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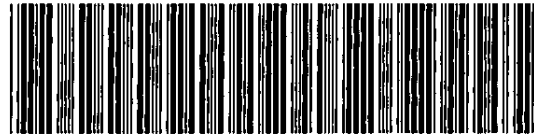
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*Amended & Restated*  
*Sgt.*

**FILED**  
06 JUN 16 AM 7:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

Jamaica College Old Boys Assoc. of Florida Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

**FILED**  
06 JUN 16 AM 7:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N04000005630

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

**Please see the attached document.**

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

**COVER LETTER**

• **TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Jamaica College Old Boys Assoc. of Florida Inc.

**DOCUMENT NUMBER:** N04000005630

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Xavier Murphy

(Name of Contact Person)

(Firm/ Company)

17944 SW 33RD COURT

(Address)

MIRAMAR FL 33029

(City/ State and Zip Code)

For further information concerning this matter, please call:

Tony Budall

(Name of Contact Person)

at ( 305 ) 815-7016

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

Attached is a form for filing *Articles of Amendment* to amend the articles of incorporation of a *Florida Profit Corporation* pursuant to section 607.1006, Florida Statutes. This is a basic amendment form and may not satisfy all statutory requirements for amending.

A corporation can amend or add as many articles as necessary in one amendment.

- The original incorporators cannot be amended.
- If amending/adding officers/directors, list titles and addresses for each officer/director.
- If amending the "initial or first" officers/directors/registered agent, do not refer to the newly designated individuals as the "initial or first" O/D/RA.
- If amending the registered agent, the new agent must sign and state that he/she is familiar with the obligations of the position.
- If amending from a general corporation to a professional corporation, the purpose (specific nature of business) must be amended or added if not contained in the articles of incorporation.

The document must be typed or printed and must be legible.

Pursuant to section 607.0123, Florida Statutes, a delayed effective date may be specified but may not be later than the 90<sup>th</sup> day after the date on which the document is filed.

<b>Filing Fee</b>	<b>\$35.00</b> (Includes a letter of acknowledgment)
<b>Certified Copy (optional)</b>	<b>\$8.75</b>
<b>Certificate of Status (optional)</b>	<b>\$8.75</b>

Send one check in the total amount made payable to the Florida Department of State.

Please include a letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

For further information you may call the Amendment Section at (850) 245-6050

The date of each amendment(s) adoption: June 5th, 2006

Effective date if applicable: June 15th, 2006  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

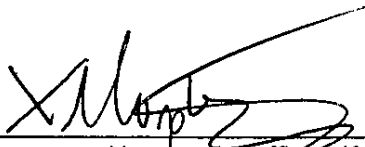
☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by  
\_\_\_\_\_  
(voting group)"

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Xavier Murphy

(Typed or printed name of person signing)

President

(Title of person signing)

**FILING FEE: \$35**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
JAMAICA COLLEGE OLD BOYS ASSOCIATION OF FLORIDA, INC.  
(Nonprofit Corporation)**

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby file the Amended and Restated Articles of Incorporation of the above captioned corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be:

**JAMAICA COLLEGE OLD BOYS ASSOCIATION OF FLORIDA, INC.**

**ARTICLE II**

**Duration**

The term of existence of the corporation is perpetual, and starts five (5) business days prior to the date of filing herein.

**ARTICLE III**

**Nature of Business**

The purposes for which this Association has been organized are as follows:

- (A) To engage in fundraising activities to obtain the means to assist needy students and special projects at Jamaica College in Jamaica, West Indies, and deserving related local charities in the U.S.A.
- (B) To formulate economic and social ideas for the betterment of the human family, and former Jamaica College students in particular.
- (C) To promote the interest of Jamaica College in Jamaica, West Indies.

(D) To uphold and perpetuate the teachings of those instructors who devoted so much to Jamaica College.

