

744264

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 4, 1996

SUSAN DEBUSK
AVIARY AND CAGE BIRD SOCIETY OF SOUTH FL
6202 SW 56TH STREET
SOUTH MIAMI, FL 33155

SUBJECT: THE AVIARY AND CAGE BIRD SOCIETY OF SOUTH FLORIDA,
INC.
Ref. Number: 744264

We have received your document for THE AVIARY AND CAGE BIRD SOCIETY
OF SOUTH FLORIDA, INC. . However, the enclosed document has not been
filed and is being returned to you for the following reason(s):

✓ If the document was approved by a majority vote or other percentage of the
members as specified in the articles of incorporation, it should also contain a
statement that the number of votes cast was sufficient for approval.

Bylaws are not filed with this office. Please retain them for your records.

✓ The fee to file articles of amendment is \$35. For each certified copy requested,
please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing
or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 196A00050621

REFERENCE NUMBER	
TELEPHONE	

Amend
APR 23 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 23 PM 1:09



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1997

S. DEBUSK
BAPTIST HOSPITAL
8900 N. KENDALL DRIVE
MIAMI, FL 33176

SUBJECT: THE AVIARY AND CAGE BIRD SOCIETY OF SOUTH FLORIDA,
INC.
Ref. Number: 744264

We have received your document for THE AVIARY AND CAGE BIRD SOCIETY
OF SOUTH FLORIDA, INC. and check(s) totaling \$35.00. However, your
check(s) and document are being returned for the following:

If the document was approved by a majority vote or other percentage of the
members as specified in the articles of incorporation, it should also contain a
statement that the number of votes cast was sufficient for approval.

If you have any questions concerning this matter, please either respond in writing
or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 097A00019596

PROPOSED
AMENDMENTS TO THE ARTICLES OF INCORPORATION OF
THE AVIARY AND CAGE BIRD SOCIETY OF SOUTH FLORIDA, INC.

OCTOBER 10, 1996

ARTICLE I (NAME) REMAINS THE SAME.

ARTICLE II (PURPOSE)

- (a) REMAINS THE SAME.
- (b) REMAINS THE SAME.
- (c) TO EDUCATE, EXCHANGE KNOWLEDGE, EXPERIENCES AND INFORMATION ON DIETS, BREEDING AND DISEASES RELATING TO ALL CAGE BIRDS.
- (d) REMAINS THE SAME.

ARTICLE III (MEMBERSHIP AND DUES)

- (a) TO BECOME A MEMBER, THE APPLICANT MUST SUBMIT AN APPLICATION TO THE MEMBERSHIP SECRETARY. THE APPLICANT WILL BE ACCEPTED UPON PAYMENT OF DUES.
- (b) DUES SHALL BE SET BY A MAJORITY VOTE OF THE MEMBERSHIP AS OF THE SEPTEMBER MEETING. THERE WILL BE A SINGLE MEMBERSHIP AS WELL AS A DUAL OR FAMILY MEMBERSHIP (TWO VOTES), WITH HALF YEAR DUES BEING AVAILABLE AFTER THE JUNE MEETING. THOSE MEMBERS JOINING BETWEEN OCTOBER 1 AND JANUARY 1 OR THE ANNUAL SHOW AND SALE, WHICHEVER IS FIRST, SHALL BE CONSIDERED GUESTS, AND THEIR MEMBERSHIP SHALL BEGIN AS OF JANUARY 1 OF THE FOLLOWING YEAR.
- (c) DUES SHALL BE PAYABLE ON JANUARY 1ST OF EACH YEAR, AND SHALL BECOME DELINQUENT AS OF JANUARY 31ST.
- (d) THOSE MEMBERS ACCEPTED DURING THE FIRST THREE MONTHS OF ORGANIZATION SHALL BE KNOWN AS CHARTER MEMBERS.

ARTICLE IV REMAINS THE SAME.

