



**DEDICATED UNHESITATING SUPPORT
TO OUR FIGHTING FORCES**

The Claybaker D.U.S.T.O.F.F. Foundation (CDF) is an organization dedicated to supporting projects that provide military veterans assistance during times of hardship and need. CDF supports projects addressing all aspects of recovery and transition from military service and/or combat related injuries.

TEAM ORGANIZATION

- Board of Directors (up to 7 voting members), including:
 - President/CEO
 - Vice President
 - Secretary
 - Treasurer
- Advisory Committee

SHORT TERM OBJECTIVES

Establish a revenue stream by hosting or participating in charity events honoring and supporting military veterans at public parks, farmers markets, and local businesses, throughout Pinellas County. Our involvement in the local community will provide initial revenue stream(s) through acceptance of donations from the public while searching for and vetting long term financial supporters.

FOUNDATION KICKOFF EVENT

CDF will announce its startup at an event hosted by the City of St. Pete Beach on March 28, 2015, the re-dedication of the Command Sergeant Major Gary Lee Littrell Medal of Honor Causeway and Bridge. CDF will have an information tent setup as well as a banner donning our logo that will be carried by the student band during the parade.

COMMUNITY PROJECTS

Our first project, in collaboration with the St. Pete Garden Club, will be the construction of memorial gardens throughout Pinellas County to honor our local fallen heroes. To date,

there is a total of 14 Killed In Action (KIA) soldiers from Pinellas County¹. The first memorial garden will be the SPC Brittany Gordon Memorial Garden with plans to construct the garden at the Gordon Family's church, Saint Mark's Baptist Church in St. Petersburg. Each garden location will be in close proximity to the soldier(s) family residence in order to provide them a tranquil environment to honor and remember their hero.

LONG TERM GOALS:

To create a full service veterans facility, Claybaker Center for Veterans, that will provide individualized programs to veterans where they can receive temporary/transitional housing, financial assistance, resources for physical/mental/drug rehabilitation, and educational/career opportunities.

CLAYBAKER CENTER FOR VETERANS

The Claybaker Center for Veterans (CCV) will be based out of a location that allows easy access for persons utilizing public transportation and in close proximity to government service offices (ideally downtown St. Petersburg) with ample parking for facility vehicles, facility staff, and veteran residents. In support of CDF's mission to give back to and establish itself as a pillar of the community, CCV would seek out occupancy in a building structure that is historically significant to the area. The CCV will allow us the opportunity to house several of our ongoing projects under the same roof, effectively cutting overhead costs without sacrificing the quality of any project and providing the convenience of a single location to veterans to utilize all the resources we have to offer. The facility will feature the following:

1. VETERAN WELLNESS CENTER (1st FLOOR)

- Gym facility featuring heated physical therapy pools
- Hobby rooms (art, wood-working, etc.)
- Pet Rescue
 - The Pet Rescue component will benefit the wellness center in several ways. Adoption fees will go directly to operational costs of the center. The pet rescue will be primarily staffed by our veteran residents. Veteran residents will be urged to spend time with the animals in exchange for invaluable physical and mental therapy.
- Mike's Coffee
 - In honor of SSG Claybaker's late friend and fellow ranger comrade, CPL Michael D. Jankiewicz (KIA 04/09/2010).

¹http://databases.sunsentinel.com/Orlando/orlandomemorial/flaudmemorial_list.php?simpleSrchTypeComboNot=&a=integrated&id=1&criteria=and&type1=&value11=Pinellas&field1=County&option1=Equals¬1=

2. OFFICES AND CLASSROOMS (2nd FLOOR)

- Therapy classrooms (drug/alcohol/PTSD)
- Career classrooms (GED classes, vocational training, seminars)
- Business center (computers and printing services made available to all veterans)
- CDF business offices
- Office space (for rent) made available to one or two other non-profit, veteran-focused businesses

3. SHORT-TERM TRANSITIONAL HOUSING (3rd FLOOR)

- “Barracks” style housing for single soldiers
 - Separate male and female corridors
 - Approximately 75% dedicated to single males and 25% to single females (may be adjusted based on expressed need)
- “Apartment” style housing for veterans with dependents

BYLAWS OF THE CLAYBAKER D.U.S.T.O.F.F. FOUNDATION

ARTICLE I

NAME

The name of this nonprofit corporation is the CLAYBAKER D.U.S.T.O.F.F. Foundation, hereinafter referred to in these Bylaws as "CDF".

