

12/15/2020

Kim Tadlock 8004323622

(04/12) 12/28/2020 8:49:36 PM

Division of Corporations

N10000008630

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : CAPITOL SERVICES, INC.
Account Number : I20160000017
Phone : (855)498-5500
Fax Number : (800)432-3622

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
LATIN AMERICAN ASSOCIATION OF INSURANCE AGENCIES
OF BROWARD COUNTY, INC.**

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| Certificate of Status | 0 |
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DEC 23 2020



December 16, 2020

FLORIDA DEPARTMENT OF STATE

Division of Corporations
LATIN AMERICAN ASSOCIATION OF INSURANCE AGENCIES OF BRO
WARD COUNTY, INC.
PO BOX 17093
PLANTATION, FL 33318US

SUBJECT: LATIN AMERICAN ASSOCIATION OF INSURANCE AGENCIES OF BROWARD
COUNTY INC.
REF: N10000008630

We have received your document for LATIN AMERICAN ASSOCIATION OF INSURANCE
AGENCIES OF BROWARD COUNTY INC. and the authorization to debit your
account in the amount of \$43.75. However, the document has not been filed
and is being returned for the following:

The name on the cover page must match with the name on document.

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If you have any questions concerning the filing of your document, please
call (850) 245-6050.

Yasemin Y Sulker
Regulatory Specialist III

FAX Aud. #: B20000428803
Letter Number: 320A00025487

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LATIN AMERICAN ASSOCIATION OF INSURANCE AGENCIES OF
BROWARD COUNTY, INC.**

(A Florida Corporation Not for Profit)

We, the undersigned, being desirous of forming a corporation, not for profit, for educational, informational and philanthropic purposes, under the provisions of Chapter 617, Florida Statutes, do agree to the following Amended and Restated Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be Latin American Association of Insurance Agencies of Broward County, Inc.

**ARTICLE II
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III
PURPOSE**

This corporation is organized as a corporation not for profit, pursuant to Chapter 617, Florida Statutes, and the general nature of the objects of this corporation shall be:

- a) To protect the rights of its members for the benefit of the consumer through education, information, networking and active participation in the political environment and community service.
- b) To exercise all the powers enumerated in Chapter 617, Florida Statutes, and to transact any other lawful business for which the corporation may engage.

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- c) This corporation is organized exclusively for a public purpose to conduct its business in a manner as will qualify it as an exempt organization under the provisions of Section 501(c) 6 of the Internal Revenue Code of 1986, as amended; and no part of the corporation's net earnings shall inure to or be for the benefit of any member, director, officer, or individual.

ARTICLE IV
ADDRESS AND MAILING ADDRESS

The address of the corporation shall be:

3710 Swallowtail Trace
Tallahassee, Florida 32309

The mailing address of the corporation shall be:

P.O. Box 17093
Plantation, Florida 33318

The Board of Directors may, from time to time, change the mailing address of the corporation.

ARTICLE V
REGISTERED AGENT

The name and street address of the registered agent:

Capitol Corporate Services, Inc.
515 East Park Avenue
2nd Floor
Tallahassee, Florida 32301

ARTICLE VI
MEMBERSHIP

The Association shall consist of itself as a Chapter Affiliate of the Latin American Association of Insurance Agencies, National Association, Inc. as the parent organization, who work on behalf of, by and for insurance professionals. There is one (1) category of members ("Members"): **Individual Insurance Professional Members:** individual professional insurance agent or individual insurance industry

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professional whose dues are current and who are in good standing ("Individual Insurance Professional Members").

The Corporation will be governed by the Board of Directors, as elected, pursuant to the procedures set forth in the By-Laws of this corporation. At a minimum, the Board of Directors will consist of four (4) Directors, with a maximum of thirteen (13) Directors, elected for a one (1) year term. No Director shall serve more than four (4) years in the same position, unless an exception is made by resolution approved by two-thirds (2/3) of existing Directors.

No member of the Board of Directors shall vote on any matter which comes before the Board of Directors, which would result in direct monetary gain to the director or any firm, partnership, corporation, or other business enterprise in which the director has any interest.

ARTICLE VII **PRESIDENT**

The President shall be elected by the Board of Directors pursuant to the procedures set forth in the By-Laws of this corporation.

ARTICLE VIII **MANAGEMENT OF CORPORATION**

The affairs of the corporation shall be managed by the Board of Directors. The board shall carry out the objectives of the corporation, in compliance with Articles of Incorporation and the By-Laws of the corporation.

The Officers of the Corporation shall be the Executive Committee and shall consist of the President, Immediate Past President, the Vice President, the Treasurer, and the Secretary. The Executive Committee shall possess the powers that have been specifically delegated to them in writing provided for in the By-Laws.

ARTICLE IX **ANNUAL MEETINGS**

There shall be at least six (6) meetings of the Board of Directors. The number of any meetings, times, and locations thereof shall be fixed by the By-Laws.

