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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: MIAMI Z CAR CLUB, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

800003461458--8
-11/13/00--01093--016
*****70.00 *****70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Danny Di Buono
Name (Printed or typed)
11744 S.W. 14th Terrace
Address
Miami, FL 33184
City, State & Zip
(305) 229-1225
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

W 27709
704 11/14/00
704 11/28/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 14, 2000

DANNY DI BUONO
11744 SW 14TH TERR
MIAMI, FL 33184

SUBJECT: MIAMI Z CAR CLUB, INC.
Ref. Number: W00000027109

We have received your document for MIAMI Z CAR CLUB, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 600A00058639

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

SECTION I: NAME

- A. The name of the corporation shall be: **MIAMI Z CAR CLUB, INC.**
- B. The organization may at its pleasure by a vote of the Board of Directors change its name.

SECTION II: PURPOSE

The corporation is a not for profit organization formed to provide its members with access to knowledge about their Z Cars and also provide a forum for members and other interested parties to exchange Z Car information.

SECTION III: SPECIFIC CLUB GOALS

The following are the goals for this organization:

- A. To promote safe driving habits and driving skills by stressing the "Three C's" of road safety: CARE, COURTESY and COMMON SENSE.
- B. To provide assistance to any motorist in distress when such assistance is both safe and feasible.
- C. To plan and regulate functions and/or activities designed to further Club's Purpose, including, but not limited to: technical advice, assistance in dealing with repair establishments and help in obtaining difficult-to-acquire parts.
- D. Members will be expected to adhere to a code of conduct that promotes fair play and cooperation between other members, as well as, other automotive organizations. It is the policy of this organization that members SHALL not INTENTIONALLY IMPUNE AN INDIVIDUAL OR GROUP'S REPUTATION BY ENGAGING in ANY ACTIVITY THAT PROMOTES an UNHEALTHLY rivalry between each other or any other automotive group, organization, club or association.

SECTION IV: SPECIFIC PROHIBITION

The Club shall not organize, sponsor, plan, assist, sanction nor allow its name to be associated, in any manner whatsoever, with any automotive function which is in violation of any duly constituted legislation [e.g. a "Gumball" Rally].

SECTION V: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11744 S.W. 14th Terrace
Miami, FL 33184

ARTICLE II

SECTION I: MEMBERSHIP

- A. The term "Member" applies to any person owning, holding title to or possessing a Datsun/Nissan Z Car and/or any of the Z Car fore-runners [Roadsters and "Fairlady" Models], whose Annual Dues are current.
- B. The term "Family Member" applies to any two people, legally related, whose Annual Dues are current and one of whom meets the automotive criteria contained in Article II, Section I, Paragraph A.
- C. The Term "Honorary Member" applies to those elected to this type of membership for special recognition by the Club. Honorary Members are not assessed annual dues.

SECTION II: ANNUAL DUES

- A. Annual Dues are due each year by the end of the month wherein a Member first joined the Club.
 - i. A one-month grace period will be granted for any Member to become current, however, the renewal month remains the same as the month the Member first joined the Club.
- B. Annual Dues are assessed as follows:
 - i. \$20.00 for an annual Membership;
 - ii. \$30.00 for an annual Family Membership;
- C. Any Member in good standing [i.e. whose Annual Dues are current] who enters the Armed Forces of the United States, will automatically be granted Honorary Member status while on Active Duty.

SECTION III: MEMBERSHIP CARDS

- A. Membership Cards will be issued for one year from the Member's renewal month upon the Treasurer receiving the Member's Annual Dues.
- B. Each Membership Card will expire annually on the last day of the Member's renewal month.
- C. A Family Membership is entitled to two Membership Cards, each with the same Membership Number.
- D. Honorary Members will be entitled to a renewed Membership Card each year upon receiving the necessary votes of the Membership during the month the Honorary Member was first elected.
- E. Each Member receiving a Membership Card automatically agrees to return their Membership Card if they resign or are expelled from the Club.

SECTION IV: PARTICIPATION

- A. All Members and Family Members are eligible to cast one vote each.
- B. Honorary Members are not eligible to vote.
- C. All Members, Family Members and Honorary Members are eligible to participate at functions and/or activities which are open only to Club Members.

SECTION V: RESIGNATION

Any Member may resign from the Club at their option by:

- A. Writing a Letter of Resignation to the Secretary; and
- B. Enclosing their Membership Card.
- C. Resignations become effective when received by the Secretary, providing the Member resigning has no indebtedness to the Club.
- D. There will be NO REFUNDS for any member(s) who wishes to resign.

