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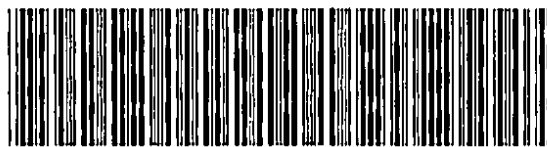
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FEB 07 2018

COVER LETTER

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

SUBJECT: FL-AL Toy Breeds Club, 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: William Garretson
Name (Printed or typed)

P. O. Box 1966
Address

Foley, Alabama 36536
City, State & Zip

251-943-3124
Daytime Telephone number

wgarretson@hotmail.com
E-mail address: (to be used for future annual report notification)

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

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ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: FL-AL Toy Breeds Club, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:
5750 Brandi Drive

Theodore, Alabama 36582-4900

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: The club is to operate as a non-profit group. The club members will attempt to bring the natural qualities of pure bred Toy Breeds to perfection, and will urge members and breeders to accept the standard of Toy Group breeds as approved by the American Kennel Club as the only standard of excellence by which it they shall be judged. The club will conduct sanctioned matches and specialty shows under the rules of the American Kennel Club, and will protect and advance the interests of the breeds and encourage sportsmanlike conduct at dog shows. (See the attached club constitution.)

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: by election at the club's annual meeting. (See the attached club bylaws.)

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Durwood Headley, President

Address 5750 Brandi Drive
Theodore, Alabama 36582-4900

Name and Title: William Garretson, Treasurer

Address: P. O. Box 1966
Foley, Alabama 36536

Name and Title: Catherine Garretson, Vice-President

Address P. O. Box 1966
Foley, Alabama 36536

Name and Title: Cynthia Sinn, Board Member

Address: 233 Lakefront Circle
Summerdale, Alabama 36580

Name and Title: Jean Headley, Secretary

Address 5750 Brandi Drive
Theodore, Alabama 36582-4900

Name and Title: Ben Schoenfeld, Board Member

Address: 9671 Pleasant Road
Daphne, Alabama 36526

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Name and Title: Bonnie Hale, Board Member

Name and Title: _____

Address: 11288 Potter Tract Road
Grand Bay, Alabama 36541

Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Owen Joseph Light

Address: 206 Greenbriar Drive, NE
Fort Walton Beach, Florida 32547

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: William Garretson

Address: P. O. Box 1966
Foley, Alabama 36536

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: February 18, 2019. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

Owen Joseph Light
Required Signature of Registered Agent

2/1/2019
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

William Garretson
Required Signature of Incorporator
William Garretson

2-1-2019
Date

FL-AL Toy Breeds Club, Inc.

CONSTITUTION (updated 2-1-19)

Article I - NAME AND OBJECTIVES

Section 1. The name of the Club shall be the FL-AL Toy Breeds Club, Inc.

Section 2. The objectives of the Club shall be:

- To do all possible to bring the natural qualities of pure bred Toy Breeds to perfection;
- To urge members and breeders to accept the standard of the Toy Group breeds as approved by the American Kennel Club as the only standard of excellence by which it shall be judged.
- To do all in its power to protect and advance the interests of the breeds and to encourage sportsmanlike competition at dog shows;
- To conduct sanctioned matches and specialty shows under the rules of the American Kennel Club.
- To educate potential new owners of dogs regarding specific care requirements BEFORE the dogs are placed in show or pet homes.
- To provide education on a community basis to prevent cruelty and abuse of dogs.
- Educate owners regarding care for their dogs and genetic data to discourage poor breeding practices.

Section 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual. Nor shall the Club endorse any privately produced activity, product or publication.

Section 4. The members of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objects.

FL-AL Toy Breeds Club, Inc.

BYLAWS (rev. 2-1-19)

ARTICLE I - Membership

SECTION 1. Eligibility. There shall be regular (individual), household, honorary, and lifetime memberships open to all persons 18 (eighteen) years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. Junior membership is also available for persons from 9 (nine) through 17 (seventeen) years of age. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

SECTION 2. Dues & Initiation Fee.

