



The Aegis Institute

- A Florida Non-Profit Private School -

Corporate Articles and Bylaws

Prepared by
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&
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The undersigned citizens of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, certify and acknowledge the following:

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AEGIS INSTITUTE ARTICLES OF INCORPORATION

ARTICLE I: NAME

The name of the Corporation Not for Profit shall be The Aegis Institute, Inc.

ARTICLE II: PRINCIPAL OFFICE & ADDRESS

The principal office and mailing address of the Corporation shall be 3809 NW 40th Street, Gainesville, Florida, 32606. This office address is subject to change.

ARTICLE III: PURPOSE

- A. The Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.
- B. More specifically, but not by way of limitation, the educational and scientific purposes of the Corporation shall include developing and operating one or more private secondary high schools, middle schools, elementary schools, and preschools, each with the purpose of providing formal instruction to a defined, regularly enrolled, group of students through the use of full-time and part-time duly and properly credentialed teachers and teaching assistants, with a formal curriculum focusing on both academic and scientific information. Each school shall operate at its own physical facilities and location, which may be owned or leased, within the State of Florida.
- C. Each school operated by the Corporation shall not discriminate, in its policies or practices, against any person on the basis of race, color, nationality, ethnic origin, gender, sexual orientation, religion, or physical disability. Neither shall any school discriminate on the basis or race, color, nationality, ethnic origin, gender, sexual orientation, religion, or physical disability in the admission of students; the rights, privileges, programs and activities made available to students; the administration and educational policies; any scholarships and loan programs; or athletic or other school administered programs or events.

- D. The Corporation will produce academic material that may be sold or freely distributed to other similar academic institutions or individuals wishing to utilize this material. The proceeds of any such sales will be utilized in furtherance of the objectives of the maintenance and upkeep of the school in whatever manner may best benefit the Corporation.
- E. The Corporation will maintain and publish an academic journal of student and teacher works of scientific or academic rigor and simultaneously encourage publication in external journals.
- F. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.
- G. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office.
- H. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV: ELECTION OF CORPORATE DIRECTORS

Corporation directors will be elected to the Board of Directors as provided for in the Corporate Bylaws.

ARTICLE V: REGISTERED AGENT AND OFFICE


The Registered Agent and Registered Office of the Corporation are respectively Jason E. Johnson and 3809 northwest 40th street, Gainesville, Florida 32606.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of the Aegis High School, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 23rd day of July, 2020.

By: Jason Johnson
3809 Northwest 40th Street
Gainesville, Florida 32606



ARTICLE VI: INCORPORATOR

The name and address of the incorporator is Jason E. Johnson at 3809 NW 40th Street, Gainesville, Florida 32606.

ACCEPTANCE BY INCORPORATOR:

I am the incorporator submitting these Articles of Incorporation and affirm that the fact stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.F.. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Dated this 23rd day of July, 2020.

By: Jason Johnson
3809 Northwest 40th Street
Gainesville, Florida 32606



ARTICLE VII: OFFICERS AND DIRECTORS

The initial directors of the corporation are:

Title: President
JASON JOHNSON
3809 NW 40th Street,
Gainesville, Florida, 32606

Title: Vice-President
JORDAN ALEXANDER KEY
3809 NW 40th Street,
Gainesville, Florida, 32606

Title: Treasurer
MARIA MOORE
1227 24th Street, Unit D,
Santa Comica, California, 90404

ARTICLE VIII: POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may amended:

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.
- B. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
- C. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may amended.

- D. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.
- E. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992- 2 C.B. 411-12, as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.

ARTICLE IX: MEETINGS

- A. After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.
- B. The Board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the Board of directors may take actions through signed e-mail communications provided all Board members agree.
- C. Meetings shall be scheduled, held, conducted, and concluded according to the provisions given in the Corporate Bylaws.

ARTICLE X: DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the Federal government for a public purpose.

