

## **BYLAWS OF RIVERVIEW VENUE INC**

### **Article I: Name of Corporation; Registered Office and Agent, Purpose**

#### ***1.1 Name***

The name of this corporation is Riverview Venue Inc.

#### ***1.2 Registered Office and Agent***

The address of the registered office and of the registered agent is 2221 Hinton Ranch Rd., Lithia, FL 33547, and the name of the initial registered agent is Julie R. Dahl.

#### ***1.3 Purpose***

We will glorify God through faithful stewardship of our business and will demonstrate Christ's love to everyone we encounter. More specifically, we will treat our clients, their guests, our employees and vendors, and community members with dignity and respect while honoring our Christian values. While we love people and aim to respect everyone, our faith precludes us from holding wedding events for same-sex couples.

### **Article II: Corporate Seal; Fiscal Year**

#### ***2.1 Corporate Seal***

The seal of this corporation shall have inscribed on it the name of the corporation, and the date of its organization.

#### ***2.2 Fiscal Year***

The fiscal year of this corporation shall begin on January 1 and end on December 31.

### **Article III: Shareholders' Meetings**

#### ***3.1 Place of Meetings***

Meetings of the shareholders shall be held at the registered office of the corporation or at any other place within or without the state of Florida the Board of Directors or shareholders may from time to time select.

#### ***3.2 Annual Meeting***

An annual meeting of the shareholders shall be held on December 15 of each year, if not a legal holiday, and if a legal holiday, then on the next secular day following that is not a legal holiday, at 1:00 pm, and the shareholders shall elect a Board of Directors and transact other business. If an annual meeting has not been called and held within two (2) months after the time designated

for it, any shareholder may call it.

### **3.3 Special Meetings**

Special meetings of the shareholders may be called by the president, by a majority of the Board of Directors, or by the holders of 75% or more of the shares outstanding and entitled to vote.

### **3.4 Notice of Meetings**

A written or printed notice of each shareholders' meeting, stating the place, day and hour of the meeting, and in case of a special meeting the purpose or purposes of the meeting shall be given by the Secretary of the corporation or by the person authorized to call the meeting, to each shareholder of record entitled to vote at the meeting. This notice shall be sent at least twenty (20) days before the date named for the meeting (unless a greater period of notice is required by law in a particular case) to each shareholder by United States mail or by telegram, charges prepaid, to his address appearing on the books of the corporation.

### **3.5 Waiver of Notice**

A shareholder, either before or after a shareholders' meeting, may waive notice of the meeting; and his or her waiver shall be deemed the equivalent of giving notice. Attendance at a shareholders' meeting, either in person or by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he or she attends for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened.

### **3.6 Voting Rights**

Subject to the provisions of the law of the state of Florida, each holder of stock in this corporation shall be entitled at each shareholders' meeting to one (1) vote for every share of stock standing in his or her name on the books of the corporation; but, transferees of shares that are transferred on the books of the corporation within twenty (20) days next preceding the date set for a meeting shall not be entitled to notice of, or to vote at, the meeting.

### **3.7 Proxies**

A shareholder entitled to vote may vote in person or by proxy executed in writing by the shareholder or by his or her attorney-in-fact. A proxy shall not be valid after two (2) months from the date of its execution unless a longer period is expressly stated in it.

### **3.8 Quorum**

The presence, in person or by proxy, of the holders of one-half or more of the share outstanding and entitled to vote shall constitute a quorum at meetings of shareholders. At a duly organized meeting shareholders present can continue to do business until adjournment even though enough shareholders withdraw to leave less than a quorum.

### **3.9 *Adjournments***

Any meeting of shareholders may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present or represented, any business may be transacted which could have been transacted at the meeting originally called.

### **3.10 *Informal Action by Shareholders***

Any action that may be taken at a meeting of shareholders may be taken without a meeting if a consent in writing setting forth the action shall be signed by all of the shareholders entitled to vote on the action and shall be filed with the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting.

## **Article IV: Board of Directors**

### **4.1 *Number, Qualifications and Term of Office***

The business and affairs of the corporation shall be managed by a board of two directors, none of whom need be resident in the state of Florida or hold shares in this corporation. Each Director, except one appointed to fill a vacancy, shall be elected to serve for the term of five (5) years and until his or her successor shall be elected and shall qualify.

### **4.2 *Vacancies***

Vacancies on the Board of Directors shall be filled by a majority of the remaining members of the Board, though less than a quorum. Each Director so selected shall serve until his or her successor is elected by the shareholders at the next annual meeting or at a special meeting earlier called for that purpose. The other members of the Board of Directors may declare vacant the office of a Director who is convicted of a felony or who is declared of unsound mind by an order of court.

### **4.3 *Compensation***

Directors shall not receive a salary for their services as Directors; but, by resolution of the Board, a fixed sum and expenses of attendance may be allowed for attendance at each meeting of the Board. A director may serve the corporation in a capacity other than that of director and receive compensation for the services rendered in that other capacity.

### **4.4 *Removal***

At a meeting of shareholders called for that purpose the entire Board of Directors or any individual director may be removed from office without assignment of cause by the vote of a majority of the shares entitled to vote at an election of directors.

## **Article V: Meetings of the Board**

### ***5.1 Place of Meetings***

The meetings of the Board of Directors may be held at the registered office of the corporation or (subject to section 2 of Article V of these bylaws) at any place within or without the state of Florida that a majority of the Board of Directors may from time to time by resolution appoint.

### ***5.2 Annual Meeting***

The Board of Directors shall meet each year immediately after the annual meeting of the shareholders at the place that meeting has been held, to elect officers and consider other business.

