BYLAWS
OF
CDS FAMILY & BEHAVIORAL HEALTH SERVICES, INC.,
A Florida Not For Profit Corporation

ARTICLE I

1. Name. The name of this corporation is CDS Family & Behavioral Health Services, Inc. (the "Corporation").

2. Office. The principal office and mailing address of the corporation is:

   3615 SW 13th Street, Suite 7
   Gainesville Florida 32608

   This address may be modified by the Board of Directors from time-to-time.

3. Purpose and Powers. The Corporation shall be organized and operated as a not-for-profit corporation, shall have all powers consistent with and subject to all Federal, State, and other applicable laws, rules, and regulations, and shall conduct its affairs in order to maintain its not for profit corporation status, consistent with Article VIII below.

4. No Members. The Corporation shall have no members.

ARTICLE II
Board of Directors

1. General Powers. The affairs of the Corporation shall be administered by the Board of Directors (collectively, the "Board"; individually, a "Director" and collectively "Directors") consistent with and to the extent permitted by applicable law. The purpose and general powers of the Board are to implement the Corporation's mission, vision, and values consistent with and subject to applicable law, including, but not limited to, the laws related to confidentiality and conflicts of interest. The Board shall determine the Corporation's mission, vision, and values from time-to-time, and establish and revise implementing goals, policies, and practices as the need arises. The Board shall also support and review the performance of the Chairperson and the Corporation's other Officers from time-to-time, and shall monitor the Corporation's programs and services. The Board shall consist of not less than three (3) nor more than twenty-five (25) Directors, and shall reasonably reflect the demographics of the population the Corporation serves. The Board may increase or decrease the number of Directors from time-to-time, but never to less than three (3) Directors. Whenever the number of Directors is increased, the majority of the current Directors shall appoint persons to fill the newly created positions. The CEO is an ex officio and non-voting member of the Board.

2. Terms of Office and Election. All members of the Board may be elected for up to four consecutive (4) two (2) year terms and shall assume their posts on January 1 of the calendar year immediately following the Annual Meetings during which they are elected (as described and defined in ¶6 below), provided that after those four (4) two (2) year terms end a Director must take a minimum two (2) year break as a Director before being re-elected. The terms of

members of the Board shall expire on a rotating basis, with no more than one-third (1/3) of the Directors' terms expiring at any time. The Nominating Committee formed pursuant to Article III (6) (a) below shall determine the initial rotating terms of the Directors seated at the time these Bylaws become effective. Each Director may serve until a successor is elected and qualified.

3. Removal. Any Director may be removed by vote of the Board whenever, in its judgment, the best interests of the Corporation would be served thereby.

4. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board. If a Director has three (3) unexcused absences (as determined by the Chairperson's reasonable discretion) during a twelve (12) month period, that Director shall be deemed as having resigned.

5. Vacancies. In case of a vacancy, the remaining Directors may elect a successor for the balance of the term of the vacant position.

6. Annual Meeting and Chairperson of the Board. The annual meeting of the Board (the "Annual Meeting") shall be held each November in such place and at such time as the Executive Committee shall determine by motion. The purposes of the Annual Meeting shall be (a) the election of Directors, (b) the election of the Officers, and (c) presentation of the Chairperson's and the Treasurer's respective reports of the Corporation's operations for the immediately preceding fiscal year. Notice of the time, date, and place of the Annual Meeting shall be given in the manner set forth in these Bylaws.

7. Regular Meetings. Regular meetings of the Board shall be held at a frequency set from time-to-time by the Board.

8. Special and Emergency Meetings. Special and emergency meetings of the Board may be called by the Executive Committee, and shall be conducted in accordance with and to the extent permitted by applicable law.

9. Telephonic, Videoconference, and Electronic Meetings. Telephonic, videoconference, and other electronic meetings of the Board may be conducted, subject to the other requirements of these Bylaws and applicable law.

10. Board Actions by Written Consent. The Board may take actions by written consent in accordance with and subject to applicable law.

11. Notice. Notices of meetings of the Board shall be given at least one (1) week prior to the meeting. Notice can be by written notice delivered personally or sent by mail, telegram, e-mail, or facsimile to each Director at one (1) or more of their known addresses.

12. Quorum. Unless otherwise specified in these Bylaws, at every meeting of the Board, a quorum shall consist of nine (9) Directors serving on the Board. In cases where the Board consists of fifteen (15) or fewer Directors (subject to the fifth [5th]) and sixth [6th] sentences of ¶1 above), a quorum shall consist of a majority of the Directors serving on the Board. Unless otherwise specified in these Bylaws, a majority vote of Directors actually present at the meeting in which there is a quorum present will prevail on all matters, except as described in Article VI below.

13. Voting. Each Director shall be entitled to one (1) vote. Proxies are not permitted. Voting by electronic method shall be allowed whenever a Director is unable to attend in accordance with and the extent permitted by applicable law.

14. Compensation. Directors, in their capacity as Directors, will not receive any stated salaries or other compensation for their service as Directors. Nothing contained in these Bylaws, however, shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for such services.

ARTICLE III
Officers and Committees

1. Officers.

   a. The Officers of the Corporation shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer (individually an "Officer" and collectively "Officers"). All Officers must be Directors. Any two (2) offices may be held by the same person, except that of Chairperson and Secretary.

   b. The President/Chief Executive Officer ("CEO"), Chief Operations Officer ("COO"), and such other operational officers as the Board may appoint from time-to-time (collectively, "Operational Officers"), with the responsibilities, compensation, and benefits described in those appointments, shall also be Officers, with all rights and privileges pertinent to those offices and consistent with and subject to applicable law. None of the CEO, the COO, or Operational Officers may be an Officer identified in ¶1(a) above.

2. Election and Term of Office. The Officers listed in ¶1(a) above shall be elected by the Board at the Annual Meeting for a one (1) year term or whenever a vacancy occurs for the balance of the term of the vacated office. The Officers shall assume their posts on January 1 of the calendar year immediately following the Annual Meetings during which they are elected or immediately following election due to a vacancy. Each Officer (a) may serve until a successor is elected and qualified and (b) shall serve no more than two (2) successive terms in the same office. The immediately preceding sentence shall not apply to the CEO, COO, or Operational Officers.

3. Removal. Any Officer may be removed by vote of the Board whenever, in its judgment, the best interests of the Corporation would be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

4. Powers and Duties.

   a. The Chairperson's powers and duties shall include:

      i. Presiding at meetings of the Board, and overseeing the Board's activities and affairs.

      ii. Acting as the ex-officio member of all committees except the Nominating Committee.

iii. Presenting an annual business report of the Corporation to the Directors at the Annual Meeting.

vi. Taking such other actions as directed by the Board or as are customary to the office of chairperson of a not for profit corporation consistent with and subject to applicable law.

b. The Vice Chairperson's powers and duties shall include:

i. Performing the duties of the office of the Chairperson upon the absence or disability of the Chairperson.

ii. Assisting the Chairperson upon the Chairperson's request.

iii. Taking such other actions as directed by the Board or the Chairperson consistent with and subject to applicable law.

c. The Secretary's duties shall include the following oversight activities:

i. Keeping minutes of all of the meetings of the Board in one (1) or more books established for that purpose.

ii. Maintaining in good order a file of the official documents and records of the Corporation as directed by the Board or as required by applicable law.

iii. Transmitting notices of all meetings of the Board and Executive Committee.

iv. Taking such actions as are customary to the office of secretary of a not for profit corporation consistent with and subject to applicable law.

v. Taking such other actions as directed by the Board or the Chairperson consistent with and subject to applicable law.

d. The Treasurer's duties shall include the following oversight activities:

i. Collecting and receiving all funds due to the Corporation.

ii. Acting as custodian of the Corporation's funds and depositing them into a bank designated by the Board.

iii. Disbursing the Corporation's funds in conjunction with the CEO in accordance with the budget or upon order of the Board.

iv. Maintaining the Corporation's books and ledgers as directed by the Board and as required by applicable law, in all cases consistent with the generally applicable accounting standards for not for profit corporations in effect from time-to-time.

v. Preparing monthly financial statements of the Corporation, and presenting such statements to the Board at its meetings and on request.

vi. Presenting an annual financial report of the Corporation to the Directors at the Annual Meeting.

vii. Taking such actions as are customary to the office of treasurer of a not for profit corporation consistent with and subject to applicable law.

vii. Taking such other actions as directed by the Board consistent with and subject to applicable law.

viii. If required by the Board, the Treasurer shall provide a bond for the faithful discharge of the duties of this office in such sum and with such surety or sureties as the Board shall determine and at the Corporation's expense if permitted by applicable law.

e. Progression of Officers: Consistent with the first (1st) sentence of Article II, §2 above, and subject to the recommendation of the Nominating Committee, the ordinary course progression of offices shall be (i) Treasurer to (ii) Secretary to (iii) Vice Chairperson to (iv) Chairperson.

f. Other Officers: Other officers, assistant officers, and administrators may be appointed by the Board to perform such duties assigned to them by the Board consistent with and subject to the Bylaws and applicable law.

5. Executive Committee. The Board may elect an Executive Committee consisting of the Officers, and one (1) additional Director. The immediate past Chairperson, CEO, and COO shall be ex officio and non-voting members of the Executive Committee. The Executive Committee shall act for the Board during the periods between Board meetings, shall exercise all of the powers of the Board except those which have been expressly reserved by resolution of the Board or by these Bylaws, and shall report on actions taken at the next available Board meeting. The Secretary or designee shall give reasonable notice to each member of the Executive Committee of the time, date, and place for each Executive Committee meeting.