CERTIFICATE OF AUTHORIZATION OF ARTICLES

I do hereby certify that the above stated Articles of Incorporation of The Aegis Institute, Inc. were approved by the Board of Directors on July 23, 2020 and amended by the same on June 15, 2021. These articles constitute a complete copy of the Articles of Incorporation.

Dated this 1st day of August, 2021.

By: Jason Johnson
Founder and President, Aegis Institute
3809 Northwest 40th Street,
Gainesville, Florida 32606

A handwritten signature in black ink, appearing to read "Jason Johnson", written in a cursive style.

AEGIS INSTITUTE CORPORATE BYLAWS

ARTICLE I: NAME

The name of the Corporation Not for Profit shall be Aegis Institute, Inc.. The school of the corporation may be conducted as Aegis Institute, Inc., or Aegis Institute, or The Aegis Institute, all of which may be abbreviated simply as AI.

ARTICLE II: DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III: BOARD OF DIRECTORS

3.01: Corporate Directors

Aegis Institute shall have a Board of Directors consisting of at least 3 and no more than 10 directors. Within these limits, the Board may increase or decrease the number of directors serving, including for the purpose of staggering the terms of directors.

3.02: Director Powers

All corporate powers shall be exercised by or under the authority of the Board, and the affairs of Aegis Institute shall be managed under the direction of the Board, except as otherwise provided by law.

3.03: Board Officers

The officers of the corporation shall be a Board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of the Board of Directors. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.

3.04: Election And Term Of Directors

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the Bylaws of the Corporation. In no event, shall the number of directors be fewer than three. Corporate officers will serve for a term of, at most, three years with the possibility of reelection. Each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

- A. It shall be the duty of the Board of Directors to:
 - a. Hold meetings biannually or as needed.
 - b. Elect Board, appoint officers, hire faculty, and allocate funds as needed.
 - c. Impeach or censure officers of the Board by three-quarters vote.
 - d. Establish all Bylaws which are considered necessary and proper.
 - e. Approve all expenditures by a vote of a majority of members present.
- B. A simple majority of the Board of Director members shall constitute a quorum.
- C. The term of an elected office shall be at least one year, subject to renewal. In the event of a vacant seat, an election shall be held immediately to fill the office.
 - a. Candidates for office shall be nominated from the floor and voted on, following election procedures as set out in *Robert's Rules of Order, Revised*. The final vote shall be decided by a quorum and shall be determined by a simple majority.

3.05: Removal And Resignation

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

3.06: Compensation of Board Members

Directors of Aegis Institute shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement to directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings. Board members are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

3.07: Officers

- A. **President:** The Board president shall be the chief corporate volunteer officer. The president shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.
- B. **Vice-President:** In the absence or disability of the president, the ranking vice-president or vice-president designated by the Board of Directors shall perform the duties of the Board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the Board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board president. The vice-president shall normally accede to the office of Board president upon the completion of the Board president's term of office.
- C. **Secretary:** The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees. The minutes of each meeting shall state the time and place that it was held and other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board president. The secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the secretary.
- D. **Treasurer:** The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the Board informed of the corporate financial condition and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The treasurer shall perform all duties properly required by the Board of Directors or the Board president. The treasurer may appoint, with approval of the Board of Directors, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.
- E. **Non-director Officers:** The Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

3.08: Board Of Director Meetings

- A. Regular Meetings: The Board of Directors shall have a minimum of two (2) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.
- B. Special Meetings: Special meetings of the Board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least two (2) days notice to each director of the date, time, and place, but not the purpose of the meeting.
- C. Waiver of Notice: Any director may waive notice of any meeting, in accordance with State of Florida law.