### ***5.3 Special Meetings***

Special meetings of the Board of Directors may be called at any time by the President or by any 2 members of the Board.

### ***5.4 Notice of Meetings***

Notice of the annual meeting of the Board of Directors need not be given. Written notice of each special meeting, setting forth the time and place of the meeting shall be given to each director at least thirty-six (36) hours before the meeting. This notice may be given either personally, or by sending a copy of the notice through the United States mail or by telegram, charges prepaid, to the address of each director appearing on the books of the corporation.

### ***5.5 Waiver of Notice***

A director may waive in writing notice of a special meeting of the Board either before or after the meeting; and his or her waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting unless he or she attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

### ***5.6 Quorum and Vote Necessary for Board Action***

At meetings of the Board of Directors a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the directors in attendance shall be the acts of the Board.

### ***5.7 Adjournment***

A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is

present, any business may be transacted which could have been transacted at the meeting originally called.

### **5.8 *Informal Action***

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board.

## **Article VI: Officers and Agents**

### **6.1 *Officers***

The executive officers of the corporation shall be chosen by the Board of Directors and shall consist of a President, Vice-President, Secretary, and Treasurer. Other officers, assistant officers, agents and employees that the Board of Directors from time to time may deem necessary may be elected by the Board or be appointed in a manner prescribed by the Board.

Two or more offices may be held by the same person except that one person shall not at the same time hold the offices of President and Vice-President or the offices of President and Secretary. Officers shall hold office until their successors are chosen and have qualified, unless they are sooner removed from office as provided in these bylaws.

### **6.2 *Vacancies***

When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the Board of Directors. The officer so selected shall hold office until his or her successor is chosen and qualified.

### **6.3 *Salaries***

The Board of Directors shall fix the salaries of the officers of the corporation. The salaries of other agents and employees of the corporation may be fixed by the Board of Directors or by an officer to whom that function has been delegated by the Board.

### **6.4 *Removal of Officers and Agents***

An officer or agent of the corporation may be removed by a majority vote of the Board of Directors whenever in their judgment the best interests of the corporation will be served by the removal. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **6.5 *President: Powers and Duties***

The President shall be the chief executive officer of the corporation and shall have general

supervision of the business of the corporation. The President shall preside at all meetings of shareholders and directors and discharge the duties of a presiding officer, shall present at each annual meeting of the shareholders a report of the business of the corporation for the preceding fiscal year, and shall perform whatever other duties the Board of Directors may from time to time prescribe.

#### **6.6 *Vice-President: Powers and Duties***

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice-President also shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign him or her.

#### **6.7 *Secretary: Powers and Duties***

The Secretary shall attend all meetings of the directors and of the shareholders and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. The Secretary shall keep the corporate seal of the corporation, and when directed by the Board of Directors, shall affix it to any instrument requiring it. The Secretary shall give, or cause to be given, notice of all meetings of the directors or of the shareholders and shall perform whatever additional duties the Board of Directors and the President may from time to time prescribe.

#### **6.8 *Treasurer: Powers and Duties***

The Treasurer shall have custody of corporate funds and securities. The Treasurer shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate moneys and other valuable effects in the name and to the credit of the corporation in a depository or depositories designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation and shall render to the President or the Board of Directors, whenever they may require it, an account of his or her transactions as Treasurer and of the financial condition of the corporation.

The Treasurer shall furnish a bond satisfactory to the Board of Directors.

### **Article VII: Share Certificates and Transfers of Shares**

#### **7.1 *Share Certificates***

The share certificates shall be in a form approved by the Board of Directors. Each certificate shall be signed by the President or the Vice-President and the Treasurer, and shall be stamped with the corporate seal.

#### **7.2 *Registered Shareholders***

The corporation shall be entitled to treat the holder of record of shares as the holder in fact and, except as otherwise provided by the laws of Florida, shall not be bound to recognize any equitable or other claim to or interest in the shares.

### **7.3    *Transfers of Shares***

Shares of the corporation shall only be transferred on its books upon the surrender to the corporation of the shares certificates duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer. In that event, the surrendered certificates shall be canceled, new certificates issued to the person entitled to them, and the transaction recorded on the books of the corporation.

### **7.4    *Lost Certificates***

The Board of Directors may direct a new certificate to be issued in place of a certificate alleged to have been destroyed or lost if the owner makes an affidavit that it is destroyed or lost. The Board, in its discretion, may as a condition precedent to issuing the new certificate, require the owner to give the corporation a bond as indemnity against any claim that may be made against the corporation on the certificate allegedly destroyed or lost.

## **Article VIII: Special Corporate Acts**

### **8.1    *Execution of Written Instruments***

Contracts, deeds, documents, and instruments shall be executed by the President or the Vice-President under the seal of the corporation affixed and attested by the Secretary unless the Board of Directors shall in a particular situation designate another procedure for their execution.

### **8.2    *Signing of Checks and Notes***

Checks, notes, drafts, and demands for money shall be signed by the officer or officers from time to time designated by the Board of Directors.

## **Article IX: Amendments**

The power to amend or repeal the bylaws or to adopt a new code of bylaws is reserved to the shareholders, the affirmative vote of holders of not less than three-fourths in number of the total number of shares issued and outstanding being necessary to exercise that power.

## **ADOPTION**

We, the undersigned, are all of the persons named as first Directors in the Articles of Incorporation, and hereby consent to, and do, adopt the foregoing Bylaws, consisting of \_\_\_\_ pages, as the Bylaws of said Incorporation.

Dated: October 27, 2023

By: \_\_\_\_\_  
EROS MATTHEW DAHL

By: \_\_\_\_\_  
JULIE DAHL