

NO1000004319

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HUNGARIAN-AMERICAN CLUB OF SOUTHWEST FLORIDA, INC.

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April 9, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations
HUNGARIAN-AMERICAN CLUB OF SOUTHWEST FLORIDA, INC.
6590 HUNTINGTON LAKES CIRCLE
#104
NAPLES, FL 34119US

SUBJECT: HUNGARIAN-AMERICAN CLUB OF SOUTHWEST FLORIDA, INC.
REF: N01000004319

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return 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) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

FAX Aud. #: H08000090053
Letter Number: 808A00020909

P.O BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
HUNGARIAN-AMERICAN CLUB OF SOUTHWEST FLORIDA, INC.**

A FLORIDA NOT FOR PROFIT CORPORATION

In compliance with the requirements of Section 617.1007 of the Florida Not for Profit Corporation Act, the undersigned does hereby certify the adoption of the following Restated Articles of Incorporation for the Hungarian-American Club of Southwest Florida, Inc., a Florida corporation not for profit having charter number N01000004319 at the Florida Department of State:

**ARTICLES I
NAME**

The name of the corporation shall be Hungarian-American Club of Southwest Florida, Inc. The principal address of the corporation is: 6590 Huntington Lakes Circle, #104, Naples, Florida 34119.

**ARTICLES II
DURATION**

The duration of the corporation is perpetual unless dissolved according to law. Corporate existence shall commence at the date these articles are filed by the Department of State.

**ARTICLE III
PURPOSE**

(a) The specific purpose of the club shall be to enable and encourage residents of Southwest Florida to enjoy the benefits of Magyar art, science, dance, sport, cooking, literature, music; to the continuance of Hungarian culture in all aspects, and to aid Hungarians and the descendants of Hungarians in America. In general, the objective of the club shall be to encourage Hungarian activities that promote Hungarian history, arts, education, and all cultural endeavors. The club will be a meeting place for Hungarian-Americans to establish a permanent Hungarian community, and to provide the tools with which to implement the specific objectives.

(b) The general purpose for which this corporation is organized is to promote social intercourse among persons of Hungarian descent and friends of Hungarian-Americans.

(c) This corporation is formed and shall be operated exclusively for pleasure, recreation, and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.

(d) This corporation shall have and exercise all powers conferred on not for profit corporations under the laws of the State of Florida generally, and specifically as provided in the Florida Not for Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraphs (a) through (c) of this Article III.

**ARTICLE IV
QUALIFICATIONS AND ADMISSION OF MEMBERS**

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members, the liability of the members for dues and/or assessments and the method of collection, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

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**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the corporation's registered office is 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108-2709, and the name of the corporation's registered agent at that address is W. Jeffrey Cecil, Esquire.

**ARTICLE VI
BOARD OF DIRECTORS**

The following persons shall serve the corporation as directors until the next annual meeting or other meeting called to elect directors:

Frank Dobos
6590 Huntington Lakes Cir., #104
Naples, FL 34119

Elizabeth Frey
4451 Gardner Dr.
Pt. Charlotte, FL 33952

Joseph Graebner
306 Sawgrass Ct.
Naples, FL 34110

Edward Hably
831 100th Ave. N.
Naples, FL 34108

John Hermann
10303 Burnt Store Rd.
Punta Gorda, FL 33950

Maria Kepner
1400 Gulf Shore Blvd., N., #211
Naples, FL 34104

Julia Koda
1238 14th Avenue N.
Naples, FL 34102

Stephen Lang
1123 Shadowlawn Dr.
Naples, FL 34104

John Leidli
1680 Sanctuary Pointe Ct.
Naples, FL 34110

Kathy Nagy
1367 Cooper Dr.
Naples, FL 34103

Stephan Nagy
9822 Campbell Cir.
Naples, FL 34109

Zsuzanna Pszota
14521 Aries Way Dr.
Ft. Myers, FL 33912

Viktoria Smith
3245 Cypress Way, #523
Naples, FL 34109

Patricia Sullivan
8610 E. Mirasol Ct.
Ft. Myers, FL 33967

**ARTICLE VII
BASIS UNDER WHICH CORPORATION ORGANIZED**

The corporation is a not for profit corporation as defined by the Florida Not for Profit Corporation Act. As such, it is not organized for the pecuniary gain or profit of, and of the net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons, etc.

ARTICLE VIII MANAGEMENT OF CORPORATE AFFAIRS

(a) **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of not less than three (3) nor more than fifteen (15) directors. The number of directors provided for in these articles of incorporation may be changed by a bylaw adopted by the board of directors entitled to vote.

(b) **Election of Directors.** The method of electing directors shall be set forth in the bylaws.

(c) **Elective Officers.** The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such a purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

(d) **Standing Committees.** This corporation will have at least two standing committees, as follows: The board of directors will elect annually, from its members, an executive committee of three (3) persons and an admission committee of three (3) persons. The powers and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties, may be specified in the bylaws or may be appointed by the board of directors.

ARTICLE IX INCORPORATORS

The names and addresses of each incorporator are as follows:

Frank Dobos
6590 Huntington Lakes Circle, #104
Naples, Florida 34119

Joseph Ference
4624 Navassa Lane
Naples, FL 34119

ARTICLE X INCOME FROM PUBLIC EVENTS

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to participation by nonmembers will be paid over to an organization that is exempt from federal income tax under 26 U.S.C.A. §501(c)(3) on an annual basis, unless this corporation itself is a tax exempt organization under 26 U.S.C.A. §501(c)(3).

ARTICLES XI BYLAWS

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended, repealed, in whole or in part, by the directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE XII AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board or directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

**ARTICLE XIII
DISTRIBUTION ON DISSOLUTION**

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organization described in 26 U.S.C.A. §501(c)(3) or 170(c)(2) or corresponding sections as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

CERTIFICATE

Frank Dobos, 6590 Huntington Lakes Circle, #104, Naples, Florida 34119, who is President of the corporation, hereby certifies that the members of the governing board of the corporation approved this restatement with sufficient votes on April 7, 2008.

IN WITNESS WHEREOF, the undersigned does hereby certify the adoption of these Amended and Re-Stated Articles of Incorporation.

Dated: April 7, 2008

Frank Dobos
Frank Dobos

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of FS §617.0501, the undersigned not for profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: Hungarian-American Club of Southwest Florida, Inc.
2. The name and address of the registered agent and office are: W. Jeffrey Cecil, Esquire, 5801 Pelican Bay Boulevard, Suite 300, Naples 34108-2709.

AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I agree to act in the capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of FS §617.0501.


W. Jeffrey Cecil

Dated: April 8, 2008