3.09: Manner Of Acting

- A. Quorum: A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at the meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.
- B. Majority Vote: Except as otherwise required by law or by the Articles of Incorporation, 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.
- C. Hung Board Decisions: On the occasion that directors of the Board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to wing the vote based on his/her discretion.
- D. Participation: Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

ARTICLE IV, COMMITTEES

4.01: Committees

The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

1. Take any final action on matters which also requires Board members' approval or approval of a majority of all members;
2. Fill vacancies on the Board of Directors of or in any committee which has the authority of the Board;
3. Amend or repeal Bylaws or adopt new Bylaws;
4. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amenable or repealable;
5. Appoint any other committees of the Board or the members of these committees;
6. Expend corporate funds to support a nominee for director; or
7. Approve any transaction
 - a. To which the corporation is a party and one or more directors have a material financial interest; or
 - b. Between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

4.02: Meetings And Action Of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provision of Article V (Board of Directors) of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee.

Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

4.03: Informal Action By Board Of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an email address on record constitutes valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

ARTICLE V: MEMBERSHIP

5.01: No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties, and franchises.

5.02: Non-voting Affiliates

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, clinics, other events, or at the corporation website. Affiliates have no voting rights and are not members of the corporation.

5.03: Dues

Any dues for affiliates shall be determined by the Board of Directors.

ARTICLE VI: CONTRACTS, LOANS, INDEMNIFICATION, AND RELATED MATTERS

6.01: Contracts And Other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

6.02: Checks And Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

6.03: Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

6.04: Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

6.05: Indemnification

- A. **Mandatory Indemnification:** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

- B. Permissible Indemnification: The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- C. 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 (1) 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 (2) 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 in these Bylaws.
- D. Indemnification of Officers, Agents, and Employees: An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Florida Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE VII: MISCELLANEOUS

7.01: Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all action taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

7.02: Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

7.03: Conflict of Interest

The Board shall adopt and review a Conflict of Interest Policy to protect the corporation's interest when doing any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

7.04: Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Aegis Institute not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

7.05: Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

1. That no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code,
2. That an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by two-thirds vote of a quorum of directors at Board meetings,
3. That all amendments be consistent with the Articles of Incorporation.

ARTICLE VIII: COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contribution to other organizations, domestic or foreign, Aegis Institute shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized. Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US Based Charities" is not mandatory, Aegis Institute willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate, and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by a terrorist organization and their support networks.

Aegis Institute shall also comply and put into practice the federal guidelines, suggestion, law, and limitation set forth by preexisting US legal requirements related to combating terrorist financing, which include, but are not limited to, various sanction programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE IX: DOCUMENT RETENTION POLICY

9.01: Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Aegis Institute's records.

9.02: Policy

SECTION 1, GENERAL GUIDELINES:

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records. From time to time, Aegis Institute may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

SECTION 2, EXEMPTION FOR LITIGATION RELEVANT DOCUMENTS:

Aegis Institute expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or Aegis Institute informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

SECTION 3, MINIMUM RETENTION PERIODS FOR SPECIFIC CATEGORIES:

- A. Corporate Documents: Corporate records include the corporation's Articles of Incorporation, Bylaws, and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
- B. Tax Records: Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
- C. Employment Records/Personnel Records: State and Federal statutes require the corporation to keep certain recruitment, employment, and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.
- D. Board and Board Committee Materials: Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years.
- E. Press Releases/Public Filings: The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.
- F. Legal Files: Consult legal counsel to determine retention period of particular documents, but legal documents should be maintained for a period of ten years.
- G. Marketing and Sales Documents: The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

- H. Development/Intellectual Property and Trade Secrets: Development documents are often subject to intellectual property protection in their final form (e.g. patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:
- a. Derives independent economic value from the secrecy of the information; and
 - b. Has taken affirmative steps to keep the information confidential.
- The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.
- I. Contracts: Final, executed copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contacts.
- J. Correspondence: Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
- K. Banking and Accounting: Accounts, payable ledgers, and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips, and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
- L. Insurance: Expired insurance policies, insurance records, accident reports, claims, etc., should be kept permanently.
- M. Audit Records: External audit reports should be kept permanently. Internal audit reports should be kept for three years.

SECTION 4, ELECTRONIC MAIL:

Email that needs to be saved should be either:

1. Printed in hard copy and kept in the appropriate file; or
2. Downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the email, as covered elsewhere in this policy.

