

**AMENDED AND RESTATED BYLAWS OF
TAMPA BAY PARROT HEADS IN PARADISE CLUB, INC.
Revised 1-28-26**

ARTICLE 1 IDENTITY

The following Amended and Restated Bylaws shall govern the operation of TAMPA BAY PARROT HEADS IN PARADISE CLUB, INC., a Florida not for profit corporation (The "Club"). The Club is organized to gather all Parrot Heads around the world together for a good time and to create and engage in community service projects particularly to help the environment, especially the waters and wild life in and around the Tampa Bay area; and, from time to time to participate in humanitarian or military charitable fundraisers. Such drives must be approved by a two thirds vote of the fruitcake board.

Section 1.1.1 Name. The Club shall be called the Tampa Bay Parrot Heads in Paradise Club, Inc.

Section 1.1.2 Office. The office of the Club shall be at such place as may be set forth in the Articles of Incorporation of the Club (the "Articles") or as may be subsequently designated by the Executive Committee of the Club (which shall be comprised of those persons described in Section 3.1.1 and referred to in these Bylaws as the "Executive Committee").

Section 1.1.3 Seal. The seal of the Club shall bear the name of the Club, the word "Florida," the words "Corporation Not For Profit," and the year of incorporation.

Section 1.1.4 Construction. Whenever the context so requires or permits, the use of the singular shall include the plural, and the plural shall include the singular, and the use of any gender shall be deemed to include all genders.

ARTICLE 2 MEMBERSHIP

Section 2.1.1 Membership. Membership in the Club shall be open to anyone meeting the membership requirements specified in Article II, Section 2.1.2 of these Bylaws. Each member of the Club shall be referred to in these Bylaws as a "Member", and all Members of the Club shall be referred to collectively in these Bylaws as the "Membership".

Section 2.1.2 Requirements for Membership. The requirements for membership in the Club shall be as follows:

2.1.2.1 A Member must pay membership dues according to a schedule set and approved by a majority vote of the Executive Committee prior to December 31 of each year. 2.1.2.2 A Member must have an interest in Jimmy Buffett's and Trop Rock music.

2.1.2.3 A Member must have an interest in community service and environmental concerns.

2.1.2.4 A Member must have a commitment towards the success and achieving the goals of the Club.

Section 2.1.3 Denial of Membership. The Fruitcake Board may deny membership in the Club to any person whom the Fruitcake Board determines by a two-third vote does not meet the requirements for membership set forth in Article II, Section 2.1.2 of these Bylaws.

Section 2.1.4 Expulsion from Membership. The Fruitcake Board may expel from the Club any Member whom the Fruitcake Board determines by a two-third vote no longer meets the requirements for membership set forth in Article II, Section 2.1.2 of these Bylaws, thus terminating such Member's membership in the Club and all rights and privileges associated therewith.

Section 2.1.5 Membership Dues. Membership dues shall be paid by all Members according to a schedule set and approved by a majority vote of the Executive Committee prior to December 31 of each year.

2.1.5.1 Payment of Membership Dues.

2.1.5.1.1 Payment of membership dues shall be made by each Member annually by the end of the month in which the anniversary date for such Member falls. Anniversary date will be the date on which dues were first paid with renewal due by the end of that month the following year. As an example, a member who joins on April 12 will have an anniversary date of April and dues for the following year will be due by April 30th of the following year.

2.1.5.1.2 By a majority vote, the Executive Committee may waive or reduce membership dues, or extend the deadline for payment of membership dues, for any Member due to financial hardship as demonstrated to the Executive Committee by such Member. Requests for a waiver or reduction of membership dues, or an extension of the deadline for payment of membership dues, by any Member must be submitted by such Member in writing to the Executive Committee within 30 days prior to such Member's anniversary date.

2.1.5.1.3 Any Member who has not paid membership dues within Ninety (90) Days of the end of the month in which the anniversary date for such Member falls shall be deemed to have terminated his/her membership in the Club, but may be reinstated as a Member of the Club with a new anniversary date by payment of such Member's membership dues. 2.1.5.2 Refund of Membership Dues.

