



**AMENDED AND RESTATED BYLAWS OF
THE GUIDANCE/CARE CENTER, INC.**

Effective: October 20, 2012

Article 1. NAME, OFFICE, PURPOSES.

Section 1.1 Name. The Corporation shall be known as **The Guidance/Care Center, Inc.** (hereinafter the “Corporation”).

Section 1.2 Principal Office. The Corporation may establish such office(s) and conduct its affairs both within and without the State of Florida, as its Board of Directors (the “Board”) determines to be necessary or expedient to carry out the purposes of the Corporation.

Section 1.3 Purpose. The purpose of the Corporation shall be as stated in the Corporation’s Articles of Incorporation. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3), 2055, and 2522 of the Internal Revenue Code of 1986, as amended (“Code”). The Corporation’s mission and specific purpose shall be determined by Board resolution or policy. In addition to the purpose set forth in the Articles of Incorporation the Corporation may also develop and manage affordable, sustainable housing units that promote the self-sufficiency of low and moderate income families, veterans, and persons with diverse needs in a manner consistent with the purpose and mission of the Corporation and as otherwise determined by the Board by resolution or policy.

Article 2. POWERS OF THE CORPORATION.

Section 2.1 Permitted Activities. The Corporation, in addition to the powers conferred upon it by its Articles of Incorporation and under Title 36, Chapter 617 Florida Statutes, as the same now exist or may hereafter be amended, including any corresponding provision(s) of any succeeding law (hereinafter "FS Chapter 617") or otherwise under the laws of the State of Florida, shall have and be vested with the following powers:

(a) To receive, acquire, hold, manage, administer, and expend property (real, personal, or mixed) and funds for the objects and purposes for which the Corporation is formed including, without limitation, the assistance and support of other charitable institutions, associations, corporations, organizations, and undertakings;

(b) To receive property and funds by gift, bequest, devise, or otherwise and with or without specification of purpose; but, if no purpose is specified, the property or funds so received shall be used for the objects and purposes for which the Corporation is formed;

(c) To purchase, acquire, hold, own and enjoy, sell, transfer, assign, lease or sublease, mortgage or otherwise encumber, and dispose of any, all, and every kind of real and personal property as may be necessary to effect the objects and purposes of the Corporation;

(d) To draw, make, execute, issue, accept, endorse, and guarantee promissory notes, bills of exchange, drafts, warrants, certificates, and any other types of negotiable or non-negotiable instruments for any purpose that furthers the objects and purposes for which the Corporation is formed; and

(e) To do everything and anything reasonably and lawfully necessary, proper, suitable, or convenient to achieve or further the objects and purposes of the Corporation, except that which is inconsistent with the laws of the State of Florida and the Corporation's status as an entity exempt from federal income tax pursuant to Code Section 501(c)(3).

Section 2.2 Prohibited Activities. At all times and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by operation of law, or any other provisions hereof:

(a) The Corporation shall not possess or exercise any power or authority, whether express, implied or granted by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation as described in Code Section 501(c)(3), or by any organization contributions to which are deductible under Code Section 170(c)(2), nor shall the Corporation engage directly or indirectly in any activity that might cause the loss of such qualification.

(b) No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not charitable, educational, or scientific within the meaning of Code Section 501(c)(3).

(c) At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction in which its activities are conducted.

(d) No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

(e) No solicitation of contributions to the Corporation shall be made; and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that may cause the Corporation to fail to qualify as an entity that is exempt from federal income taxation pursuant to Code Section 501(c)(3).

(f) Pursuant to the prohibition contained in Code Section 501(c)(3), no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of any private individual, except that the Corporation may pay reasonable compensation to persons for services rendered.

Section 2.3 Private Foundation. Notwithstanding any other provision of these Bylaws, if at any time or times the Corporation is determined or found to be a private foundation within the meaning of Section 509 of the Code, then during such time or times:

- (a) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;
- (b) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;
- (c) The Corporation shall not make any investments in such manner as to subject the Corporation to a tax liability under Section 4944 of the Code; and
- (d) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Article 3. BOARD OF DIRECTORS

Section 3.1 Board of Directors. The business and affairs of the Corporation shall be managed by the Board of Directors (“Board”), except as otherwise provided in, or limited by FS Chapter 617, the Corporation’s Articles of Incorporation, or these Bylaws. It shall be the Board’s policy to strive to ensure equal representation and diversity of its board members in all service areas.

Section 3.2 Number, Classification, Election, Tenure and Qualification.

- (a) The number of directors of the Corporation (the “Directors”) shall not be less than three (3) and shall not be more than fifteen (15). The number of Directors may be increased or decreased (but not to less than three) by resolution of the Board, subject to Article 4.
- (b) The Board shall be comprised of three (3) groups for purposes of election and tenure. Regardless of such group designation, each Director shall have one equal vote for all matters considered by the Board, excluding any Director that is the subject of such vote. The first group (the “At-Large Group”) shall consist of representatives elected by the Board pursuant to Section 3.2(c)(i) herein. The second group (the “Affiliate Group”) shall consist of the board chairs of each designated Affiliated Entity (as defined herein) of the Corporation pursuant to Section 3.2(c)(ii) herein. The third group (the “Foundation *Ex Officio* Group”) shall consist of those specific officers of WestCare Foundation, Inc. as set forth in Section c(iii) herein.
- (c) The members of the Board of Directors shall be appointed in the following manner:
 - (i) The At-Large Group shall be comprised of not less than one (1) but no more than seven (7) members (“At-Large Directors”). At-Large Directors shall be solicited from the community and shall be appointed as members of the At-Large Group by a majority vote of the Board. Only members of the At-Large Group shall be eligible to be elected as Officers of the Board, as defined in Section 5 herein, unless these Bylaws specifically provide otherwise for a designated office of the Corporation.
 - (ii) The Affiliate Entity Group shall be comprised of the board chairs of each designated Affiliate Entity (“Affiliate Entity Directors”). An Affiliate Entity, for purposes of these Bylaws, is a regionally specific, separately organized entity that is a subsidiary of the Parent Foundation, as defined in Section 4.1 below. The Board shall designate by resolution any regional entities that will be recognized as an Affiliated Entity for these purposes and under these Bylaws.

- (iii) The Foundation *Ex Officio* Group shall be comprised of the following two (2) members (“Foundation *Ex Officio* Director”): (i) the Board Chair of WestCare Foundation, Inc., or their designee, and (ii) the President of WestCare Foundation, Inc.
- (d) The members of the Board of Directors shall serve for the following terms of office:
 - (i) At-Large Directors shall serve two (2) year terms from the date of their appointment to the Board. The Board shall hold elections for At-Large Directors from time to time as shall be determined by the Board. At-Large Directors may serve consecutive terms upon appointment to the Board. Each At-Large Director’s term in office shall begin on the date of the first meeting of the Board of Directors of the Corporation following their appointment. Each At-Large Director’s term shall expire upon the expiration of their term, unless reelected to a successive term, or the earlier of their resignation or removal as a Director pursuant to Section 3.3 or Section 3.4 below.
 - (ii) Affiliate Entity Directors shall serve terms that correspond with their position of board chair of said Affiliate Entity. Each Affiliate Entity Director’s term in office shall begin on the date of the first meeting of the Board of Directors of the Corporation following the member’s appointment as board chair of the Affiliate Entity and shall expire upon the earlier of their resignation or removal as chair of the Affiliate Entity or removal as a Director pursuant to Section 3.3 or Section 3.4 below or upon the Board electing to no longer designate the specific entity as an Affiliate Entity pursuant to Section 3.2(c)(ii) above.
 - (iii) Both Foundation *Ex Officio* Directors’ terms shall last until his or her resignation or removal as Board Chair or President of WestCare Foundation, Inc. respectively.
- (e) The Board, by majority vote of the Directors and subject to the ratification by the Parent Foundation as set forth in Section 4 herein, may appoint persons as honorary/emeritus directors (“Honorary Directors”) of the Corporation provided such appointment furthers the objectives and purposes for which the Corporation was formed. Honorary Directors shall not be deemed “Directors” under this Section and shall not have voting rights or count towards the establishment of a quorum of the Corporation under Section 3.9 herein.
- (f) No Director of the Corporation shall receive any compensation from the Corporation solely for those services rendered as a Director. Foregoing notwithstanding, a Director may be reimbursed for actual and reasonable expenses incurred by the Director in order to attend Board meetings of the Corporation.

Section 3.3 Removal of Directors and Committee Members. Excluding those Directors who serve on the Board pursuant to Section 3.2(c)(iii), any Director or Honorary Director may be removed, with or without cause, by a 2/3 super-majority vote of the Board and subject to the Parent Foundation's ratification as set forth Article 4. Removal is effective only if it occurs at a Special Meeting of the Board (as defined in Section 3.7 herein) called for that purpose or has been placed on the agenda for a regularly scheduled Board meeting. Any Special Meeting of the Board called for purposes of removing a Director under this provision must be given in writing at least five (5) days before the Special Meeting of the Board, must specify the place, day and hour of the meeting, and must be delivered otherwise in compliance with Section 3.7 herein. Foregoing notwithstanding, the failure of any Director to sign the Corporation's conflict of interest policy within thirty (30) days from confirmed delivery of the same shall create a presumption of good cause for removal under this provision; provided however that a member removed for failure to sign the Corporation's conflict of interest policy pursuant to this provision may overcome the presumption of good cause by showing extenuating circumstances that restricted or prohibited the Director for signing the Corporation's conflict of interest policy within the given time frame. The determination of the sufficiency of the Director's explanation and the reinstatement of the Director shall be subject to the majority vote of the Board. A committee member may be removed, with or without cause, at the discretion of the Chair or upon majority vote of the Board.

Section 3.4 Vacancies. Any Director may resign at any time by giving written notice to the Corporation. Such resignation shall take effect at the time specified and the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring on the Board may be filled by a majority vote of the Board, subject to Article 4.2. A Director elected in such a manner shall serve the unexpired term of his or her predecessor in office, or until his or her earlier resignation or removal.

Section 3.5 Limitation on Authority of Board. The Board's authority, notwithstanding the authority normally vested in the board of directors of a corporation, shall be limited by the requirement for the Parent Foundation approval for certain actions as more specifically set forth in Article 4.2 herein.

Section 3.6 Meetings. The Board shall meet at least once annually. The Board may hold its meeting within or outside the State of Florida.

Section 3.7 Notice. Regular meetings of the Board may be held with or without notice at such time and at such place as shall from time to time be determined by the Board. A special meeting of the Board may be called by the Chair, either Foundation Ex Officio Directors, or by any three (3) Directors (“Special Meeting of the Board”). Notice of each Special Meeting of the Board must specify the place, day and hour of the Special Meeting of the Board and shall, unless otherwise set forth under these Bylaws, be given to each Director at least (a) two (2) days before the Special Meeting of the Board if such notice is delivered personally or by means of telephone, electronic mail or facsimile; (b) three (3) days before the Special Meeting of the Board if such notice is delivered by a recognized overnight delivery service; and (c) five (5) days before the Special Meeting of the Board if such notice is delivered through the United States first class mail, postage prepaid. The manner of notice need not be the same to each Director. A notice issued for a Special Meeting of the Board under this Section does not need to state the purpose or business to be transacted at the Special Meeting of the Board except as otherwise provided in Section 3.3 herein.

Section 3.8 Waiver of Notice. A written waiver, signed by a Director entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not called or convened in compliance with these Bylaws.

Section 3.9 Quorum and Voting. A majority of the total number of Directors shall constitute a quorum for the transaction of business. Except as otherwise specifically provided by applicable provision of FS Chapter 617, or as thereafter amended, the Articles of Incorporation, or these Bylaws, the vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum shall be present. No Director may vote or act by proxy at any meeting of the Directors. Members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of telephone conference, video conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.10 Committees of the Board.

- (a) Subject to Article 4, the Board may establish such other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board, except as prohibited by applicable state statute, the Articles of Incorporation or these Bylaws.
- (b) The delegation of authority to any committee shall not operate to relieve the Board or any Director of the Board from any responsibility imposed by applicable law. Rules governing procedures for meetings of any committee shall be as established by the Board, or in the absence thereof, by the committee itself. Any committee appointed by the Board under this Section 3.10 shall have the power and authority to delegate all or part of its duties to outside persons, as it deems necessary or advisable. Such delegation shall not, however, in any way operate to relieve any member of such committee from his or her responsibilities to the Board or the Corporation, or under the provisions of Article 4.
- (c) Each committee may exercise only the specific authority which the Board confers upon the committee in the resolution creating the committee; *provided*, however, that no committee may exercise those powers specifically reserved in Section 4.2 herein, including, without limitation, (i) amend, alter or repeal the Bylaws; (ii) elect, appoint, or remove any member of any committee or any Director or officer of the Corporation; (iii) amend or repeal the Articles, adopt a plan of merger or a plan of consolidation with another corporation; (iv) authorize the sale, lease or exchange of all the property and assets of the Corporation; (v) authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; (vi) adopt a plan for the distribution of the assets of the Corporation; (vii) amend, alter, or repeal any resolution the Board unless it provides by its terms, that it may be amended, altered or repealed by a committee; (viii) fix the compensation of Directors for serving on the Board or any committee of the Board; (ix) create or appoint committees of the Board; or (x) approve any self-dealing transaction. Except as otherwise expressly provided herein, any rules and procedures governing meetings of the Board shall be applicable to meetings of any committee of the Board.
- (d) Each committee formed pursuant to Section 3.10(a) herein shall have at least one (1) Director as a committee member and shall keep regular minutes of its meetings and report the same to the Board as requested.

Section 3.11 Consent to Action Taken Without Meeting. Unless otherwise restricted by FS Chapter 617 as the same may be amended or restated from time to time, the Corporation's Articles of Incorporation, or these Bylaws any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if, before or after the action, a written consent thereto is signed by all of the members of the Board of Directors or of the members of such committee. Pursuant to Section 10.5 herein, Directors may submit such vote via e-mail provided that the e-mail address is held by the Corporation in its records as the official e-mail address for the specific Director and provided such e-mail vote is in response to a "WRITTEN CONSENT TO ACTION WITHOUT A MEETING BY BOARD OF DIRECTORS" submitted for each Director's review and consideration. A copy of the written consent for each Director must be ratified by the Board or committee at its next meeting at which a quorum is present and thereafter filed with the minutes of the proceeding the Board or committee meeting.

Article 4. MEMBERS

Section 4.1 One Member. The Corporation shall have one Member: **WestCare Foundation, Inc.** ("Member"). Member is a Florida not-for-profit corporation who has one member: WestCare Foundation, Inc., a Nevada not-for-profit corporation ("Parent Foundation" as also defined in Section 3.2(b) herein). Member is subject to the same restrictions set forth in Section 4.2 herein. Membership in the Corporation shall not be open to any other individual or corporation. A change in the membership status or classes of membership can only be made by amendment of these bylaws subject to the approval and ratification by the Parent Foundation.

Section 4.2 Actions Requiring Parent Foundation's Written Approval. The following actions of the Board must be approved, in writing or by resolution, by the Parent Foundation prior to the action being effective:

- (a) Any amendment or revision to the Corporation's Articles of Incorporation;
- (b) Any amendment or revision to these Bylaws;
- (c) Any change in the number of Directors on the Board of Directors;
- (d) Any change in the terms of a Director or Directors of the Corporation;
- (e) Any sale or distribution of assets held by the Corporation in which the total sale or value is in excess of fifty thousand dollars (\$50,000.00), excepting those transfers made pursuant to Section 10.8 herein;
- (f) Any plan of merger to which the Corporation is a party or any act of consolidation or dissolution of the Corporation;
- (g) Any change in the mission or purposes of the Corporation;
- (h) Setting of or changing of salaries of the Corporation's officers or employees, including, without limitation, the President, Chief Executive Officer, Chief Financial Officer, or Chief Operations Officer;
- (i) The appointment of Directors and Officers elected by the Board pursuant to these Bylaws.

The Parent Foundation's approval under this Section shall given only by resolution or affirmative ratification by vote of the Parent Foundation's executive committee or the Parent Foundation's board of directors. The failure of Parent Foundation to ratify any action taken by the Corporation that is subject to the provisions of this Section 4.2 shall act to nullify the action in its entirety.

Article 5. OFFICERS AND AGENTS

Section 5.1 Number and Qualifications. The officers of the Corporation shall be a Chair, President, Treasurer and Secretary and such other such other officers, assistant officers and agents as may be appointed and elected by the Board subject to Section 4.2 herein (collectively "Officers"). One person may hold more than one office at a time, except that no person may simultaneously hold the offices of President and Treasurer (if one). Except as otherwise provided herein only At-Large Directors may be Officers of the Corporation.

Section 5.2 Election and Term of Office. Each officer of the Corporation shall serve a two (2) year term unless otherwise provided herein. The Board shall hold elections from time to time as shall be determined by the Board but not less than once every two (2) years. Each officer elected by the Board shall hold office until his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal.

Section 5.3 Removal. Any Officer or agent may be removed, with or without cause, by majority vote of the Board subject to Article 4. Elections or appointment of an Officer shall not in itself create contract rights or other rights to employment. Failure of an individual to annually sign the Corporation's conflict of interest policy shall be deemed cause for consideration of removal.

Section 5.4 Vacancies. Any Officer of the Board may resign at any time subject to any rights or obligations under any existing contracts (if one) between the Officer and the Corporation by giving written notice to the Corporation. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make such resignation effective. A vacancy in any other office, however occurring, may be filled by the Board for the unexpired portion of the term (subject to Article 4).

Section 5.5 Authority and Duties of Officers. The Officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board or these Bylaws; provided, however, that in the event of any conflict in the duties specified, the duties specified by the Board shall control for all purposes.

- (a) **Chair.** The Chair shall be a Director of the Corporation and shall, subject to the direction and supervision of the Board, (i) preside at all meetings of the Board; (ii) see that all orders and resolutions of the Board are carried into effect; and (iii) perform all other duties incidental to the office of Chair and as from time to time may be assigned to him by the Board. Only At-Large Directors, as defined in Section 3.2(c)(i) shall be eligible to be elected as Chair of the Corporation.

- (b) **President.** The President of the Parent Foundation shall be the *ex officio* President of the Corporation. The President shall ensure that all lines of business within the Corporation are running efficiently and within the budget as approved by the Board and the finance committee of the Parent Foundation and shall oversee the Chief Executive Officer of the Corporation. The President may sign any deed, lease, mortgage, bond, contract or other instrument on behalf of the Corporation occurring in the ordinary course of business of the Corporation and pursuant to the mission and purpose of the Corporation unless the Board has expressly granted the authority for such signing and execution to another Officer or agent of the Corporation. The President shall also act as a liaison to the Executive Committee of the Parent Foundation and ensure all concerns of the Board are communicated to the Executive Committee as necessary.

- (c) Vice-Chair. The Corporation may elect a Vice-Chair. If so elected, the Vice-Chair shall be a Director of the Corporation and shall assist the Chair and shall perform such duties as may be assigned by the Chair and the Board. The Vice-Chair shall, at the request of the Chair, or in the Chair's absence or inability or refusal to act, perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. Only At-Large Directors, as defined in Section 3.2(c)(i) shall be eligible to be elected as Vice-Chair of the Corporation.
- (d) Treasurer. The Chief Financial Officer of the Parent Foundation shall serve as the Treasurer of the Corporation and shall be a non-voting *ex officio* officer thereof. The Treasurer does not have to be a Director of the Corporation. The Treasurer's term shall last until his or her resignation or removal as Chief Financial Officer of the Parent Foundation. In the capacity as Treasurer, he or she shall (i) oversee and supervise the activities of subordinate financial officers; and (ii) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board, subject to the supervision of the Board and the President.
- (e) Secretary. The General Counsel of the Parent Foundation shall serve as the Secretary of the Corporation and shall be a non-voting *ex officio* officer thereof. It is not required that the Secretary be a Director of the Corporation. The Secretary's term shall last until his or her resignation or removal as General Counsel of the Parent Foundation. In the capacity as Secretary, he or she shall: (i) keep or cause to be kept, all minutes of the proceedings of the Board and any committees of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; and (iv) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board, subject to the supervision of the Board and the President.
- (f) Discretionary Officer. The Board may, pursuant to Section 5.1, elect such other officers, assistant officers and agents as it may consider necessary and reasonable under the supervision of the Board and the President.

Section 5.6. Chief Executive Officer of the Corporation. The Chief Executive Officer of the Parent Foundation shall be the *ex officio* Chief Executive Officer of the Corporation. The Chief Executive Officer may sign any deed, mortgage, bond, contract or other instrument on behalf of the Corporation occurring in the ordinary course of business of the Corporation and pursuant to the mission and purpose of the Corporation unless the Board has expressly granted the authority for such signing and execution to another Officer or agent of the Corporation. The Chief Executive Officer shall be an employee of the Parent Foundation and as such will be subject to the Parent Foundation's employee policies, procedures and employee handbook. The oversight and management of the activities of the Chief Executive Officer shall be coordinated between the Chair of the Parent Foundation and the President of the Parent Foundation's board or as otherwise set forth in the Parent Foundation's bylaws. Issues pertaining to the management procedures, responsibility for expenses and similar issues associated with the position of the Chief Executive Officer may be included in an administrative services agreement between the Corporation and the Parent Foundation.

Section 5.7 Surety Bonds. The Board may require any officer or agent of the Corporation to execute to the Corporation a bond in such sums and such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of his or her duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

Article 6. CONTRACTS, LOANS, CHECKS AND DEPOSITS, AND SPECIAL CORPORATE ACTS.

Section 6.1 Contracts. The Board (subject to Article 4) may, by resolution or motion, authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of an on behalf of the Corporation and such authorization may be general or confined to specific instruments.

Section 6.2 Loans. The Corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the Board authorizes such a contract by resolution (subject to Article 4). The Corporation shall not allow anyone to issue evidence of the Corporation's indebtedness unless the Board authorizes the issuance by resolution. The authorization may be general or specific.

Section 6.3 Checks, Drafts, etc. The Board shall authorize by resolution which officer(s) or agent(s) may sign and issue all Corporation checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness. The Board shall also determine by resolution the manner in which these documents will be signed and issued.

Section 6.4 Deposits. Subject to Article 4, the Board shall, by resolution, designate those Officer of the Corporation who are authorized to deposit all funds of the Corporation, that are not being used, in banks and other depositories.

Section 6.5 Investments. Subject to Article 4, the Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial of the tax exemption under Code Section 501(c)(3) and its Regulations.

Article 7. CONFLICT OF INTEREST. Directors shall comply with the Conflict of Interest Policy as adopted by the Board of the Corporation. Additionally, and without limiting the foregoing, a Director shall disclose to the Board any material financial interest that the Director directly or indirectly has in any person or entity which is a party to or beneficiary of a transaction under consideration by the Board of Directors. The interested Director shall abstain from voting on the transaction, provided, however, that such interested party's presence may be counted in determining whether a quorum is present for purposes of these Bylaws. The Board shall adopt a conflict of interest policy consistent with the laws of the State of Florida containing procedures for notification and approval of conflict of interest transactions.

Article 8. INDEMNIFICATION

Section 8.1 Indemnification of Directors, Officers and Employees. The Corporation shall indemnify its Directors, officers, employees, and agents to the fullest extent permitted pursuant to the procedures set forth by FS Chapter 617, as the same may be amended from time to time, against all expenses, liabilities, and loss (including reasonably incurred attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement). The indemnification right set forth under this Article shall be a contract right that may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right that such Directors or officers may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of Directors, provision of law, or otherwise, as well as their rights under this Article.

Section 8.2 Advance for Expenses. 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 (a) a written affirmation from the Director, Officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article, and (b) 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 or she is entitled to be indemnified by the Corporation authorized in this article.

Section 8.3 Policies of Insurance. The Corporation, or its Member or Parent Foundation on its behalf, shall purchase and maintain insurance (a) to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article, and (b) 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, trustee, Officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise to insure against any liability asserted against person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article.

Section 8.4 Further Amendments. The Board may from time to time adopt further bylaws with respect to indemnification and may amend these Bylaws to provide at all times the fullest indemnification permitted by FS Chapter 617, and as the same may be amended.

Section 8.5 Limitation on Indemnification. Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as an organization described in Section 501(c)(3) of the Code or would result in liability under Section 4941 of the Code.

Article 9. Reserved.

Article 10. MISCELLANEOUS

Section 10.1 Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees. The books and records of the Corporation shall be audited at each fiscal year end by an independent certified public accountant selected by the Parent Foundation. All books and records of the Corporation may be inspected by any Director or by his or her accredited agent or attorney, for any proper purpose at any reasonable time.

Section 10.2 Fiscal Year. The fiscal year of the Corporation shall be established by the Parent Foundation.

Section 10.3 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest, or device consistent with its general tax-exempt purposes, as set forth in the Corporation's Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses. However, the Corporation shall reserve all right, title, and interest and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purposes or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

Section 10.4 Loans to Directors and Others Prohibited. No loans shall be made by the Corporation to any of its Directors, Honorary Directors, committee members, officers, employees or consultants. Any Director, committee member or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

Section 10.5. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 10.6 Reference to Internal Revenue Code. All references in these Bylaws to provisions of the Code shall include the corresponding provisions of any subsequent federal tax laws, rules or regulations.

Section 10.7 Amending Bylaws. The Bylaws of the Corporation may be altered, amended, added to, or repealed by majority vote of the entire Board subject to Article 4, as is necessary or appropriate to carry out the purposes of the Corporation to the fullest extent permitted by law. No such alteration, amendment, or repeal or adoption shall in any way conflict with the purposes of the Corporation as stated in its articles of incorporation or otherwise cause the Corporation to lose its qualifications as an organization described in Code Section 501(c)(3).

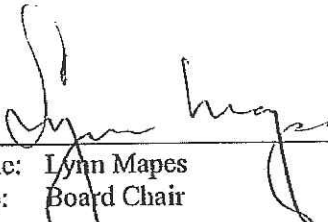
Section 10.8 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

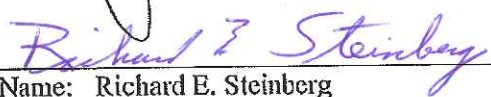
Section 10.9 Transfer of Assets to Title-Holding Corporation. The Board may transfer title to Corporation property to FitzHouse Enterprises, Inc. or such other named affiliated entity of the Parent Foundation as the title-holding corporation used by the Parent Foundation and its subsidiaries for assets used in furthering the Corporation's charitable purposes, or such other entity as may be designated for such use by the Parent Foundation.


CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certifies that that they are the Board Chair, Board President and Secretary, respectively of The Guidance/Care Center, Inc. (the "Corporation"), a Florida not-for-profit corporation, and that, as such, he/she is authorized to execute this certificate on behalf of the Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of the Corporation.

DATED: October 20, 2012


Name: Lynn Mapes
Title: Board Chair


Name: Richard E. Steinberg
Title: Board President


Name: Jim Hanna
Title: Secretary