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PROFESSIONAL BUSINESS SERVICE
104 SW 3rd Avenue
Okeechobee, Fl. 34972-4217

Telephone: (813) 763-4591
Fax: (813) 763-6639

Division of Corporation
Department of State
Tallahassee, Fl. 32314

Dear Division of Corporation:

Enclosed please find the Articles of Incorporation for the MEMBERS COUNCIL OF OKEECHOBEE COUNTY, INC. Along with a check in the amount of \$122.50 for the filling fee, the designation of registered agent and for a certified copy of the incorporation papers.

Also enclosed is a photocopy of the Articles. Please return this to:

Marilyn Villars
13050 NE 26th Avenue
Okeechobee, Fl. 34972-8586

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Thank you.

Lois Gray
Lois Gray, Owner

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ARTICLES OF INCORPORATION

OF

MEMBERS COUNCIL OF OKEECHOBEE COUNTY INC.

The undersigned, acting as incorporators of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I Name

The name of the corporation shall be: Members Council of Okeechobee County, Inc.

ARTICLE II

Principal place of business and mailing address

The principal place of business of this corporation shall be:

209 NW 11th Avenue
Okeechobee, FL. 34972

The mailing address is:

P. O. 1501
Okeechobee, FL. 34973-1501

ARTICLE III Purpose(s)

The purpose for which the corporation is organized is: (1) to elect pro-gun friends to Congress and the state legislatures and to defeat foes of firearm freedom; (2) to protect, preserve and defend the Constitution of the United States, especially with reference to the inalienable right of the individual American citizen guaranteed by such Constitution to acquire, possess, transport, carry, transfership of, and enjoy the right to use arms; (3) to promote education in the respectful and safe use and handling of firearms.

ARTICLE IV

Qualifications for members

The qualifications for potential members are: Any citizen the United States, who is a current member, in good standing of the NATIONAL RIFLE ASSOCIATION OF AMERICA may become a member of this corporation on the vote of the Executive Committee after subscribing to the NRA Pledge and on payment of the usual dues. All officers must be 21 years of age or older.

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ARTICLE V
Manner of election of officers

The manner in which the officers of this Corporation are elected or appointed is as follows: They shall be elected by a majority of the members in good standing at the annual meeting of the council. They shall hold the office for one year or until their successors are elected.

ARTICLE VI
Limitation of corporate powers

This corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VII
Initial registered agent and street address

The name and the street address of the initial registered agent is:

Edwin J. Hill
209 NW 11th Avenue
Okeechobee, Florida 34972

ARTICLE VIII
Incorporators

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

President Art Hollin
P. O. Box 332
Okeechobee, FL 34973-0332

Vice-President Edwin J. Hill
209 NW 11th Avenue
Okeechobee, FL 34972

Secretary/Treasurer Marilyn Villars
13050 NE 26th Avenue
Okeechobee, FL 34972

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 28th day of April 19 95.

Signature(s) of Incorporator(s):

Art Hollin

Art Hollin-President

Typed name of incorporator signing

Edwin J. Hill

Edwin J. Hill-Vice-President

Typed name of incorporator signing

Marilyn Villars

Marilyn Villars-Secretary/Treasurer

Typed name of incorporator signing

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CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

MEMBER COUNCIL OF OKEECHOBEE COUNTY, INC.
2. The name and address of the registered agent and office is

Edwin J. Hill
(Name)

209 NW 11th Avenue
(Street address-P. O. Box not acceptable)

Okeechobee, Fl. 34972
(City/State/Zip)

Having been named as registered agent and to accept service
of process for the above stated corporation at the place
designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this
capacity. I further agree to comply with the provisions of
all the statutes relating to the proper and complete perfor-
mance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.

Edwin J. Hill
(Signature)

April 15, 1995
(Date)

Registered Agent filing fee is \$35.00 .

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MEMBER COUNCIL OF OKEECHOBEE COUNTY

BY-LAWS

ARTICLE I - Name

The name of this organization shall be MEMBER COUNCIL OF OKEECHOBEE COUNTY
Okeechobee, Florida.

ARTICLE II - Object

The purpose and objectives of the Members Council of Okeechobee County are

1. POWER to elect pro-gun friends to Congress and the state legislatures and to defeat foes of firearm freedom. ACTION through "ELECTION ALERTS" to help cast an informed vote to protect our rights in the White House, Congress and the state capitols. CLOUT in the national and state elections through direct contributions to candidates who share our Second Amendment beliefs.

