



## COVER LETTER

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

SUBJECT: SOUTHERN CLASSICS VINTAGE VEHICLES, 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: DON HORNE  
Name (Printed or typed)

3952 ARLINGTON AVE  
Address

MIMS, FL. 32754  
City, State & Zip

321-269-5717  
Daytime Telephone number

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

Southern Classics Vintage Vehicles Inc.  
*"From Rust to Riches"*

**Constitution and By-Laws**

**ARTICLE I – NAME**

The name of this organization shall be the,  
**Southern Classics Vintage Vehicles Inc.**  
***"From Rust to Riches"***

Hereinafter referred to as the Club.

**ARTICLE II – PRINCIPAL OFFICE**

The principle office of the Corporation shall be established and maintained at 3952 Arlington Ave., in the city of Mims, in Brevard County, in the State of Florida. The Corporation may also have offices at such places within the State of Florida as the Board may from time to time establish.

**ARTICLE III - PURPOSE AND OBJECTIVES**

The purpose for which this Corporation has been organized is as follows:

The Club's mission is to promote and encourage the continued interest in classic and vintage vehicles 30 years and older and further:

1. To provide a family (non-alcoholic or drug related) oriented environment and fellowship with others that have the same interests in such vehicles.
2. To participate in various civic and charitable functions and/or any other events as agreed to upon by the members.
3. The clubs responsibilities are limited to events and functions sponsored/sanctioned by the club

## ARTICLE IV – MANNER OF ELECTION

### Officers, Qualifications, Term Of Office, Vacancy

All officers must be nominated and voted annually by a majority vote of active members. Board of Directors roles and responsibilities will be performed on a voluntary basis with no monetary compensation.

#### Section 1 - The Officers of the Club shall be:

- President
- Vice-President
- Secretary
- Treasurer

#### Section 2 – Qualifications

- An Official Member in good standing, as described in Article III, Section 1, is qualified to become an Officer of the Club.

#### Section 3 - Term of Office

- Each term of office will begin on September 1<sup>st</sup> of each year and end on August 31<sup>st</sup> of the subsequent year.

#### Section 4 - Vacancy

- If at any time a vacant position occurs within the Board of Directors, the President, or Vice President if applicable, will appoint a replacement to fill the office for the duration of the vacancy. The term of office of any Temporary Officers will automatically terminate upon return of the officially elected officer or at the next election for that office, whichever occurs first.
- A Temporary Officer must meet the membership qualifications in Article III, Section 1.

**ARTICLE V – INITIAL DIRECTORS/OFFICERS**

Don Horne, President  
George Quinn, Vice President/Secretary  
Keith Frisbee, Treasurer

**ARTICLE VI – INITIAL REGISTERED AGENT**

George Quinn 3775 Dairy Rd. Titusville, Florida 32796

**ARTICLE VII – INCORPORATOR**

Don Horne, 3952 Arlington Avenue, Mims, Brevard County, Florida 32754

**ARTICLE VIII – MEMBERSHIP**

Section 1 – Membership Qualification

Official Members of this club will:

- A). Be 18 years of age or older.
- B). Have a valid driver's license and current vehicle insurance
- An Official Member in good standing is a member that meets Section I (A)(B).
- Official Members in good standing shall have voice and voting rights, including the right to hold office or be a member of the board
- Anyone under the age of 18 years old that wishes to become affiliated with the Club's must have an Official Member in Good Standing "sponsor" them in order to become a designated Associate member.
- Associate members cannot hold any official position if so designated.

Membership shall be made by application to the club. Approval of said application will be made by (either majority vote or by officers), and subsequent payment of dues thereof.

## **Section 2 – Suspension and Expulsion**

- Any Official Member or Associate Member whose conduct shall be detrimental to the best interest of the club, or who shall willfully violate its By-laws and Constitution or other rules and regulations, may be suspended or expelled from the Club by a majority vote of the Board of Directors of the Club. When such action is contemplated in the case of any member, the member shall be entitled to receive specific charges in writing from the Board of Directors of the Club, and shall, if the member so desires, be afforded a hearing before the Board of Directors at the next regular Board of Directors Meeting.

