

No10000000645

TRANSMITTAL LETTER

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

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*****78.75 *****78.75

SUBJECT: CLUB UNION LATINA INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: THOMAS A. GONZALEZ
Name (Printed or typed)

1203 DRIFTWOOD LN.
Address

FT. PIERCE, FL. 34982
City, State & Zip

561-461-0606
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 29 PM 12:24

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

531-707
W01-643

✓
1/29/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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DIVISION OF CORPORATIONS
01 JAN 29 PM 12:24

January 9, 2001

THOMAS A. GONZALEZ
1203 DRIFTWOOD LANE
FORT PIERCE, FL 34982

SUBJECT: CLUB UNION LATINA, INC.
Ref. Number: W01000000643

We have received your document for CLUB UNION LATINA, INC.. However, the document has not been filed and is being returned for the following:

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

We are enclosing the proper form(s) with instructions for your convenience.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 601A00001284

ARTICLES OF INCORPORATION

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Article I. Name

1. The name of the Corporation is "CLUB UNION LATINA, INC." founded MAY 1, 2000.

Article II. Address.

The Corporation's address is P.O. Box 9683, Port St. Lucie, FL 34985-9683.

Article III. Objectives

The objectives of the Corporation are:

1. Promote friendship and solidarity among its members and other social institutions.
2. Collaborate with other social and cultural institutions in the community.

Article IV. Elections.

1. Directors will be elected annually during the Regular General Assembly.
2. Directors may not serve more than two (2) years in the same position.
3. Members may not serve more than three (3) consecutive years as Director.
4. Only one individual per family can be elected to the Board.
5. Only members in good standing have voting rights.
6. Candidates to Board of Directors' posts are nominated by members of the Corporation.
7. The Board of Directors will select the candidates, If no members are nominated.
8. The vote will be by secret ballot.
9. To be elected, each candidate must receive fifty percent (50%) plus one of votes of the members present.

BOARD OF DIRECTORS

Thomas A.Gonzalez • Cecilia Vignier • Liliana George • Rene Arnao • Lilia Bohorquez
President Vice President Treasurer Secretary Member at Large

10. The elections will be directed by the Secretary, who will designate two members to assist in the elections process.

ARTICLE V. DIRECTORS.

President: Thomas A. Gonzalez. 1203 Driftwood Ln. Ft. Pierce, Fl. 34982.

Vice-President: Cecilia Vignier. 2799 S.E. Pine Valley St. Port St. Lucie, Fl. 34952.

Secretary: Rene Arnao. 114 S.E. Naranja Ave, Port St. Lucie, Fl. 34983.

Treasurer: Lilia George. 1503 Coralbean Ct., Port St. Lucie, Fl. 34952.

Member at large: Lilia Bohorquez. 1596 S.E. Balcourt. Port St. Lucie, Fl. 34952.

ARTICLE VI. INITIAL REGISTERED AGENT.

1. Thomas A. Gonzalez. 1203 Driftwood Ln. Ft. Pierce, Fl. 34982.

ARTICLE VII. INCORPORATOR.

1. Thomas A. Gonzalez. 1203 Driftwood Ln., Ft. Pierce, Fl. 34982.

Article VIII. Principles.

1. The official language of the Corporation is Spanish.
2. The Corporation's funds are generated from membership dues, social activities, and donations.
3. Surveys, collections and solicitations by anyone using the Corporation's name or by any group of members are not permitted unless authorized by the General Assembly.
4. The appointments as directors of the Corporation are honorary; therefore, the Directors will not be compensated in cash or any other manner for their services as directors.
5. The Corporation will have unlimited duration in principle.

Article IX. Membership.

1. There are 10 founding members.

BOARD OF DIRECTORS

Thomas A. Gonzalez	•	Cecilia Vignier	•	Liliana George	•	Rene Arnao	•	Lilia Bohorquez
President		Vice President		Treasurer		Secretary		Member at Large

2. The Corporation is limited to 20 members. Increases in membership roles will be decided by the active founding members on a yearly basis. If no founding members remain active, the Board of Directors may present to the membership a resolution to increase the members in the club. $\frac{3}{4}$ of the membership must approve the resolution.
3. Prospective members must be recommended by a member in good standing.
4. Members are selected by active founding members. New members should be adults and be prepared to abide by the by-laws. If no founding members remain active, the Board of Directors will approve new members.
5. Anyone wishing to participate in the Corporation's activities regardless of , nationality, sex, race or creed may be a member.
6. All members are expected to help organize and help during Club's activities.
7. A member is defined as an adult person or a family: A family is an adult member, his/her spouse and unmarried children under 18 years of age living in the same household.

Article X. Quotas, members in good standing, sanctions.

1. Membership quota is \$100.00 per family payable on admission date.
2. Annual dues are \$100.00 payable no later than February 15th.
3. Only members in good standing have voting rights.
4. Members that are past due with their annual dues will have their membership canceled.

Article XI. Discipline and appeals.

1. The Board of Directors is responsible for maintaining the good name, prestige, dignity and order of the Corporation, They will investigate infractions that are brought to its attention. Infractions will be followed by disciplinary actions according to the circumstances, without creating a precedent, and without discrimination against the members. Members may appeal a Board of Directors decision to the active founding members.

BOARD OF DIRECTORS

Thomas A.Gonzalez • Cecilia Vignier • Liliana George • Rene Arnao • Lilia Bohorquez
President Vice President Treasurer Secretary Member at Large

Article XII. Board of Directors.

