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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**OPA-LOCKA AIRPORT AREA CHAMBER OF COMMERCE, INC**

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June 26, 2008

FLORIDA DEPARTMENT OF STATE  
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**Articles of Incorporation  
Opa-locka Airport Area Chamber of Commerce, INC.**

We, the undersigned residents of the State of Florida, do hereby associate ourselves together for the purpose of forming a non-profit corporation under the Statutes of the State of Florida.

**ARTICLE I.**

**NAME**

**Section 1. Name** - The name of the corporation is Opa-locka Airport Area Chamber of Commerce, Inc. The corporation shall be referred to hereafter in these bylaws as "OAACC."

**Section 2. Organization** - OAACC is a 501 c (6) corporation, incorporated in the State of Florida, with primary offices in the City of Opa-locka, Florida.

**ARTICLE II.**

**DURATION**

The period of duration of this non-profit corporation shall be perpetual or until such time as a majority of the Board of Directors shall dissolve the corporation.

**ARTICLE III.**

**PURPOSE**

The business and purpose of this corporation shall be the advancement of the civic, commercial, and industrial interests of the greater Opa-Locka, Florida area; as well as the surrounding communities, including the tenants at the Opa-locka Executive Airport; the promotion of the general welfare and prosperity of the City, the greater Opa-Locka area; and the stimulation of public sentiment to these ends.

**ARTICLE IV.**

**NON-STOCK CORPORATION**

The corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

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## ARTICLE V.

### DIRECTORS

The number of officers constituting the initial Board of Directors of the corporation is six. The manner in which the directors are to be elected by the members is as follows:

- A. The Board of Directors shall be elected at the annual meeting.
- B. The initial Board of Directors shall consist of a president elected to a four year term, two members elected to a three year term, three members elected to a two year term. All new members to the Board of Directors shall be elected to a three year term in the exception of the president which can be re-elected to a second four year term. The president can not be re-elected after the second four year term, but can remain as a board member.

## ARTICLE VI.

### CORPORATE OFFICERS AND THEIR FUNCTIONS

**Section 1.** The general officers of the corporation shall be president, vice-president, secretary, second secretary, treasurer and Advisor. The principal duties of the president shall be to preside at all meetings of the members and the Board of Directors and to have general supervision to the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of the absence or disability, for any cause whatsoever, of the president.

The principal duties of the first secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business thereof.

The principal duties of the second-secretary shall be to discharge the duties of the first secretary in the event of the absence or disability, for any cause whatsoever, of the first secretary.

The principal duties of the first treasurer shall be to countersign all deeds, leases and conveyances executed by the corporation, account for all monies, credits and property of any and every nature of the corporation which shall come into his/her hands, and to keep an accurate account of all monies received and disbursed, and to render such accounts, statements and inventories of monies received and disbursed, and of vouchers of monies disbursed and of money and property on hand, and generally of all matters pertaining to his/her office, as shall be required by the Board of Directors.

The principal duties of the Advisor shall be to maintain and communicate with the officers regularly, provide awareness and approval of financial expenditures, and ensure that the organization is operating in conformity with the standards set forth by the By-Laws and membership requirements. Additional duties of the Treasurer is to discharge the duties of the first treasurer in the event of the absence or disability, for any cause whatsoever, of the first treasurer.

The Board of Directors may provide for the appointment of additional officers as they may deem for the best interests of the corporation, including the selection of work committees. The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the By-Laws. However, the Board of Directors shall not have the power or authority to amend the Certificate of Incorporation, adopt an agreement or merger or consolidation, recommended to the members the sale, lease or exchange of all or substantially all of OAACC's property and assets, recommend to the members a dissolution of OAACC or a revocation of a dissolution, or amend these Bylaws. The act of a majority of the members of the Board of Directors shall be the act of the Board of Directors.

**Section 2.** The elected Vice Chairman responsible for oversight and guidance of the Membership Development Division (MDD) will chair the MDD Advisory Board. The MDD Advisory Board composed of no more than twelve (5) volunteers who are membership and organizational marketing staff professionals, shall be self-perpetuating and will foster the continued advancement of the membership profession. The MDD Advisory Board will work in coordination with the Membership Program Committee of the OAACC Board, which is also lead by the Vice Chairman of the Membership Development Division.

**Section 3. Special Committees** – Either the Chairman, President or the Board of Directors may at anytime appoint other committees on any subject for which there are no standing committees. Any such committee, which consists entirely

of members of the Board of Directors, shall have such powers as may be delegated to it by the Board by resolution. All other committees shall have the power only to make non-binding reports and recommendations to the Board and/or the officers of OAACC.

**Section 4. Committee Quorum** – A majority of any committee shall constitute a quorum for the transaction of its business, unless that committee shall by majority vote or its entire membership decide otherwise.

**Section 5. Committee Vacancies** – Vacancies in any committee shall be filled by the Board of Directors upon candidate nomination by the Chairman, except that vacancies in a committee appointed by the Chairman shall be filled by the Chairman unless otherwise provided in these Bylaws or in a resolution of the Board of Directors creating such committee.

## ARTICLE VII.

### ELECTION OF OFFICERS

The officers shall be elected by the Board of Directors from their own number.

## ARTICLE VIII

### MEMBERSHIP

#### **Section 1. Membership Eligibility and Classifications**

(a) **PRIMARY** – The principal or “Primary” members of OAACC are the proprietors or representatives of any legitimate business within the confines of the City of Opa-locka, principals/representatives of any legitimate business that operates at the Opa-locka Executive Airport, and similarly chartered not-for-profit organizations, as well as staff professionals designated by the sponsor chambers. The organization authorizing payment of the annual membership dues on behalf of these individuals designates the person(s) as the affiliate member.

