

N962000000246

MESSER AND RAY  
ATTORNEYS  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
RIVERSIDE BANK BLDG.  
8000 S. U. S. 1, SUITE 400  
PORT ST. LUCIE, FLORIDA 34952-2005

ROGER N. MESSER  
CHARLES EDWIN RAY

RONALD E. OHKIOO,\* OF COUNSEL  
\*TRADEMARK AND PATENT LAW

TELEPHONE: (407) 879-0000  
FAX: (407) 879-0098

December 21, 1995

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Department of State  
The Capital Building  
Tallahassee, Florida 32301  
Division of Corporations

Re: Port St. Lucie West Lions Club, Inc.

Dear Sirs:

Enclosed please find original and one copy of Articles  
Incorporation to be filed, along with a check for \$122.50 the  
filing fee.

Please forward to this office a certified copy of these articles  
after filing.

Thank you for your time in this matter.

Sincerely,

MESSER AND RAY

*R N Messer*  
Roger N. Messer, Esq.

RNM:jak  
Enclosure

96 JAN 12 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 3, 1996

RGER N. MESSER ESQ.  
8000 S US 1, STE 400  
PORT ST. LUCIE, FL 34952-2385

SUBJECT: PORT ST. LUCIE WEST LIONS CLUB, INC.  
Ref. Number: W96000000131

We have received your document for PORT ST. LUCIE WEST LIONS CLUB, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 996A00000217

MESSER AND RAY  
ATTORNEYS  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
RIVERSIDE BANK BLDG.  
8000 S. U. S. 1, SUITE 400  
PORT ST. LUCIE, FLORIDA 34952-0000

ROGER N. MESSER  
CHARLES EDWIN RAY  
RONALD E. ONEIGO,\* OF COUNSEL  
\*TRADEMARK AND PATENT LAW

TELEPHONE: (407) 879-0000  
FAX: (407) 879-0090

January 9, 1996

Department of State  
The Capital Building  
Tallahassee, Florida 32301  
Division of Corporations

Re: Port St. Lucie West Lions Club, Inc.

Dear Sirs:

Enclosed please find original and one copy of Articles of Incorporation to be filed in the above matter, together with a copy of your letter of January 3, 1996.

Please forward to this office a certified copy of these articles after filing.

Thank you for your time in this matter.

Sincerely,

MESSER, AND RAY

*R. N. Messer*  
Roger N. Messer, Esq.

RNM:jak  
Enclosure

*L. B.*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 3, 1996

ROGER N. MESSER ESQ.  
8000 S. US 1, STE 400  
PORT ST. LUCIE, FL 34952-2385

SUBJECT: PORT ST. LUCIE WEST LIONS CLUB, INC.  
Ref. Number: W96000000131

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Terri Buckley  
Corporate Specialist

Letter Number: 996A00000217

> Please See Article ~~XIX~~ - Thanks  
RAN

ARTICLES OF INCORPORATION  
OF  
PORT ST. LUCIE WEST LIONS CLUB, INC.  
A FLORIDA CORPORATION NOT FOR  
PROFIT

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME, SLOGAN AND MOTTO

Section A. The name of this organization shall be ST. LUCIE WEST LIONS CLUB, INC. chartered by, and under the jurisdiction of, The International Association of Lions Clubs (hereinafter referred to as "Association").

Section B. Its slogan shall be: Liberty, Intelligence, Our Nation's Safety.

Section C. Its motto shall be: We Serve.

ARTICLE II

ENABLING LAW

This corporation is organized pursuant to the Corporations Not for Profit law of the State of Florida, set forth in Part One of Chapter 617 of the Florida Statutes.

RECEIVED  
JAN 12 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE III

#### PURPOSES AND OBJECTS

The Objects of this club shall be:

- A. To create and foster a spirit of understanding among the peoples of the world.
- B. To promote the principles of good government and good citizenship.
- C. To take an active interest in the civic, cultural, social and moral welfare of the community.
- D. To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- E. To provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.
- F. To encourage service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

### ARTICLE IV.

#### TERM

This corporation shall have a perpetual existence.

ARTICLE V.