Transaction of any and all activities permitted under the laws of Florida and the United States of America. In addition, the objective of the Governing Board are to:

1. For charity, education, cultural pursuits, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes, and specifically to organize and carry on the mission that the residents of the service area have access to high quality, comprehensive services, and to focus services to decrease disparities in the affected community.
2. To operate exclusively for charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provision of any subsequent federal tax laws, tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

#### **ARTICLE IV**

##### **Powers**

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers and rights.

#### **ARTICLE V**

##### **Membership**

This corporation shall have members.

##### **1. Qualifications For Membership**

###### **Section 1. Classes of Membership**

There shall be four classes of membership

- (a) Full
- (b) Associate
- (c) Life
- (d) Honorary

#### Section 2. Full Members

- (a) Each graduate of Jamaica College may, upon or at any time after graduation, become a Full Member by enrolling or causing himself to be enrolled, pursuant to these By-laws.
- (b) Each non-graduate who has completed at least four years at Jamaica College, and left in good standing, without earning a High School Diploma, may upon any time after leaving become a full member, by enrolling or causing himself to be enrolled, pursuant to these By-laws.
- (c) All other former students not covered by Section 2(a) or (b) may be admitted at the discretion of the Board of Directors, pursuant to these By-laws.

#### Section 3. Associate Members

- (a) Any current or former member of faculty or staff of Jamaica College who has left in good standing, and who is not eligible to become a Full Member, as provided in Section 1(a) or (b) hereof, may become an Associate Member by enrolling or causing himself or herself to be enrolled, pursuant to these By-laws.
- (b) Any parent, guardian or immediate family member who has had at least one relative who attended Jamaica College, and who is not eligible to become a Full or Associate Member as provided in Section 2(a) or (b), or Section 3(a) hereof, may become an Associate Member by enrolling or causing herself or himself to be enrolled, pursuant to these By-laws.

#### Section 4. Life Members



The officers and Executive Committee (hereinafter referred to as the Board of Directors) may, from time to time, establish requirements under which only Full Members may become Life Members.

#### Section 5. Honorary Members

The Board of Directors may, from time to time, elect persons Honorary members of the corporation, who are not otherwise eligible to become Full members or Associate members.

#### Section 6. Membership Procedure

Any person meeting the requirements of this Article, shall become a Full or Associate Member, by submitting an application to the Secretary of the Association, together with dues for the year in which he or she applies for membership. Dues shall be paid in accordance with a dues schedule as adopted from time to time by the Board of Directors.

#### Section 7. Membership Rights and privileges

Full members in good standing (A good standing@ shall mean currently paid-up dues for at least 30 days prior to any date on which the status of membership shall be in question), shall be eligible to hold office, and vote on all matters submitted to the membership, except as provided herein.

Associate and honorary members shall be ineligible to hold office or vote on matters submitted to the membership.

#### Section 8. Chapters and Affiliate Groups

Chapters: Members of the Association who reside in any city, community or region in the State of Florida may organize a local chapter which shall, upon approval of the Board of Directors of its application, become a Chapter of the Association.

Affiliate Groups: Members of the Association may organize, upon Approval of the Board of Directors, affiliate groups whose interests

are directed at the development or enhancement or a specific core curricular or extra-curricular activity at Jamaica College or share a common interest.

Requirements and Conditions: The Board of Directors shall determine the requirements for admission of Chapters and Affiliate Groups. The Board of Directors may from time to time impose such conditions and provide such financial assistance to all such Chapters and Affiliate groups as it shall determine to be in the best interest of the Association.

## **2. Membership Meetings**

### **Section 1. Annual Meeting**

The annual membership meeting of the Association shall be held in the month of June each year at a time and place set by the Board of Directors. In the event of postponements, the directors shall fix a date not more than five (5) weeks from the date fixed by these By-laws.

### **Section 2. Quorum**

The presence at any membership meeting of not less than nine (9) members in good standing shall constitute a quorum, and shall be necessary to conduct the business of the Association. At Board meetings, not less than five (5) Directors must be present, or the minimum number permitted under the laws of the State of Florida.