1. The Board of Directors are the executives of the Corporation. They will serve other functions as specified in the by-laws.
2. The Board will meet at least monthly. Upon installation, the Board will decide its regular meeting days.
3. Active founding members have the authority to veto any decision of the Board of Directors by 3/4 vote. If no founding members remain active a 3/4 vote of the membership during a general assembly may veto and decision made by the Board of Directors.
4. Directors will serve a calendar year. The initial Board of Directors will serve until the next General Assembly,
5. The Board of Directors will be elected in accordance with the bylaws.
6. The Board of Directors will consist of 5 members. President, Vice President, Secretary, Treasurer and Member at Large.
7. Founders will appoint substitutes to the Board of Directors when necessary.
8. The President's vacancy will be filled by the Vice president. In his absence the Vice President will serve as President.

Article XIII. Duties of the Board of Directors.

1. Call the General Assembly to Regular Sessions.
2. Comply and implement compliance with the by-laws.
3. Investigate member infractions. Consider disciplinary recommendations, and determine disciplinary actions.
4. Authorize expenses related to the administration of the Corporation in accordance with the by-laws.
5. Approve or disapprove the minutes.
6. Determine the General Assembly agenda.

BOARD OF DIRECTORS

Thomas A. Gonzalez • Cecilia Vignier • Liliana George • Rene Armao • Lilia Bohorquez
President Vice President Treasurer Secretary Member at Large

7. The Board of Directors determines the discount offered to members for Club activities. Size of the discount is dependent on the budget of such activity.

Article XIV. Meetings of the Board of Directors.

1. A quorum consists of three (3) Directors. One Director must be the President or the Vice President.
2. Meetings will be governed by the Robert's Rules of Order.

Article XV. Duties of the President.

1. The President of the Board of Directors is the President of the Corporation and shall represent it as such.
2. The President will execute the resolutions of the General Assemblies and those of the Board of Directors.
3. The President supervises every aspect of the Corporation, and functions as necessary to achieve the goals of the Corporation.
4. The President convenes and presides over the General Assembly and Board of Directors' meetings.

Article XVI. Duties of the Vice President.

1. Assumes the President's position in his absence.

Article XVII. Duties of the Secretary.

1. Maintains an up to date book of minutes of all Board of Directors and General Assembly meetings. Performs all other secretarial duties.

Article XVIII. Duties of the Treasurer.

1. Collect dues and contributions to the Corporation.
2. Maintain up to date accounting books of the Corporation and provide monthly reports.

Article XIX. Duties of the Member at Large.

1. Replaces, either temporarily or permanently any Board vacancy, except the Presidents'.

BOARD OF DIRECTORS

Thomas A. Gonzalez • Cecilia Vignier • Liliana George • Rene Arnao • Lilia Bohorquez
President Vice President Treasurer Secretary Member at Large

Article XX. General Assembly.

1. There are two kinds of assemblies: Regular and Extraordinary.
2. Regular General Assembly: The President will summon the members to the Regular General Assembly to elect the incoming Board of Directors, to present the annual report of activities, and deal with matters presented by the General Assembly.
3. Extraordinary General Assembly: $\frac{3}{4}$ of the active founding members may call a Special General Assembly. If no founding members remain active, $\frac{3}{4}$ of the membership may call a Special General Assembly.
4. The Regular General Assembly will take place the first week of March. The specific date will be determined by the Board, who will give the members one month notice
5. A quorum, for the purpose of the General Assembly, consists of the members in good standing attending the assembly.
6. Directors are elected by secret ballot, each position requires a majority vote. A majority vote consists of $\frac{1}{2}$ plus one vote of the members present.

Article XXI. Administration.

1. The fiscal year of the Corporation begins the first day of April and ends the thirty-first day of March of following year.
2. All debts submitted to the Treasurer will be accompanied by a receipt.
3. All documents approved by the Board of Directors or the General Assembly will be signed by the Secretary and the President or the Vice President in Presidents' absence.
4. The bank accounts of the Corporation will be opened at local banks, administered by the Board, and audited annually by the date of the Regular General Assembly.
5. Checks must be signed by the President and the Treasurer. The Member at Large may cosign checks in the absence of the President or Treasurer.

BOARD OF DIRECTORS

Thomas A. Gonzalez • Cecilia Vignier • Liliana George • Rene Armao • Lilia Bohorquez
President Vice President Treasurer Secretary Member at Large

Article XXII. Changes to the By-laws.

1. Active founding members are the only ones authorized to change the by-laws. This is accomplished by a $\frac{3}{4}$ vote. If no founding members remain in the club, the Board of Directors will prepare the amendment and present it to the membership for a vote. A majority of $\frac{3}{4}$ of the members present is required to approve the amendment.

Article XXIII. Rules of Order.

1. Robert's Rules of Order is the final authority on resolving issues not addressed in the by-laws.

Article XXIV. Dissolution of the Corporation.

1. The Corporation may be dissolved by a vote of 75% of the active founding members. If no founding members remain in the club $\frac{3}{4}$ of the membership may dissolve the club. The dissolution and the transfer of capital will proceed in accordance with applicable Florida laws.

Article XXV. Legal Validity of the By-laws.

1. These by-laws have been translated into English for filing with the Florida Secretary of State. The legal document is that written in Spanish
2. In any discrepancies between the English and the Spanish version of the by-laws due to translation errors, the Spanish version has precedence and will be utilized in the decision making process of the Corporation.

BOARD OF DIRECTORS

Thomas A. Gonzalez • Cecilia Vignier • Liliana George • Rene Arnao • Lilia Bohorquez

President Vice President Treasurer Secretary Member at Large

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01 JAN 29 PM 12: 24

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

Thomas A. Gonzalez
Signature/Registered Agent
THOMAS A. GONZALEZ

01-03-01
Date

Thomas A. Gonzalez
Signature/Incorporator
THOMAS A. GONZALEZ

01-03-01
Date