SECTION VI: EXPULSION

- A. A Member of the Club may be expelled from the Club for:
 - i. Non-payment of Annual Dues; and/or
 - ii. Breaching any Club By-Laws and/or rules; and/or
 - iii. For bringing unwanted negative publicity to bear on the Club.
- B. No member may be expelled from the Club unless the following procedure is strictly adhered to by both the Member and the Club:
 - i. A recommendation to expel a Member must be submitted, in writing, to a Club Officer outlining the specific reason(s) for the expulsion recommendation.
 - ii. A Special Meeting of the Officers will be called to review the expulsion recommendation with both the initiator and the Member recommended for expulsion in attendance.
 - iii. The Officers will review the recommendation, try to obtain independent additional information, and vote on whether to accept or reject the expulsion recommendation.
 - iv. If the Officers vote to reject the expulsion recommendation, both the initiator of the expulsion recommendation and the Member recommended for expulsion will be contacted by the President to explain the Officer's decision.
 - v. If the Officers vote to accept the expulsion recommendation, the Member recommended for expulsion will be offered the option of either resigning from the Club or participating at the next regularly scheduled Club meeting when the subject of the recommended expulsion will be presented for a vote by all the Members present.
 - vi. If the Member opts to resign, the resignation will be in accordance with the By-Laws covering Resignation.
 - vii. If the Member refuses to resign, the recommended expulsion will be presented at the next regularly scheduled Club meeting for a vote by the Members present.
 - viii. At that meeting, the President will introduce the expulsion recommendation under "New Business." The final decision on the recommended expulsion will be determined by a two-thirds vote of the Members present.
- C. There will be NO REFUNDS for any member(s) who is expelled from the Club.

ARTICLE III

SECTION I: BOARD OF DIRECTORS / OFFICERS

The corporation may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

The directors/officers are appointed by the corporation's founder, and can only be removed from their duties after submitting in writing to the other officers a letter of resignation or by the corporation's founder decision.

Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

The initial officers of the organization shall be as follows:

President:	Danny Di Buono 11744 S.W. 14 th Terrace Miami, FL 33184
Secretary:	David Di Buono 11744 S.W. 14 th Terrace Miami, FL 33184
Treasurer:	Carlos Mesa 2852 S.W. 34 th Avenue Miami, FL 33133

SECTION II: OFFICER RESPONSIBILITIES

- A. The President is the Chief Executive Officer of the Club.
He shall by virtue of his office be Chairman of the Board of Directors.
He shall preside at all membership meetings.
He shall ensure the Club operates within the parameters established by the Club's Constitution and By-Laws.
He shall represent the Club at various functions as required.
He shall be one of the officers who may sign the checks or drafts of the organization.
He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
He shall be the official custodian of the records and seal of this organization.
- B. The Secretary shall in the event of the absence or inability of the President to exercise his office becoming acting president of the organization with all the rights, privileges and powers as if he is the president.
He shall give and serve all notices to members of this organization.
He shall maintain a current roll of all members.
He may be one of the officers required to sign the checks and drafts of the organization.
He shall keep the historical Club records.

- C. The Treasurer shall in the event of the absence or inability of the President and the Secretary to exercise the President's office becoming acting president of the organization with all the rights, privileges and powers as if he is the President. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.
He shall maintain the Club's current and historical financial records
He shall receive funds for the Club.
He shall disburse Club funds as authorized by the President
He should be one of the officers who shall sign checks or drafts of the organization.
He shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

SECTION III: DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

SECTION IV: CONFLICT OF INTEREST

Any Club officer officially associated with a Club Sponsor, Advertiser or Supporter in any manner whatsoever [e.g. employee] will automatically abstain from any and all decisions affecting such a Club Sponsor, Advertiser or Supporter and abstain from any and all decisions impacting others in a similar endeavor or field of work.

ARTICLE IV

SECTION I: DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the club.

SECTION II: AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 50% of the Board of Directors / Officers.

ARTICLE V

SECTION I: REGISTERED AGENT

The name and Florida street address of the Registered Agent is:

Danny Di Buono
11744 S.W. 14th Terrace
Miami, FL 33184

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II: INCORPORATOR

The name and address of the Incorporator is:

Danny Di Buono
11744 S.W. 14th Terrace
Miami, FL 33184

*****END OF MIAMI Z CAR CLUB ARTICLES OF INCORPORATION*****

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificated, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Danny Di Buono / Registered Agent

11/21/2000
Date



Danny Di Buono / Incorporator

11/21/2000
Date