2.1.5.2.1 Refund of any Member's membership dues may be made by a majority vote of the Executive Committee.

2.1.5.2.2 Any Member wishing to terminate his/her membership in the Club between his/her anniversary dates shall not be refunded any portion of his/her membership dues without a majority vote of the Executive Committee to refund such Member's membership dues.

2.1.5.2.3 If a Member is expelled from the Club by the Executive Committee pursuant to the provisions of Article II, Section 4 of these Bylaws, the Executive Committee may refund a portion of such Member's membership dues, prorated by the number of days remaining until such Member's anniversary date.

Section 2.1.6 Meetings. Meetings of the Membership shall be held at the 3rd Wednesday monthly and when a 5th Wednesday falls in a month, the Club will travel to other areas in club territory for a meeting and communicated Membership through the calendar, web site, email, facebook and other social media and/or mail.

EXECUTIVE COMMITTEE

Section 3.1.1 Composition. The affairs of the Club shall be managed by the Executive Committee, which shall have all powers and duties necessary for the management of the affairs of the Club and shall do all such acts and things as are not prohibited by law or by the Articles or these Bylaws. The Executive Committee shall be comprised of the following four (4) elected members of the Club: Captain, First Mate, Purser, and Yeoman. The Fruitcakes Board will consist of the four (4) elected officers plus two members-at-large and unspecified number of Chief Officers to be determined by the Executive Committee. Chief Officer duties may be shared by two or more persons with each person having a vote.

3.1.1.1 By 2/3 vote of Fruitcakes, Club ex-officio officers may be granted lifetime memberships to the Fruitcakes. Positions are voting positions but do not count toward quorum requirements if not present in person or by proxy.

Section 3.1.2 Term. The Captain, First Mate, Purser, and Yeoman shall be elected by the Membership as set forth in Article VI of these Bylaws. The term of these elected members of the Executive Committee will consist of two (2) years running from January 1 of the first calendar year to December 31 of the second calendar year of such term and until a successor is duly elected and qualified, or until resignation, removal, or death.

The Chief Officers and Members-at-Large will be appointed by the Executive Committee. Chief Officers shall serve at the pleasure of the Executive Committee and shall hold office until a successor is duly appointed and qualified, or until removed by the Executive Committee. Members-at-Large will serve for (1) calendar years. Any Chief Officer or Member-at-Large appointed by the

Executive Committee may be removed at any time, with or without cause, ie neglecting his/her duties, misusing his/her position, etc., by a two-thirds majority vote for removal of the Executive Committee. If the Chief Officer or Member-at-Large becomes vacant for any reason, the vacancy shall be filled by the majority vote of the Fruitcakes Board.

Every election period, no later than December 1 of the year prior to taking office, the Executive Committee shall appoint the Chief Officer positions as desired.

Members-at-Large are chosen by the Executive Committee and announced at the last board meeting of every year for a one or two year term.

Section 3.1.3 Requirements for Membership on the Executive Committee. All members of the Executive Committee must meet the requirements for membership in the Club set forth in Article II, Section 2.1.2 of these Bylaws and be current Members in good standing with the Club.

Section 3.1.4 Section 3.1.4 Compensation and Expense Reimbursement

Members of the executive committee and members of the Fruitcakes Board shall not be entitled to any fee or compensation for acting in such capacity.

Section 3.1.5 Meetings.

3.1.5.1 Location. All meetings of the Executive Committee and Fruitcake Board shall be held at such time, date, and place as shall be designated by the Executive Committee and stated in the notice of the meeting.

3.1.5.2 Frequency. The Executive Committee and the Fruitcake Board shall meet at least quarterly on dates set by the Executive Committee; provided, however, the Captain, or in his/her absence the First Mate, or a majority of the members of the Executive Committee, may convene additional meetings of the Executive Committee.