### **Section 3. Voting Eligibility**

Each Full Member in good standing shall be entitled to vote at membership meetings. All Life members shall be entitled to vote at all membership meetings.

### **Section 4. Voting List**

The secretary, in conjunction with the Treasurer, shall prepare and have available at every Annual or Special meeting, a list of the members qualified to vote at such meetings, or at his option, a list of

members not qualified to vote.

#### **Section 5. Fiscal Year**

The Fiscal Year of the Association shall be June 1 to May 31, unless changed by the Board of Directors.

#### **Section 6. Robert=s Rules of Order**

All meetings shall be conducted pursuant to Robert=s Rules of Order.

### **3. Special Meetings**

Special Meetings shall be called by the President or on the written request of not less than five (5) active members in good standing, stating the object of such meetings. The secretary=s written notice of Special Meetings to members should clearly indicate the object of such meetings.

### **4. Fixing Record Date**

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the Record Date for any such determination of members. Such date shall not be more than fifty (50) nor less than ten (10) days before any such meeting, or more than fifty (50) days prior to any other action.

### **5. Action By Members With A Meeting**

Whenever members are required or permitted to take action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

### **6. Proxies**

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after expiration of eleven (11) months from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

## **7. Order of Business**

The order of business at all meetings of members shall be as follows:

- (a) Roll Call
- (b) Reading of the minutes of the preceding meeting
- (c) Reports of Committees
- (d) Reports of officers
- (e) Old and unfinished business
- (f) New Business
- (g) Good and welfare
- (h) Adjournment

## **8. Membership Dues**

Dues shall be paid in accordance with a dues schedule as adopted, from time to time, by the Board of Directors. The Board of Directors shall have the authority to pass upon an application for refund in any case where a member becomes ineligible.

# **ARTICLE VI**

## **Management**

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting; if all of the Directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of

the Board of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that these Articles of Incorporation authorize the Board of Directors to so act. Such a statement shall be prima facia evidence of such authority.

## **ARTICLE VII**

### **Board of Directors**

This corporation=s initial Board of Directors shall have four directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate By-laws, but shall never be less than three.

The directors shall be elected annually by this corporation=s directors. The manner of the election of the directors shall be specified in the corporate By-laws. The directors named herein, comprising the initial Board of Directors, shall hold office until the election of directors at the first annual membership meeting.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

**Xavier Murphy**  
17944 SW 33<sup>rd</sup> Court  
Miramar, Florida 33029

**Edward C. Alexander**  
827 Nandina Drive  
Weston Florida 33327

**Donald Dixon**  
7261 Sheridan St. Suite 100  
Hollywood, Florida 33024

**Michael A. Budall**  
11634 SW 123 Ave.  
Miami, Florida 33186

**Steven Epstein**  
11634 SW 123 Ave.  
Miami, Florida 33186

## **1. Management of the Association**

### **Section 1. Powers of the Board of Directors**

The Board of Directors shall have the power to do and perform all acts to further the basic objectives for which the Association was formed. It shall have the power to establish committees not otherwise provided for in these By-laws, with such powers and duties and it may prescribe.

### **Section 2. Meeting Dates**

The Board of Directors shall hold at least four (4) regular meetings each year, with the last meeting held within four (4) weeks of the Annual Meeting of the Association. At this last meeting, the agenda shall deal with matters reserved for the action and decision of members at the Annual Meeting.

### **Section 3. Special Meetings**

Special Meetings of the Board of Directors shall be called by the President upon the written request of not less than three (3) directors. Such meetings shall consider only such business as shall be contained in the notice of the meeting.

### **Section 4. Robert=s Rules of Order**

All Board meetings shall be conducted pursuant to Robert=s Rules or Order.

## **2. Numbers, Election and Terms of Directors**

### **Section 1. Numbers**

The Board of Directors shall consist of not more than eight (8) elected directors who shall be elected by and from the active members of the Association plus the additional directors provided for in Section 3 below.

