E5 ENCLAVE INCORPORATED

Bylaws of E5 Enclave Incorporated

Governance Package · Draft v1.0 — Prepared September 18, 2026

DRAFT — pending counsel review and board adoption. Nothing has been filed with the State of Florida. Nothing has been adopted. The draft operating rules of the corporation — membership, board, officers, meetings, and reserved powers.

A Florida Not For Profit Corporation (Chapter 617, Florida Statutes)

DRAFT — NOT ADOPTED. Prepared 2026-09-18 for review by the Chairman and legal counsel. Adopted only by the board adoption package (File 03) upon the Chairman's authorization. Counsel review required.

These Bylaws are adopted pursuant to the Amended and Restated Articles of Incorporation of E5 ENCLAVE INCORPORATED (the "Articles"). In case of conflict, the Articles control.

Effective date: ________________, 2026 (date of adoption)

ARTICLE I — NAME, OFFICES, PURPOSES

Section 1.1 Name. The name of the Corporation is E5 ENCLAVE INCORPORATED.

Section 1.2 Offices. The Corporation may have offices within or without the State of Florida as the Board of Directors may determine.

Section 1.3 Purposes. The Corporation is organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as more particularly set forth in Article II of the Articles. All provisions of these Bylaws shall be construed to further, and never to expand beyond, those purposes and the limitations of Article III of the Articles.

Section 1.4 Board Law. The Board Law ratified 2026-09-09 (including Articles V and VI thereof, the Trust Protector designation of Elvia G. Armstead, and the steward designation) is the Corporation's standing governance doctrine. Where Board Law and these Bylaws address the same subject, the instrument imposing the higher approval threshold controls; nothing in Board Law authorizes action these Bylaws prohibit.

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ARTICLE II — MEMBERSHIP

Section 2.1 Sole Founder-Member. The Corporation has one (1) class of membership. The sole member is Israel Lee Armstead (the "Founder-Member"), holding one hundred percent (100%) of the voting power, as set forth in Article IV of the Articles. No additional members shall be admitted except as the Articles provide.

Section 2.2 Member action. The Founder-Member may take any action permitted to members under Chapter 617 by written consent without a meeting. Annual or special meetings of members are not required; if called, reasonable notice shall be given.

Section 2.3 Reserved member powers. The following powers are reserved exclusively to the Founder-Member and may not be exercised by the Board: (a) election and removal of directors (Articles, Art. V); (b) amendment of the Articles (Articles, Art. X); (c) amendment of the entrenched Bylaw provisions listed in Section 12.2; (d) appointment and removal of the Trust Protector (Articles, Art. VII); (e) approval of dissolution, merger, consolidation, conversion, or sale of all or substantially all assets, in addition to the Trust Protector's consent.

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ARTICLE III — BOARD OF DIRECTORS

Section 3.1 Number and composition. The Board shall consist of not fewer than three (3) nor more than seven (7) directors, the exact number fixed by the Founder-Member. The Board always includes the Founder-Director (Articles, Art. V, Sec. 2).

Section 3.2 Founder-Director. Israel Lee Armstead serves as Founder-Director continuously until his written resignation, removal by his own act, death, or legal incapacity, and is not subject to term expiration or to removal by the Board or the membership except by his own act.

Section 3.3 Staggered terms. Directors other than the Founder-Director are divided into three (3) classes as nearly equal as possible, serving staggered three-year terms: Class I, Class II, and Class III. Initial classification: Tanya R. Armstead — Class I; [OPEN ITEM: third director] — Class II; the next elected director — Class III. Each class is elected by the Founder-Member at or before the expiration of its term. A director holds office until a successor is elected and qualified or until earlier resignation, removal, death, or incapacity.

Section 3.4 Election. All directors other than the Founder-Director are elected exclusively by the Founder-Member.

Section 3.5 Vacancies. Any vacancy, however created (including newly created directorships), is filled exclusively by the Founder-Member. A director elected to fill a vacancy serves the remainder of the vacated term's class.