3.1.5.3 Notice. Notice of all meetings of the Executive Committee and Fruitcake Board shall be given to each member of the Executive Committee and Fruitcake Board personally, or by email, telephone, or facsimile, no less than forty-eight (48) hours prior to the time of such meeting. Prior to or at any meeting of the Executive Committee or Fruitcake Board, any member of the Executive Committee may waive notice of such meeting, and such waiver shall be deemed to be the equivalent of the giving of notice. Attendance by a member of the Executive Committee or Fruitcake Board at any meeting of the Executive Committee or Fruitcake Board shall be deemed a waiver of notice of such meeting. If all of the members of the Executive Committee are present at any meeting of the Executive Committee or Fruitcake Board, no notice shall be required and any business may be transacted at such meeting.

3.1.5.4 Meetings Open. All meetings of the Fruitcake Board shall be open to all Members for attendance, but not to vote, comment or otherwise participate, unless invited by a majority vote of the Executive Committee.

3.1.5.5 Quorum and Voting. At all meetings of the Executive Committee or Fruitcake Board, the presence of members of the Executive Committee or Fruitcake Board, in person or by proxy, representing sixty-six percent (66%) or more of the members of the Executive Committee or Fruitcake Board shall constitute a quorum for the transaction of business. All members of the Executive Committee or Fruitcake Board shall be entitled to vote on all matters submitted to a vote of the Executive Committee or Fruitcake Board, and the acts of the majority of the members of the Executive Committee or Fruitcake Board present at such meeting at which a quorum is present shall be acts of the Executive Committee or Fruitcake Board. In the event of a tie vote within the Executive Committee or Fruitcake Board, the tie shall be broken by a vote of the Captain and all voting Members-at-Large on the Executive Committee who are present at the meeting. If the tie vote remains, the Captain shall break the tie. If any meeting of the Executive Committee or Fruitcake Board cannot be held because a quorum is not present, either in person or by proxy, the meeting shall be adjourned from that time until such time as a quorum is present. At each such adjourned meeting, any business which might have been transacted at the meeting, as originally called, may be transacted without further notice. For quorum and voting purposes, each Chief Officer on the Fruitcake Board has a vote even if duties are shared by multiple members.

3.1.5.6 Proxies. Votes may be cast in person or by proxy. All proxies shall (i) be in writing, (ii) state the date, time, and place of the meeting for which they are given, (iii) be signed by the authorized person who executed the proxy, and (iv) be filed with the Yeoman prior to the meeting at which they are to be used. A proxy shall be effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and shall automatically expire ninety (90) days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executes it. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his place.

Section 3.1.6 Benefits and Perks Whenever free hotel rooms or upgrades are negotiated by the club, the rooms will be distributed to the band or if not needed for the band will be distributed to the members of the Fruitcakes board for acting in such capacity. Any additional or other free item or reward will be either raffled or auctioned off to the general membership.

ARTICLE 4 OFFICERS AND DUTIES

Section 4.1.1 President. The President or "Captain" shall be the chief executive officer of the Club. The Captain shall

- (i) preside at all meetings of the Membership and the Executive Committee and Fruitcake Board,
- (ii) appoint all committee chairmen and any other appointive officers of the Club with the

approval of a majority vote of the Executive Committee and make any other appointments deemed necessary by the Executive Committee, (iii) sign all written contracts of the Club, (iv) act as the liaison for the Club with other local groups and any other organization with which the Club wishes to communicate, (v) have executive powers and general supervision over the affairs of the Club and the other members of the Executive Committee, the Fruitcake Board and (vi) perform all of the duties incident to his office and which may be delegated to him from time to time by the Executive Committee. (vii) Submits annual reports describing TBPH community, charity and environmental projects. These reports are due on July 31st and January 31st of each year. (viii) upon leaving office (within thirty (30) days of leaving office) pass on all materials, books, notes, and records, for the present and prior years, in good condition, to the succeeding President.

Section 4.1.2 Vice President. The Vice President or "First Mate" shall (i) perform the duties of the Captain in the Captain's absence, (ii) assist the Captain in managing the affairs of the Club, and (iii) perform such other duties as may be required by the Executive Committee from time to time. The First Mate shall succeed to the term of Captain if the Captain is unable to serve out his/her term. First Mate will oversee the Welcome Court, Membership and maintain the Volunteer list. First Mate will assist all committee chair's in the recruitment of volunteers and make sure committee chairs are executing sign-up sheets to expedite the recruitment of volunteers to serve at all club meetings and functions. (iv) upon leaving office (within thirty (30) days of leaving office) pass on all materials, books, notes, and records, for the present and prior years, in good condition, to the succeeding Vice-President.