INCORPORATORS

The names and residences of the subscribers to these articles of incorporation are as follows:

ROGER N. MESSER  
1172 S.W. Mirrorlake Cove  
Port St. Lucie, Florida 34986

GEOFF WADE  
2189 S.W. Blackwell Drive  
Port St. Lucie, Florida 34952

WILLIAM OLENSKY  
2531 S.W. Dallas Street  
Port St. Lucie, Florida 34953

ARTICLE VI.

MEMBERSHIP

Section A. Subject to the provisions of Section B hereinafter, any person of legal majority and good moral character and good reputation in his/her community, may be granted membership in this Lions Club. Wherever the male gender or pronoun presently appears in this Constitution and By-Laws, it shall be interpreted to mean both male and female persons.

Section B. Membership in this Lions Club shall be as follows:

(1) ACTIVE: A member entitled to all rights and privileges and subject to all obligations which membership in a Lions club confers or implies. Without limiting such rights and obligations, such rights shall include eligibility to seek, if otherwise qualified, any office in this club, district or association and the right to vote on all matters requiring a vote of the membership; and such obligations shall include regular attendance,

prompt payment of dues, participation in club activities and conduct reflecting a favorable image of this Lions club in the community.

(2) MEMBER-AT-LARGE: A member of this club who has moved from the community, or because of health or other legitimate reason, is unable regularly to attend club meetings and desires to retain membership in this club, and upon whom the board of directors of this club desires to confer this status. This status shall be reviewed each six months by the board of directors of this club. A Member-at-Large shall not be eligible to hold office or to vote in district or international meetings or conventions, but shall pay such dues as the local club may charge, which dues shall include district and international dues.

(3) HONORARY: An individual, not a member of this Lions club, having performed outstanding service for the community or this lions club, upon whom this club desires to confer special distinction. This club shall pay entrance fees and international and district dues on such a member, who may attend meetings, but shall not be entitled to any privileges of active membership.

(4) PRIVILEGED: A member of this club who has been a Lion fifteen or more years, who, because of illness, infirmities, advanced age or other legitimate reason, as determined by the board of directors of this club, must relinquish his/her active status. A Privileged Member shall pay such dues as the local club may charge, which dues shall include district and international dues. He/she shall have the right to vote and be entitled to all



other privileges of membership except the right to hold club, district or international office.

(5) LIFE MEMBER: Any member of this club who has maintained Active membership as a Lion for 20 or more years and has rendered outstanding service to this club, his/her community, or this Association; or any member who is critically ill; or any member of this club who has maintained such active membership for 15 or more years and is at least 70 years of age may be granted Life Membership in this club upon:

- (1) recommendation of this club to the association,
- (2) payment to the association of \$300.00, or its equivalent in the respective national currency, by this club in lieu of all future dues to the association, and
- (3) approval by the International Board of Directors.

Nothing herein shall prevent this club from charging a Life Member such dues as it shall deem proper.

A Life Member shall have all privileges of active membership so long as he/she fulfills all obligations thereof.

A Life Member who desires to relocate and receives an invitation to join another Lions club shall automatically become a Life Member of said club.

Section C. Classification: In the event the membership of this Lions club elects to grant and maintain membership on a classification basis, the following rules shall apply:

- (1) Classification shall be defined as any major phase of, or interest in, a business or profession.

(2) Not more than two (2) active memberships shall be granted in any classification.

(3) Classifications may be established for Associates, Father and Son, Proprietors, Partners, Officers, Managers and such other categories as this club may determine.

Section D. No person shall simultaneously hold membership, other than Honorary, in this and any other Lions club; and no person shall simultaneously hold membership, other than Honorary, in this Lions club and any other service club of like character.

Section E. Membership in this Lions club shall be acquired by invitation only. Nominations shall be made on forms provided by the international office, which shall be signed by a member in good standing who shall act as sponsor, and be submitted to the membership chairman or the club secretary, who, after investigation, shall submit the same to the board of directors. If approved by a majority of said board, the prospect may then be invited to become a member of this club. A properly filled out membership form duly signed, as well as, the entrance fee and dues must be in the hands of the secretary before the member is reported to and officially recognized by the association as a Lion member.

Section F. Reinstatement of Membership: Any member dropped from membership in this club may be reinstated, within six (6) months from the date of termination of his/her membership by a majority vote of the board of directors. In the event more than six (6) months have elapsed between such termination and his/her reinstatement application, it will be necessary for him/her to

come into the club under the procedure set forth in section E of this Article VI.