During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year. Dues shall be recommended by the board during September, presented to the membership at the next meeting for approval and announced to the general membership in October. Dues shall be payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year.

Junior membership shall be free; however, Junior memberships must be accompanied by a regular or household membership in good standing. Honorary and Lifetime memberships shall pay no dues. **Maximum dues are \$60.00 for regular (single) and \$90.00 for household. (See Glossary)**

SECTION 3. Election to Membership.

Each applicant for membership shall apply on a form as approved by the board of directors and which shall provide that the applicant agrees to abide by the constitution and bylaws and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. There shall be a one-time processing fee of \$10.00 for each application.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the club following its receipt. At the next club meeting the application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

SECTION 4. Termination of Membership.

Memberships may be terminated:

- (a) By resignation. Any member in good standing may resign from the club upon written notice to the Secretary, but no member may resign when in debt to the club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- (b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year; however, the board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.
- (c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II - MEETINGS AND VOTING

SECTION 1. Club Meetings

Meetings of the Club shall be held each month in the Greater Alabama-Florida area (including Mobile, Baldwin, Alabama Counties and Escambia, Santa Rosa, Florida Counties) at such hour and place as may be designated by the board of directors. Written notice of each such meeting shall be mailed by the Secretary via US Postal Service, or by e-mail in accordance with AKC policy, at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the members in good standing.

SECTION 2. Special Club Meetings

Special club meetings may be called by the President, or by a majority vote of the members of the board who are present and voting at any regular or special meeting of the board; and shall be called by the Secretary upon receipt of a petition signed by five members of the club who are in good standing. Such special meetings shall be held in Greater Alabama-Florida area (including Mobile, Baldwin, Alabama Counties and Escambia, Santa Rosa, Florida Counties) at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed/emailed by the Secretary at least five days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted there at. The quorum for such a meeting shall be 20 percent of the members in good standing.

SECTION 3. Board Meetings

Meetings of the board of directors shall be held at least 6 (six) times a year in Greater Alabama-Florida area (including Mobile, Baldwin, Alabama Counties and Escambia, Santa Rosa, Florida - Counties), area at such hour and place as may be designated by the board, or may be held via teleconference or videoconference. Written notice of each such meeting shall be mailed/emailed by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.

SECTION 4. Special Board Meetings

Special meetings of the board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the board. Such special meetings shall be held in Greater Alabama-Florida area (including Mobile, Baldwin, Alabama Counties and Escambia, Santa Rosa, Florida Counties) at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed/emailed by the Secretary at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereof. The quorum for such a meeting shall be a majority of the board.

SECTION 5. Voting

Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which he is present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III - DIRECTORS AND OFFICERS

SECTION 1. Board of Directors.

The board shall be comprised of 7 club members, consisting of the officers and 3 other persons, or 4 other persons should the Treasurer and Secretary positions be held by the same person (Article III, Section 2.e), all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board of directors.

SECTION 2. Officers

The club's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings.

(a) The President shall preside at all meetings of the club and of the board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.

(b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

(c) The Secretary shall keep a record of all meetings of the club and of the board and of all matters of which a record shall be ordered by the club; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, and carry out such other duties as are prescribed in these bylaws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the board of directors shall determine.

(e) The offices of Secretary and Treasurer may be held by the same person, in which case the board shall be comprised of the officers and 4 other persons (see Article III, Section 1).

SECTION 3. Vacancies

Any vacancies occurring on the board or among the offices during the year shall be filled until the next annual election by a majority vote of the members of the board at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the board.

ARTICLE IV - THE CLUB YEAR, ANNUAL MEETING, & ELECTIONS

SECTION 1. Club Year.