#### **Section 2. Election and Term of Directors**

- (a) Four (4) directors shall be elected at each Annual Meeting. In addition, any vacancies in unexpired terms shall be filled.
- (b) Each director shall be elected for a term of two years except in the case of filling an unexpired term.

#### **Section 3. Additional Directors**

- (a) All officers of the Association shall be directors during their respective terms of office.
- (b) Each President of the Association shall be eligible for nomination and election as a director for life during the year his term of office expires.

#### **Section 4. Elections**

There shall be a Nominating Committee of three (3) members of the Association Meeting following that in which this By-law is adopted, three (3) members shall be elected to the Committee for a period of two (2) years.

##### **(a) Nominating Committee**

The Nominating Committee shall nominate candidates for directors, officers and members of the Nominating Committee to be elected at the Annual Meeting, a list of which, together with a list of any nominations made hereinafter, provided it shall be sent to members with notice of such Annual Meeting, fourteen days in advance (on or around May 15). A member of the Nominating Committee shall not be eligible for nomination as an officer for the succeeding year after expiration of office. The Board of Directors, until the next Annual

meeting, shall promptly fill interim vacancies on the Nominating Committee.

**(b) Nominations By Nominating Committee**

On or before May 7, the Nominating Committee shall transmit in writing to the Secretary, the names of all persons nominated for election as officers, directors and members of the Nominating Committee. The list of nominees shall be kept by the Secretary for the inspection by any member. The Secretary shall make the list available for the inspection of the general membership immediately thereafter together with the contents of Sub-section (c) of this Section.

**(c) Nomination By Others**

Any five (5) active members in good standing may propose in a nomination over their own individual signatures, addressed to the Secretary, the names of nominees, with the written consent of each such nominee, for election to any of the offices or committees to be voted on at the Annual meeting, and such nomination shall be filed with the Secretary on or before May 7. The names of such candidates shall be printed on the same ballot with those of the nominees of the Nominating Committee, but in a separate column and under the designation of the respective offices for which they have been severally nominated. The names of no nominee shall be duplicated on said ballot as a nominee for the same office without his consent. The Nominating Committee shall prepare an official proxy form, which form shall be the official form to be circulated to the membership before the Annual Meeting.

**(d) Nominations At Annual Meeting**

If the Nominating Committee fails to nominate a full slate to fill membership on the Board of Directors or any elective office of the Nominating Committee, nominations to fill such vacancies shall be accepted at the Annual Meeting.

**3. Increase or Decrease In Number Of Directors**

The number of Directors may be increased or decreased by vote of



the members or by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

#### **4. Vacancies**

The Board of Directors shall promptly fill all vacancies on the Board, and in all elective offices and committees, by appointment from among Full Members in good standing. Each such appointment shall be effective until the next annual election subject to the restrictions contained in Sub-section 2 of this Article.

#### **5. Removal of Directors**

Any or all of the Directors may be removed for cause by vote of the members or by action of the Boards. Directors may be removed without cause only by vote of the members. The following constitutes mandatory removal from office:

- (a) No Director may continue to hold office unless in good standing.
- (b) A Director shall be deemed to have vacated his office after being absent for more than (3) consecutive meetings of the Board of Directors without just cause or excuse upon the vote of a majority of the Board of Directors.

#### **6. Resignation**

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

#### **7. Quorum of Directors**

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business; provided that the number is not less than three (3) directors, or the legal minimum required by the laws of the State of

Florida.<sup>1</sup>

#### **8. Action Of The Board**

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one vote.

#### **9. Place And Time Of Board Meetings**

The Board may hold its meetings at the office of the Association or at such other places, either with or without the State, as it may from time to time determine.

#### **10. Regular Annual Meeting**

A regular annual meeting of the Board shall be held immediately following the Annual Meeting of members at the place of such Annual Meeting of members.

