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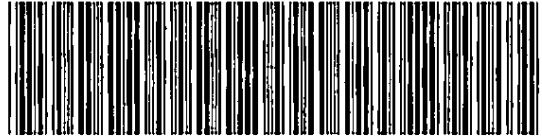
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TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: The Cedar Club of Naples, 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: Sam J. Saad III

Name (Printed or typed)

2670 Airport Road S

Address

Naples, FL 34112

City, State & Zip

239-963-1635

Daytime Telephone number

officemanager@saadlegal.com

E-mail address: (to be used for future annual report notification)

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

Articles of Incorporation
of
The Cedar Club of Naples, Inc.
A non-profit Florida corporation

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CLERK OF CIRCUIT COURT
PALM BEACH COUNTY, FLORIDA

Article I. Name

This Organization shall be known as "**The Cedar Club of Naples, Inc.**" and shall be located in the vicinity of Naples, Florida.

Article II. Purpose

Section 2.01 The general purpose of this Organization shall be to promote the general welfare of its members; to promote, practice and encourage good citizenship; and to take an active part in all matters of civic nature.

Section 2.02 This Organization shall not be partisan, sectarian or political. It shall not permit any political or religious discussions at its meetings, nor shall assume any undertaking of a political or religious nature.

Article III. Term

This Organization shall continue in existence indefinitely or until such a time as the members, in good standing, shall agree to its dissolution. No dissolution shall be brought about if as many as seven (7) members, in good standing, vote such dissolution.

Article IV. Nonprofit Corporation

This Organization is a nonprofit corporation organized pursuant to the Florida Not For Profit Corporation Act, Fla. Stat. Chapter 617, as amended from time to time. Upon dissolution or winding up of the Organization, all of the Organization's assets remaining after payment (or provision for payment) of the Organization's debts and liabilities shall be paid to the Southern Federation Foundation, Inc., a Texas non-profit corporation. If the Southern Federation Foundation, Inc. is no longer in existence at the time of this Organization's dissolution, then in such event, upon dissolution, all of the Organization's assets shall be distributed to an Organization exempt from taxes under Internal Revenue Code section 501(c)(3).

Article V. Powers

This Organization may do any lawful act pursuant to the Florida Not For Profit Corporation Act, Fla. Stat. Chapter 617, as amended from time to time

Article VI. The Sovereign Body

The Sovereign body of this Organization shall be the membership thereof, and it shall have absolute and exclusive power over all matters pertaining to the affairs of the Organization; and all officers and members of this Organization have no power to bind the Organization except where

authorized by these rules and bylaws; in no officer, committee or body of members may repeal, alter or change these rules and bylaws except as hereinafter provided.

Article VII. Registered Agent; Principle Place of Business

Section 7.01 The registered agent of this Organization shall be Sam J. Saad III, P.A., 2670 Airport Pulling Road South, Naples, FL 34112

I, Sam J. Saad III, President of Sam J. Saad III, PA, accept the appointment as registered agent.

X:  _____

Section 7.02 The principle place of business shall be 2670 Airport Pulling Road South, Naples, FL 34112.

Article VIII. Membership

Section 8.01 All male and female persons who are of Lebanese and Syrian descent and members of their immediate family and their friends and who are of good moral character, are eligible for membership in this Organization.

Section 8.02 A member in good standing shall recommend applicants for membership.

Section 8.03 Any member committing an act on becoming a gentleman or lady may be expelled by a three-fourths (3/4) vote at any regular or special meeting of this Organization. No such acts shall be effective unless the accused member was notified at least five days in advance to appear before said meeting and show cause why he or she should not resign or be expelled from the Organization. Such vote as above provided shall be by secret ballot.

Article IX. Dues and Assessments

Section 9.01 The entrance fee to this Organization shall be \$100.00

Section 9.02 Dues shall be \$100 per couple per year (\$50 per single person), payable in advance; annually.

Section 9.03 All members are subject to special assessments for any reason consistent with the purpose of this Organization; all assessments must be equal. However, a three-fourths majority of the members present and voting must approve any assessment. Each member must be mailed a notice of the meeting in which an assessment is to be voted upon at least three (3) days prior to the date of such meeting.

Section 9.04 Members more than 90 days in arrears in dues or assessments shall be dropped from the Club. However, any member whose dues or assessments are not up-to-date, although in good standing, will not be able to vote at any meeting until such back dues are paid. Applicants for readmission shall pay a \$100 entrance fee and are unable to vote at any meeting until such back dues are paid. This does not apply to any members, who ask and receive permission for a leave of absence while in good standing. This must be in a letter to the secretary.

Article X. Meetings

Section 10.01 This Organization shall meet on the second Tuesday of each month, if possible, or at any other time designated by the vote of the membership at a previous meeting or decided upon in the interim by the president and secretary for good cause. The secretary shall notify all members of said meeting.

Section 10.02 Should a cancellation or postponement of any meeting be necessary, the secretary shall notify all members in advance. Postponement of meetings shall be by executive officer only.

Section 10.03 The president or the secretary, at the request of seven or more members, may call special meeting; in discussions and decisions can only pertain to the subject for which the meeting was called. Whenever such a meeting is called as above provided, the secretary shall notify all members in writing of the time and place of such meeting and the purpose for which such meeting is called at least three days in advance of the date of such meeting.