(b) **AFFILIATE** – Executives of non-profit community-centered organizations, which are affiliated through corporate structure, governance or mission to a chamber of commerce, such as convention bureaus or economic development entities, are eligible for “Affiliate” membership. The organization paying the annual membership dues on behalf of these individuals is the member sponsor.

(c) ASSOCIATE - General commercial and non-profit businesses seeking to support the mission of OAACC may become non-voting. "Associate" members of the association.

(d) HONORARY - Those granted the title of "Honorary Member" and those designated as "Life Member", as well as those granted "Service Member", are classified under the "Honorary" class of membership.

**Section 2. Application and Election** - Each candidate for membership shall make application on a form provided for that purpose. The president of the organization on behalf of the Board of Directors shall admit applicants to membership upon the approval of their respective applications. The Executive Committee of the Board will review and rule on any application (or existing member status) brought forward from the staff for clarification concerning eligibility for each membership class.

**Section 3. Due - Primary, Affiliate and Associate Members** shall be required to pay annual membership dues in amounts to be determined by a dues schedule established by the Board of Directors. Those members in the Honorary class shall not be required to pay dues.

The annual dues of each member shall be payable on the anniversary date they initiate their membership.

Any member who fails to pay his dues within thirty (30) days from the due date shall be notified by the Chairman, and if payment is not made within the succeeding thirty (30) days, shall be reported to the Board of Directors as in arrears, and if the Board in its sole discretion so orders shall be dropped from the membership roles and denied member privileges.

**Section 4. Resignation** - Resignations shall be accepted only upon written notice to the president.

**Section 5. Expulsion** - The Board of Directors, after providing a fair and reasonable hearing, may expel a member from membership for cause by resolution approved by two-thirds of the directors present and voting at a duly called meeting of the Board of Directors.

## ARTICLE IX.

### MEMBERSHIP MEETINGS

**Section 1. Annual Meeting** – The annual membership meeting shall be held at a time and place designated and announced by the Board of Directors.

**Section 2. Special Meetings** – A special membership meeting may be called at any time by the Board of Directors. Any action proposed to be taken at a membership meeting must be submitted in the form of a written resolution. A special meeting shall be called upon receipt by the president of the written request of not less than ten (10) members for such a meeting, which request shall state the general nature of the business to be transacted at such special meeting. The time, place and date of any meeting shall be determined by the Board of Directors, or in the absence of any such determination, by the president.

**Section 3. Notice of Meetings** – Written or electronic mail notice of the date, time and place of each membership meeting, and in the case of a special meeting, the purpose or purposes for which that meeting has been called, shall be given to each member not less than seven (7) nor more than thirty (30) days before the meeting. Notice shall be deemed given when a mailing, broadcast fax, e-mail, or other electronic message is distributed to the address last provided by the member to the staff. The business transacted at a special meeting shall be confined to the matters stated in the notice, except for the approval of minutes and other matters normally incident to the conduct of the meeting.

**Section 4. Quorum** – The presence, in person or by proxy, of ten (11) members entitled to vote shall be necessary to constitute a quorum for the transaction of business at all meetings.

**Section 5. Voting** – Only those persons who are Primary and Affiliate Members in good standing on the date of a membership meeting shall be entitled to vote at the meeting. A member entitled to vote at a membership meeting may vote at such meeting either in person or by proxy.

**Section 6. Proxies** – Every proxy must be dated and signed by the member or by his attorney-in-fact.

**Section 7. Required Vote** – Except as otherwise required by law or by the Certificate of Incorporation, all actions taken at a membership meeting shall be determined by vote of majority of the votes cast by members in attendance and by proxy.

**Section 8. Action of the Members Without a Meeting** – Any action required to be taken at a membership meeting, or which may lawfully be taken at such a meeting, may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by not less than the number of Members whose votes would be necessary to authorize or take such action at a



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meeting. Prompt written notice of such taking of action without a meeting shall be given to those members who have not consented in writing.

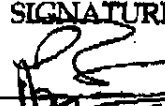
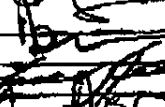
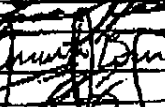
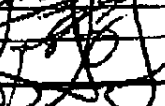
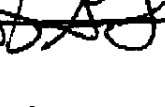

AMENDMENTS

These articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE X

INCORPORATORS

The names and residences of the persons forming this corporation are as follows:

TITLE	NAME	ADDRESS	SIGNATURE
President	Israel Reyes	3005 NW 125 ST	 Ocala FL 32054
Vice-President	Daniel Whitebook	4700 NW 152 ST	 Ocala FL 32054
Treasurer	Frank Krieger	4500 NW 125 ST	 Ocala FL 32054
First-Secretary	Emonte Banks	780 Fisherman St. Suite 150	 Ocala FL 32054
Second-Secretary	Freddy Gomez	2373 NW 149 St	 Miami FL 33101
Advisor	Sergio Sanchez	3805 NW 132nd St.	 Ocala FL 32054

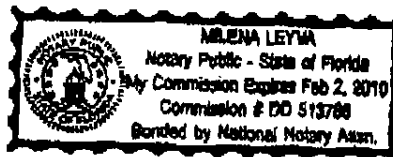
IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands this 18<sup>th</sup> day of June, 20 08.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Subscribed and sworn to before me

This 18<sup>th</sup> day of June, 20 08.

Notary Public



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**ARTICLE XI**

Registered Agent Name and Office:

Israel Reyes  
3885 NW 125 St.  
Opa-locka, Fl 33054

\*I am familiar with and hereby accept the duties and  
Responsibilities as Registered Agent for said corporation.



Signature of Registered Agent

**ARTICLE XII**

The address of this corporation is:

3885 NW 125<sup>th</sup> Street  
Opa-locka, Fl 33054

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