NONPROFIT CORPORATE BYLAWS OF THE MUSEUM OF ARCHAEOLOGY, PALEONTOLOGY AND SCIENCE -MAPS-

ARTICLE I
Offices

Principal office: The principal office of the Corporation shall be located at 204 Meadows Drive Tarpon Springs, Florida 34688, or at such other location designated by the Board of Directors. Registered office: The registered office of the Corporation may be, but need not be, identical with the principal office. Other offices: The Corporation may have offices at such other places, either within or without the State of Florida which the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

ARTICLE II
Meetings of Members

Place of meetings: All meetings of board members (directors) shall be held at such place, either within or without the state of Florida, as may be designated by the Board of Directors or agreed upon by a majority of the board members entitled to vote at the meeting.
Annual meetings: The annual meeting of members, for the election of Directors and the transaction of any other business properly brought before the meeting, shall be held at 10:00 o'clock a.m. on Jan. 31 of each year.
Substitute annual meeting: If the annual meeting is not held on the day designated in the preceding section, a substitute annual meeting may be called as provided in the section entitled Special Meetings. A substitute annual meeting shall be designated and treated for all purposes as the annual meeting.
Special meetings: Special meetings of the board members for any purpose or purposes may be called at any time by the President, Secretary, or Board of Directors of the Corporation pursuant to the written request of the members entitled to vote at the meeting.
Notice of meetings:
(a) Written notice stating the place and time of every meeting and, in the case of a special meeting, briefly describing the purposes thereof, shall be mailed or personally delivered not less than ten (10) days nor more than fifty days before the date of the meeting to each board member of record, determined in accordance with these Articles, entitled to vote at the meeting. Notice shall be given by or at the direction of the President, the Secretary, or the other person calling the

meeting. If mailed, such notice shall be effective when deposited in the United States mail, addressed to the board member at his address as it appears on the record of board members of the Corporation, with postage prepaid.
(b) In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called, and no business shall be transacted or corporate action taken other than that stated in the notice unless a waiver of notice is obtained from all board members entitled to vote on the matter. In the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted unless required by the provisions of the Florida Business Corporation Act.
(c) When a meeting is adjourned for 120 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than 120 days in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.
(d) The transactions of any meeting of board members, however called and with whatever notice, if any, are as valid as though taken at a meeting duly held after regular call and notice, if:
(i) All the board members entitled to vote are present in person or by proxy and no objection to holding the meeting is made by any board member; or
(ii) A quorum is present either in person or by proxy and no objection to holding the meeting is made by anyone so present and if, either before or after the meeting, each person 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 action taken as shown by the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
Voting lists: After the record date for any meeting has been fixed in accordance with these Articles, the Secretary of the Corporation shall prepare a list of the board members entitled to vote at the meeting or any adjournment thereof, arranged in alphabetical order, and by voting group (including by class and series within a class), if applicable, with the address of each. The list shall be kept on file and shall be made available for inspection and copying, following written demand by any shareholder and at such board member's expense, at the principal office of the Corporation at anytime during the usual business hours or at a place identified in the notice of the meeting in the city where the meeting will be held for a period beginning two business days following the record date established with respect to such meeting. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any board member during the whole time of the meeting or any adjournment.
Quorum: (a) Board members in good standing shall be entitled to vote, represented in person or by proxy, shall constitute a quorum at the meeting of board members. In the event the Corporation has classes or series of shares entitled to vote as a separate voting group, action requiring the vote of such voting group may be taken only if represented in person or by proxy.

