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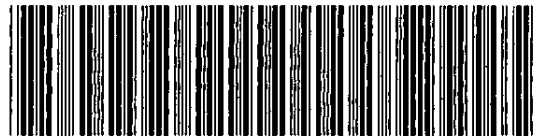
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/27/08
SP

COVER LETTER

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

SUBJECT: NORTH DOMINICA ASSOCIATION OF SOUTH FLORIDA, 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: INNOCENT O. CHINWEZE, ESQ.
Name (Printed or typed)

300 SOUTH PINE ISLAND ROAD, SUITE 248
Address

PLANTATION, FLORIDA 33324
City, State & Zip

954-452-4322
Daytime Telephone number

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

ARTICLES OF INCORPORATION
FOR
NORTH DOMINICA ASSOCIATION OF SOUTH FLORIDA, INC.
A NON- PROFIT ORGANIZATION

FILED
08 AUG 25 PM 4:32
CLERK OF THE CIRCUIT COURT
IN AND FOR THE 17TH JUDICIAL CIRCUIT
IN FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I

Name:

The Association shall be known and called: **NORTH DOMINICA ASSOCIATION OF SOUTH FLORIDA, INC.**

ARTICLE II

The principal street address and mailing address of the Association is: 6820 NW 34th Street, Margate, Florida 33063.

ARTICLE III

The purpose for which the Association is organized is:

- a) To protect, polish, and foster the identity of the North Dominica people in United States and the rest of the world.
- b) To promote unity among its members thereby assisting them with their problems in times of need.
- c) To provide, foster and promote conditions, support and supplies that will encourage and help the development of the North Dominica Society, its people, culture, values, beliefs, agriculture, educational opportunities and social development.
- d) To fortify the identity and self-confidence of our youth through social, civic and cultural activities.
- e) To instill high valued ethics such as hard work, loyalty, integrity and public service into our youths for which the North Dominica people are known for all over the world.
- f) To provide a formidable forum whereby North Dominica people in America and all over the world can obtain information on technology, medical, educational and general development issues.
- g) To serve as a catalyst and an active vehicle for the economic and educational development of North Dominica people in United States of America, and all over the world.

- h) To encourage members to work with and support one another through our historic culture of exemplary living, character and conduct, and to extend those qualities by association to our community at large.
- i) To pass on our tradition to our children and establish children's educational and cultural programs.
- j) **NORTH DOMINICA ASSOCIATION OF SOUTH FLORIDA, INC.** shall be a **non-profit organization.**

ARTICLE IV

SPECIAL PURPOSE:

The North Dominica Association of South Florida, Inc. is organized exclusively for charitable, cultural, religious, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future tax code.

Notwithstanding any other provision of this Articles, This Organization will not carry on any other activities not permitted to be carried on by an Organization exempt from Federal Income Tax Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal tax code, or by any Organization, contributions to which is deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

Upon the dissolution of this Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal Government, or to a State or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is then located, exclusively for such purposes or to such organization as the said Court shall determine which are organized and operated exclusively for such purposes.

No part of the net earnings of this Organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof.

No substantial part of the activities of this Organization shall be the carrying on of Propaganda, or otherwise attempting to influence legislation and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

MEMBERSHIP, ADMISSIONS, VOTING RIGHTS, SUSPENSION OR EXPULSION OF MEMBERS:

Membership shall be open to all duly registered people of North Dominica origin who hail from all the communities that make up the geographic area called North Dominica, their spouses and their direct descendants.

Members as described in this Article, may vote, hold office, and participate in the activities of the Association.

The Process of Admission, the voting rights of each member and conduct or acts that may lead to the suspension or expulsion of a member shall be as provided by Sections two, three and four of the **Constitution/Bylaws** of the North Dominica Association of South Florida, Inc.