ARTICLE II

PURPOSES

CDF is a Florida non-profit corporation with a 501(c)(3) status declaration by the Internal Revenue Service. CDF is dedicated to assisting homeless and transitioning veterans, male and female, and their families during times of hardship and need.

As used herein, the term "qualified veteran" means a present or former member of the Armed Forces of the United States or Public Safety, including law enforcement officers, fire fighters, and first responders, provided that the former member was discharged or released from service under honorable conditions.

The purposes of CDF include, without limitation:

- To provide assistance and support for qualified veterans and their families,
- To make grants to other recognized charitable foundations and organizations and veterans' service organizations to carry out the charitable purposes of CDF,
- To make grants and to undertake charitable programs and projects to assist and support qualified veterans and their families,
- To assist qualified veterans in need of shelter and the necessities of living,
- To solicit and receive grants, donations, gifts and legacies from other foundations, charitable organizations, veterans' service organizations, corporations, individuals, and other entities to carry out the charitable purpose of CDF.

ARTICLE III

OFFICES

The CDF principal office will be located within PINELLAS COUNTY, FLORIDA as the Board of Directors may determine. In addition, CDF may maintain other offices, either within or without PINELLAS COUNTY, FLORIDA as its business requires.

ARTICLE IV

BOARD OF DIRECTORS

The Board of Directors, herein after the "Board", is that group of persons vested with the management of the business and the affairs of CDF.

1. Structure of Board. The Board of Directors will constitute a single class.
2. Qualifications and Identification of Directors. The qualifications for becoming and remaining a Director of CDF are as follows.
 - (a) Directors must be persons at least eighteen (18) years of age
 - (b) First Board of Directors. The Incorporators shall constitute the first Board of Directors.
 - (c) The Incorporators of CDF shall serve as members of the Board of Directors.
 - (d) In addition to its voting members, the Board may, from time-to-time, in its discretion, appoint such number of honorary directors as the Board deems appropriate.
 - (e) Number of Directors. The number of Directors of CDF will not be less than three (3) at any one time nor more than ten (10).
 - (f) Terms of Directors. The Incorporators, who are members of the first Board of Directors, will hold office for a minimum term of five (5) years. Those appointed thereafter will hold office for a minimum term of one (1) year.
 - (g) Each director will hold office for the term for which the director was elected and until a successor has been selected and qualified.
 - (h) Vacancies on the Board. Any vacancy occurring on the Board of Directors, or any expired term on the Board, or any directorship to be filled by reason of an increase in the number of Directors will be filled by a majority of the remaining Board of Directors.
 - (i) Any Director appointed to fill the vacancy of an unexpired Board Member's term will serve for the unexpired term of the predecessor in office.
 - (j) Increase in the number of Incorporators. At any time after one year from the date of the first meeting of the first Board of Directors, the Board may, by majority vote at a regular or special meeting of the Board at which a quorum is present, vote to increase the number of Incorporators to no more than five (5).
3. Meetings.
 - (a) The Board of Directors may provide by resolution the time and place, whether within or without PINELLAS COUNTY, FLORIDA, for the holding of regular meetings of the Board.
 - (b) Regular Directors' Meetings. Regular meetings of the Board of Directors will be held at the principal office of CDF or other specified location not more

frequently than twice per month and no less frequently than once every three months. This provision of the Bylaws constitutes notice to all Directors of all regular meetings; no further notice by CDF shall be required.

- (c) Notice of Special Directors' Meetings. Written or printed notice stating the place, day, and hours of any special meeting of the Board of Directors may be called at the direction of the chairman, or the secretary, or the directors calling the meeting.

4. Quorum.

- (a) Notice of any regular or special meeting of the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered personally or sent by mail, private express mail service, facsimile transmittal, electronic mail or any other generally accepted method of communication to each Director at his or her address as shown on the records maintained by CDF. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed addressed envelope with postage prepaid. If notice is given by use of private express mail service, such notice shall be deemed delivered when deposited with the private carrier. Facsimile and electronic mail notifications shall be deemed delivered on the date when the notice is transmitted. Any Director may waive notice of any meeting. The attendance of a Director at a 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 regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.
- (b) The presence, in person, of a majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.
- (c) Except as otherwise provided by the Articles of Incorporation of CDF, any or all Directors may participate in a meeting of the Board of Directors or a committee of the Board by means of telephone conference or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

5. Voting.

- (a) The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law, the Articles of Incorporation of CDF, or these Bylaws.

- (b) At any meeting of the Board at which a quorum is present, a Director entitled to vote shall vote in person and not by proxy.
 - (c) The transaction of corporate business and the consideration of actions requiring Board of Directors authorization may be taken without meeting by use of a transmitted ballot, which shall be reaffirmed at the next regular meeting of the Board of Directors.
6. Compensation. Directors and Officers shall not receive any stated salaries for their services as Directors. However, CDF may pay compensation in reasonable amounts to the Executive Director and Staff for services rendered.

ARTICLE V

ADVISORY COMMITTEES

The Board of Directors may, from time to time, create advisory committees to the Board, whose function shall be to provide informal counsel on relevant issues confronting the Board. Any such committees shall be purely advisory to the Board, shall exist at the pleasure of the Board, and shall not have any decision-making authority with respect to the Board or CDF. Such committees may consist of members selected in a manner specified, from time to time, by resolution of the Board of Directors.

ARTICLE VI

OFFICERS

1. Officers.
 - (a) The officers of CDF shall be a President, Vice-President, Secretary, and Treasurer, and such other officers and assistant officers as the Incorporators deem appropriate.
2. Election.
 - (a) The officers of CDF shall be elected by the Board of Directors and shall hold office for a term prescribed by resolution of the Board.
 - (b) The President, Vice President, Secretary and Treasurer shall be voting members of the Board of Directors.
3. Officeholders.
 - (a) In any election, the Board may elect and appoint a single person to more than one office simultaneously.
4. Removal.
 - (a) Any officer, except the President, may be removed by a majority vote of the Board whenever, in its judgment, the best interests of CDF would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer.

- (b) The President may be removed only upon a two-thirds vote of all of the Directors.
5. Vacancy.
- (a) A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
6. President.
- (a) The President shall be the principal officer of CDF and shall exercise general supervision over the affairs of CDF, its officers, and employees, consistent with policies established by the Board of Directors.
- (b) The President shall preside at all meetings of the Board of Directors.
- (c) The President may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, these Bylaws, or statute to some other officer or agent of CDF.
- (d) The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.
- (e) The President may authorize and approve expenditures and take other steps necessary to advance the purposes of CDF, provided, however, such steps may not exceed the scope of authority determined by the Board, the Articles of Incorporation of CDF, or these Bylaws.
7. Vice-President.
- (a) The Vice-President shall perform such duties as may be assigned to him or her by the President or the Board of Directors.
8. Secretary.
- (a) The Secretary shall keep the minutes of the meetings of the Board of Directors; shall be custodian of the non-financial corporate records; shall keep a register of the mailing address of each Director; and shall perform such other activities as may be prescribed by the Board.
9. Treasurer.
- (a) The Treasurer shall be custodian of the financial records of CDF; shall give bond for the faithful discharge of his or her duties if required to do so by the Board of Directors in such sum and with such sureties as the Board of Directors shall determine; shall have charge and custody of, and be responsible for, all funds and securities of CDF; shall receive and give receipts for monies due and payable to CDF from any source whatsoever; shall deposit all such monies in the name of CDF in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; shall be responsible, with the assistance of the General Counsel, if any, for the administration and oversight of CDF's

financial records and compliance with any applicable state and Federal requirements respecting tax matters; and shall perform such other activities as may be prescribed by the Board.

10. General Counsel.

- (a) CDF may employ a reputable attorney or firm of attorneys as General Counsel to provide advice with respect to the legality of activities and proposed activities.

ARTICLE VII

COMMITTEES

By resolution adopted by a majority of the Board then serving, the Board of Directors may elect an Executive Committee consisting of three Officers.

1. Except as provided Part (2) below, the Executive Committee shall, for a term which shall continue at the discretion of the Board of Directors, have and exercise the authority of the Board of Directors and act in its stead when the Board of Directors is not in session on all matters except those specifically reserved to the Board by statute, CDF Articles of Incorporation or these Bylaws.
2. The Executive Committee shall not have the authority to amend, alter, or repeal the Bylaws; elect, appoint, or remove any Director, officer or member of a committee; amend the Articles of Incorporation; adopt a plan of merger or consolidation; authorize the sale, lease, exchange, mortgage of all or substantially all of the assets and property of CDF; authorize the voluntary dissolution of CDF or revoke proceedings therein; adopt a plan for the distribution of the assets of CDF; or amend, alter or repeal any resolution of the Board of Directors unless the terms of such resolution expressly provide that such resolution may be amended, altered, or repealed by the Executive Committee.