#### **11. Notice of Meetings Of the Board, Adjournment**

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the directors and may be called by the President upon three days notice to each director either personally or by mail or wire. Special meetings shall be called by the president or Secretary in a like manner on written request of two directors. Notice of a meeting need not be given any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

#### **12. Chairman**

At all meetings of the Board of Directors, the President, or in his absence the Vice-President or in the absence of both, a chairman chosen by the Board shall preside.

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<sup>1</sup> There is no minimum in the State of Florida.

### **13. Executive And Other Committees**

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other Committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the Board.

## **ARTICLE VIII**

### **Officers**

The officers of the corporation shall consist of a President, a Vice – President (s) ,  
a

Secretary, and a Treasurer. The officers shall be elected annually by the Board of Directors as provided by the By-Laws of the Corporation. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Directors= meeting.

The present officers and their addresses are:

President:           **XAVIER MURPHY**  
                          17944 SW 33<sup>rd</sup> Court  
                          Miramar, Florida 33029

Vice President:   **EDWARD C. ALEXANDER**  
                          827 Nandina Drive  
                          Weston Florida 33327

Vice President:   **DONALD DIXON**  
                          7261 Sheridan St. Suite 100  
                          Hollywood, Florida 33024

Secretary:         **MICHAEL A. BUDALL**  
                          6150 SW 153 Ct Rd  
                          Miami, Florida 33193

Treasurer:        **STEVEN EPSTEIN**

11634 SW 123 Ave.  
Miami, Florida 33186

## **1. Offices, Election & Term**

### **Section 1. Officers**

The officers shall be a President, Vice-President, Secretary and Treasurer.

### **Section 2. Eligibility**

(a) To be eligible for elections as an officer, a nominee must have served on the Board of Directors for at least one full year prior to the proposed date of his election as an officer.

(b) Officers shall be elected from among the members in good standing at the Annual Meeting. They should fulfill requirements of Article III, Qualifications For Membership.

### **Section 3. Election**

There shall be a Nominating Committee of three (3) members of the Association, which Committee's operations are explained in Article IV, Section 4. The election of officers shall be held at the Annual Meeting.

### **Section 4. Removal And Resignation**

Any officer elected or appointed by the Board may be removed by the Board with cause. The following constitutes mandatory removal from office:

(a) No officer may continue to hold office unless in good standing.

(b) An officer shall be deemed to have vacated his office after being absent for more than three (3) consecutive meetings of the Board of Directors, without just cause or excuse upon the vote of a majority of the Board of Directors.

In the event of the death, resignation or removal of an officer, the

Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President and Secretary.

## **2. President**

The President shall be the Chief Executive Officer of the Association. He shall preside at all meetings of the members and of the Board of Directors. He shall have the general management of the affairs of the Association and shall see that all orders and resolution of the Board are carried into effect. He shall appoint the Chairman of all standing-committees and special committees. He shall, with the Treasurer or member appointed by the Board, sign all written contracts or other financial obligations of the Association authorized by the Board of Directors. He shall promulgate the By-laws of the Association. He shall make a full report of the administration of the office and the business of the Association to the entire membership at the Annual Meeting.

## **3. Vice-President(s)**

During the absence or disability of the President, the Vice-President, or if there are more than one, the Executive Vice-President shall have all the powers and functions of the president. Each Vice-President shall perform such other duties, as the Board shall describe.

## **4a. Treasurer**

The Treasurer shall have the care and custody of all the funds and securities of the Association., and shall deposit said funds in the name of the Association in such bank or trust company as the directors may elect. He shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Association, when countersigned by the President. He shall also sign all checks, drafts, notes and orders for the payment of money which shall be duly authorized by the Board of Directors and shall be countersigned by the President. He shall at all reasonable times exhibit this books and accounts to any director or member of the Association upon application at the office of the Association during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the Association made by a committee appointed by the President, and shall present such audit in writing at the Annual Meeting

of the members, at which time he shall also present an annual report setting forth in full, the financial conditions of the corporation.

