BYLAWS
OF THE
FLORIDA ASSOCIATION OF ZOOS & AQUARIUMS, INC.

(AS REVISED JANUARY 20, 2020)

ARTICLE I OFFICES

Principal Office.
The Officers of the Corporation ("**Officers**") shall fix the location of the principal executive office of the corporation at any place within the state of Florida. The Officer may, from time to time, change the principal office from one location to another.

ARTICLE II PURPOSES

Corporate Purposes.
The Florida Association of Zoos & Aquariums, Inc. (hereinafter referred to as "**Association**" or "**FAZA**") is organized to operate as a 501(c)(6) nonprofit corporation. Its purposes are:

(1) To promote the welfare of professional zoos, aquariums, and animal parks within the state of Florida.

(2) To encourage efficiency and high ethical standards in the management of professional zoos, aquariums, and animal parks within the guidelines of the Association of Zoos and Aquariums (hereinafter referred to as "**AZA**").

(3) To lend no support to candidates seeking public office.

(4) To carry on only those activities permitted to a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue code section.

ARTICLE III MEMBERSHIP

Section 1. Classes of Members.
This Association shall have two classes of members, designated as follows:

(a) Institutional Member. Each AZA Accredited Zoo and Aquarium and each AZA Certified Related Facility (hereinafter, referred to as "**Institutional Member**"), dedicated to the advancement of conservation, education, recreation and scientific studies, and located within the State of Florida, may designate one employee to be on the Board of Directors ("**Board**") for the Association upon written application to the Association and payment of an application fee (if prescribed by the Board) and annual dues established pursuant to Section 4, ARTICLE III. Each Institutional Member receives two (2) Individual Memberships, one of which will serve as the Institutional Member's representative on the Board (hereinafter referred to as "Board Member").

(b) Individual Member – FAZA. Any paid employee of a FAZA Institutional Member interested in furthering the purposes of the Association and its role in the advancement of conservation, education, recreation and scientific studies is eligible to become an Individual Member of the Association upon written application to the Association and payment of an application fee (if prescribed by the Board) and annual dues established pursuant to Section 4, ARTICLE III. Individual Members do not have the right to vote in the Association.

(c) Individual Member – Non-FAZA. Any person who is not a paid employee of FAZA Institutional Member, and who is interested in furthering the purposes of the Association and its role in the advancement of conservation, education, recreation and scientific studies is eligible to become an Individual Member of the Association upon written application to the Association accompanied by a nomination from a current Individual Member of FAZA and payment of an application fee (if prescribed by the Board of Directors) and annual dues established pursuant to Section 4, ARTICLE III. Individual Members do not have the right to vote in the Association.

Section 2. Board Members.
The appointed Board Member shall have the right to vote, as set forth in these bylaws, on the election of officers, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, Board Members shall have all rights afforded members under the Florida Not For Profit Corporation Act.

Section 3. Advisors Associated With the Association.
From time to time, the Association may seek out advisors to assist the Association in the performance of its work. These advisors may be nominated by Committees or Individual Members and must be approved by the Officers.

Section 4. Dues, Fees, and Assessments.
Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The Board may, in its discretion, set different dues, fees, and assessments for each class.

Section 5. Good Standing Required.
Those members who have paid the dues and fees as assessed in the bylaws and who are in accordance with these bylaws and who are not suspended shall be members in good standing.

Section 6. Termination and Suspension of Membership.
A membership shall terminate on occurrence of any of the following events:

(a) Resignation of a member, on reasonable notice to the Association;

(b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;

(c) Failure of a member to pay dues, fees, or assessments as set by the Board within 90 days after they become due and payable;

(d) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications, such as, but not limited to violation of the AZA Code of Professional Ethics;

(e) Expulsion of the member under Section 7 of Article III of these bylaws, based on the good faith determination by the Officers or a panel authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association. A member whose membership is suspended shall not be a member during the period of suspension.