Section G. Transfer Membership: This club may grant membership on a transfer basis to one who has terminated or is terminating his/her membership in another Lions club, provided that (1) a completed transfer member form is received by the secretary of this club within six (6) months following the date of termination of membership in his/her former club or if the form is not available, the member's current membership card; (2) such termination was in good standing; and (3) such transfer member form or membership card is approved by the board of directors. If more than six (6) months have elapsed between termination of his/her membership in another club and submittal of completed transfer member form or current membership card, he/she may acquire membership in this club only under the provisions of Section E of this Article VI.

#### ARTICLE VII.

##### FEES AND DUES

Section A. Each new, reinstated and transfer member shall pay an entrance fee to be determined by the board of directors, which fee shall include the current association entrance fee and be collected before such member is enrolled as a member of this club and before the secretary may report such member to Lions Clubs International; Provided, however, that the board of directors may elect to waive all or any part of the club portion of said entrance fee as to any member granted membership by transfer or reinstatement within six (6) months of termination of his/her prior Lions club membership.

Section B. Each member of this club shall pay the following indicated regular annual dues which dues shall include an amount to cover current international and district (single or sub- and multiple) dues (to defray the subscription price of THE LION Magazine, administrative and annual convention costs of the association and similar district costs) and shall be paid in advance at such times as the board of directors shall determine:

- |                     |         |
|---------------------|---------|
| 1. Active           | \$60.00 |
| 2. Member-at-Large: | \$60.00 |
| 3. Honorary:        | \$ -0-  |
| 4. Privileged:      | \$60.00 |
| 5. Life:            | \$60.00 |

The treasurer of this club shall remit international and district (single or sub- and multiple) dues to the parties, and at the times, specified in the respective International and District (single or multiple) Constitution and By-Laws.

This club may require any member to pay club meeting luncheon costs in advance of any luncheon but such costs shall not be assessed as a part of regular annual dues.

No dues, fees or assessments in addition to those set forth herein may be levied on, or required of, any member by this club, its board of directors or any officer or member of this club.

#### ARTICLE VIII.

##### RESIGNATIONS

Any member may resign from this club, and said resignation shall become effective upon acceptance thereof by the board of directors. The board may withhold acceptance, however, until all

indebtedness has been paid, all club funds and property have been returned, and all right to the use of the name "LIONS," the emblem and other insignia of this club and this association have been surrendered.

#### ARTICLE IX.

##### FORFEITURE OF MEMBERSHIP

Section A. The secretary shall submit to the board of directors the name of any member who fails to pay any indebtedness due this club within 60 days after receipt from the secretary of written notice thereof. The board shall thereafter decide whether the member shall be dropped from or retained on the roster.

Section B. Any member may be expelled from the club for cause by a two-thirds vote of the entire board of directors.

Section C. The name of any active member who shall absent himself/herself from four consecutive regular meetings of the club, without acceptable cause being given to the attendance committee chairman or the club secretary, shall be submitted to the board of directors by the secretary at the board meeting next following the fourth such absence, and the board of directors shall direct the attendance committee to investigate the reasons for the absences and report its findings to the board. The board shall thereafter decide whether the member shall be dropped or retained.

#### ARTICLE X.

##### OFFICERS

Section A. The officers of this club shall be a president, immediate past president, the vice presidents, secretary,

treasurer, Lion tamer, tail twister, membership director and all elected directors.

Section B. No person shall be eligible to hold office in this club unless he/she is an active member in good standing.

Section C. No officer shall receive any compensation for any service rendered to this club in his/her official capacity with the exception of the secretary, whose compensation, if any, shall be fixed by the board of directors.

Section D. DUTIES.

(1) PRESIDENT: He/she shall be the chief executive officer of this club; preside at all meetings of the board of directors and this club; issue the call for regular and special meetings of the board of directors and the club; appoint the standing and special committees of this club and cooperate with chairmen thereof to effect regular functioning and reporting of such committees; see that regular elections are duly called, noticed and held; and cooperate with, and be an active member of, the district governor's advisory committee of the zone in which the club is located.

(2) IMMEDIATE PAST PRESIDENT: He/she and the other past presidents shall officially greet members and their guests at club meetings and shall represent this club in welcoming all new service-minded people in the community served by this club.