6. Standing Committees.

a. Nominating Committee. Prior to the Annual Meeting, the Chairperson shall appoint at least two (2) Directors, one of whom shall be designated as the chairperson, to a committee to nominate persons for Director and Officer positions becoming vacant, at least one of whom shall not be an Officer. The Board may, but need not, follow the recommendations of the Nominating Committee. Consistent with the preceding sentence, nominations for Directors and Officers may be accepted from the floor.

b. Finance and Audit Committee. The Treasurer shall chair the Finance and Audit Committee. The Chairperson shall appoint at least additional two (2) Directors to assist the Treasurer with the Corporation's budget, any audits which may be required, and such other financial matters of the Corporation as the Board may direct. The

Corporation may engage independent certified public accountants consistent with these matters.

c. Development Committee. The Chairperson shall appoint at least two (2) Directors, one of whom shall be designated as the chairperson, to (i) lead the Board's fundraising activities and (ii) oversee the Corporation's development and grant activities. It is expected that all Directors shall contribute or use their best efforts to solicit financial contributions (commonly referred to as 'give or get') in a minimum annual amount to be determined by the Board annually.

d. Personnel Committee. The Chairperson shall appoint at least two (2) Directors, one of whom shall be designated as the chairperson, to (i) review the CEO's performance and (ii) to oversee the Corporation's personnel policies, practices, and succession plan. The Corporation may engage independent legal counsel consistent with these matters.

e. Programs Committee. The Chairperson shall appoint at least two (2) Directors, one of whom shall be designated as the chairperson, to oversee (i) implementation of and updates to the Corporation's strategic plan, (ii) performance of the Corporation's programs, and (iii) non-fiscal audits and programmatic monitorings and accreditation.

f. Public Relations. The Chairperson shall appoint at least two (2) Directors, one of whom shall be designated as the chairperson, to oversee the Corporation's promotion and marketing activities.

7. Ad Hoc Committees. The Board may appoint or terminate such ad hoc committees from time-to-time, and the Chairperson shall delegate a chairperson of each committee, as it deems necessary to implement the purposes of the Corporation. Ad hoc committees may include a youth advisory committee, a developmental committee/'junior board', and an emeritus director advisory board, which shall have operating rules as the Board approves.

8. Ex Officio Committee Members. The CEO shall be an ex officio and non-voting member of all standing and ad hoc committees. The COO shall be a non-voting member of the Programs Committee.

9. Quorum. A quorum at committee meetings shall consist of a majority of the Directors serving on the committee. A majority vote of committee members actually present at committee meetings in which there is a quorum present will prevail on all matters.

10. Telephonic, Videoconference, and Electronic Meetings. Telephonic, videoconference, and other electronic meetings of the Executive Committee, standing committees, and ad hoc committees may be conducted, subject to the other requirements of these Bylaws and applicable law.

ARTICLE IV
Financial Affairs

1. Fiscal Year. The fiscal year of the Corporation shall be the twelve (12) month period year ending June 30 of each calendar year.

2. Bank Accounts. The funds and financial assets of the Corporation shall be deposited in one (1) or more federal or state regulated banks or financial institutions as designated by the Board from time-to-time. All checks may be signed by one or more of the CEO, the COO, the Chairperson, the Vice Chairperson, the Secretary, the Treasurer, or other employees as the Board may designate from time-to-time and consistent with Corporation policy. The Board may, from time-to-time, designate an employee of the Corporation who is not involved in the Corporation's fiscal matters as an additional signatory.

4. Insurance. The Board shall secure liability, professional liability, directors and officers, property, workers compensation, indemnification, and other insurance and bonds to protect the Corporation (including its real and personal property and other assets), the Board, the Officers, and the Corporation's employees, interns, and volunteers from liability to the fullest extent permitted by applicable law.

5. Indemnification. The Corporation shall indemnify the Directors and Officers for acts or omissions committed within the scope of performance of their respective functions, consistent with, subject to, and to the fullest extent permitted by, applicable law. Notwithstanding the preceding sentence, each Director and Officer shall annually sign a conflict of interest acknowledgment consistent with the Corporation's conflict of interest policy and applicable law.

ARTICLE V
Meeting Procedure

All meetings of the Board, Executive Committee, standing committees, and ad hoc committees shall be conducted in accordance with the current edition of "Roberts Rules of Order." The Board shall keep minutes of its meetings and a full account of its transactions.

ARTICLE VI
Amendments

These Bylaws may be altered, amended, or rescinded by a majority vote of the Board at a meeting at which a quorum of not less than seventy percent (70.0%) of the Directors then seated are present; provided that notice of the nature of the proposed amendment has been mailed to all Directors in advance of the meeting as required by these Bylaws. The Chairperson shall cause the Directors to acclimate themselves with these Bylaws annually.

ARTICLE VII
Interpretation

References to any gender in these Bylaws shall include all other genders, and references to single or plural in these Bylaws shall be inclusive of the other.

ARTICLE VIII
Exempt Activities

Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, intern, volunteer, or agent of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Duly adopted this 11th day of September, 2025.

Al Williams
Chairperson of the Board of Directors

Richard Marking
Secretary of the Board of Directors