2. TO PROTECT, preserve and defend the Constitution of the United States, especially with reference to the inalienable right of the individual American citizen guaranteed by such Constitution to acquire, possess, transport, carry, transfer ownership of, and enjoy the right to use arms, in order that the people may always be in a position to exercise their legitimate individual rights of self-preservation and defense of family, person, and property, as well as to serve effectively in the appropriate militia for the common defense of the Republic and the individual liberty of its citizens.

3 FURTHERMORE, to promote education in the respectful and safe use and handling of firearms.

ARTICLE III - Membership

Any citizen of the United States, who is a current member, in good standing, of the NATIONAL RIFLE ASSOCIATION OF AMERICA may become a member of this organization on the vote of the Executive Committee after subscribing to the following pledge and on payment of the usual dues. All officers must be 21 years of age or older.

THE N.R.A. PLEDGE

I CERTIFY that I am a citizen of good repute of the United States of America; that I am not a member of any organization or group having as its purpose or one of its purposes the overthrow by force and violence of the Government of the United States or any of its political subdivisions; that I have never been convicted of a crime of violence; and that if admitted to membership, I will fulfill the obligations of good sportsmanship and good citizenship.

Duties of Members

- (a) It is the duty of each member to assist in every feasible manner in promoting the objects of the Council as set forth in Article II of these By-Laws and to act at all times and in every matter in a manner befitting a good citizen.
- (b) It is the duty of the officers of the Council to conduct the affairs of their organization in an efficient manner, in accordance with the Council bylaws, and such programs and regulations as may, from time to time, be adopted by this Council.

ARTICLE IV - Dues

- (a) The member's annual dues to the Council shall be \$10.00 payable not later than February first of each year.
- (b) No member of the Council in arrears shall be eligible to vote or to enjoy any other of the privileges or benefits offered by this Council.
- (c) An appropriate card shall be issued to each member as evidence of membership.

ARTICLE V - Meetings

- (a) **Annual Meeting.** The annual meeting of the council shall be held on the fourth Thursday of January in each year. If the annual meeting shall not take place at the time fixed it shall be held within a reasonable time thereafter, and the officers shall hold over until their successors have been elected.
- (b) **Regular Meetings.** The regular business meeting of the council for the transaction of ordinary business shall be held on the fourth Thursday of each month at such time and place as may be fixed by the Executive Committee.
- (c) **Special Meeting.** A special meeting of the council may be held at any time upon the call of the President or upon the call of the Executive Committee, or upon demand in writing, stating the object of the proposed meeting, and signed by not less than 20% of the members entitled to vote. Notice of the time, place and object of any special meeting shall be given all officers and members in good standing in writing by United States mail not less than seven days prior to the date fixed for the holding of the meeting. The place of such special meeting shall be fixed by the Executive Committee.
- (d) **QUORUM.** One-third of the members of the council entitled to vote shall constitute a quorum at any meeting.

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(c) Voting Eligibility. No member shall be eligible to vote after missing two consecutive meetings. Voting privileges shall be restored when attending a second consecutive meeting, exceptions shall be made at the discretion of the Executive Committee.

ARTICLE VI - Officers

(a) The officers of this Council shall be a President, First Vice-President, Secretary, Treasurer who, acting together, shall constitute the Executive Committee. They shall be elected by a majority vote by ballot of the members in good standing at the annual meeting of the Council. They shall hold office for one year or until their successors are elected. (The offices of secretary and treasurer may be combined.) All officers must be 21 years of age or older.

(b) The Executive Committee shall have general supervision and control of all the activities of the Council. The Executive Committee may make agreements with other organizations and individuals to carry out objectives of the Council.

(c) Meetings of the Executive Committee shall be held regularly at such time and place as the Committee may determine. Special meetings may be held at any time on the call of the President or in demand, in writing to the Secretary, by three members of the Committee.

(d) Three-fourths of the members of the Committee shall constitute a quorum.

(e) Resignation of any officer may be accepted by a majority vote of the remaining members of the Executive Committee.

(f) A vacancy in the Executive Committee may be filled by a majority vote of the remaining members of the Committee. However, if more than one vacancy exists, a special meeting of the council shall be called and new officers shall be elected to fill the vacancies until the date of the next annual meeting as provided in paragraph (a) above.

(g) The officers of this Council shall maintain individual membership in the National Rifle Association for their tenure in office.

ARTICLE VII

(a) **PRESIDENT.** The President shall preside at all meetings of the Council and of the Executive Committee. He shall be a member ex officio of all regular and special committees, and shall perform all such other duties as usually pertain to his office.

