

BY-LAWS
OF
FLORIDA GLASS DRAGONS, INC.

I. OFFICES

1. **Offices.** The principal office of Florida Glass Dragons, Inc. (the "Corporation") in the State of Florida shall be located at 1275 McGregor Road, DeLand, Florida 32720, or such other address as shall hereafter be determined by action of the Board of Directors. A resident agent shall be designated thereat or at the Corporation's registered office upon whom process may be served. The Corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

II. MEMBERS

1. **Members.** The Corporation shall have no members.

III. BOARD OF DIRECTORS

1. **General Powers.** The policies of the Corporation shall be established by the Board of Directors.

2. **Qualifications, Number and Tenure.** Directors need not be residents of the State of Florida, but shall be individuals of at least age 21 or older. The number of Directors shall be three (3) unless a different number shall be set by resolution of the Board of Directors, but in any event not less than three (3) Directors nor more than thirty-five (35) Directors. The Directors shall be elected by the Board of Directors at the annual meeting, and may succeed themselves in office. Each Director shall hold office until the next annual meeting of the Board of Directors

and until his or her successor shall have been elected (or appointed) and qualified.

3. **Annual Meeting.** An annual meeting of the Board of Directors shall be held at a time set by the President.

4. **Place of Meeting.** The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If all of the members of the Board of Directors shall meet at any time and place, either within or without the State of Florida, or all of them consent to the holding of such a meeting at which a quorum is present, such meeting shall be valid without call or notice, and at such meetings any corporate action may be taken.

5. **Notice of Meetings.** (a) Written notice stating the place, day and hour of any annual or adjourned annual meeting of the Board of Directors shall be delivered either personally or by mail to each Director entitled to vote at such meeting, not less than five (5) nor more than thirty (30) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting.

(b) Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his or her address as shown by the records of the Corporation. The purpose or purposes for which the special meeting is called shall be stated in the notice.

(c) If mailed, a notice of any meeting shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice be given by any other legal means, such notice shall be deemed to be delivered upon receipt by the recipient.

(d) Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any annual, regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

6. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

7. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, by the Articles of Incorporation, or by these By-Laws.

8. **Informal Action by Directors.** Any action required by law to be taken at any meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

9. **Compensation; Expenses.** All Directors shall serve without compensation but shall be reimbursed for reasonable direct expenses incurred upon approval of the Board of Directors.

10. **Proxies; Attorneys-in-Fact.** At any meeting of Directors, a person entitled to vote may vote by proxy executed in writing by the Director or by his duly authorized attorney-in-fact. No proxy shall be valid after two months from the date of its execution. Any act or writing which

might be executed by a Director may be executed on his or her behalf by a duly authorized attorney-in-fact acting in his or her behalf.

IV. OFFICERS

1. **Officers Provided.** The officers of the Corporation shall be one or more Presidents, a Treasurer and a Secretary.

2. **Election and Term of Office.** The officers of the Corporation shall be elected by the Board of Directors and shall hold office until the next annual meeting of the Board of Directors or until their successors shall have been duly elected and shall have qualified. New offices may be created and filled at any meeting of the Board of Directors.

3. **President.** The President must be a Director, shall be the principal executive officer of the Corporation and shall in general supervise all of the business and affairs of the Corporation, subject to the policies of the Board of Directors. The President shall preside at meetings of the Board of Directors. The Corporation may have more than one President, and at any such time, either President may act for and bind the company, and joint signatures shall not be required. Any reference to the term "President" contained herein shall refer to either President acting alone.

4. **Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may determine. He or she shall, with one or more other cosignatories, have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or

other depositories as shall be selected by the Board of Directors; and in general perform all the 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 President or by the Board of Directors.

5. **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each Director which shall be furnished by each Director to the Secretary; and 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 President, or by the Board of Directors.

V. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

2. **Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness, transfers, or stock powers relating to securities or stock owned or issued by the Corporation, shall be signed by one (1) or more officers of the Corporation in the name of the Corporation who shall be determined from time to time by resolution of the Board

of Directors. In absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or the President of the Corporation.

3. **Deposits.** All funds of the Corporation shall be promptly deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

4. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. The Corporation may take, receive, and hold real and personal property, including the principal and interest of any money or other fund, that is given, conveyed, bequeathed, devised to or otherwise vested in the Corporation in trust for a purpose consistent with the purposes set out in the Articles of Incorporation of this Corporation.

VI. COMMITTEES

1. **Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these By-Laws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another entity; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary

dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Directors, of any responsibility imposed upon it or him or her by law.

2. **Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be Directors of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

3. **Term of Office - Committees.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such person be removed from such committee, or unless such person shall cease to qualify as a member thereof. The President designated by him or her shall be an ex-officio member of all committees.

4. **Chair - Committees.** One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

5. **Vacancies - Committees.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original

appointments.

6. **Quorum - Committees.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

VII. BOOKS AND RECORDS; SEAL

1. **Books and Records.** The Corporation shall keep at its registered office correct and complete books and records of account and minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director or member, or his agent or attorney for any proper purpose at any reasonable time.

2. **Seal.** The Secretary shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon:

FLORIDA GLASS DRAGONS, INC.

—————
INCORPORATED 2008

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Corporation not for Profit

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Florida

VIII. FISCAL YEAR

1. **Fiscal Year.** The Fiscal Year of the Corporation shall end on December 31st.

IX. WAIVER OF NOTICE

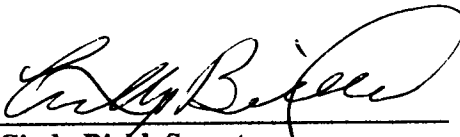
1. **Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

X. AMENDMENTS TO BY-LAWS

1. **Amendments to By-Laws.** These By-Laws may be altered, amended, repealed, restated, or new By-Laws adopted by a majority of the then Directors present at any regular meeting or any special meeting, if at least five (5) days written notice is given of intention to alter, amend, repeal, restate, or to adopt new By-Laws at such meeting, and if a quorum is present at such meeting.

CERTIFICATION

I, Cindy Biehl, Secretary of Florida Glass Dragons, Inc, hereby certify that the foregoing is a true and correct copy of the By-Laws of the Corporation adopted by the Board of Directors as of the 28th day of February, 2008.



Cindy Biehl, Secretary