(3) VICE-PRESIDENTS: If the president is unable to perform the duties of his/her office for any reason, the vice president next in rank shall occupy his/her position and perform his/her duties with the same authority as the president.

Each vice president shall, under the direction of the president, oversee the functioning of such committees of this club as the president shall designate.

(4) SECRETARY: He/she shall be under the supervision and direction of the president and the board of directors and shall act as the liaison officer between the club and the district (single or sub- and multiple) in which this club is located, and the association. In fulfillment of this, he/she shall:

- (a) submit regular monthly and other reports to the international office of the association on blanks provided by it containing such information as may be called for therein and otherwise by the board of directors of the association;
- (b) Submit to the district governor's cabinet such reports as it may require including copies of regular membership and activities reports;
- (c) Cooperate with and be an active member of the district governor's advisory committee of the zone in which the club is located;
- (d) Have custody and keep and maintain general records of this club, including records of minutes of club and board meetings; attendance; committee appointments; elections; classifications (if any); addresses and telephone numbers of members; members club accounts;
- (e) Issue quarterly or semi-annual statements to each member for dues and other financial obligations owed to this

club, collect and turn the same over to the club treasurer and obtain a receipt therefor;

(f) Give bond for the faithful discharge of his/her office in such sum and with such surety as determined by the board of directors;

(5) TREASURER: He/she shall:

(a) Receive all monies, from the secretary and otherwise, and deposit the same in a bank or banks recommended by the finance committee and approved by the board of directors;

(b) Pay out monies in payment of club obligations only on authority given by the board of directors. All checks and vouchers shall be signed by the treasurer and countersigned by one other officer, determined by the board of directors;

(c) Have custody and keep and maintain general records of club receipts and disbursements;

(d) Prepare and submit monthly and semi-annual financial reports to the international office of the association and the board of directors of this club;

(e) Give bond for the faithful discharge of his/her office in such sum and with such surety as determined by the board of directors.

(6) LION TAMER: The Lion tamer shall have charge of and be responsible for the property and paraphernalia of the club, including flags, banners, gong, gavel, song books and button board. He/she shall put each in its proper place before each



meeting and return the same to the proper storage area after each meeting. He/she shall act as sergeant-at-arms at meetings, see that those present are properly seated, and distribute bulletins, favors and literature as required at club and board meetings. He/she shall give special attention to assure that each new member sits with a different group at each meeting so that he/she can become better acquainted.

(7) TAIL TWISTER: He/she shall promote harmony, good fellowship, life and enthusiasm in the meetings through appropriate stunts and games and the judicious imposition of fines on club members. There shall be no ruling from his/her decision in imposing a fine provided, however, that no fine shall exceed 10 cents, and no member shall be fined more than twice at any one meeting. The tail twister may not be fined except by the unanimous vote of all members present. All monies collected by the tail twister shall be immediately turned over to the treasurer and a receipt be given therefor.

(8) MEMBERSHIP DIRECTOR: The membership director shall be the chairman of the membership committee. The responsibilities of this position shall be:

- (a) Development of a growth program specifically for the club and presented to the board of directors for approval.
- (b) Regular encouragement at club meeting to bring in new quality members.

- (c) Ensuring proper recruitment procedures.
- (d) Preparation and implementation of orientation sessions.
- (e) Reporting to the board of directors on ways to reduce the loss of members.
- (f) Coordination with other club committees in fulfilling these responsibilities.
- (g) Serving as a member of the zone level membership committee.

The officers who have been elected to serve until the completion of the first fiscal year under the Articles of Incorporation are as follows:

ROGER N. MESSER, President  
1172 S.W. Mirrorlake Cove  
Port St. Lucie, FL 34986

GEOFFREY WADE, Secretary  
2189 S.E. Blackwell Drive  
Port St. Lucie, FL 34952

WADE WILLNOW, First Vice-President  
P. O. Box 8072  
Port St. Lucie, FL 34985

BILL OLENSKY, Second Vice-President  
2531 S.W. Dallas Street  
Port St. Lucie, FL 34953

TOM MINCH, Treasurer  
117 N. Lima Court  
Port St. Lucie, FL 34983

#### ARTICLE XI.

##### BOARD OF DIRECTORS

Section A. The members of the board of directors shall be the president, immediate past president, the vice presidents, secretary, treasurer, Lion tamer, tail twister, membership director and all elected directors.