The club's fiscal year shall begin on the first day of January and end on the last day of December. The club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2. Annual Meeting

The annual meeting shall be held in the month of December, at which officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If the Secretary and Treasurer elects are not the same person, the 3 nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected. If the Secretary and Treasurer elects are the same person, then the 4 nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. Nominations. No person may be a candidate in a club election who has not been nominated. During the month of September, the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the board. The Secretary shall immediately notify the committeemen and alternates of their selection. The board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before October 1 of the same year.

(a) The committee shall nominate one candidate for each office and positions on the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing. No person may be nominated for an office or position that person holds in a similar type club.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the November meeting, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the November meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.

(d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE V COMMITTEES

SECTION 1. The board may each year appoint standing committees to advance the work of the club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the board. Special committees may also be appointed by the board to aid it on particular projects.

SECTION 2. Any committee appointment may be terminated by a majority vote of the full membership of the board upon written notice to the appointee; and the board may appoint successors to those persons whose services have been terminated.

ARTICLE VI - DISCIPLINE

SECTION 1. American Kennel Club Suspension.

Any member who is suspended from any of the privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

SECTION 2. Charges. An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00 (fifty dollars). This shall be forfeited if such charges are sustained by the board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board or present them at a board meeting, and the board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board not less than three weeks or more than six weeks thereafter. The Secretary shall promptly send one copy of the charges and the specifications to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. Board Hearing

The board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting which considers the board's recommendation. Immediately after the board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the board's decision and penalty, if any.

SECTION 4. Expulsion

Expulsion of a member from the club may be accomplished only at a meeting of the club following a board hearing and upon the board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the club to be held within 60 days but not earlier than 30 days after the date of the board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3rd's vote of the members, in good standing, present at the meeting shall be necessary for expulsion.

ARTICLE VII - AMENDMENTS

SECTION 1. Amendments to the constitution and bylaws may be proposed by the board of directors or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the board of directors and must be submitted to the members with recommendations of the board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and bylaws may be amended by a 2/3 secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII - DISSOLUTION

SECTION 1. The club may be dissolved at any time by the written consent of not less than 2/3rds of the members in good standing. In the event of the dissolution of the club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the club, but after payment of the debts of the club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the board of directors.

ARTICLE IX - ORDER OF BUSINESS

SECTION 1. At meetings of the club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of last meeting, Report of President
- Report of Secretary, Report of Treasurer Reports of committees
- Election of officers and board (at annual meeting)
- Election of new members, unfinished business, new business, adjournment

SECTION 2. At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of minutes of last meeting Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

ARTICLE X PARLIAMENTARY AUTHORITY

SECTION 1. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.

GLOSSARY

Member in good standing – An individual who is not suspended by The American Kennel Club or their Club and whose dues for the year are already paid.

Types of Membership & Fee Schedule:

Regular (Individual) - Enjoys all club privileges including the right to vote and hold office. — Dues shall be \$20.00 per year not exceed \$60.00 per year

Household - Two (2) adult members residing in the same household, each eligible to vote and hold office. — Dues shall be \$30.00 per year not exceed \$90.00 per year.

Junior - Open to children from the ages of 9 through 17 years of age; a non-voting/non-office holding membership which may automatically convert to regular membership at age 18. Junior memberships must be accompanied by a regular or family membership in good standing.

Honorary* - An individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote, but can maintain regular (or household) membership if they pay dues.

*To become an honorary member, a member in good standing must submit a written nomination explaining the reason(s) they believe the person should be considered for honorary membership. The nomination submission must be presented to the board for consideration at the annual board meeting. If approved by the board, the nomination will be brought to the next monthly meeting for a vote by the membership. The nomination must then be approved by a 2/3 vote of members present at that meeting.

Lifetime - For those individuals who have been members for a long period of time (usually 20+ years); Life members pay no dues but are eligible to vote and hold office.

Reprimand - A written warning to a member after charges have been filed in accordance with the bylaws and it is determined that the member's conduct was not severe enough to warrant a suspension or a recommendation for expulsion.

Notices - All club notices must be sent either via the US Postal Service or e-mail in accordance with current AKC® policy.

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