ARTICLE X: TRANSPARENCY & ACCOUNTABILITY, DISCLOSURE OF FINANCES

10.01: Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Aegis Institute practices and encourages transparency and accountability to the general public. This policy will:

1. Indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
2. Indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
3. Specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

10.02: Financial and IRS Documents (Form 1023 and 990)

Aegis Institute shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, Bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

10.03: Means and Condition of Disclosure

Aegis Institute shall make “widely available” the aforementioned documents on its website - theaegisinstitute.com - to be viewed and inspected by the general public.

1. The documents shall be posted in a format that allows an individual using the internet to access, download, view, and print them in a manner that exactly reproduces the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
2. The website shall clearly inform readers that the document is available and provide instructions for downloading it.
3. Aegis Institute shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
4. Aegis Institute shall inform anyone requesting the information where it can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

10.04: IRS Annual Information Returns (Form 990)

Aegis Institute shall submit Form 990 to its Board prior to filing. While neither approval nor review of the Form 990 is required under Federal law, the corporation's Form 990 shall be submitted to each Board member at least 10 days before the Form 990 is filed.

10.05: Board

- A. All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.
- B. All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.
- C. All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

10.06: Staff Records

- A. All staff records shall be available for consultation by the staff member concerned or by their legal representative.
- B. No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- C. Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibility for that staff member, except that staff records shall be made available to the Board when requested.

10.07: Donor Records

- A. All donor records shall be available for consultation by the members and donors concerned or by their legal representatives
- B. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- C. Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that donor records shall be made available to the Board when requested.

ARTICLE XI: CODES OF ETHICS AND WHISTLEBLOWER POLICY

11.01: Purpose

Aegis Institute requires and encourages directors, officers, and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Aegis Institute to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

11.02: Reporting Violations

If any director, officer, staff, or employee reasonably believes that some policy, practice, or activity of Aegis Institute is in violation of law, a written complaint must be filed by that person with the vice president or the Board president.

11.03: Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

11.04: Retaliation

Said person is protected from retaliation only if they bring the alleged unlawful activity, policy, or practice to the attention of Aegis Institute and provide Aegis Institute with reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to those that comply with the requirement.

Aegis Institute shall not retaliate against any director, officer, staff, or employee who is in good faith has made a protest or raised a complaint against some practice of Aegis Institute or of another individual or entity with whom Aegis Institute has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Aegis Institute shall not retaliate against any director, officer, staff, or employee who disclose or threaten to disclose to a supervisor or a public body any activity or practice of Aegis Institute that the individual reasonably believes is in violation of law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

11.05: Confidentiality

Violation or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

11.06: Handling and Reporting Violations

The Board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff, or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XII: AMENDMENTS OF ARTICLES OF INCORPORATION OR BYLAWS

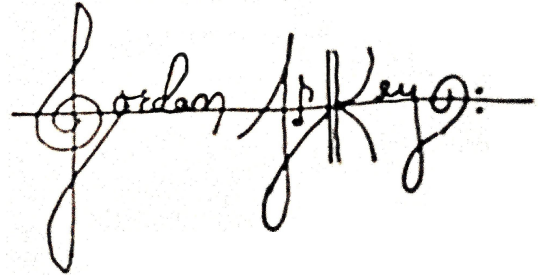
Any amendment to the Articles of Incorporation or Corporate Bylaws may be adopted by approval of two-thirds ($\frac{2}{3}$) of the Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Aegis Institute were approved by the Board of Directors on August 2, 2021 and constitute a complete copy of the Bylaws of the corporation.

Dated this 2nd day of August, 2021.

By: Jordan Alexander Key
Founder and Vice-President, Aegis Institute
3809 Northwest 40th Street
Gainesville, Florida 32606

A handwritten signature in black ink that reads "Jordan Alexander Key". The signature is written in a cursive style and is positioned to the right of the typed name and address.