directors. The new director elected to fill the vacancy will serve for the unexpired term of the predecessor in office unless otherwise provided by the board of directors.

Section 4.9. *Place of Meetings of Directors.* Meetings of the board of directors will be held at the place or places within or without the State of Florida that the executive committee, or in the absence of the determination of the executive committee the president, determines from time to time.

Section 4.10. *Regular Meetings of Directors.* Regular meetings of the board of directors shall be held at the times and places that are specified by the board of directors or the president from time to time. Regular meetings may be held without notice of the date, time, place, or purpose of the meeting.

Section 4.11. *Annual Meetings of Directors.* One meeting each year shall be designated the annual meeting of the board of directors at which officers will be elected. Written notice stated the date, time and place or each annual meeting will be delivered to each director not less than ten day before the date of the meeting, either personally or by first class mail, by Federal Express, by Express Mail, by facsimile or by telegram, by or at the direction of the president or the secretary. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the

records of this corporation, with postage prepaid. The notice need not state the business to be transacted at, nor the purpose of, the meeting.

Section 4.12. *Call of Special Meetings of Directors.* A special meeting of the board of directors may be called by any one of the following: the president; the executive committee; or a majority of directors.

Section 4.13. *Notice of Special Meetings of Directors.* Written notice stating the date, time and place of any special meeting of the board of directors will be delivered to each director not less than two (2) days before the dated of the meeting, either personally or by first class mail, by Federated Express, by Express Mail, by facsimile or by telegram, by or at the direction of the president, or the secretary, or the persons calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of this corporation, with postage prepaid. The notice need not state the business to be transacted at, nor the purpose of, the meeting unless otherwise required by the articles of incorporation or these bylaws.

Section 4.14. *Waiver of Notice of Meeting of Directors.* Notice of the date, time, place, and purposes of any meeting of directors may be waived in writing, either before or after the holding of the meeting, by any director. The written waiver must be filed with or entered on the records of the meeting. The attendance of any director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him or her of notice of the meeting.

Section 4.15. *Quorum of Directors.* A majority of the board of directors then serving shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors unless a greater number is required by law, by the provisions of the articles of incorporation or by these bylaws.

Section 4.16. *Directors' Meetings by Communications Equipment.* Meetings of the directors may be held through any means of communications by which all directors participating 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 4.17. *Action by Directors Without a Meeting.* Action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all of the directors. The action must be evidenced by one or more written consents describing the action taken and signed by each director. Any such written consent shall be filed with or entered on the records of the corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

Section 4.18. *Ratification.* Any director not present at a meeting may ratify the validity and actions that took place in that meeting by signing a written document indicating ratification. The ratification shall be deemed to be an affirmative vote for every action taken in the meeting, unless otherwise specified in the writing. The ratification shall also be deemed to constitute personal presence at the meeting.

Section 4.19. *Compensation.* No compensation shall be paid by the corporation to the directors for their services as directors of the corporation.

ARTICLE 5. OFFICERS, EXECUTIVE DIRECTOR, EMPLOYEES AND VOLUNTEERS

Section 5.1. *Roster of Officers.* The officers of this corporation will consist of the following: president; vice-president; secretary; treasurer. In addition, the board of directors may elect the additional vice-presidents and assistant officers as they from time to time elect by resolution.

Section 5.2. *Election of Officers.* Each of the officers of this corporation will be elected annually by the board of directors from among those individuals who are also directors of the corporation. Each officer will remain in office until a successor, if any, to the office has been elected and qualified. The election will take place at the annual meeting of the board of directors.

Section 5.3. *Multiple Officeholders.* In any election of officers, the board of directors may elect and appoint a single person to any two or more offices simultaneously.

Section 5.4. *President.* The president will be the chief executive officer of this corporation and will, subject to the control of the executive committee and board of directors, supervise and control the affairs of the corporation. The president will

perform all duties incident to his or her office and any other duties as may be provided in these bylaws or as may be prescribed from time to time by the executive committee or board of directors. The president, or in his or her absence the vice-president, or in his or her absence the secretary, or in his or her absence the treasurer, shall preside at all meetings of the directors and executive committee of the corporation.

Section 5.5. *Vice-President.* The vice-president will perform all duties and exercise all powers of the president when the president is unable to act. The vice-president will perform any other duties as may be prescribed from time to time by the executive committee or the board of directors.

Section 5.6. *Secretary.* The secretary will keep minutes of all meetings of the board of directors and the executive committee, will be the custodian of the corporate records, will give all notices as are required by law or by these bylaws, and, generally, will perform all duties incident to the office of secretary and any other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned from time to time by the executive committee or board of directors.

Section 5.7. *Treasurer.* The treasurer will have charge and custody of all funds of this corporation, will deposit the funds as required by the board of directors or executive committee, will keep and maintain adequate and correct accounts of the corporation's properties and business transactions, will render reports and accountings to the directors and to the executive committee, and will perform in general all duties incident to the office of treasurer and any other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned from time to time by the executive committee or the board of directors.

Section 5.8. *Vacancies.* Resignation of an officer will become effective immediately or on the date specified in the resignation and a vacancy will be deemed to exist as of the effective date. Any vacancy, whether by resignation, removal, incapacity, death or otherwise, shall be filled by majority vote of the board of directors. The new officer elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

Section 5.9. *Removal of the Officers.* Any officer elected or appointed to office may be removed by an affirmative vote of at least two-thirds of all directors, whenever in their judgment the best interests of the corporation will be served.

Section 5.01. *Compensation.* No compensation shall be paid by the corporation to the officers for their services as officers of the corporation. No officer shall be prevented from receiving compensation for other services to the corporation simply because he or she is an officer of the corporation.