ARTICLE VI

MEETING OF MEMBERS AND ELECTION OF OFFICERS:

a). **General Meeting:** An annual meeting of the members shall be held on a date **stipulated by the members at a general meeting or as stipulated by the Executive Committee.** The meeting shall not last more than three hours, unless the President, after allowing a vote among the members present, finds that there is a consensus that the meeting should be extended beyond the three hours.

b). **TELECONFERENCE MEETING:** Teleconference meetings of the membership shall be held as necessary if the executive committee gives notice to the members by mail or fax or e-mail that such meeting will be held. The notice shall specify the date and time of the conference.

c). **Special Meetings:** Special Meetings for the executive members may be called by either the president, the Executive Committee, or upon signed petition by at least one-tenth of the members with voting rights or six (6) members with voting rights, whichever is more.

d). **Place of Meeting:** The Executive Committee may designate any place either within or outside the State of Florida as the venue for any annual general meeting or for any general or special meeting. If no designation is made, the place of meeting shall be the registered office of the Association in the State of Florida; but if the members consents to hold the meeting such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

e). **Written or printed Notice** stating Place, day, and hour of any meeting, not less than fifteen days nor more than sixty days before the date of such meeting, by or at the direction of the President, or authorized persons as provided for in Section Three of the Constitution/Bylaw of North Dominica Association of South Florida, Inc. In case of a special meeting or when required by the constitution, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If e-mailed, the notice shall be deemed delivered when sent.

ARTICLE VII

NOMINATION OF OFFICERS:

- (I).** **Nomination shall be at the general meeting.** The nominating member shall provide reasons Why the potential candidate shall be considered over others. The program committee or the designated member at the general meeting shall then compile a list of nominated candidates and members at the meeting shall vote on the nominated candidates.
- (ii).** Any member of the association in good standing may challenge any name on the primary Slate by two- thirds majority votes of members present and eligible to vote. If a name is removed from the slate, the executive committee and the general assembly present in the meeting shall immediately supply a replacement name.
- (iii).** A simple majority vote of members present and eligible to vote shall vote either in favor or against electing the candidates into office. If the candidate (or candidates) does not gain the necessary simple majority votes of approval, the vacancy or vacancies shall remain unfilled till the next general meeting of the members when the process shall be repeated with a different slate.

ARTICLE VIII

ELECTION AND TERM OF OFFICE

The officers of the association shall be elected biannually by the full membership of the association at the regular meeting of the members or by mail ballot. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as may conveniently be scheduled. New offices may be created and filled at any general meeting of the members. Each officer shall hold office until his successor shall have been duly elected. No single individual may serve as an officer in the same capacity for more than two consecutive terms of years.

ARTICLE IX

REMOVAL OF OFFICERS

Any officer elected or appointed by the general membership may be removed by the membership whenever in its judgment the best interest of the association would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the officer so removed.

An officer may be removed from office by a two- third majority vote of members present and eligible to vote in a duly constituted general or special meeting of the members.

Any vacancy or vacancies created by the removal of a duly elected officer shall be filled by a special election for the unexpired term. The manner of such election shall be identical to the election of officers during the regular annual general meeting of the association.

ARTICLE X

VACANCIES

A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Executive Committee for the unexpired portion of the term in accordance with the provisions of section six of the Constitution/Bylaws of North Dominica Association of South Florida, Inc.

ARTICLE XI

DUTIES OF THE OFFICERS

SECTION I.

The President shall:

- a) Be the spokesman for the association as well as the Chief Executive Officer.
- b) Coordinate meetings, conventions and all other activities considered essential for the progress of the association.
- c) Preside over all regular and emergency meetings.
- d) Execute all policy decisions formulated by the Executives and approved by the general membership.
- e) In emergency situations, where the executive committee cannot be convened, the president with the signature of the Treasurer or Financial Secretary shall approve expenditure not to exceed **Two Hundred Dollars**.
- f) Hold the tiebreaker vote both in the executive and general assembly.
- g) Be charged with the timely and fair conduct of all meeting.
- h) Be responsible for the general administration.
- i) Preside over the budget committee.
- j) Be a signatory to the association's bank account.
- k) Have the power to create any ad-hoc committee necessary for the implementation of the association's program.
- l) Represent the association in all important conferences and social functions.