Section 10.04 Seven members shall constitute a quorum at any regular or special meeting, and if a quorum fails to attend at the time and place of the meeting, may adjourn from time to time until the meeting shall be regularly constituted.

Section 10.05 All questions, unless otherwise provided for by these Articles, shall be determined by a majority vote of the members present and voting at any meeting.

Section 10.06 The order of business at the regular meeting of the members shall be as follows:

- (a) reading of the minutes of the previous meeting
- (b) statements of officers of the Organization
- (c) report of all the committees
- (d) unfinished business
- (e) new business
- (f) adjournment.

Article XI. Board of Directors; Officers

Section 11.01 The officers of this Organization shall consist of a president, vice president, secretary and treasurer. Also, the board of directors shall consist of at least four members and the president. All officers shall be members in good standing of the Organization and shall serve a term of one year or until his successor is elected and installed

Section 11.02 The initial officers and directors shall be:

HAMRA, SAM F., President and Director
2670 Airport Road South
Naples, FL 34112

SEMAAN, SAM, Vice President and Director
2670 Airport Road South
Naples, FL 34112

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TALLAHASSEE, FLORIDA

SAAD III, SAM J., Treasurer, General Counsel and Director
2670 Airport Road South
Naples, FL 34112

AZAR, KIM, Secretary and Director
2670 Airport Road South
Naples, FL 34112

ABBOUD, RON, Director
2670 Airport Road South
Naples, FL 34112

KAROUÉ, FARIS, Director
2670 Airport Road South
Naples, FL 34112

• JACOBS, JOANNE HADDAD, Director
2670 Airport Road South
Naples, FL 34112

HADDAD, RICHARD, Director.
2670 Airport Road South
Naples, FL 34112

Section 11.03 All officers and board members shall be voted upon by a secret ballot and the majority of those present and voting shall be necessary to elect. Should a candidate not receive a majority on the first ballot, then the two highest number of votes on the original ballot shall be voted upon for the office in question.

Section 11.04 Should vacancies occur in office, the president shall direct the secretary to notify all members of a special election to be held to fill such vacancy or vacancies; except in the case of a vacancy in the office of the president, in which case the vice president shall succeed. The person so elected is to serve for the duration of the term of the individual whose position has become vacant. Special elections may be held at any regular meeting or special meeting called for such purpose.

Section 11.05 The president, and in his absence the vice president shall preside at all meetings; shall appoint all committees, and exercise general supervision over the affairs of the Organization. He shall at all times enforce all the laws and rules of the Organization and shall call to account any member violating the same. He shall have the power to discipline any member for conduct unbecoming a member of the Organization.

Section 11.06 The vice president shall perform the powers and shall perform the duties of the president in his absence or inability to act. In the case of vacancy in the office of president, the

vice president shall succeed to that office. The vice president shall do and perform such other duties as may from time to time be assigned to him by the president.

Section 11.07 The secretary shall record the minutes of all meetings, conduct all correspondence, collect dues and all money due the Organization and give such money to the treasurer taking his or her receipt thereof, and to perform such other duties as the president may direct.

Section 11.08 The treasurer shall receive all money from the secretary and give receipt therefore and to keep accurate account of the same. Also shall disperse all funds of the Organization and shall sign checks for duly authorized disbursements, however, any checks so drawn shall be countersigned by the president. A report of the finances of the Organization shall be made the first in each year and whenever requested by the president or majority of the members of any meeting. No check in excess of \$5000 shall be drawn on the count of the Organization unless such has been authorized by a majority of the members of the regular meeting.

Article XII. Limitation on Liability of Directors

A director is not liable to the Organization for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by statute of the State of Florida.

Article XIII. Indemnification

The Organization may indemnify a person who was, is or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director, officer, chairman of a standing or special committee, member or other person related to the Organization as provided by the provisions in the Act governing indemnification. As provided in the By-Laws, the Board of Directors shall have the power to define the requirements and limitations for the Organization to indemnify directors, officers, chairmen, members or others related to the Organization.

Article XIV. Committees

Section 14.01 The president shall determine and designate from time to time such committees as he deems advisable for the proper execution of the Organization's activities.

Section 14.02 The committee Chairman and members of the various committees shall be appointed by the president. The president and vice president shall be ex-officio members of all committees.

Article XV. Amendments

Section 15.01 These articles may be amended, modified or altered by a two thirds vote of members at any regular meeting called for that purpose provided that all members have been notified, in writing, of the proposed amendment, modification or alteration.

Article XVI. Parliamentary rule

Roberts Rules of Order, newly revised, shall govern all matters not specifically controlled by this articles; and all parliamentary procedure shall be carried out in conformity there with whenever it does not conflict with these Articles.

Article XVII. Southern Federation

The Organization shall apply for membership in the Southern Federation of Syrian Lebanese American clubs and, when accepted, shall be a member thereof.

Article XVIII. Effective date

The effective date shall be April 1, 2018

SUBSCRIBED THIS 14th DAY OF MARCH 2018.



Sam A. Saad III, Director

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