## **Section 3 – Resignation**

- Any Official Member or Associate Member of the Club may resign at any time, but such resignation shall not entitle such member to rebate any dues paid. Resignation shall be in writing with surrender of their membership card and submitted to any Officer.

## **ARTICLE IX – DUES**

New member dues are required and are payable upon acceptance of the application.

Dues for this non-profit organization collected, will be used for cost incurred for; postage, flyers, advertising, membership I.D.'s and any other miscellaneous costs that the club may incur.

Annual Official and Associate Member Dues Rate shall be:

General Individual Member- \$ 25.00

Family Membership \$ 35.00 (limited to immediate family under 18 years of age)

Associate Member- \$10.00

Returning Official Member and Associate Member's dues are payable to the Club no later than September 1, of the fiscal year.

Dues assessment shall be determined by majority vote of the Official membership of the Club at each annual meeting.

## ARTICLE X – MEETINGS

### Section 1 – Annual Club Meeting

- An annual business meeting for the election of officers and directors and the transaction of other business relative to the affairs of the Club shall be held the first week of August, each year. The Secretary shall send notice of the annual meeting to Official Members and Associate Members of the club at least ten days prior to the meeting. Officers and Directors elected shall take office immediately following their election. The fiscal year of the association shall be September 1<sup>st</sup> through August 31<sup>st</sup>.

### Section 2 – Regular Club Meetings

- The club shall meet quarterly and called by the President or Board of Directors.
  - A minimum of two (2) Board members must be present at all club meeting to constitute a quorum

### Section 3 – Special Club Meetings

- Special meetings for the Club may be held at any time upon the authorization of the Board of Directors, President, or as requested by any Official Member(s). Notice of such meetings shall be communicated to each of the members by the Secretary at least five (5) days prior to the meeting.

### Section 4 – Board of Directors Meeting

- The Board of Directors shall meet as deemed necessary by the Board or President to provide direction, guidance for operating the Club and special Club activities.

### Section 5 – Quorum and Absentee Voting Privileges

- Official Members present at any advertised regular or special meeting shall constitute a quorum.

A minimum of two (2) Board members must be present at all club meeting to constitute a quorum

## **ARTICLE XI – DUTIES OF THE OFFICERS, DIRECTORS, ADVISORY COUNCIL**

### **Section 1 – Board of Directors**

- The Board of Directors shall consist of the President, Vice-President, Treasurer, Secretary and Committee Chairpersons. The Board of Directors shall:
  - Determine the dates and sites of the meetings
  - Determine the agenda for the regular meetings
  - Approve the arrangements for all meetings
  - Authorize all expenditures of the Club
  - Appoint Chairpersons for Special Committees
  - Confirm the results of all elections
  - Fill all vacancies as provided under Article 6, Section 3.

### **Section 2 – Election of Officers and Board of Directors**

- The current Board of Directors will select a nominating committee. This committee will accept applications from members in good standing for the offices of President, Vice-President, Treasurer and Secretary. The Nominating Committee shall then present to Club members their selection of nominees and number of nominees. Nominations may be also made from the floor after the report of the nominating committee.

### **Section 3 – Duties of the President**

- The President shall be the Chief Executive Officer of the Club. He/She shall preside at all meetings of the organization and its Board of Directors, and shall schedule/call such meetings as deemed necessary. It shall be his/her duty to exercise supervision over the activities, and welfare of the Club, and keep in contact with the members of the Board of Directors relative to matters of policy. The President is Ex-Officio member of all committees.



**Section 4 – Duties of the Vice President**

- The Vice President shall, in the absence of, or during the incapacity of the President, as determined by the Board of Directors, perform all duties, and assume all responsibilities of the President, until the Board of Directors shall revoke authority. The Vice President will act as Chairman of the Membership Committee.
- The Vice President shall appoint standing committees and other committees deemed necessary and shall submit his/her annual report at the annual meeting.