ARTICLE X **INDEMNIFICATION**

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X-1 Mandatory Indemnification – The Association shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Association against reasonable expenses incurred by him or her in connection with the proceedings.

X-2 Permissible Indemnification – The Association shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Association, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by law and payment has been authorized in a manner prescribed by law.

X-3 Advance for Expenses – Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of:

- a. A written affirmation from the Director, Officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and
- b. An undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association in these Bylaws.

X-4 Indemnification of Officers, Employees and Agents – An Officer of the Association who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The Association may also indemnify and advance expenses to an Employee or Agent of the Association who is not a Director, consistent with Florida Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE XI AMENDMENTS

The corporation may amend, alter, or repeal any provision of the Articles of Incorporation in the manner now or hereinafter prescribed by statute. Such amendments shall have prior approval by the Latin American Association of Insurance Agencies, National Association, Inc. and be adopted with the approval of the Board of Directors at a meeting for which notice has been given that such amendments are to be considered.

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ARTICLE XII
BY-LAWS

The By-Laws of this corporation shall be altered, rescinded, or amended in the following manner:

The original By-Laws shall be adopted by a two-thirds (2/3) vote of the Board of Directors herein named to manage the affairs of the corporation. Such By-Laws may be altered, rescinded, or amended or new By-Laws may be adopted by a two-thirds (2/3) vote of the Latin American Association of Insurance Agencies, National Association, Inc. at any regular or special meeting of the Board of Directors, a quorum being present; provided, a copy of the proposed amendment shall have been submitted in writing to each director at least ten (10) days before the meeting, at which a vote upon such proposal is to be taken.

ARTICLE XIII
DISSOLUTION

In the event it becomes necessary to dissolve this corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to one or more exempt organizations recognized under Section 501(c) 3 of the United States Internal Revenue Code. None of these assets will be distributed by or to any member, officer, or director of this corporation or any other entity. The organization(s) to receive such property shall be designated by the Board of Directors and approved by the Latin American Association of Insurance Agencies, National Association, Inc.

ARTICLE XIV
BOARD OF DIRECTORS

The names and addresses of the Board of Directors are:

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|---------------|---|--------------------------|
| Andrew Pappas | P.O. Box 17093 Plantation, Florida 33318 | President |
| Barry Sanders | P.O. Box 17093 Plantation, Florida 33318 | Immediate Past President |

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|-----------------|---|----------------|
| Mark Introcaso | P.O. Box 17093 Plantation, Florida 33318 | Vice-President |
| Nicole Sciacca | P.O. Box 17093 Plantation, Florida 33318 | Treasurer |
| Mariano Demarin | P.O. Box 17093 Plantation, Florida 33318 | Secretary |

IN WITNESS WHEREOF, we have hereunto subscribed our names on the
14th day of December, 2020, to the foregoing Amended and Restated
Articles of Incorporation.



President

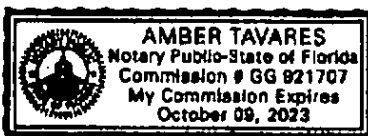
Mariano Demarin

Secretary

STATE OF FLORIDA
COUNTY OF Broward

The foregoing instrument was acknowledged before me on this 14 day of
December, 2020, by Andrew Pappas and
Mariano Demarin, and who are to
me well known, and known to me to be the person described in this instrument, and
who executed the foregoing Amended and Restated Articles of Incorporation, and
who acknowledged before me according to law that they made and subscribed the
same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the State and County last aforesaid on
this 14 day of December, 2020.





NOTARY PUBLIC

My Commission Expires:

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DESIGNATION OF REGISTERED AGENT

The following is submitted in compliance with Chapter 607, Florida Statutes: Latin American Association of Insurance Agencies of Broward County, Inc., a corporation not for profit, organized under the laws of the State of Florida, with its mailing address at P.O. Box 17093, Plantation, Florida 33318, has named Capitol Corporate Services, Inc. located at, 515 East Park Avenue, 2nd Floor, Tallahassee, Florida 32301, as its agent to accept service of process within this State.

By: 

President, Latin American Association of
Insurance Agencies of Broward County, Inc.

ACCEPTANCE

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.

Capitol Corporate Services, Inc.

By: 

Kim Tadlock, Assistant Secretary on behalf of
Capitol Corporate Services, Inc.

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CORPORATE RESOLUTION

I, Andrew Pappas, President of Latin American Association of Insurance Agencies of Broward County, Inc., do hereby certify that the foregoing Amended and Restated Articles of Incorporation consisting of seven pages plus this page were duly adopted by unanimous vote of the Board of Directors at a duly called meeting at which a quorum was present on the 12²⁵ day of November, 2020. Any amendments included herein have been adopted pursuant to the provisions of Section 617.0201(4), Florida Statutes, and there is no discrepancy between the Articles as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

NAME OF CORPORATION:

LATIN AMERICAN ASSOCIATION OF
INSURANCE AGENCIES OF BROWARD
COUNTY, INC.

By: _____
President

Attest:

_____
Secretary

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