ARTICLE V

- (a) ANY MEMBER WHOSE CONDUCT IS DETRIMENTAL TO THE PURPOSE OF THE ORGANIZATION MAY HAVE THEIR MEMBERSHIP REVOKED.
DETRIMENTAL CONDUCT IS NOT LIMITED TO, BUT MAY INCLUDE, DEROGATORY ELECTIONEERING ON THE PREMISES OR PROPERTY OF THE MEETING HALL PRIOR TO AN ELECTION.
- (b) ANY MEMBER DESIRING TO MAKE A COMPLAINT AGAINST ANOTHER MEMBER MUST DO SO IN WRITING TO THE BOARD OF DIRECTORS. THE BOARD, IN TURN, SHALL NOTIFY, IN WRITING, THE MEMBER AGAINST WHOM THE COMPLAINT HAS BEEN MADE, OF THE COMPLAINT. THAT MEMBER SHALL HAVE THE OPTION OF APPEARING BEFORE THE BOARD OR THE MEMBERSHIP WITH THEIR REPLY TO THE COMPLAINT. ROBERTS RULES OF ORDER SHALL APPLY.
- (c) AFTER FOLLOWING THE ABOVE PROCEDURE, THE BOARD OR THE MEMBERSHIP SHALL EVALUATE THE VALIDITY OF THE COMPLAINT AND, IF SUFFICIENT SUBSTANTIATION IS FOUND, THE MEMBERSHIP OF THE MEMBER, AGAINST WHOM THE COMPLAINT IS MADE, CAN BE REVOKED BY A 2/3 VOTE OF THE BOARD OR THE MEMBERSHIP.

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ARTICLE VI

THE AFFAIRS OF THE CORPORATION ARE TO BE MANAGED BY THE BOARD OF DIRECTORS OF THE CORPORATION WHICH SHALL BE COMPOSED OF THE ELECTED OFFICERS OF THE CORPORATION AND SEVEN ADDITIONAL MEMBERS ELECTED TO SERVE ON THE BOARD. OFFICERS OF THE CORPORATION AND SEVEN ADDITIONAL BOARD MEMBERS SHALL BE ELECTED AT THE FIRST MEETING IN NOVEMEBR OF EACH ELECTION YEAR AND SHALL TAKE OFFICE JANUARY 1ST OF THE FOLLOWING YEAR.

- (a) ELECTED OFFICERS OF THE ORGANIZATION SHALL CONSIST OF THE PRESIDENT, VICE PRESIDENT, RECORDING SECRETARY, CORRESPONDING SECRETARY, TREASURER AND MEMBERSHIP SECRETARY. THE IMMEDIATE PAST PRESIDENT SHALL BE A NON-VOTING MEMBER OF THE BOARD FOR 2 YEARS UPON COMPLETION OF THEIR TERM IN OFFICE.
- (b) THE PRESIDENT SHALL BE AN EX-OFFICIO MEMBER OF ALL COMMITTEES.
- (c) THE TERMS OF THE PRESIDENT AND VICE PRESIDENT SHALL BE LIMITED TO ONE TERM OF 2 YEARS UNLESS QUALIFIED CANDIDATES ARE NOT AVAILABLE TO FILL THESE POSITIONS. IN THOSE CIRCUMSTANCES, THE POSITION MAY BE FILLED FOR AN ADDITIONAL TERM BY THE SAME MEMBER.
- (d) THE N.F.S.S. , A.F.A. AND S.P.B.E. DELEGATES SHALL BE APPOINTED AND SHALL BE AD HOC MEMBERS OF THE BOARD WITHOUT VOTE. THESE DELEGATE POSITIONS MAY BE FILLED BY MEMBERS ALREADY HOLDING A BOARD POSITION.
- (e) THE OFFICE OF PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER AND MEMBERSHIP SECRETARY MAY NOT BE HELD BY ANY MEMBER WHILE THEY HOLD A SIMILAR OFFICE, IN ANOTHER BIRD ORGANIZATION, DUE TO THE POSSIBLE CONFLICT OF INTEREST. THESE MEMBERS, MAY, HOWEVER, BE CHAIRPERSON OF A COMMITTEE.