Section 4.1.3 Secretary. The Secretary or "Yeoman" shall (i) issue notices of all meetings of the Executive Committee, (ii) attend and keep the minutes of all meetings of the Executive Committee, (iii) furnish copies of such minutes to all members of the Executive Committee, appointed officers, and others designated by the Executive Committee or the Captain, (iv) respond or correspond with other groups or individuals as requested by the Executive Committee or the Captain, (v) have charge of all of the Club's books, records, and papers, except those records to be kept by the Purser; (vi) attest to all written contracts and other instruments required by the Executive Committee, (vii) perform such other duties as may be required by the Executive Committee from time to time, and (viii) upon leaving office (within thirty (30) days of leaving office) pass on all materials, books, notes, and records, for the present and prior years, in good condition, to the succeeding Secretary.

Section 4.1.4 Treasurer. The Treasurer or "Purser", assisted by the other Executive Committee Members, shall (i) assure and record deposit of membership dues, (ii) have custody of the receipts and funds of the Club, (iii) deposit all receipts and funds of the Club in the name and to the credit of the Club in such depositories as may be designated from time to time by the Executive Committee, (iv) disburse the funds of the Club as may be ordered by the Executive Committee and Fruitcake Board in accordance with these Bylaws, making proper vouchers for such disbursements,

(v) keep full and accurate accounting records for the Club, (vi) attend meetings of the Executive Committee and Fruitcake Board and have the books of the Club ready for examination by any member of the Executive Committee or Fruitcake Board upon request, (vii) prepare quarterly reports of the financial condition of the Club for presentation to the Executive Committee and Fruitcake Board, (viii) shall oversee Membership and perform such other duties as may be required by the Executive Committee from time to time, (ix) Work with accountant to prepare annual taxes and (x) upon leaving office (within thirty (30) days of leaving office) pass on all funds, books, and records, for the present and prior years, in good condition, to the succeeding Treasurer.

Section 4.1.5 Chief Officers and Members-at-Large. The Chief Officers and Members-at-Large shall (i) attend the meetings of the Fruitcake Board at which they shall present in good faith the issues and concerns of members of the Club who are not members of the Fruitcake Board, (ii) perform the duties of their specific functions as defined by the Executive Committee, and (iii) perform such other duties as may be required by the Executive Committee from time to time.

ARTICLE 5 COMMITTEE CHAIRPERSONS

Any member of the Executive Committee or Fruitcake Board may select any necessary committee chairperson from the Membership to chair any committee with their area of responsibility. The tasks of the appointed chairperson and his/her committee will be defined by the Executive Committee or Fruitcake Board member who established the committee. The appointed chairperson may appoint his/her own committee members, who shall serve at the pleasure of the committee chairperson. With the exception of the chairperson of any Elections Committee, appointed committee chairpersons shall serve at the pleasure of the Executive Committee or Fruitcake Board member who appointed them and shall hold office until a successor is duly elected and qualified or until their purpose has been fulfilled. No committee chairperson shall have a vote in any Executive Committee or Fruitcake Board decision.

ARTICLE 6 ELECTIONS & VOTING

Section 6.1.1 Elections. Elections for Captain, First Mate, Yeoman and Purser, who will serve for the two-year terms commencing on January 1 of the calendar year 1997 and every second calendar year thereafter shall be held in the calendar year immediately preceding the first year of such term. The Captain, First Mate, Yeoman, and Purser will be elected by a majority vote of the Membership through ballots submitted to and received from the Membership as set forth below. The Election Committee will set forth an election process that will allow for all nominations to be announced with ample time to have one meeting dedicated to campaigning and have all elections and results announced prior to the club's birthday celebration.