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(b) **FIRST VICE-PRESIDENT.** The First Vice-President shall perform the duties of the President in his absence or at his request.

(c) **SECRETARY.** The Secretary shall conduct all official correspondence pertaining to the proper preparation and forwarding of all reports required of the Council by the National Rifle Association. He shall notify the members of the Executive Committee of all meetings and shall notify the members of the special and annual meetings, as required in Article V. He shall keep a true record of all meetings of the Executive Committee and of the Council and have the custody of the books and papers of the Council, except the Treasurer's book of account. All applications for membership in the Council shall be made to the Secretary. He shall be responsible for the collection of all fees and dues and shall remit the same to the Treasurer, taking his proper receipt therefore. He shall be responsible for reaffiliating the Council annually with the National Rifle Association.

(d) **TREASURER.** The Treasurer shall have charge of all funds of the Council and place the same in such bank or banks as may be approved by the Executive Committee. Such money shall only be withdrawn by check signed by the Treasurer and President for the payment of such bills as shall have been approved by the Executive Committee. The Treasurer shall keep an accurate account of all his transactions and render a detailed report with vouchers at any meeting of the Executive Committee when requested and an annual report to the organization at its annual meeting.

Order of Business

Section 1. Parliamentary Authority and Parliamentarian.

(a) **Parliamentary Authority.** Roberts Rules of Order Newly Revised shall govern the deliberations of all meetings of the members and Executive Committee.

(b) **Parliamentarian.** The President may appoint an official Parliamentarian of the Council, who shall serve at the pleasure of the President.

Section 2. Taking of Votes at Annual Meeting of the Members.

(a) The casting of votes at the Annual Meeting of Members shall be by showing of voting credentials, and shall be by paper ballots.

ARTICLE VIII - Suspension or Expulsion

(a) Any officer may be removed by a two-thirds vote of the members in good standing present at any special meeting called for this purpose. No vote on suspension or removal may be taken unless at least fifteen days notice in writing shall have been give to the officer of the reasons for his removal and of the time and place of the special meeting at which such ballot on his removal is to be taken. At such special meeting the officer shall be given a full hearing.

(b) Any member may be suspended or expelled from the Council for any cause deemed sufficient by the Executive Committee by a two-thirds affirmative vote of the members of the Committee present at any regular or special meeting. No vote on suspension or expulsion may be taken unless at least fifteen days notice in writing shall have been given to the member of the charges preferred and of the time and place of the meeting of the Executive Committee at which such charges will be considered. At such meeting the member under charges will be accorded a full hearing.

(c) Charges against any officer or member may be preferred by any member in good standing. They shall be in writing clearly stating the facts relied upon and accompanied by all affidavits or exhibits which are to be used in their support. Such charges shall be filed with the Secretary, who will immediately notify the President. The President will call a meeting of the Executive Committee to hear the charges. The Secretary will give at least fifteen days notice of the meeting to each member of the Executive Committee and to the accuser and the accused, which notice shall be in writing and will include a true copy of the charges and of the supporting affidavits and exhibits.

(d) Any member suspended or expelled by the Executive Committee may appeal to the full membership of the Council. Such appeal shall be made in writing to the Secretary who will notify the President. The President will call a special meeting of the Council for the purpose of acting on the appeal. The Secretary shall give at least fifteen days notice in writing to all members of the Council in good standing stating the date, time, place and reason for such special meeting. At the meeting of the full Council, the Secretary will read the original charges, the supporting affidavits, and will read or display the accompanying exhibits, and will read the minutes of the special meeting of the Executive Committee at which the charges were heard and action taken. A full hearing will be give to the accuser and the accused. A vote will be taken by ballot of the members in good standing present and a two-thirds vote shall be required to reverse the action of the Executive Committee.

(e) The National Rifle Association shall be given a complete report whenever a member of this Council is suspended or expelled, showing charges and action taken.

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ARTICLE IX - Amendments

Any proposed amendments to these bylaws may be introduced by any member of the Council at any regular meeting or special meeting called for the purpose. Such proposed amendments must be submitted to the National Rifle Association for approval. After they have been approved by the NRA they must be acted upon by the Council membership at a regular meeting or special meeting called for the purpose provided a copy of the approved amendments has been sent to each Council member by United States mail at least 10 days previous to the meeting. A two-thirds vote of the members present will be necessary to pass or reject it.

I hereby certify that these bylaws have been adopted by this Council.

Arthur J. Hollenbeck
President's Signature

Date 4-28-95

Marilyn Villars
Secretary's Signature

4-28-95
Date

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