In addition, the Board of Directors, by resolution may designate an Advisory Committee designed to transact certain ministerial business or to advise the Board of Directors.

1. These committees will be chaired by an Officer or Director as designated by the Board or the chairman of the Board of Directors.
2. The Board of Directors, in establishing one or more advisory committees, will determine the method of selection of the membership of the committee.
3. Methods of selection may include appointment of members by the Board or the chairman of the Board or designating the officer or director who chairs an advisory committee to select the remaining members of the advisory

committee up to the number set by the Board. The appointing authority may add or remove members from any advisory committee as deemed appropriate.

4. The Board may terminate any Committee by resolution.

The designation and appointment of such Committees shall not operate to relieve the Board of Directors or any individual Director of any responsibilities imposed by law.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. **Contracts.** The Board of Directors may authorize any officer or agent of CDF, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of CDF.
2. **Checks.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of CDF, shall be signed by the Incorporators of CDF and in the manner determined by resolution of the Board of Directors.
3. **Deposits.** All funds received by CDF shall be deposited to the credit of CDF in such banks, trust companies, or other depositories as the Board of Directors may select.
4. **Funds.** The Board of Directors, or any officer designated thereby, may accept on behalf of CDF any gift, bequest, or devise for the general purposes or for any special purpose of CDF.
5. The Board shall provide for the adequate bonding of such officers and agents as it deems appropriate to protect its funds.
6. CDF shall have a General Trust Account and such other accounts as may be authorized from time to time by the Board of Directors. The deposit of funds into one or more of these accounts shall be dependent upon the designation of intent by the donor.

ARTICLE IX

OPERATIONS

1. **Fiscal Year.**
 - (a) The fiscal year of CDF shall begin on the first day of October and end on the last day of September.
2. **Books and Records.**

- (a) CDF will keep correct and complete books and records of account, and will also keep minutes of the proceedings of the Board of Directors and Executive Committees.
 - (b) CDF will keep the original or a copy of its Bylaws, including amendments to date, at its primary office.
- 3. Nonprofit Operations.
 - (a) CDF will not have or issue shares of stock.
 - (b) No dividend will be paid, and no part of the income of CDF will be distributed to its Directors or Officers. However, CDF may pay compensation in reasonable amounts to the Executive Director and Staff for services rendered.
- 4. Loans to Management.
 - (a) CDF will make no loans to any of its Directors or Officers.
- 5. Employees.
 - (a) CDF may employ an Executive Director and such other employees and contractors as are appropriate to carry out the purposes of CDF.
 - (b) The Executive Director, who shall serve at the pleasure of the Board, shall be responsible for the day-to-day management and operations.
 - (c) The Board of Directors shall adopt human resources policies and procedures of CDF.
- 6. Audits and Financial Reports.
 - (a) CDF shall produce, by December 1 of each year, an annual financial report for the preceding fiscal year, reviewed and approved by a certified public accountant, showing the cash receipts and disbursements for the preceding fiscal year.
 - (b) The accounts of CDF shall be subject to a full audit employing Generally Accepted Accounting Principles at least once every three years, or at such more frequent intervals as may be established by the Board of Directors.
 - (c) All financial reports and audits shall be submitted to the Adjutant General and shall be made public.
- 7. Code of Ethics/Conflicts of Interests Policy.
 - (a) The Board of Directors shall, at its first meeting, adopt a Code of Ethics and Conflicts of Interests Policy.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given by law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person(s) entitled to such notice shall be deemed equivalent to the giving of such notice.

ARTICLE XI

INDEMNIFICATION

Any present or former Incorporator, Director or Officer of CDF or other persons so designated at the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified by CDF against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such person or his or her legal representative may be made a party by reason of his or her being or having been a Director or Officer, or serving or having served CDF, except in relation to matters as to which he or she shall be found guilty of negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

ARTICLE XII

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular or special meeting of the Directors.

ARTICLE XIII

MISCELLANEOUS

1. The masculine gender, whenever used, shall include the feminine gender.
2. All matters of procedure not otherwise provided for in these Bylaws shall be governed by Robert's Rules of Order, Newly Revised.