Section 7. Procedure for Expulsion or Suspension.
If grounds appear to exist for expulsion or suspension of a member under Section 6 of Article III of these bylaws, the procedure set forth below shall be followed:

(a) The member shall be given 15 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice, including by email as shown on the corporation's records.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Officers or by a panel authorized by the Board to determine whether the expulsion or suspension should take place.

(c) The Officers or panel shall decide whether or not the member should be expelled, suspended, or sanctioned in some other way. The decision of the Officers or panel shall be final.

(d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Section 8. Transfer of Memberships.
A membership may not be transferred to another person or entity. Subject to Section 23 of Article III of these bylaws, all rights of membership cease on the member's death or dissolution or termination from a Florida AZA zoo or aquarium.

Section 9. Place of Meetings.
Meetings of the members shall be held at any place within or outside Florida designated by the Board.

Section 10. Annual Meetings.
Annual meetings of members shall be held on such date and at such time as may be fixed by the Board.

Section 11. Special Meetings.
A special meeting of the members for any lawful purpose may be called at any time by the Board or by any Officer,, or by not less than 5 percent of the members. A special meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Board, or the FAZA President. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 12. Notice Requirements for Members' Meetings.
Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with Section 14 of Article III of these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

Section 13. Notice of Certain Agenda Items.
Approval by the Board of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(a) Removing an Officer without cause;

(b) Filling vacancies of an Officer;

(c) Amending the articles of incorporation;

(d) Approving corporate transactions between the directors or the corporation and any one director which has a financial interest;

(e) Electing to wind up and dissolve the corporation; or

(f) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the articles or bylaws, when the corporation is in the process of winding up.

Section 14. Manner of Giving Notice
Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given personally, by electronic means of communication, by first-class, registered, or certified mail, or by other means of written communication, and shall be addressed to each member entitled to vote, at the email address of that member appearing on the books of the Association or at the address given by the member to the Association for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or telegraphic or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Section 15. Affidavit of Mailing Notice.
An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the Association's minute book.

Section 16. Quorum.
A majority of the Board, represented in person or by proxy, shall constitute a quorum at any meeting of members. If a quorum is present, the affirmative vote of the majority of the Board represented at the meeting,

entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by law, the articles, or by these bylaws, except as provided in the following sentence. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 17. Adjournment and Notice of Adjourned Meeting.
Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy.

Section 18. Eligibility To Vote.
Subject to the provisions of the Florida Not For Profit Corporation Act, members entitled to vote at any meeting of members shall be Voting members in good standing as of the record date determined under Section 22 of Article III of these bylaws.

Section 19. Voting.
Voting may be by voice or ballot. If a quorum is present, the affirmative vote of the majority of the Board represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number of voting by classes is required by the Florida Not For Profit Corporation Act or by the Articles of Incorporation.

In any election of Officers, the candidates receiving the highest number of votes are elected.

Voting shall in all cases be subject to the provisions of the Florida Not For Profit Corporation Act.

Section 20. Written Waiver or Consent.
The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, who is not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 21. Action Without Meeting.
Subject to the Florida Not For Profit Corporation Act, any action except election of officers which, under any provision of the Florida Not For Profit Corporation Act, may be taken at any regular or special meeting of members, may be taken without a meeting if the written ballot of every member is solicited, if the required number of signed approvals in writing setting forth the action so taken is received, and if the number of ballots cast within the time period specified equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 22. Record Date Determined by Board.
For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the board may fix, in advance, a record date. The record date so fixed:

(1) for notice of a meeting shall not be more than 90 or less than 10 days before the date of the meeting;

(2) for voting at a meeting shall not be more than 60 days before the date of the meeting;

(3) for voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; and

(4) for any other action shall not be more than 60 days before that action.

Section 23. Proxies.
Each person entitled to vote shall have the right to do so either in person or by agent authorized by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, electronic signature, telegraphic transmission, or otherwise) by the member or the member's attorney-in-fact.