Section 3.6 Removal. The Founder-Member may remove any director other than the Founder-Director at any time, with or without cause. The Board may remove a director other than the Founder-Director only for cause, upon the affirmative vote of two-thirds (2/3) of the directors then in office (the subject director not voting). "Cause" means conviction of a felony, adjudicated breach of fiduciary duty, or willful failure to comply with the Articles, these Bylaws, or the Conflict of Interest Policy after written notice and thirty (30) days to cure where curable.

Section 3.7 Powers and duties. The Board manages the Corporation's business and affairs under the direction of the Articles, subject to the Founder-Member's reserved powers and the Trust Protector's consent rights. Directors owe the Corporation the fiduciary duties of care and loyalty, including the duty to safeguard its Section 501(c)(3) status.

Section 3.8 Chairman of the Board. The Founder-Director serves as Chairman of the Board, presides at all Board meetings, and is the Corporation's President and Chief Executive Officer unless the Founder-Member designates otherwise in writing.

Section 3.9 Regular meetings. The Board holds an annual meeting each calendar year and such regular meetings as it determines. Notice of regular meetings: ten (10) days.

Section 3.10 Special meetings. Special meetings may be called by the Chairman, by the Founder-Member, or by any two (2) directors, on five (5) days' notice stating the purpose; no other business may be transacted except as the notice states, unless all directors consent.

Section 3.11 Notice; waiver. Notice may be given in person, by telephone, or by electronic transmission to the address on record. A director may waive notice in writing before or after the meeting; attendance waives objection to notice except for an objection stated at the outset.

Section 3.12 Remote participation. Directors may participate in meetings by telephone or other communications equipment by which all participants may hear each other, as permitted by §617.0820, Florida Statutes; such participation constitutes presence.

Section 3.13 Quorum and voting. A majority of the directors then in office constitutes a quorum. The act of a majority of directors present at a meeting with a quorum is the act of the Board, except where a greater vote is required by the Articles, these Bylaws, or law. The Founder-Director counts toward quorum.

Section 3.14 Action without meeting. The Board may take any action without a meeting upon the written consent of a majority of the directors then in office setting forth the action taken, as the Articles permit pursuant to §617.0821, Florida Statutes. The Founder-Director's consent is required for any action under Sections 3.6 (removal), 12.1 (bylaw amendment), or the creation of committees with delegated authority.

Section 3.15 Committees. The Board may create committees (including an Executive Committee) by resolution adopted by a majority of the full Board, with such authority as the resolution states, subject to §617.0825, Florida Statutes: no committee may (a) authorize distributions; (b) approve dissolution, merger, or sale of substantially all assets; (c) elect, appoint, or remove directors or fill vacancies; (d) amend the Articles or Bylaws; or (e) take any action requiring Founder-Member or Trust Protector consent. Committee membership is appointed by the Chairman. The Chairman serves ex officio on all committees with vote.

Section 3.16 Compensation of directors. Directors serve without compensation unless the Founder-Member authorizes reasonable compensation in writing; any compensation requires compliance with the Conflict of Interest Policy (directors with a financial interest recused) and documentation of comparability. Reimbursement of reasonable expenses is permitted.

Section 3.17 Resignation. A director may resign by written notice to the Chairman or Secretary, effective upon receipt or as the notice states.

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ARTICLE IV — OFFICERS

Section 4.1 Officers. The officers are: Chairman/President and Chief Executive Officer; Secretary; Treasurer; and such Vice Presidents and other officers as the Chairman appoints. One person may hold multiple offices except that the same person may not be both President and Secretary where the Board so requires for attestation integrity.

Section 4.2 Appointment and removal. The Chairman appoints all officers and may remove any officer at will, with or without cause, at any time. The Founder-Member may likewise remove any officer. No officer other than the Chairman has removal protection under these Bylaws.