Section 6.1.2 Elections Committee. An Elections Committee chairperson for each election shall be appointed by a majority vote of the Fruitcake Board by July 1 of each year in which an election is to be held. Such Elections Committee shall be formed for the specific purpose of conducting the election to be conducted in such year for the coming year and shall be disbanded

upon completion of such election. The chairperson of the Elections Committee shall be selected by the entire Fruitcake Board by majority vote and may not be a member of the Fruitcake Board or planning to run for elected office in the Club for the coming year. The chairperson of the Elections Committee may be removed only for failure to perform any of his/her duties in a timely and objective fashion by a majority vote of the entire Executive Committee. The chairperson of the Elections Committee shall be responsible for: forming the Election Committee from Members of the Club who are not members of the Executive Committee or planning to run for elected office in the Club for the coming year; developing procedures and deadlines for the election process; submitting such procedures and deadlines to the current Elected Officers for approval, in the event of a tie vote within the current Elected Officers the tie shall be broken by a vote of the Elections Committee chairperson, which is a non-voting position; communicating the elections procedure to the Membership; distributing the ballots to the Membership via US mail; collecting and tabulating ballots; and communicating and certifying the results of the election to the Executive Committee.

Section 6.1.3 Candidacy. Any Member who meets the requirements for membership in the Club set forth in Article II, Section 2.1.2 of these Bylaws and has been a current Member in good standing for the last 2 consecutive years with the Club, has served on the Fruitcake Board for 1 year for Captain and 1st Mate and Member in good standing for the last 2 consecutive years with the Club for Purser and Yeoman. They must maintain residence and physically reside within the Area of Operation of the Club may run for any elected office by submitting a letter of candidacy for the position they plan to run for to the Elections Committee to be included in the ballot. Such candidacy must be received by the Elections Committee in accordance with procedures communicated to the Membership by the Elections Committee and should include a campaign statement that will be published with the ballots. The Executive Committee and Fruitcake Board may not use the auspices of their office to endorse any candidate. Fruitcakes are not prohibited from expressing their preferences in a non-official capacity. Notwithstanding the above, because of the specific qualifications required to perform the duties of Purser and the fiduciary nature of that function, candidacy for Purser shall be reviewed and approved by a majority vote of the Executive Committee and the Election Committee Chairperson prior to being placed on the ballot. Candidates for Purser may be asked to provide a resume of their qualifications to the Elections Committee and at the candidate's request; his/her name may be omitted from the resume prior to submission to the Executive Committee for review and approval. The current Purser will not have a vote but can advise on the qualifications of the candidates.

Section 6.1.4 Voting. Ballots for each election shall be distributed to the Membership via US Mail or email. Ballots shall contain the name and address to which the ballot must be returned with a clear communication of the deadline for voting. Only ballots returned to the Elections Committee postmarked by the stated deadline shall be counted. The Club shall not be required to pay return postage on any ballots. In the event more than 2 persons run for an office, the winner will be the person who gets the most votes. In the event of a tie vote, a run-off election shall be held between the candidates that tied, as the case may be, by reasonable procedures to be established by the Elections Committee at such time.

Section 6.1.5 Resignation. Any member of the Executive Committee may resign at any time by sending a written notice of such resignation to the Yeoman of the Club. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by the Yeoman. In the event any member of the Executive Committee at any time during their term of office shall no longer meet the requirements for membership in the Club set forth in Article II, Section 2.1.2 of these Bylaws or no longer be a Member in good standing with the Club, he/she shall receive written notice from the Executive Committee that a thirty (30) day grace period will be offered to correct the disqualifying event. At the end of the grace period, any elected member of the Executive Committee who has failed to meet the requirements for membership in the Club set forth in Article II, Section 2.1.2 of these Bylaws or reestablish their good standing with the Club will be deemed to have resigned from his/her position on the Executive Committee.

Section 6.1.6 Removal. A petition for removal of any elected member of the Executive Committee may be made by any Member upon presentation to the Executive Committee of a petition which describes the reason for removal, signed by at least one third of the Members in good standing with the Club at the date on which the petition is presented to the Executive Committee. The recall of any member of the Executive Committee may be sought and affected only for the following reasons:

6.1.6.1 Mental or physical disability resulting in substantial inability to execute the duties of office.

6.1.6.2 Malfeasance, misfeasance, or nonfeasance of office.

6.1.6.3 Executive Committee members missing three (3) consecutive planned meetings (club meetings & board meetings) are deemed removed (excluding illness, hospitalization or work related travel or issues).

Upon presentation of such a petition to the Executive Committee, a special Elections Committee shall be formed to conduct a vote on the petition for removal pursuant to procedures established by such Elections Committee which will approximate as close as reasonably possible, given the circumstances, the procedure for elections set forth in Article VI, Section 4 of these Bylaws. In all such votes, a minimum vote of ten percent (10%) of the Membership must be received in order to effect removal, and a simple majority of the ballots cast will determine rejection or approval of such petition. The Executive Committee shall inform the Membership at the first meeting following the certification of such vote of the results of such vote.

Section 6.1.7 Vacancies. If the office of any member of the Executive Committee, except Captain, as defined in Section 4.1.1 and 4.1.2, shall become vacant by reason of resignation, removal from office, death, disability, or otherwise, such office shall be filled by a majority vote of all remaining members of the Fruitcake Board, present in person or by proxy, for the balance of the unexpired term in respect to which such vacancy occurred.

ARTICLE 7 MISCELLANEOUS

Section 7.1.1 Reimbursement of Expenses. If any Member desires to request reimbursement for expenses incurred on behalf of the Club, such request must be made in writing to the Purser and accompanied by proper documentation, including receipts. Requests by members of the Executive Committee and Fruitcake Board for reimbursement shall be made in the same manner. Any expenses in excess of Fifty and 00/100 Dollars (\$50.00) for which reimbursement may be sought should be discussed in advance of payment to receive authorization from the Executive Committee unless it's a budgeted expense. During each fiscal year the Captain is authorized to approve expenditures up to Five Hundred Dollars (\$500.00) for items not in the budget without specific authorization from the Executive Committee or Fruitcake Board as long as those expenditures can be attributed to one of the clubs expense categories as listed in the chart of accounts. For example(s): Parties & Events, Membership, Meetings, or Store.

Section 7.1.2 Bank Accounts. The funds of the Club shall be deposited in such banks and depositories as may be determined by the Executive Committee and shall be withdrawn only upon checks and demands for money signed by such member(s) of the Executive Committee as may be designated by the Executive Committee.

Section 7.1.3 Fiscal Year. The fiscal year for the Club shall begin on April 1 and end on March 31. Section 7.1.4 Membership Information. Membership information is considered proprietary and will not be utilized for any purpose not directly associated with the Tampa Bay Parrot Heads in Paradise Club, nor is it to be released to other parties without the approval of the Fruitcake Board.

Section 7.1.5 Advertising Rates. Calendar advertising rates shall be set by the Executive Committee.

Section 7.1.6 Budgets for Special Events. All Special Events shall be managed to a budget established by the Executive Committee and Fruitcake Board. If a deficit appears likely, it will be reported to the Executive Committee promptly.

Section 7.1.7 Dissolution. Upon the dissolution of the Club, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Club, distribute all of the assets of the Club, exclusively for pleasure, recreation, or other non-profitable purposes in such manner and to such club(s) or organization(s) qualified under Section 501(c) of the Internal Revenue Code of 1986 as the Executive Committee shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Club is then located, exclusively for the aforesaid purposes of the Club or to such qualified club(s) or organization(s) as such court shall determine.

Section 7.1.8 Amendments to Bylaws. Amendments to these Bylaws may be made only by a two-thirds vote of the complete representation Executive Committee and Fruitcake Board either in person or by proxy.

Section 7.1.9 Adoption of Bylaws. Adoption of these Bylaws shall be made only by a two-thirds vote of the complete representation Executive Committee and Fruitcake Board either in person or by proxy.

Section 7.1.10 Exclusivity. A No individual member or member's business shall be given priority or exclusivity with regard to Club expenditures for goods or services. An open bidding process may be used to allow club members to compete for Club business.

Section 7.1.11 Charity Monies. Any money raised at an event be it from raffles, silent auctions, 50/50, live auctions, hog roasts, or a specified ticket sales amount that were designated to a specific charity, the proceeds will be given to that charity within a month following the event.