

BY-LAWS
OF
Side Project, Inc.

Dated: August 17, 2012

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Side Project, Inc.

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BY-LAWS
OF
Side Project, Inc.

ARTICLE I

General

Section 1. Name.

The name of the Corporation shall be as set forth in the Articles of Incorporation, as they may be amended from time to time.

Section 2. Office.

The principal office of the Corporation shall be at such place or places as the Board of Directors may determine from time to time. The initial principal office of the Corporation shall be at 5679 S. Rue Road, West Palm Beach, Fl 33415.

Section 3. Seal.

The Corporation shall have a seal on which shall appear the words "Side Project, Inc.", the word "Florida," the words "Nonprofit Corporation" and the date "2012"

Section 4. Fiscal Year.

The fiscal year of the Corporation shall, unless otherwise determined by resolution of the Board of Directors, end on December 31 of each year. The Board of Directors may by resolution change the fiscal year of the Corporation.

ARTICLE II

Members

Section 1. Members.

The Corporation shall not have any members. No certificates of membership shall be issued at any time. To the extent that any applicable laws of the State of Florida require the action of the members of the Corporation, the members of the Board of Directors shall act as such members.

ARTICLE III

Directors

Section 1. Number; Qualification.

The property and affairs of the Corporation shall be managed by a Board of Directors. The members of the Board of Directors will be appointed annually (or sooner if need be) by the majority of the then sitting members of the Board of Directors. The members of the Board of Directors shall be natural persons, eighteen years of age or older. The Board of Directors shall have at least three (3) members. If for any reason the sitting members of the Board of Directors are unable or unwilling to appoint any Directors pursuant to the terms of this Section, the Florida court with applicable jurisdiction over the Corporation shall appoint such Directors.

Section 2. Terms.

The Directors of the Corporation shall be appointed for a term of one year. Each Director shall hold office for the term for which he is appointed and until his successor shall have been appointed and has qualified.

In the event that the term of any Director of the Corporation shall expire without his being appointed for another term and no successor to such Director shall have become appointed and qualified, such Director shall continue to hold office until his successor shall be appointed and qualified.

Section 3. Failure to Object.

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a Director who has voted in favor of such action.

Section 4. Compensation of Directors.

Directors, as such, shall not receive any salary for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors; provided, that nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5. Vacancies.

Whenever any vacancy occurs during the term of any Director or Directors of the Corporation, whether caused by the resignation, removal by order of court, or the death of any such Director or Directors, or for any reason of any increase in the number of Directors, or for any other reason whatsoever, the Secretary of the Corporation shall forthwith give written notice of such vacancy or vacancies to the Board of Directors of the Corporation in order that such vacancy or vacancies may be filled as provided in these By-Laws.

Section 6. Regular Meetings.

The Board of Directors may hold its regular meetings at such places, and at such times, as the Board of Directors shall from time to time determine. No notice need be given of any annual or other regular meeting of the Board of Directors unless (a) such meeting is to be held at some place other than the principal office of the Corporation, in which case notice of such meeting shall be given in the same manner as that set forth in Section 8 for special meetings, or (b) some action is to be taken at such meeting which by law may be taken by the Directors only in their capacity as the members of the Corporation, in which case notice of such meeting shall be given in the same manner as that set forth in Section 8 for special meetings, except that the notice shall be given at least ten (10) days before the day of the meeting.

Section 7. Special Meetings.

The Board of Directors shall hold such special meetings as shall be called by the President of the Corporation, or any two Directors. Each such special meeting shall be held at such time and place as shall be designated in the notice of the meeting.

Section 8. Notice of Meetings.