Section B. Regular meetings of the board of directors shall be held monthly at such time and place as the board shall determine.

Section C. Special meetings of the board of directors shall be held when called by the president, or when requested by five (5) or more members of the board of directors, at such time and place as the president shall determine.

Section D. The presence in person of a majority of its members shall constitute a quorum at any meeting of the board of directors. Except as otherwise specifically provided, the act of a majority of the directors present at any meeting of the board shall be the act and decision of the entire board of directors.

Section E. Duties and Powers: In addition to those duties and powers, express and implied, set forth elsewhere in this Constitution and By-Laws, the board of directors shall have the following duties and powers:

- (1) It shall constitute the executive board of this club and be responsible for the execution, through the club officers, of the policies approved by the club. All new business and policy of this club shall be considered and shaped, first, by the board of directors for presentation to and approval by the club members at a regular or special club meeting.
- (2) It shall authorize all expenditures and shall not create any indebtedness beyond the current income of this club, nor authorize disbursement of club funds for purposes

inconsistent with the business and policy authorized by the club membership.

- (3) It shall have power to modify, override or rescind the action of any officer of this club.
- (4) It shall have the books, accounts and operations of this club audited annually or, in its discretion, more frequently and may require an accounting or have an audit made of the handling of any club funds by any officer, committee or member of this club. Any member of this club in good standing may inspect any such audit or accounting upon request at a reasonable time and place.
- (5) It shall appoint, on recommendation of the finance committee, a bank or banks for the deposit of the funds of this club.
- (6) It shall appoint the surety for the bonding of any officer of this club.
- (7) It shall not authorize, nor permit, the expenditure, for any administrative purpose, of the net income of projects or activities of this club by which funds are raised from the public.
- (8) It shall submit all matters of new business and policy to the respective standing or special club committee for study and recommendation to the board.
- (9) It shall name and appoint, subject to approval of the club membership, the delegates and alternates of this

club to district (single or sub- multiple) and international conventions.

- (10) It shall maintain at least two bank accounts. The first fund to deposit administrative monies such as dues, tail twisting fines and other internally raised club funds. A second fund shall be established to deposit activity or public welfare monies raised by asking support from the public. Disbursement from such funds shall be in strict compliance with Section E(7) of this Article XI.

#### ARTICLE XII.

##### ELECTIONS

The officers of this club, excluding the immediate past president, shall be elected as follows:

Section A. A nomination meeting shall be held in March of each year, with the date and place of such meeting to be determined by the board of directors and notice thereof mailed to each member of this club at least ten (10) days prior to the time of the holding thereof.

Section B. The president shall appoint a nominating committee which shall submit the names of candidates for the various club offices to the club at the nomination meeting. AT this meeting nominations for all offices to be filled in the succeeding year may also be made from the floor.

Section C. If in the interim between the nomination meeting and the election meeting any nominee is unable for any reason to serve in the office to which he/she was nominated and for which office there was no other nominee, the nominating committee shall

submit, at the election meeting, names of additional nominees for that office.

Section D. An election meeting shall be held no later than April 15 of each year, at a time and place determined by the board of directors, and two weeks prior written notice thereof shall be given to each member of the club by the secretary, by mail or personal delivery. Such notice shall include the names of all nominees approved at the preceding nomination meeting, and, subject to Section C above, a statement that these nominees will be voted upon at this election meeting. No nominations may be made from the floor at the election meeting.

Section E. Subject to the provisions of Section H of this Article IX, all officers, other than directors, shall be elected annually and shall take office on July 1st, and shall hold office for one year from that date, or until their successors shall have been elected and qualified.

Section F. A membership committee shall be composed of three elected members for a three-year term. Initially three members will be elected. One member shall serve for one (1) year, the second member for two (2) years and the third member for three (3) years. Each year thereafter, a new member will be elected. Each member shall serve for three (3) continuous years on a rotation system. Thus, the first year member shall be a member of the committee, the second year member shall be its vice chairman and the third year member shall serve as its chairman and as membership director on the club's board of directors.

Section G. One-half of the directors shall be elected annually and shall take office on the July 1st next following their election, and shall hold office for two years from that time, or until their successors shall have been elected and qualified, with the exception that at the first election held after the adoption of this Constitution and By-Laws, one-half of the directors shall be elected for two year terms and the other one-half of the directors shall be elected for one year terms.