Section 4.3 Chairman, President and Chief Executive Officer — Israel Lee Armstead. The Chairman is the Corporation's chief executive, with authority to: (a) manage and direct all business, programs, and affairs of the Corporation within Board-established policy; (b) appoint and remove all officers, employees, and agents; (c) execute and deliver contracts, instruments, and obligations authorized by the Board (and, for fundamental actions, by the Founder-Member and Trust Protector as required); (d) serve as the Corporation's principal spokesperson; (e) designate the Corporation's registered agent for service; (f) exercise all Tier 3 powers under the Autonomy Matrix (entity-standing, legal/financial filings, public commitments) — no other officer may exercise Tier 3 powers without the Chairman's written delegation for the specific act.

Section 4.4 Secretary — Tanya R. Armstead. The Secretary keeps minutes of Board and member proceedings, gives notices, attests instruments, maintains the corporate records (Articles, Bylaws, member ledger, Board Law, policies, consents), and certifies corporate actions.

Section 4.5 Treasurer — OPEN ITEM **to be appointed by the Chairman.** The Treasurer oversees funds, financial records, and disbursements under the Chairman's direction; presents financial reports to the Board at least annually; and coordinates the annual information return (Form 990 series) with the Corporation's accountants.

Section 4.6 Vice Presidents. Vice Presidents perform duties assigned by the Chairman.

Section 4.7 Officer standard of conduct. Officers shall act in good faith, with the care an ordinarily prudent person would exercise, and in the Corporation's best interests, consistent with §§617.0840–617.0842, Florida Statutes.

Section 4.8 Compensation of officers. Reasonable compensation may be paid only upon (a) Conflict of Interest Policy compliance (interested persons recused), (b) documented comparability data, and (c) written approval of the Founder-Member. The Chairman's own compensation, if any, requires the same procedure with the Chairman recused and the Trust Protector concurring that the procedure was followed.

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ARTICLE V — TRUST PROTECTOR

Section 5.1 Office and incumbent. The office of Trust Protector is established by Article VII of the Articles. The initial Trust Protector is **Elvia G. Armstead**, designated pursuant to the Board Law ratified 2026-09-09.

Section 5.2 Consent powers. The Trust Protector's prior written consent is required for the actions listed in Article VII, Section 2 of the Articles. Consent powers are negative (veto) powers only.

Section 5.3 Appointment, removal, vacancy. The Trust Protector is appointed by the Founder-Member and removable only by the Founder-Member. Vacancies are filled by the Founder-Member within ninety (90) days.

Section 5.4 No operational authority. The Trust Protector is not an officer or director by virtue of this office (unless separately elected), has no authority to direct operations or remove the Founder-Director, and owes the Corporation duties of loyalty and care in exercising consent powers.

Section 5.5 Entrenchment. This Article may be amended only as Article VII of the Articles provides (Founder-Member plus Trust Protector written consent).

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ARTICLE VI — STEWARD

Section 6.1 Designation. Pursuant to the Board Law ratified 2026-09-09, the Corporation designates a program steward (the "Steward"), an advisory and operational role currently held by the Chairman's designated agent. The Steward is appointed and removable by the Chairman at will.

Section 6.2 Role. The Steward stewards the Corporation's operating doctrines — the Autonomy Matrix (tiered authority), the Escalation SLA, and the compliance spine — in day-to-day operations, and advises the Chairman and the Board on governance, compliance, and execution. The Steward has no vote, is not a director or officer, and may not bind the Corporation except as the Chairman delegates in writing for a specific act.

Section 6.3 Legal note. A non-natural person may not serve as a director or officer of the Corporation under Florida law; this Article creates no such status. Counsel has been asked to confirm the advisory formulation.

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ARTICLE VII — MEETINGS OF THE BOARD (PROCEDURE SUPPLEMENT)

Section 7.1 Order. The Chairman determines the order of business.

Section 7.2 Minutes. Minutes of every Board and committee meeting, and every written consent, are kept by the Secretary and retained permanently.