**Section 5 – Duties of the Treasurer**

- The Treasurer shall receive, and disburse the funds of the Club as established in the budget or authorized by the Board of Directors. This includes paying all bills and invoices as authorized by the Board of Directors and collecting all dues of the Club. The Treasurer will forward to the Secretary a list of members who have paid their dues by September 30<sup>th</sup>. He/She shall keep and preserve proper vouchers, invoices, receipts, and books of account, which shall be open to inspection by the Board of Directors, and subject to audit at any time by an Auditing Committee, duly appointed by the President. He/She shall deposit funds of the Club in such banks as may be approved by the Board of Directors, and shall disburse money only as approved by the Board of Directors. All checks drawn upon the funds of the Club shall require the signature of the President and Treasurer of the Club. The Treasurer shall submit a yearly financial report of the Board of Directors, and a periodic report to the Club membership at any designated scheduled meeting. Also, such reports, the Club may request as. The Treasurer will complete the books and submit such to the Audit Committee, on or before August 15<sup>th</sup> of each year. All relevant Internal Revenue Forms or other Banking and/or Financial Forms, as deemed necessary, must be completed by the Treasurer and approved by the Board of Directors.

**Section 6 – Duties of the Secretary**

The Secretary shall prepare and keep minutes of all the Club and Board meetings and report the same at the following business meeting. File and maintain all records and official correspondence with the exception of the Treasurer's books. The Secretary shall keep a roster of membership, issue notices of all meetings, and perform other duties as may be assigned by the President and Board of Directors.

**– Duties of the Board of Directors**

- The Board of Directors shall have charge of the property, control and management of the affairs and funds of the Club; to act with full powers for the members at all times, except during regular meetings of the Club. All Board action must be ratified by a majority vote of Board members in attendance at meetings, above the quorum required. The Board of Directors are expected to attend at least 50% of all Club and Board meetings.

**ARTICLE XII – COMMITTEES**

**1. Special Event Committee**

Organization of the Club's participation in special events, such as, car shows, charitable events, club parties, annual meeting, travel, etc.

**2. Advertising, Public Relations & Membership Committees**

Responsible for writing press releases to local newspapers, making contact with other car clubs, soliciting new members, etc.

**3. Nominating Committee**  
See Article VII, Section 2

**4. Audit Committee**  
Responsible for auditing year-end financial books, preparing report to be discussed at annual meeting.

### **ARTICLE XIII – AMENDMENTS**

Proposal for amendment to this Constitution and By-Laws may be initiated by the Board of Directors or by any member of the Club in good standing. Every proposed amendment must be submitted in writing to the Board of Directors. By-Laws may also be adopted, amended, or repealed by the board of directors, but must be presented too, and approved by, 51 % of the members in good standing.

Proposed amendments and recommendations must be filed with the Board of Directors at least five days prior to the Board meeting at which time such amendment is to be considered. The Board of Directors will review such recommendations and submit their recommendations to the membership at the next regular meeting at which time it will be voted on.

After an amendment is present as prescribed, it shall be adopted, and shall become effective upon receiving a two-thirds vote of the voting membership in attendance at the meeting.

### **ARTICLE XIV – PARLIAMENTARY AUTHORITY**

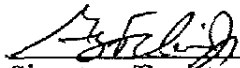
Club members will use parliamentary Rules at all meetings.

## ARTICLE XV – FINANCIAL CHARACTER OF THE CLUB


No part of the net income of the Club shall benefit ANY of its members, directors, officers or other private person(s) unless said income is due from the Club to the person for services rendered, goods provided, etc.

Upon dissolution of the Club, the Board of Directors shall pay all debts, obligations and liabilities, and shall dispose of all assets by transfer to other non-profit organizations operated for educational and/or charitable purposes.

\*\*\*\*\*  
*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.*

  
Signature/Registered Agent George F. Quinn Jr.

8/23/06  
Date

  
Signature/Incorporator DON HORNE

8/23/06  
Date

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