Section 24. Election of Officers.
The president of the board shall appoint a committee to select qualified candidates for election as officers at least 120 days before the date of any election of officers. The secretary shall forward to each member, with the notice of meeting required by Sections 12 through 15 of Article III of these bylaws, a list of all candidates nominated by committee under this Section.

ARTICLE IV BOARD MEMBERS

Section 1. Powers.
Subject to the provisions and limitations of the Florida Not For Profit Corporation Act and any other applicable laws, and subject to any limitations in the Articles of Incorporation and bylaws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the Board Members as follows:

(a) Elect and remove at the pleasure of the Board all the Association's officers or agents; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these bylaws.

(b) Change the principal office or the principal business office in Florida from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities within or outside Florida; and designate any place within or outside Florida for holding any meeting of members.

(c) Adopt and use a corporate seal; prescribe the forms of membership certificates consistent with the provisions of Florida Corporate code; and alter the forms of the seal and certificates.

(d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2. Number of Board Members.
The authorized number of Board Members shall be equal to the number of Florida AZA Accredited Zoos and Aquariums and AZA Certified Related Facilities that have applied and been accepted as members of the Association.

Section 3. Designation.
All Board Members shall be determined and identified at each annual meeting of members.

Section 4. Board Meetings.
Meetings of the Board shall be held at any place within or outside Florida that has been designated by the Board. Any meeting may be held by conference telephone or similar communication equipment, as long as all Board Members participating in the meeting can hear one another. All such Board Members shall be deemed to be present in person at such a meeting.

Section 5. Regular Meeting.
Immediately after each annual meeting of members, the Board shall hold a regular meeting for purposes of organization, election of officers, and the transaction of other business. Notice of this meeting is not required. Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

Section 6. Special Meetings.
Special meetings of the Board for any purpose may be called at any time by the president, a vice president, secretary, or treasurer, or any two directors.

Section 7. Notice.
Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first- class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or (d) by electronic means (email). The notice shall state the time of the meeting, and the place. It need not specify the purpose of the meeting.

Section 8. Quorum.
A majority of the authorized number of Board Members shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the Florida Not For Profit Corporation Act.

Section 9. Waiver of Notice.
Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a

meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 10. Adjournment.
A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 11. Action without a Meeting.
Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 11. Compensation and Reimbursement.
Board Members may receive reasonable compensation for their services, if approved by the Board, and if the corporation has the ability to pay such reasonable compensation. Directors may also receive actual reimbursement for corporate-related expenses, if approved by the Board, and if the Association has the ability to pay such actual reimbursement.

Section 13. Committees of the Board
The Board may create committees, consisting of two or more directors or directors' designees, to serve at the pleasure of the Board. Any such committee, to the extent provided in the board resolution, shall have all the authority of the Board except that no committee, regardless of board resolution, may:

(a) Take any final action on any matter that, under the Florida Nonprofit Corporate Law, also requires approval of the voting members or approval of a majority of all voting members;

(b) Fill vacancies on the Board or on any committee that has the authority of the Board;

(c) Fix compensation of the directors for serving on the Board or on any committee;

(d) Amend or repeal bylaws or adopt new bylaws;

(e) Amend or repeal any board resolution that by its express terms is not so amendable or repealable;

(f) Create any other committees of the Board or appoint the members of committees of the Board; or

(g) Expend corporate funds to support a nominee for director.

Section 14. Meetings and Action of Committees.
Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these bylaws concerning meetings and other Board actions except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by board resolution, or if there is none, by resolution of the committee. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE V OFFICERS

Section 1. Officers of the Corporation.
The Officers of the corporation shall be a president, vice president(s), a secretary and a treasurer.

Section 2. Election of Officers.
The Officers of the corporation, except those appointed under Section 3 of Article V of these bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under any contract of employment.

Section 3. Other Officers.
The Board may appoint and may authorize the president, or other Officer to appoint any other Officers that the corporation may require. Each Officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the Board.

Section 4. Removal of Officers.
An Officer may be removed with or without cause by the Board, and also, if the Officer was not chosen by the Board, by any Officer on whom the Board may confer that power of removal.

Section 5. Resignation of Officers.
Any Officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party.

Section 6. Vacancies in Office.
A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 7. Responsibilities of Officers.

(a) President.
Subject to such supervisory powers as the Board may give to the president of the board, if any, and subject to the control of the Board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all members' meetings and at all Board meetings. The president shall have such other powers and duties as the Board or bylaws may prescribe.

(b) Vice President.
In the absence or disability of the president, the vice president of the officers choosing shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(c) Secretary.

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of members present or represented at members' meetings. The secretary shall keep or cause to be kept, at the principal office in Florida, a copy of the Articles of Incorporation and bylaws, as amended to date. The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by board resolution, a record of the corporation's members, showing each member's name, email address, and class of membership. The secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board required by these bylaws to be given. The secretary shall perform such duties as the Board or the bylaws may prescribe.

(d) Treasurer.
The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members such financial statements and reports as are required by law, by these bylaws, or by the Board to be given. The books of account shall be open to inspection by any member at all reasonable times.

The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the president and the Board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(e) Officers.
The Officers collectively shall have the power to make day-to-day business decisions, including monetary decisions of up to $1,000.00, on behalf of the corporation without the approval of the Board of Directors. A simple majority of approval by the Board is required for any expenditure that exceeds $1,000.00.

ARTICLE VI INDEMNIFICATION

Section 1. Right of Indemnity.
To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, and other persons associated with the corporation, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any activity authorized by the Board.

Section 2. Advancement of Expenses.
To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 of Article VI of these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE VII OTHER PROVISIONS

Section 1. Insurance.
The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

Section 2. Maintenance of Corporate Records.
The corporation shall keep:

(1) adequate and correct books and records of account;

(2) written minutes of the proceedings of its members, Board, and committees of the Board; and

(3) a record of each member's name, email address, and class of membership.

Section 3. Members' Inspection Rights.
Subject to Florida law, and as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(a) Inspect and copy the records of members' names, email addresses, and voting rights during usual business hours on five days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or

(b) Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, email addresses, and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member within a reasonable time period.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

The right of inspection includes the right to copy and make extracts.

Section 4. Accounting Records and Minutes.
On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member.

Section 5. Maintenance and Inspection of Articles and Bylaws.
The corporation shall keep at its principal office or at its principal business office in this state, the original or a copy of the Articles of Incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the corporation is outside Florida and the corporation has no principal business office in this state, the secretary shall, on the written

request of any member, furnish to that member a copy of the articles of incorporation and bylaws as amended to date.

Section 6. Inspection by Board
Every Board member shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, and any physical properties. The right of inspection includes the right to copy and make extracts of documents.

Section 7. Annual Report.
An annual report shall be prepared within a reasonable time period after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

(a) A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year. It may also include a report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that they were prepared without audit from the books and records of the corporation.

(b) A statement of the place where the names and email addresses of current members are located.

(c) Any information that is required by Section 8 of Article VII of these bylaws.

Section 8. Construction and Definitions.
Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Florida Not For Profit Corporation Act and other Florida law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 9. Dissolution
In the event of termination, dissolution, or final liquidation of the Florida Association of Zoos and Aquariums, Inc., any assets will be distributed to the Association of Zoos and Aquariums, a 501 (c)(3) not-for-profit organization based in Silver Spring, Maryland, USA.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Florida Association of Zoos and Aquariums, Inc., a Florida Not For Profit Corporation, that the above bylaws are the bylaws of this corporation as adopted by the Board of Directors on March 6, 2020, and that they have not been amended or modified since that date.

Executed on 3/6/2020

Secretary FAZA Lynn L. McDuffie