SECTION II

The Vice President Shall:

- a) In the absence of the President, assume all the powers and duties of the President.
- b) Perform any duties assigned by the President or the Board of directors.

SECTION III.

The General Secretary Shall:

- a) Record and read the minutes of all the general meetings.
- b) Handle the correspondences of the association.
- c) Keep an up-to-date record of every activity of the association.
- d) Keep custody of all secretarial equipment and stationeries.
- e) Send circulars for meeting, after the President's approval.

SECTION IV.

The Assistant General Secretary Shall:

- a) Assist the general Secretary in the discharge of the secretarial duties.
- b) Assume the secretarial duties when the General Secretary is absent.

SECTION V.

The Public Relations Officer Shall:

- a) Handle all the publicity needs of the Association.
- b) Clear with the Executive Committee before publishing and/ or publicizing any material concerning the association.

SECTION: VI.

The Financial Secretary Shall:

- a) Keep books of account, which shall show all financial transactions, and all assets and liabilities of the association.
- b) Keep accurate records of receipts, income and expenditure made by the association.
- c) Collect fees, donations, annual dues and levies and hand it over to the treasurer in a timely manner and obtain receipt thereof.
- d) Co-operate with the auditing committee whenever the examination of the association's account is necessary.
- e) Advise the association on financial issues
- f) Give financial report of the association at the end of each calendar year.

SECTION VII

The Treasurer Shall:

- a) Be in charge of the association's funds; deposit in the association's bank account all funds of the association within two business days of receipt.
- b) Give the account of the association's funds if the General Assembly and/or the executive committee demands it.
- c) Co-operate with the auditing committee whenever the examination of the association's account is needed.

SECTION VIII

The Provost Shall:

- a) Help the President to read the constitution when the need arises.
- b) Help the President to enforce all procedural rules during meetings.
- c) Help the President in identifying and appointing speakers during meetings.
- d) Help the President in the maintenance of peace and order during meetings.

ARTICLE XII

AMENDMENTS

- a) The Articles of Association shall be amended only at a meeting having at least two-third of active members present
- b) A two-third vote of the general assembly present and voting during the discussion shall be required for ratification of any amendments to the articles of Incorporation.

ARTICLE XIII

BOARD OF TRUSTEES

The Trustees of the Association Shall:

- a) Consist of distinguished members who are dedicated to the progress, unity and achievement of the goals and objectives of the association.
- b) Serve as an Advisory body to the Executive Committee.

ARTICLE XIV

The initial Directors and/Officers of the Association are:

Eugenia John Baptist, 4401 NW 43 Court, Lauderdale Lakes, Florida 33319- (President)

Reginald Lawrence, 4401 NW 43 Court, Lauderdale Lakes, Florida 33319- (Vice President)

Daniel Joseph, 1200 SW 52 Avenue, North Lauderdale, Florida 33068- (Treasurer)

Margaret Lawrence, 5055 NW 36 Street, Lauderdale Lakes, Florida 33319- (Secretary)

Julian Victor, 8321 SW 12 Street, Pembroke Pines, Florida 33062- (Assistant Secretary)

ARTICLE XV

Registered Agent and Street Address:

The Name and Florida Street address of the initial Registered agent of the Association is **Innocent O. Chinweze, Esq.** The Florida street address of the initial registered agent is:

The Law Offices of Innocent O. Chinweze P.A.

300 South Pine Island Road

Suite 248

Plantation, Florida 33324.

ARTICLE XVI

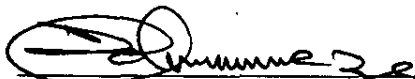
INCORPORATOR

The Name and address of the Incorporator is:
The Law Offices of Innocent O. Chinweze, P.A.
300 South Pine Island Road, Suite 248
Plantation, Florida 33324



Signature of Registered Agent

8/12/08
Date



Signature of Incorporator

8/12/08
Date

FILED
08 AUG 25 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA