

N 04000007891



FLORIDA MEMORIAL COLLEGE  
15800 NORTHWEST FORTY SECOND AVENUE  
MIAMI, FLORIDA 33054

ACCOUNTS PAYABLE

(City/State/Zip/Phone #)

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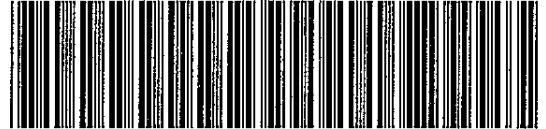
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SECURITY  
OFFICE

**ARTICLES OF INCORPORATION  
OF  
FLORIDA MEMORIAL COLLEGE  
ALUMNI ASSOCIATION, INC.**

**ARTICLE I  
NAME OF THE CORPORATION**

The name of the corporation shall be Florida Memorial College Alumni Association, Inc.

**ARTICLE II  
TERM OF EXISTENCE**

The term of existence of this corporation shall be perpetual. The permanent address of the corporation shall be:

**Florida Memorial College  
15800 Florida Memorial College Avenue  
Miami, Florida 33054**

**ARTICLE III  
NON-PROFIT PURPOSES AND POWERS**

The purpose of the corporation shall be to serve as an Alumni Association that will provide a connection between Florida Memorial College and its alumni which will promote Florida Memorial College as a quality institution of higher learning.

The corporation's purpose and objectives are and shall be:

1. To enhance and maintain the image and awareness of Florida Memorial College.
2. To provide financial assistance to the College.
3. To assist the college in the recruitment of qualified students
4. To develop and maintain a strong relationship with the College's Pre-Alumni Council (PAC).

The corporation shall be organized and organized exclusively for charitable and educational purposes within the meaning of Section 501 of the Internal Revenue Code of 1954, as subsequently amended. The powers of the corporation shall be limited to only those powers permitted to be carried on by a corporation exempt from federal income tax under the appropriate section of the Internal Revenue Code of 1954, as subsequently amended.

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SECRETARY  
DIVISION OF CORPORATIONS

No part of the income of the corporation shall be distributed to the members, directors or officers. However, nothing shall prevent a member, director or officer being paid a fair compensation for services rendered as an employee of the corporation or as a contracting party, if not in conflict with the policies regarding conflicts of interest and requirements of the Internal Revenue Code, section 501.

In the event that the corporation shall be dissolve, voluntarily or involuntarily, the Board of Directors, after providing for the outstanding debts and obligations of the corporation shall distribute the remaining assets of the corporation to one or more charitable organizations designated by the Board of Directors which are, or will be, similar to the purposes of this corporation and qualified as tax exempt corporation under Internal Revenue Code Section 501©(3). In no event shall any of the corporation's assets be distributed to any present or former members of the corporation.

#### **ARTICLE IV** **MEMBERSHIP**

Section 1: Eligibility. Any person who shall have graduated from the College in one of its degree programs, or who shall have attended a minimum of two full academic semesters or have completed a minimum of thirty-six (36) course hours. Members will be required to provide any membership fees established by the Board of Directors.

Section 2: Application for Membership. Application for Associate Membership maybe considered for individuals who have not met the requirements of Section 1: Eligibility but who have an affinity for the College and desire to be associated with the College. Those individuals shall make an application on a form supplied by the corporation through its chartered community chapters and shall be accompanied by such membership fees as the established by the Board of Directors

Section 3: Termination of Membership. Membership as stated in Section 1: Eligibility is perpetual; however, active participation in the corporation, or in its chartered community chapters maybe terminated for just cause, or a member may submit a notice of resignation from a chartered community chapter.

#### **ARTICLE V** **BOARD OF DIRECTORS**

The Board of Directors shall determine policy and shall have the responsibility for managing the corporation.

There may be an Executive Council composed of the current and active community chapter presidents who shall be constituted and have such powers as provided in the By-Laws.

Past Presidents and the Director of Alumni Affairs will serve as an Advisory Board to the Executive Board. The Vice President for Institutional Advancement shall be an Ex-Officio Board member.

The Board of Directors shall be composed of not less than five (5) nor more than ten (10) persons. The Board of Directors shall be composed of those duly elected officers, i.e., President, Vice President, Secretary, Treasurer, and Parliamentarian, and the appointed officers, i.e., Chaplain and other appointed officers as voted upon by the membership at any regularly scheduled bi-annual conference, or by a majority vote of the Board of Directors at a special meeting.

The initial Board of Directors, who shall serve and manage all of the corporation's affairs until the first annual conference convenes or until the successors are elected.

**(LIST BOARD OF DIRECTORS NAMES AND ADDRESSES)**

**ARTICLE VI**  
**OFFICERS**

There shall be the following officers of the Corporation: President, Vice-President, Secretary, Treasurer, Parliamentarian and such other appointed officers as may be required by the By-Laws of the Corporation.

The initial officers, who shall serve from two years after incorporation are:

**PRESIDENT/CHAIRMAN OF THE BOARD**  
**VICE-PRESIDENT**  
**SECRETARY**  
**TREASURER**  
**PARLIAMENTARIAN**

**ARTICLE VII**  
**BY-LAWS**

The By-Laws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regularly scheduled bi-annual conference, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the By-Laws change, has been provided in writing to each of the voting members of the Corporation at least sixty (60) days prior to the membership conference or a special meeting of the Board of Directors at which such

alteration to the By-Laws is to be considered, whether it be a membership conference or a special meeting of the Board of Directors/Executive Council.

The Article of Incorporation of the Corporation shall be amended or additional provisions added to the adopted by two-thirds (2/3) vote of the membership of the Board of Directors present or voting by proxy at any meeting thereof, provided that notice thereof, which shall include the text of the recommended change to the Article of Incorporation at least sixty (60) days prior to the meeting at which such Article of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding Amendments to Articles of Incorporation of non-profit corporation.

**ARTICLE VIII**  
**AMENDMENTS TO ARTICLE OF INCORPORATION**

These Article of Incorporation may be amended by a majority vote of the Board of Directors present at a regular membership meeting or a special meeting of the Board of Directors provided a quorum is present and the specific proposed Amendment has been mailed to each member of the corporation at four (4) weeks prior to the regular conference or a special meeting and a notice of the meeting is similarly provided. The Amendment shall be effective upon acceptance by the Secretary of State.

**ARTICLE IX**  
**BEGINNING OF CORPORATE EXISTENCE**

The corporate existence shall begin upon acceptance and approval of these Article of Incorporation by the Department of State.

**ARTICLE X**  
**REGISTERED AGENT AND OFFICE**

Until provided otherwise by the Board of Director the registered agent and the registered office shall be:

**Dr. Barbara J. Edwards, Vice President**  
**Office of Institutional Advancement**  
**Florida Memorial College**  
**15800 Florida Memorial College Avenue**  
**Miami, Florida 33054**

**J. Walter Hale, Director  
Office of Alumni Affairs  
Florida Memorial College  
15800 Florida Memorial College Avenue  
Miami, Florida 33054**

**ARTICLE XI  
SUBSCRIBER**

The subscriber to these Article of Incorporation and addresses is:

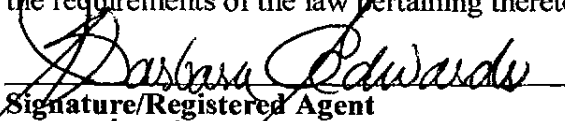
**J. Walter Hale, Director  
Office of Alumni Affairs  
Florida Memorial College  
15800 Florida Memorial College Avenue  
Miami, Florida 33054**

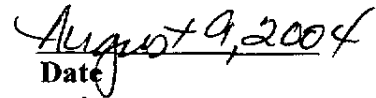
**ARTICLE XII  
INDEMNIFICATION**

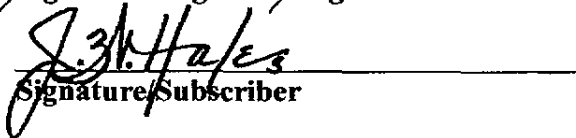
The By-Laws may provide for indemnification of the Board of Directors, officers and employees of the corporation.

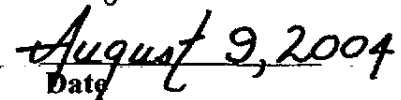
**ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been made initial Registered Agent to accept services of the process of the corporation at the initial registered office designated in these Article of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
Signature/Registered Agent

  
Date

  
Signature/Subscriber

  
Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**IN WITNESS WHEREOF**, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.

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(List name) – President

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(List Name) - Chairman of the Board

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(List name) - Vice President

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(List Name) – Secretary

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(List name) - Treasurer

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(List name) – Parliamentarian