Section 5.11. *Executive Director.* The board of directors may appoint an executive, who may or may not be a director or officer of the corporation. The executive director shall be an employee of the corporation and shall be entitled to any compensation as is approved by the board of directors. The position of executive director is not an officer of the corporation.

Section 5.12. *Employees and Volunteers.* The executive director, subject to control by the executive committee and the board of directors, will have the power to hire and fire employees of the corporation, including but not limited to managers, directors, curators, assistants, and all other employees, and the power to arrange for volunteers for the corporation. The executive director may delegate this power to one or more employees. The executive director may delegate to the corporation's employees any other powers as the executive director determines from time to time. The employees shall have any responsibilities with regard to the activities and the operations of the corporation as may be provided from time to time by the executive director.

ARTICLE 6. EXECUTIVE COMMITTEE

Section 6.1. *Existence.* There shall be an executive committee of this corporation.

Section 6.2. *Members of Executive Committee.* The executive committee shall consist of those directors who are, from time to time, also officers of the corporation.

Section 6.3. *Term of Office.* A director shall automatically become a member of the executive committee when he or she becomes an officer of the corporation. A director shall automatically cease to be a member of the executive committee when he or she ceases to be an officer of the corporation, whether as a result of resignation, death, incapacity, removal or otherwise.

Section 6.4. *Powers of Executive Committee.* The executive committee shall have and may exercise all powers and authority of the board of directors, except the following powers:

- a. Fill vacancies on the board of directors or any committee of the board of directors;
- b. Adopt, amend or repeal the bylaws (only the board of directors have this power).

Without limiting the generality of the above, the executive committee shall have the power to incur indebtedness, make acquisitions, direct action to be taken by the officers, and in all other respects exercise the powers of the board of directors at any and all times.

Section 6.5. *Meetings of Executive Committee.* The executive committee shall meet at the call of any member of that committee. The executive committee may fix its own rules of procedure. A majority of the executive committee shall constitute a quorum, and the affirmative vote of a majority of those present shall constitute the act of the executive committee.

Section 6.6. *Minutes of Meetings of Executive Committee.* The executive committee shall keep minutes of its meetings.

Section 6.7. *Action by Executive Committee Without a Meeting.* Action required or permitted to be taken at an executive committee meeting may be taken without a meeting if the action is taken by all of the executive committee members. The action must be evidenced by one or more written consents describing the action taken and signed by each executive committee member. Any such written consent shall be filed with or entered on the records of the corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last executive committee member signs the consent, unless the consent specifies a different effective date.

ARTICLE 7. OTHER COMMITTEES

Section 7.1. *Appointment of Committees.* The board of directors or the executive committee may designate and appoint one or more committees and delegate to the committees specific and prescribed authority. Committee chairmen shall be appointed by the president of the corporation. Members of each committee shall be selected by the president or committee chairman. Each committee shall have two or more members who serve at the request of the board of directors. However, no committee will have the authority of the board of directors or executive committee in reference to affecting any of the following:

- a. Filling of vacancies in the board of directors or executive committee or other committees.
- b. Adoption, amendment or repeal of the bylaws.
- c. Adoption, amendment or repeal of any resolution of the board of directors or executive committee.
- d. Action on matters committed by the bylaws or resolution of the board of directors or executive committee to another committee.

Section 7.2. *Action by Committee Without a Meeting.* Action required or permitted to be taken at a committee meeting may be taken without a meeting if the action is taken by all of the committee members. The action must be evidenced by one or more written consents describing the actions taken and signed by each committee member. Any such written consent shall be filed with or entered on the records of the corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last committee member signs the consent, unless the consent specifies a different effective date.

ARTICLE 8. OPERATIONS

Section 8.1. *Fiscal Year.* The board of directors will choose the fiscal year of this corporation.

Section 8.2. *Books and Records.* This corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its board of directors, executive committee, and other committees.

Section 8.3. *Inspection of Books and Records.* All books and records of this corporation may be inspected by any director or officer, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 8.4. *Dissolution of the Corporation.* Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located,

exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 8.5: *501(c)(3) Clause*: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article Third hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 9. CORPORATE SEAL


Section 9.1. *Corporate Seal*. The corporation shall have a corporate seal containing the words: AMERICANS THRIVE, INC.

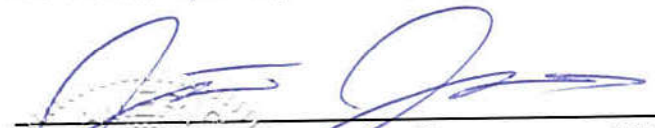
ARTICLE 10. AMENDMENTS

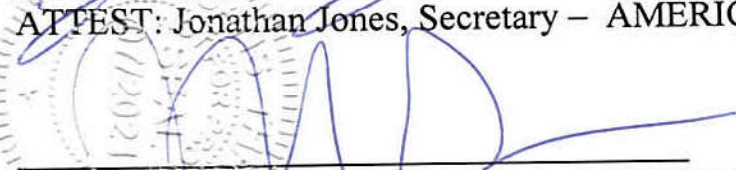
Section 10.1. *Amendment of Bylaws*. These bylaws may be amended altered or repealed only by the affirmative vote of at least two-thirds of all directors (not just those attending the meeting at which the action is taken).


We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to and hereby do, adopt the forgoing Bylaws consisting of the 11 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 31st day of July, 2021


ATTEST: Renaldy Fabien, President – AMERICAN THRIVE ,Inc.


ATTEST: Jonathan Jones, Secretary – AMERICAN THRIVE, Inc.


ATTEST: Juliette Fabien, Treasurer – AMERICAN THRIVE, Inc.


ATTEST: Gillian South – AMERICAN THRIVE,INC.