**4b. Assistant Treasurer**

The Assistant Treasurer shall assist the Treasurer. During the absence or disability of the Treasurer, the Assistant Treasurer designated by the Board, shall have the functions of the Treasurer.

**5a. Secretary**

The Secretary shall keep the minutes of the Board of Directors and also the minutes of the members. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. He shall attend to the giving and serving of all notices of the Association, and shall have the charge of such books and papers as the Board of Directors may direct. He shall attend to such correspondence as may be assigned to him and perform all the duties incidental to his office. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the Association, showing their places of residence and the time when they became members.

**5b. Assistant Secretary**

The Assistant Secretary shall assist the Secretary. During the absence or disability of the Secretary, the Assistant Secretary designated by the Board shall have the powers and functions of the Secretary.

**6. Sureties and Bonds**

All officers shall be bonded or bondable by the Association. In addition, the Board shall have full power to require members of any or all committees to give a bond in favor of the Association. The face amount of such bond or bonds shall be determined by the Board of Directors.

**ARTICLE IX**

### **Earnings and Activities of the Corporation**

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article IV hereof.
- B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, and intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE X**

#### **Distribution of Assets**

Upon dissolution of the corporation, the board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal

office of the corporation is then located, exclusively for such purposes and to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XI**

##### **Dedication of Assets**

The property of this corporation is irrevocably dedicated to education, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any directors, officer or member thereof, or to the benefit of any private individual.

#### **ARTICLE XII**

##### **Indemnification**

This corporation shall indemnify any officer, director, employee, or agent and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE XIII**

##### **Principal Place of Business**

The initial street address of the principal office of this corporation is 17944 SW 33<sup>rd</sup> Court, Miramar, Florida 33029. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

#### **ARTICLE XIV**

##### **Registered Agent**

The initial designation of the registered agent office of this corporation shall be **XAVIER MURPHY, 17944 SW 33<sup>rd</sup> Court, Miramar, Florida 33029**. Pursuant to *Florida Statutes Section 607.0501*, having been named to accept process of for the above



stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with and I am familiar with the provisions of said Act relative to keeping open said office.

  
Xavier Murphy

#### **ARTICLE XV**

##### **Incorporator**

The name and residence address of each of the subscribers to these Articles of Incorporation are:

**Xavier Murphy**  
17944 SW 33<sup>rd</sup> Court  
Miramar, Florida 33029

#### **ARTICLE XVI**

##### **By-laws**

Corporate By-laws will be hereinafter adopted by the Board of Directors. The corporate By-laws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the corporate By-laws shall be binding on this corporation=s directors and shareholders.

The By-laws contained herein govern the operations of the Jamaica College Old Boys Association of Florida, Inc. (the Association) and provides the necessary guidance to resolve issues as they arise. Since the Association is incorporated in the State of Florida, the statutory requirements supercedes those of the By-laws in the event of conflicts.

The By-laws can only be changed by a majority vote of the active membership in good standing of the Association.

## **ARTICLE XVII**

### **Amendment**

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority vote of the Board of Directors based on a majority of the directors entitled to vote thereon.

(A) These By-laws may be amended by a two-thirds vote of the members present at any regular or special meeting of the Association. Amendments must be proposed in writing to the Board of Directors as well as submitted thirty days in advance to the entire membership before they are presented for approval.

(B) In voting on any article of amendment, each section shall be voted separately.

IN WITNESS WHEREOF, Xavier Murphy, the incorporator, has hereunto  
set his hand and seal this 12<sup>th</sup> day of JUNE, 2006.

X Murphy  
Xavier Murphy

STATE OF FLORIDA  
COUNTY OF DUVAL

**BEFORE ME**, the undersigned authority, personally appeared, \_\_\_\_\_,  
who after first being duly sworn, deposes and says that he is the person described in the  
foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation,  
and he is personally known to me.

**WITNESS** my hand and official seal in the County and State named above, this  
12<sup>th</sup> day of June, 2006.

Gloria Lee  
Notary Public