A waiver of notice, in writing, signed by the person or persons entitled to such notice, whether before or after the date stated therein, shall be deemed equivalent to the giving of such notice, and except in the case of a special meeting, neither the business to be transacted nor the purpose of the meeting need be specified in the notice of such meeting. Written notice of all special meetings of the Board of Directors shall be given by, or at the direction of, the person or persons calling the meeting at least three (3) days prior to the day named for the meeting; provided, however, that in case some action is to be taken at a special meeting which by law may be taken by the Directors only in their capacity as the members of the Corporation, notice of such meeting shall be given at least ten (10) days before such special meeting. Attendance at any meeting of the Board of Directors, including any meeting at which the Directors are to act in their capacity as the members of the Corporation, shall be a waiver of notice thereof.

Section 9. Telephonic Meetings.

One or more members of the Board of Directors may participate in any regular or special meeting of the Board of Directors by means of conference telephone or other communications equipment (including the internet) by means of which all persons participating in the meeting can hear each other.

Section 10. Informal Action by the Directors.

Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, is signed by all of the Directors who would be entitled to vote at a meeting for such purpose and such consent is filed with the Secretary of the Corporation.

Section 11. Committees of Directors.

The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees to act in an advisory capacity to the whole Board. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board when required.

Section 12. Quorum.

A majority of the whole number of those who are at the time the Directors of the Corporation shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall, unless otherwise specifically provided by law or by the Articles of Incorporation, be the acts of the Board of Directors.

Section 13. Presiding Officer and Order of Business.

All meetings of the Board of Directors shall be called to order and presided over by a chairperson elected by the Board of Directors.

Section 14. Contracts.

In the absence of fraud, no contract or other transaction between the Corporation and any other corporation shall be affected by the fact that Directors of the Corporation are directors of such other corporations, if such contract or transaction shall be approved or ratified by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority in the premises, who are not so interested. Any Director individually, or any firm of which any Director is a partner or shareholder, may be a party to or may be interested in any contract or transaction of the Corporation; provided, that such contract or transaction shall be approved or ratified by the affirmative vote of at least a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority in the premises, who are not so interested. No Director shall be liable to account to the Corporation for any profit realized by such Director from or through any such transaction or contract of the Corporation, ratified or approved as aforesaid, by reason of such Director's interest in such transaction or contract. Directors so interested may be counted when present at meetings of the Board of Directors or of such committee for the purpose of determining the existence of the quorum.

Section 15. Investment Trusts.

The Board of Directors may from time to time transfer any property of the Corporation, whether real or personal, tangible or intangible, in trust, to a bank and trust company or a trust company incorporated under the laws of the State of Florida, or to any national banking association having fiduciary powers, without regard to the location of the principal office of such national banking association. Any such transfer in trust shall give such trustee the power to invest and reinvest such property in such investments as such trustee, in the honest exercise of its judgment, may, after investigation, determine to be safe and proper investments, without regard to whether such investments are of like or unlike nature to those which may be designated by law as "legal" or "authorized" investments. Any such transfer in trust shall impose upon such trustee the duty to pay (at such intervals or upon such demand by the Corporation as may be agreed upon between the Corporation and such trustee, but at least semiannually) the net income from such property to or at the direction of the Corporation for use and application to the purposes of the Corporation, and also the duty to transfer or pay (upon such demand by the Corporation as may be agreed upon between the Corporation and such trustee) any or all of the principal of such trust to or at the direction of the Corporation for use and application to the purposes of the Corporation. Any such trust shall be expressly revocable by the Corporation at any time upon the giving of written notice of such revocation by the Corporation to the trustee thereof, whereupon such trustee shall transfer or pay to the Corporation all of the principal and undistributed income of such trust and the Corporation shall be vested with the title thereto.

Upon the transfer of any such property to such a trustee and so long as any such property is held by such a trustee, as provided above in this Section 15, the Corporation and its Directors, officers, assistant officers, agents and employees, each and all of them, shall be relieved of all liability for the investment and reinvestment thereof.

Section 16. Personal Liability of Directors.

To the maximum extent permitted under the applicable laws of the State of Florida, a Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless:

1. The Director has breached or failed to perform the duties of such Director's office, as specifically set forth in any applicable provisions of the laws of the State of Florida, in good faith, in a manner such Director reasonably believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances; and
2. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

In performing his duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public

accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith, however, if such Director has knowledge concerning a matter which would cause his reliance on any of the foregoing to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors, and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers of the Corporation, and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of such person's fiduciary standard of care. In addition, absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

This Section 16 shall not apply to a Director's responsibility or liability under any criminal statute or a Director's liability for payment of taxes under any local, state, or federal law.

ARTICLE IV

Officers

Section 1. Number and Election.

The Board of Directors at its annual meeting shall elect a President, a Secretary, a Treasurer and such other officers and assistant officers, if any, as the Board of Directors may deem appropriate. A person may hold more than one office at the same time. The Board of Directors may also, from time to time, appoint such agents as it may deem appropriate.

Section 2. Qualifications.

The officers need not be Directors.

Section 3. Term of Office.

Each officer and assistant officer shall hold office until the end of the term of the Board of Directors by which such officer or assistant was appointed and until his successor shall have been appointed.

Section 4. President.

The President shall, in general, perform all duties incident to the office of President and shall be a member *ex officio* of all committees of management appointed by the President.

Section 5. Secretary.

The Secretary shall attend meetings of the Board of Directors, shall keep minutes thereof in suitable books, shall send out all notices of meetings as required by law or these By-laws and shall, in general, perform all duties incident to the office of Secretary.

Section 6. Treasurer.

The Treasurer shall receive all money paid to the Corporation and keep or cause to be kept accurate accounts of all money received or payments made in books kept for that purpose. The Treasurer shall deposit all money received by him in the name and to the credit of the Corporation in banks or other places of deposit. He shall disburse the money of the Corporation by checks or vouchers. He shall, in general, perform all duties incident to the office of Treasurer.

Section 7. Assistant Officers.

Any assistant officer authorized by the Board of Directors shall perform such duties as may be delegated to him by the officer to whom he is an assistant, and in the absence or disability of such officer may perform the duties of his office.

ARTICLE V

Execution of Documents

Section 1. Checks, Notes, etc.

The Board of Directors shall from time to time designate the officers or agents of the Corporation who shall have power, in its name, to sign and endorse checks and other negotiable instruments and to borrow money for the Corporation, and in its name, to make notes or other evidences of indebtedness.

Section 2. Other Documents.

Unless otherwise authorized by the Board of Directors, all contracts, leases, deeds, deeds of trust, mortgages, and all other documents requiring the seal of the Corporation shall be executed for and on behalf of the Corporation by the President, and the corporate seal shall be affixed by such person or at his direction, all of which shall be attested by the Secretary.

ARTICLE VI

Indemnification of Directors, Officers and Employees

Section 1. Judgments, Fines, Settlements and Expenses.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted willful misconduct or recklessness.

Section 2. Expenses.

To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article VI or in defense of any claim, issue or matter therein, such person shall also be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 3. Advancement of 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 upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation pursuant to this Article VI.

Section 4. Nonexclusivity of Article VI.

The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a Director, officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE VII

Annual Report of Directors

At each annual meeting of the Board of Directors, an Annual Report verified by the President and the Treasurer of the Corporation shall be submitted to the Board of Directors, and shall be filed with the minutes of such annual meeting of the Board of Directors. The Annual Report shall show in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the Report.

(b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the Report.

(c) The revenue or receipts of the Corporation for the year immediately preceding the date of the Report, including separate data with respect to each trust fund held by or for the Corporation.

(d) The expenses or disbursements of the Corporation, for both general and restricted (if any) purposes during the year immediately preceding the date of the Report, including separate data with respect to each trust fund held by or for the Corporation.

ARTICLE VIII

Amendments to By-Laws

Section 1. Amendments to By-Laws.

These By-Laws may be altered or amended by a vote of a majority of the Board of Directors at any regular or special meeting duly convened after notice of that purpose.