IF AN OFFICE OTHER THAN THAT OF THE PRESIDENT BECOMES VACANT, THE PRESIDENT MAY APPOINT A MEMBER TO FILL THE OFFICE FOR THE UNEXPIRED TERM.

- (9) THE PRESIDENT SHALL PRESIDE AT ALL REGULAR, SPECIAL AND BOARD MEETINGS. THE PRESIDENT SHALL APPOINT ALL COMMITTEE CHAIRPERSONS, WHO SHALL SELECT THEIR COMMITTEES. THE EXCEPTION TO THIS BEING THE NOMINATING COMMITTEE. THE PRESIDENT SHALL PERFORM ALL DUTIES REQUIRED BY THE OFFICE OR REQUESTED BY THE MEMBERS. THE PRESIDENT SHALL KEEP THE VICE PRESIDENT INFORMED OF ALL PROCEEDINGS IN ORDER THAT THE VICE PRESIDENT MAY TAKE OVER IN AN EMERGENCY FULLY PREPARED. THE PRESIDENT, MAY WITH A 3/4 VOTE OF THE BOARD OF DIRECTORS, SET ASIDE ANY MOTION OF THE ORGANIZATION PRESENTING UNFORSEEN COMPLICATIONS, UNTIL THE NEXT REGULAR MEETING OF THE ORGANIZATION. VOTES MAY BE OBTAINED BY PHONE BUT MUST BE CONFIRMED IN WRITING.
- (h) THE VICE PRESIDENT SHALL PRESIDE IN THE ABSENCE OF THE PRESIDENT. IN THE EVENT-THE OFFICE OF PRESIDENT BECOMES VACANT, THE VICE PRESIDENT SHALL FILL THE UNEXPIRED TERM.
- (i) THE RECORDING SECRETARY SHALL KEEP AN ACCURATE ACCOUNT OF ALL PROCEEDINGS OF THE ORGANIZATION INCLUDING REGULAR MEETINGS AND BOARD MEETINGS, TO BE MADE AVAILABLE TO MEMBERS AT THE DISCRETION OF THE PRESIDENT, AND SHALL HAVE CUSTODY OF ALL PAPERS BELONGING TO THE ORGANIZATION.

THE TREASURER SHALL BE CUSTODIAN OF ALL FUNDS AND KEEP AN ACCURATE ACCOUNT OF ALL TRANSACTIONS. THE TREASURER SHALL

- SUBMIT A FINANCIAL REPORT AT EACH MEETING. THE BOOKS SHALL BE CLOSED TWO WEEKS BEFORE ELECTION FOR AUDIT BY AN AUDITING COMMITTEE. THE TREASURER SHALL BE A MEMBER OF THAT COMMITTEE.
- (k) THE CORRESPONDING SECRETARY SHALL CONDUCT ALL CORRESPONDENCE AND MAINTAIN RECORDS OF SAME, AS DIRECTED BY THE ORGANIZATION. THE MEMBERSHIP SECRETARY WILL KEEP RECORDS OF ALL MEMBERS, INCLUDING CURRENT DUES INFORMATION AND CHANGES OF ADDRESS AND PHONE NUMBERS, AND ANY CHANGES WILL BE SUPPLIED TO THE PERSON IN CHARGE OF THE DATABASE. HE/SHE WILL PROVIDE A LIST OF ALL ELIGIBLE VOTERS AND THE VOTES PER MEMBERSHIP TO THE CHAIRMAN OF THE NOMINATING COMMITTEE THE MONTH BEFORE AN ELECTION.
- THE MEMBERSHIP SECRETARY SHALL BE PRESENT AT ALL GATHERINGS OF THE ORGANIZATION TO ANSWER QUESTIONS CONCERNING MEMBERSHIPS AND TO ACCEPT NEW MEMBER DUES OR MEMBER RENEWALS.

ARTICLE VII (EXPENDITURES)

- (a) ALL BILLS AND CLAIMS SHALL BE PRESENTED TO THE TREASURER. RECEIPTS MUST BE PRESENTED FOR REIMBURSEMENT OF AUTHORIZED PURCHASES.
- (b) ALL EXPENDITURES OVER \$100.00 MUST HAVE APPROVAL OF THE BOARD OF DIRECTORS. THE VOTE MAY BE OBTAINED BY PHONE BY THE PRESIDENT AND MUST BE CONFIRMED IN WRITING.