Section H. The election shall be by ballot by those present and qualified to vote. A plurality vote shall be necessary to elect.

Section I. REMOVAL: Any officer of this club may be removed from office for good cause by two-thirds (2/3) vote of the entire club membership.

#### ARTICLE XIII.

##### VACANCIES

Section A. If the office of president or of any vice president shall become vacant for any reason, the vice presidents shall advance in office, according to their rank. In the event such provision for advancement shall fail to fill the office of president, or first or second vice president, the board of directors shall thereon call a special election, giving each member in good standing prior two (2) weeks notice of the time and place thereof, which time and place shall be determined by said board, and such office shall be filled at said election meeting.

In the event of a vacancy in the office of third vice president, the board of directors may appoint a member to fill the unexpired term.

In the event of a vacancy in any other office, the board of directors shall appoint a member to fill the unexpired term.

In the event vacancies shall be of such number as to reduce the number of directors to less than the number required for a quorum, the membership of the club shall have power to fill such vacancies by an election held at any regular meeting of the club upon prior notice, and in the manner, specified in Section B hereinafter. Such notice may be given by any remaining officer or director, but if none, then by any member.

Section B. In the event any officer-elect, before his/her term of office commences, is unable or refuses for any reason to serve therein, the president may call a special nomination and election meeting to elect a replacement for such officer-elect. Two (2) weeks prior notice of such meeting, setting forth the purpose, time and place thereof, shall be given to each member, by mail or personal delivery. The election shall be held immediately after nominations have been closed and a plurality vote shall be necessary for election.

#### ARTICLE XIV.

##### MEETINGS

Section A. Regular meetings of this club shall be held, no less than twice in each month, at a time and place recommended by the board of directors, and approved by the club. All meetings shall begin and end, promptly, at the regular set times. Except



as otherwise specifically provided in this Constitution and By-Laws, notice of regular meetings shall be given in such manner as the board of directors deems proper.

Section B. Special meetings of the club may be called by the president, in his/her discretion, and shall be called by the president when requested by the board of directors, at a time and place determined by the person or body requesting the same. Notice of special meetings setting forth the purpose, time and place thereof shall be given to each member of this club, by mail or personal delivery, at least ten (10) days prior to the date thereof.

Section C. A charter night anniversary meeting of this club may be held each year, at which time special attention shall be devoted to the objects and ethics of Lionism, and the history of this club.

Section D. An annual meeting of this club shall be held in June of each year at a time and place determined by the board of directors, at which meeting the final reports of the retiring officers shall be read and newly elected officers shall be installed.

Section E. The presence in person of a majority of the members in good standing shall be necessary for a quorum at any meeting of this club.

Section F. Any member who fails to pay any indebtedness due this club within 60 days after receipt from the secretary of written notice thereof shall thereon forfeit his/her good standing and shall so remain until such indebtedness is paid in full. Only

members in good standing may exercise the voting privilege and hold office in this club.

Section G. Except as otherwise specifically provided, the act of a majority of the members present at any meeting shall be the act and decision of the entire club.

#### ARTICLE XV.

##### EMBLEM, COLORS, FISCAL YEAR

Section A. The emblem and colors of this club shall be the same as the emblem and colors of The International Association of Lions Clubs.

Section B. The fiscal year of this club shall be July 1 through June 30.

#### ARTICLE XVI.

##### DELEGATES TO INTERNATIONAL AND DISTRICT (SINGLE OR SUB- AND MULTIPLE) CONVENTIONS

Section A. Inasmuch as The International Association of Lions Clubs is governed by Lions clubs in convention assembled, and in order that this club may have its voice in association matters, this club shall have power to pay the necessary expenses of its delegates to each annual convention of the association. This club shall be entitled in any convention of this association, to one (1) delegate and one (1) alternate for every twenty-five (25), or major fraction thereof, of its members as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held, PROVIDED, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate. The major fraction

referred to in this section shall be thirteen (13) or more members. The selection of each such delegate and alternate shall be evidenced by a certificate signed by the president or secretary or any other duly authorized officer of this club, or, in the event no such club officer is in attendance at the convention, by the district governor or district governor-elect of the district (single or sub-) of which this club is a member.