(b) The board members present at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough board members to leave less than a quorum.
(c) In the absence of a quorum at the opening of any meeting of board members, or in the absence of a quorum of a voting group required to take action at such meeting, such meeting may be adjourned form time to time by a vote of the majority of the members voting on the motion to adjourn, without notice except as required by this Article. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.
Proxies: A vote may be cast either in person or by one or more agents authorized by a written proxy executed by the board member or by his duly authorized attorney in fact. A telegram, telex, facsimile, or other form of wire or wireless communication appearing to have been transmitted by a board member or a photocopy or equivalent reproduction of a writing appointing one or more proxies shall be a valid form to appoint a proxy. A proxy is not valid after the expiration of 11 months from the date of its execution, unless the person executing it specifies therein the length of time for which it is to continue in force, or limits its use to a particular meeting. Not proxy shall be valid after ten years from the date of its execution.
Voting: (a) Subject to the provisions hereinafter set forth relating to cumulative voting, each board member entitled to vote on a matter coming before the meeting shall be entitled to one vote.
(b) Except in the election of directors as governed by the provisions of these Bylaws, the vote of a majority of the members present at a meeting of board members at which a quorum is present shall be the act of the board members on that matter, unless the vote of a greater number is required by law of by the Articles of Incorporation or these Bylaws.
Inspectors: the Chairman of the meeting may appoint an appropriate number of inspectors for any meeting of board members. Inspectors will open and close the polls, will receive and take charge of the ballots, and will decide all questions as to the qualifications of the voters, validity of proxies and ballots, and the number of votes properly cast.
Informal action by board members: Any action that may be taken at a meeting of the board members may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the board members who would be entitled to vote upon such action at a meeting, and is filed with the Secretary of the Corporation to be kept as part of the corporate records, whether done before or after the action so taken.

ARTICLE III
Board of Directors

General powers: its Board of Directors shall direct the business and affairs of the Corporation. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all of the powers of the Corporation shall be vested in the Board of Directors.

Number, term, and qualifications: The number of directors constituting the Board of Directors shall be, initially, twenty, and such number may be changed by the Board of Directors; provided that the minimum and maximum number of directors may only be changed by the board members. Each director shall hold office until the next annual meeting of board members or until his successor shall have been elected and qualified, or until his earlier death, resignation, retirement, removal, or disqualification. Directors need not be residents of the state of Florida.

Election of directors: Except as provided in these Bylaws, the directors shall be elected at the annual meeting of board members. Those nominees who receive the highest numbers of votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present shall be deemed to have been elected. If any board member so demands, the election of directors shall be by ballot.

Removal and resignation: Any director may be removed at any time with or without cause by a vote of the board members if the number of votes cast to remove him exceeds the number of votes cast not to remove him. If any director is removed, a successor director may be elected at the same meeting. A director may not be removed at a meeting (other than an annual meeting at which election of directors normally occurs) unless the notice of the meeting states that one of the purposes of the meeting is removal of the director. A director may resign at any time by communicating his resignation to the Board of Directors, its Chairman, or the Corporation. Such resignation is effective when communicated unless it specifies in writing a later date or subsequent event upon which it will become effective.

Vacancies: Any vacancy occurring on the Board of Directors, including a vacancy caused by an increase in the authorized number of directors or a failure of the board members to elect the full authorized number of directors, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. The term of a director elected to fill a vacancy shall expire at the next meeting of the board member at which directors are elected.

Chairman of the Board: There may be a Chairman and Vice-Chairman of the Board of Directors elected by the directors from their number at any meeting of the Board of Directors. The Chairman, or in his absence, the Vice-Chairman, shall preside at all meetings of the Board of Directors, and each shall perform such other duties as may be directed by the Board of Directors. The Chairman, or in his absence the Vice-Chairman, shall preside at all meetings of the Board of Directors, and each shall perform such other duties as may be directed by the Board of Directors. The Chairman and Vice-chairman shall be officers of the Corporation.

Compensation: The Board of Directors may not compensate directors for their services as such, but may provide for the payment of any or all expenses incurred by directors in attending regular and special meetings of the Board of Directors. This provision shall not preclude directors from serving the Corporation in other capacities and receiving compensation for such other services.

OFFICERS

Designation:

President (Chairman). This officer shall direct and coordinate all business, and shall act as spokesperson for MAP. The President of MAP, in consultation with the elected officers and the immediate past-president, shall appoint the chairs of the standing and election committees. The President or Vice-President/President-Elect shall be an ex-officio member of each standing committee.

Vice-President/President-Elect. This officer shall serve as President in the absence of the President, and shall assist the treasurer in the collection and disbursement of MAP funds. The President or Vice-President/President-Elect shall be an ex-officio member of each standing committee. The Vice-President/President-Elect shall serve T.B.D. Committee, shall chair that committee in the absence of the Chairperson, and shall serve as liaison to the Treasurer. The Chair and members of the T.B.D. Committee shall be appointed by the Vice-President/President-Elect in consultation with the elected officers. Upon completion of his/her one-year term as Vice-President/President-Elect, this officer shall automatically assume the office of President for the following year.

Secretary. This officer shall be responsible for maintaining the official membership roster, recording proceedings of meetings, and collecting and disseminating all information necessary to conduct MAP business.

Treasurer. This officer shall be responsible for the collection and disbursement of MAP funds and for fiduciary record keeping and reporting. In conjunction with the executive board, the Treasurer shall develop and monitor MAP's annual budget.

ARTICLE IV
Meetings of Directors

Regular meetings: A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of the members. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the state of Florida, for the holding of additional regular meetings.

Special meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. Such a meeting may be held either within or without the state of Florida, as fixed by the person or persons calling the meeting.

Notice of meetings: Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors, shall, at least 24 hours before the meeting, give notice thereof by any usual means of communication. Notice of a regular or special meeting need not specify the purpose for which the meeting is called. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting at which adjournment is taken and if the period of adjournment does not exceed ten days in any one adjournment.
Waiver of notice: Any director may waive notice of any meeting, either before or after the meeting. Except as set forth in the next sentence, a waiver of notice shall be in writing and shall be filed by the Secretary with the corporate records of the corporation, or as part of the minutes of the meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director at the beginning of the meeting (or promptly upon his arrival) objects to the holding of the meeting or transacting business at the meeting and does not vote for or assent to any action taken at the meeting.
Quorum: A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
Manner of acting: Except as otherwise provided in these Bylaws or as required by law, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
Presumption of assent: A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) he objects to holding the meeting or transacting business at the meeting at the outset, (b) his dissent or abstention from the action is entered in the minutes of the meeting, or (c) he files his written dissent to or abstention from such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards his written dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of such action.
Informal action by directors: Action taken by a majority of the directors without a meeting is nevertheless action of the Board of Directors if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.
Participation by telephone: Any one or more directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation by this means shall be deemed present in person at the meeting.

ARTICLE V
Committees

Executive Committee: (a) The Board of Directors, by resolution adopted by a majority of the number of directors fixed by these Bylaws, may designate from among its members an Executive Committee, which shall consist of not fewer than two directors, including the President. When the Board of Directors is not in session, the Executive Committee shall have all power vested in the Board of Directors by law, by the Articles of incorporation, or by these Bylaws, provided that the Executive Committee shall not have the power: To approve or propose to board members any action that is required to be approved by board members under the Florida Business Corporation Act; to approve an amendment to the Articles of Incorporation of the Corporation; to approve a plan of dissolution, merger, or consolidation; to approve the sale, lease, or exchange of all or substantially all of the property of the corporation; to designate any other committee, or to fill vacancies in the Board of Directors or other committee; to amend or repeal the Bylaws, or to adopt new Bylaws; to amend or repeal any resolution of the Board of Directors that by its terms is not so amendable or repealable; or to take any action expressly prohibited in a resolution of the Board of Directors.

(b) The Executive Committee shall report at a regular or special meeting of the Board of Directors all action that the Executive Committee may have taken on behalf of the Board of Directors since the last regular or special meeting of the Board of Directors.

ARTICLE VI
WAIVERS OF NOTICE

Any person entitled to notice may waive any notice required by these Bylaws, the certificate of incorporation or the law of the Florida, in writing. The waiver or waivers may be executed either before, at or after the event with respect to which notice is waived. Each director or member attending a meeting without protesting the lack of proper notice, prior to the conclusion of the meeting, shall be deemed conclusively to have waived such notice.

ARTICLE VII
AMENDMENT OF BYLAWS

These Bylaws may be amended from time to time as required or directed by the Board of Directors. Any such amendment shall require a vote of the Board of Directors, and a quorum shall constitute authority to amend. Amendment shall be by written instrument of equal formality to the instrument presently executed.

ARTICLE VIII
PARLIAMENTARY AUTHORITY

The parliamentary authority for the board shall be Robert's Rules of Order, latest edition.

ARTICLE IX
INTERIM CHAIRMAN AND INTERIM BOARD OF DIRECTORS

For purposes of ratification of these Bylaws, and for purposes of conducting and carrying on of such other business as is required on a temporary basis, pending the election of Directors, Charles Zidar is hereby appointed Interim Chairman of the Board, with the following serving additionally as Board members:

APPROVED, THIS THE <u>1ST DAY OF AUGUST, 2013.</u>
Signed by Charles Zidar, Chairman

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Charles M. Zidar