ARTICLE VIII (ELECTIONS-VOTING)

- (a) IN ORDER TO VOTE DURING AN ELECTION AN INDIVIDUAL MUST BE A MEMBER IN GOOD STANDING FOR A MINIMUM OF THREE MONTHS BEFORE THE ELECTION.
- (b) A NOMINATING COMMITTEE CHAIRPERSON SHALL BE SELECTED BY THE PRESIDENT IN SEPTEMBER AND THREE OTHER MEMBERS SHALL BE ELECTED FROM THE FLOOR BY THE MEMBERSHIP. NO TWO MEMBERS OF THE SAME FAMILY MAY SERVE ON THE COMMITTEE AT THE SAME TIME.
- (c) THE NOMINATING COMMITTEE SHALL PRESENT IT'S SLATE IN OCTOBER. NOMINATIONS SHALL BE ACCEPTED FROM THE FLOOR AT THAT TIME. ALL NOMINATIONS SHALL BE LISTED IN THE NOVEMBER BULLETIN, AT LEAST TWO WEEKS PRIOR TO THE ELECTION. NO NOMINATION SHALL BE ACCEPTED AFTER THE OCTOBER REGULAR MEETING. WRITE IN VOTES SHALL NOT BE ACCEPTED..
- (d) IN KEEPING WITH THE EDUCATIONAL PURPOSES OF AVIARY AND CAGE BIRD SOCIETY OF SOUTH FLORIDA, ELECTIONEERING IN THE FORM OF DEROGATORY MATERIAL OR STATEMENTS MAY NOT BE CONDUCTED ON THE PREMISES OR PROPERTY OF THE MEETING PLACE WHERE AN ELECTION IS TO TAKE PLACE.

ARTICLE IX (GENERAL AND PROCEDURES-NOT COVERED)

- (a) THERE WILL BE AN INVENTORY OF ALL ORGANIZATIONAL PROPERTY ONCE A YEAR, AND IT SHALL BE KEPT CURRENT AT THE END OF EACH FISCAL YEAR.
- (b) THESE ARTICLES OF INCORPORATION AND BY LAWS MAY BE AMENDED, SUPPLEMENTED OR REPEALED, SUBJECT TO THE APPROVAL OF THE MEMBERSHIP AND BY A 2/3 VOTE OF THOSE MEMBERS PRESENT AT A

SPECIAL MEETING CALLED FOR THIS PURPOSE. THIS MEETING MAY BE
IN CONJUNCTION WITH A REGULAR GENERAL MEETING.

- (c) IN THE EVENT THIS ORGANIZATION SHOULD BE DISSOLVED FOR ANY REASON, ANY
REMAINING ASSETS SHALL BE DISTRIBUTED WITHIN THE SCOPE OF THE INTERNAL
REVENUE SERVICE, SECTION 501-C.
- (d) IN ALL MATTERS NOT COVERED BY THE CONSTITUTION AND BY LAWS, ROBERTS RULES
OF ORDER SHALL BE THE PARLIAMENTARY AUTHORITY.

THESE AMENDMENTS, HAVING BEEN DULY VOTED ON AND APPROVED BY A 2/3 MAJORITY
VOTE OF THE MEMBERSHIP OF THE AVIARY AND CAGE BIRD SOCIETY OF SOUTH FLORIDA ON
THIS 10TH DAY OF OCTOBER, 1996 AS SPECIFIED IN THE ARTICLES OF INCORPORATION AND
THE NUMBER OF VOTES CAST WAS SUFFICIENT FOR APPROVAL AND THEREFORE ARE HEREBY
CERTIFIED TO SUPERCEDE ANY CONFLICTING RULES AS FOUND IN THE ORIGINAL
CONSTITUTION AND BY LAWS.

SIGNED Sharon DeBash
Recording Secretary

Shirley Ann Bayl
Notary Public

My Commission Expires:

