

N04000007891

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

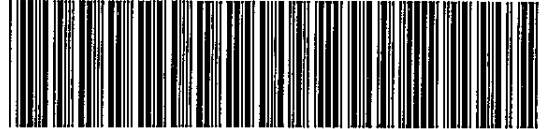
(Business Entity Name)

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Amend NC T. Lewis

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Memorial University National

DOCUMENT NUMBER: 1104000007891

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

Please return all correspondence concerning this matter to the following:

J. Walter Hale, Director, Office of Alumni
(Name of Contact Person)

Florida Memorial University
(Firm/ Company)

15800 Northwest 42nd Avenue
(Address)

Miami Gardens, FL 33054
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

J. Walter Hale at (305) 626-3657
(Name of Contact Person) (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
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 3, 2005

J. WALTER HALE, DIRECTORS, OFFICER OF ALUMNI
FLORIDA MEMORIAL UNIVERSITY
15800 NORTHWEST 42ND AVENUE
MIAMI GARDENS, FL 33054

SUBJECT: FLORIDA MEMORIAL COLLEGE ALUMNI ASSOCIATION, INC.
Ref. Number: N04000007891

We have received your document for FLORIDA MEMORIAL COLLEGE ALUMNI ASSOCIATION, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The articles of amendment needs an officer signature.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 005A00039471



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 26, 2005

J. WALTER HALE, DIRECTORS, OFFICER OF ALUMNI
FLORIDA MEMORIAL UNIVERSITY
15800 NORTHWEST 42ND AVENUE
MIAMI GARDENS, FL 33054

SUBJECT: FLORIDA MEMORIAL COLLEGE ALUMNI ASSOCIATION, INC.
Ref. Number: N04000007891

We have received your document for FLORIDA MEMORIAL COLLEGE ALUMNI ASSOCIATION, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 605A00028509

RECEIVED
05 JUN -3 AM 8:00
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
FLORIDA MEMORIAL UNIVERSITY
NATIONAL ALUMNI ASSOCIATION, INC.**

**ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation shall be Florida Memorial University National 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 University
15800 Northwest 42nd Avenue
Miami Gardens, 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 University and its alumni which will promote Florida Memorial University 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 University.
2. To provide financial assistance to the University.
3. To assist the college in the recruitment of qualified students
4. To develop and maintain a strong relationship with the University'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.

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 University 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 University and desire to be associated with the University. 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 University
15800 Northwest 42nd Avenue
Miami Gardens, Florida 33054

**J. Walter Hale, Director
Office of Alumni Affairs
Florida Memorial University
15800 Northwest 42nd Avenue
Miami Gardens, Florida 33054**

**ARTICLE XI
SUBSCRIBER**

The subscriber to these Article of Incorporation and addresses is:

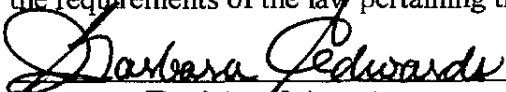
**J. Walter Hale, Director
Office of Alumni Affairs
Florida Memorial University
15800 Northwest 42nd Avenue
Miami Gardens, Florida 33054**

**ARTICLE XII
INDEMNIFICATION**

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

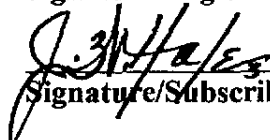
ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

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

2 May 05
Date



Signature/Subscriber

2 May 05
Date

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.

Mr. E. Ray Smith

(List name) – President

(List Name) - Chairman of the Board

Mr. Walter O. Weatherington

(List name) - Vice President

Ms. Katherell Morrison

(List Name) – Secretary

Mr. Charles Bolden

(List name) - Treasurer

(List name) – Parliamentarian

The date of adoption of the amendment(s) was: 18 March 05

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 5th day of April, 2005.

Signature E. Ray Smith
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

E. Ray Smith
(Typed or printed name of person signing)

President - FMUNAA
(Title of person signing)

FILING FEE: \$35