Section 7.3 Annual elections. At the annual meeting (or by written consent), the Founder-Member elects the class of directors whose terms expire, and the Board confirms officers.

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ARTICLE VIII — CONFLICT OF INTEREST POLICY

Section 8.1 Adoption. The Board has adopted the Conflict of Interest Policy attached as Exhibit A to the Board adoption package (File 03), incorporated here by reference. All directors, officers, and key persons shall comply with it, including annual disclosure statements.

Section 8.2 Related-party transactions. Any transaction in which a director, officer, or the Founder-Member has a financial interest requires (a) full disclosure, (b) recusal of the interested person from deliberation and vote, (c) approval by disinterested directors (or the Founder-Member where no disinterested quorum exists), and (d) a written finding that the transaction is fair to the Corporation and furthers its exempt purposes.

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ARTICLE IX — INDEMNIFICATION

Section 9.1 Mandatory and permissive indemnification. The Corporation shall indemnify its directors, officers, the Trust Protector, and the Steward to the fullest extent permitted by §617.0831, Florida Statutes, for actions taken in good faith and in the Corporation's best interests. Indemnification for proceedings by or in the right of the Corporation is limited as the statute provides. No indemnification where the person is adjudged liable for willful misconduct or a knowing violation of law, or where indemnification would constitute prohibited inurement.

Section 9.2 Advancement. Expenses may be advanced upon an undertaking to repay if indemnification is ultimately unavailable, as the statute permits.

Section 9.3 Insurance. The Corporation may purchase directors-and-officers and other liability insurance as the Board determines.

ARTICLE X — RECORDS, REPORTS, AND FUNDS

Section 10.1 Records. The Corporation keeps correct and complete books and records of account, minutes, written consents, the member ledger (sole member: the Founder-Member), the Articles, these Bylaws, the Board Law, and all adopted policies, per §617.1601, Florida Statutes. Records are kept at the principal office or as the Secretary designates.

Section 10.2 Inspection. The Founder-Member and any director may inspect records as Chapter 617 provides.

Section 10.3 Fiscal year. The fiscal year ends December 31 (per the IRS determination letter's accounting period).

Section 10.4 Funds. Funds are deposited in accounts designated by the Chairman or Treasurer; disbursements follow Board-approved policy. No loans to directors or officers except as §617.0833 permits and the Conflict of Interest Policy allows (as a rule, none).

Section 10.5 Annual information return. The Treasurer, with the Corporation's accountants, ensures timely filing of the required Form 990 series return (EIN 99-3822441; 509(a)(2) public charity) and reports any Articles amendment on the return.

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ARTICLE XI — EXECUTION OF INSTRUMENTS

Contracts, conveyances, and obligations are executed by the Chairman, or by such officer or agent as the Chairman authorizes in writing for the specific instrument, subject to any required Founder-Member or Trust Protector consents for fundamental actions.

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ARTICLE XII — AMENDMENTS

Section 12.1 General. Except as provided in Section 12.2, these Bylaws may be amended or repealed, and new Bylaws adopted, by the affirmative vote of two-thirds (2/3) of the directors then in office, or by the written consent of the Founder-Member.

Section 12.2 Entrenched Bylaw provisions. The following may be amended or repealed only with the prior written consent of the Founder-Member (in addition to any Board vote): Sections 2.3, 3.2, 3.4, 3.5, 3.6, 3.14, 4.2, 4.3, Article V, Article VI (Section 6.3), Article VIII, and this Section 12.2. Amendments to Article V (Trust Protector) additionally require the Trust Protector's written consent, mirroring Article VII of the Articles.

Section 12.3 Notice. Any director may propose a Bylaw amendment on ten (10) days' written notice stating the text.

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CERTIFICATE OF ADOPTION *(to be completed at execution)*

The undersigned certifies that the foregoing Bylaws of E5 ENCLAVE INCORPORATED were duly adopted by the Board of Directors on ________________, 2026.

Signature:	______________________________
Printed name:	Tanya R. Armstead
Title:	Secretary
Date:	______________