Section B. Inasmuch as all district matters are presented and adopted at the district (single, sub- and multiple conventions, this club shall send its full quota of delegates to all such conventions and have power to pay the necessary expenses of such delegates attending such conventions. This club shall be entitled in each annual convention of its district (single or sub- and multiple) to one (1) delegate and one (1) alternate for each ten (10) members, or major fraction thereof, of this club as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held, PROVIDED, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate. Each certified delegate present in person shall be entitled to cast one (1) vote of his/her choice for each office to be filled by, and one (1) vote of his/her choice on each question submitted to, the respective convention. The major fraction referred to in this section shall be five (5) or more members.

ARTICLE XVII.

HONORARY MAILING LIST

The International Association of Lions Clubs and the district governor shall be included on the mailing list of this club.

ARTICLE XVIII.

PARLIAMENTARY PRACTICES

Except as otherwise specifically provided in this Constitution and By-Laws, all questions of order or procedure with respect to any meeting or action of this club, its board of directors or any committee appointed hereunder shall be determined in accordance with Robert's Rules of Order Newly Revised, as revised from time to time.

ARTICLE XIX.

PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

The county in the State of Florida where the principal office of this corporation is to be located is the County of St. Lucie. The name and address of the corporation's registered agent is ROGER N. MESSER, 8000 South U.S. #1, Suite 400, Port St. Lucie, Florida, 34952. The principal office address and mailing address is 8000 South U.S. #1, Port St. Lucie, Florida, 34952.

ARTICLE XX.

BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the board of directors. The by-laws may be altered or rescinded, in whole or in part, if inconformity with the constitution and by-laws of Lions International, by a two-thirds (2/3) vote of a quorum of the members present at any meeting of the members, regular or special, provided written notice of the proposed change

shall be given to the members at least two weeks prior to the meeting.

#### ARTICLE XXI.

##### AMENDMENTS

Section A. This constitution may be amended at any regular or special meeting of this club, at which a quorum is present, by the affirmative vote of two-thirds (2/3) of the members present in person and voting, provided the board has previously considered the merits of the amendments.

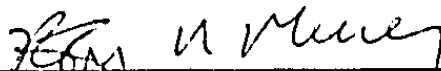
Section B. No amendment shall be put to vote, unless written notice thereof, stating the proposed amendment, shall have been mailed or delivered personally to each member of this club at least two (2) weeks prior to the meeting at which the vote on the proposed amendment is to be taken.

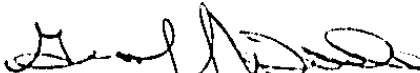
#### ARTICLE XXII.

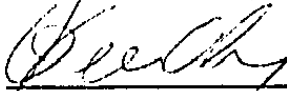
In the event of dissolution of this corporation, the property of the corporation shall be distributed to one or more Lions charitable organizations which qualify under Internal Revenue Code Section 501(c)(3) as the board of directors shall select in their sole discretion.

The undersigned constituting the subscribers of this Corporation, for the purpose of forming this corporation not for

profit under the laws of the State of Florida, have executed these Articles of Incorporation this 21<sup>st</sup> day of December, 1995.

  
\_\_\_\_\_  
ROGER N. MESSER  
1172 S.W. Mirrorlake Cove  
Port St. Lucie, FL 34986

  
\_\_\_\_\_  
GEOFF WADE  
2189 S.W. Blackwell Drive  
Port St. Lucie, FL 34952

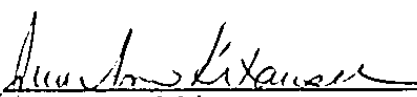
  
\_\_\_\_\_  
WILLIAM OLENSKY  
2531 S.W. Dallas Street  
Port St. Lucie, FL 34953

STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME, the undersigned officer, this day personally appeared ROGER N. MESSER, GEOFF WADE and WILLIAM OLENSKY, to me well known and well known to me to be the persons described in and who subscribed their names to the foregoing Articles of Incorporation and acknowledged before me that they executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 21<sup>st</sup> day of December, 1995.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large

My Commission expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED OFFICE

AND AGENT

Having been named to accept service of process for the above-stated corporation, PORT ST. LUCIE WEST LIONS CLUB, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 31<sup>st</sup> day of December, 1995.

ROGER N. MESSER  
Registered Agent

95 JAN 12 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA