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TRANSMITTAL LETTER

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

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-05/16/96--01072--017
*****78.75 *****78.75

SUBJECT: The Florida American Eskimo Dog Association, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
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FROM: Deborah J. Allen
Name (Printed or typed)

5977 24th Avenue S.W.
Address

Naples, FL 33999
City, State & Zip

(941) 263-1700
Daytime Telephone number

FILED
96 MAY 16 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL MAY 22 1996

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

THE FLORIDA AMERICAN ESKIMO DOG ASSOCIATION, INC.
ARTICLES OF INCORPORATION

THE FLORIDA AMERICAN ESKIMO DOG
ASSOCIATION IS OFFICIALLY ASSOCIATED WITH
THE UNITED KENNEL CLUB, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The use of the male gender applies equally to the female

SECTION I: NAME

This organization shall be known as the Florida American Eskimo Dog Association, INC. hereon referred to as the ASSOCIATION

ARTICLE II: ADDRESS

The address of the Association shall be the address of the Secretary or at any such other place as may be subsequently designated by the Board of Directors. The Secretary shall serve as the agent for purposes of registration with the State of Florida. The name and address of the initial registered agent is Deborah J. Allen, 5977 24th Avenue S.W., Naples, FL 33999 or at such other place as may be subsequently designated by the Board of Directors.

ARTICLE III: PURPOSE AND OBJECTIVES

SECTION I

- a. To promote and encourage the breeding of a better and finer purebred American Eskimo Dog as recognized by the registering body, the United Kennel Club, Inc., Kalamazoo, MI (referred to herein as the "U.K.C").
- b. To promote the breed and increase its popularity in a responsible manner.
- c. To encourage members and breeders to accept the standard of the breed as established and approved by the United Kennel Club, Inc. as the standard by which the American Eskimo Dog shall be bred and judged.
- d. To educate and make known to the public the high standard of excellence of the United Kennel Club, Inc. Registered American Eskimo Dog.
- e. To conduct U.K.C. sanctioned and licensed events.
- f. To educate and make known to the public the importance of animal ownership and companionship to the mental and physical well being of animals and humans alike.

SECTION II

- a. For the accomplishment of its purposes, the Association shall have the power to purchase, rent or lease property for its activities, and for the maintenance of a meeting place, etc. to acquire and hold through purchase or gift such personal and real property as may be necessary to carry out said objectives, and subscriptions and donations, all as provided in the statutes of the Association Articles of Incorporation as stated herein.

SECTION III

- a. The Association 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 ensure to the benefit of any member or individual.

SECTION IV

- a. The Association shall be conducted as defined by the Articles of Incorporation.

ARTICLE IV: MEMBERSHIP MEETINGS

SECTION I

- a. There shall be an annual meeting of the general membership held in the fall. This meeting will be held in conjunction with the winter show within the same time frame and at the same location unless otherwise agreed by no less than 50% of the Board of Directors.
- b. Special meetings of the membership at large may be called upon written request of five (5) members in good standing, or 20% of members in good standing, whichever is less, provided the request contains the business to be discussed and such notification is directed to and received by the President at least thirty (30) days before the date of the meeting. The time and place of such meeting must be stated in the written request.

- 1. At least two members of the Board of Directors must attend such meetings.

ARTICLE V: BOARD OF DIRECTORS

SECTION I

- a. The Board of Directors shall consist of the Officers and Directors elected from the membership.
- b. The Board of Directors, along with the Officers, shall have charge of the affairs of the Association. They shall have the power to fill vacancies occurring between annual meetings.

ARTICLE VI: OFFICERS

SECTION I

- a. The officers must be members in good standing with the Florida American Eskimo Dog Association.
- b. The officers must be members in good standing with the National American Eskimo Dog Association.
- b. The officers shall consist of a President, Vice-President, Secretary, Treasurer, Parliamentarian, Publicity Officer and Membership Secretary.
- c. The Executive Committee shall consist of the Officers of the Association.
- d. Officers of the Association may hold more than one office.

SECTION II

- a. The president shall preside over all meetings of the Board of Directors and the Executive Committee. The President may appoint committees as needed.

In the event that the President is absent or a vacancy occurs in the office, the Vice-President shall serve in the same capacity and with the same authority as the President. In the event of vacancy, the Vice President shall serve until an election is held to elect a new President.

- b. The Vice-President shall assist the President when and where possible. In the absence of the Parliamentarian, the Vice-President shall act in this capacity, and with the same authority as the Parliamentarian.
- c. It shall be the duty of the Secretary to keep an accurate account or record of the Associations activities and carry out all duties common to the office of the Secretary. This shall include preparation and distribution of all official notices, correspondence and ballots.
- d. The Treasurer shall furnish such bond as required by the Board of Directors, the premium of said bond to be borne by the Association. The Treasurer shall carry out all duties common to this office and shall receive, collect and handle all Association funds, and make disbursements as are necessary and proper to meet the just due obligations of the Association. The Treasurer shall render a statement at the Annual Meeting to the Membership, and at such other times as the Board of Directors shall request.
- e. The Parliamentarian shall be responsible for insuring that the by-laws as defined herein are strictly adhered to at all meetings of all bodies of the Association. The Parliamentarian shall be acquainted with the by-laws, relevant state laws, and Roberts Rules of Order. The Parliamentarians interpretation of those Rules and by-laws shall be binding on all present at all meetings and functions held by the Association.
- f. The Publicity Officer is responsible for publicizing Association functions on television, in newspapers, in miscellaneous publications, etc. The publicity officer is responsible for keeping Association members apprised of National Events, and for preparing and mailing the Association newsletter on a quarterly basis.

p. The Membership Secretary shall keep a register of the post office addresses and telephone numbers of each member of the Association, which shall be furnished by such member, and shall have general charge of the membership roster of the Association.

ARTICLE VII: TERM OF OFFICE

a. The Board of Directors shall be elected at the Annual Meeting to serve a term of two (2) years. They shall take office immediately after being elected.

b. A director may be removed from office who is found to have violated any portion of these by-laws, or who is found to be in violation of any U.K.C. regulation, upon the affirmative vote or an agreement in writing of a majority of the voting members at a special meeting of the members. The meeting of members to so remove a director elected by them shall be held subject to the notice provisions of Article IV, Section I hereof, upon the written request of more than fifty percent (50%) of the voting members. Before any director is removed from office, however, the officer will be notified in writing at least twelve (12) days prior to the meeting at which the motion to remove him will be made and such director shall be given the opportunity to be heard at such meeting, should he be present, prior to the vote on his removal.

ARTICLE VIII: CONTRACTS, LOANS, CHECKS, DEPOSITS

SECTION I CONTRACTS

a. The Board of Directors may authorize any Officer, agent or member to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association.

SECTION II LOANS

a. No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by an unanimous resolution of the Board of Directors. Such authority may be general or confined to specific circumstances.

SECTION III MANAGEMENT OF MONIES

a. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by the Treasurer or in such manner as shall from time to time be determined by the Board of Directors.

a. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies as the Board of Directors may select.

SECTION V FISCAL YEAR

a. The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of each calendar year.

ARTICLE IX: MEMBERSHIP

SECTION I MEMBERSHIP

a. Any person interested in the purebred American Eskimo Dog breed as recognized by the United Kennel Club, Inc., who agrees to abide by a code of ethics as defined by the Florida American Eskimo Dog Association may become a member of the Association upon submission of a completed membership application accompanied by the payment of the required amount of dues.

b. A member of the Association is a person who pays their annual dues on or before the first of January of each year. If a new person joins during the year, dues must accompany their membership application.

All members will have a grace period of one month after notice of deficiency or after March 1 of the year in question to pay their dues before they will be removed from the membership listing.

SECTION II TYPES OF MEMBERSHIPS

- a. Junior Membership: Juveniles between the ages of six (6) and sixteen (16) years, sponsored by an adult member in good standing, may become a candidate for a Junior Membership by filing an application which shall be accompanied by annual dues.
- b. Individual Membership: Any person interested in the American Eskimo Dog may become a candidate for membership by filing an application which shall be accompanied by the annual dues.
- c. Joint Membership: Any husband and wife or couple interested in the American Eskimo Dog may become a candidate for membership by filing an application which shall be accompanied by the annual dues.
- d. Senior Membership: Any person over the age of sixty (60) may become a candidate for membership by filing an application which shall be accompanied by the annual dues.
- e. Any member that has violated any of the by-laws, or has violated any of the U.K.C. regulations, may be expelled by a vote of the general membership once the violation has been sustained and the person indicated has had a chance to be heard by the general membership.

SECTION III TERMINATION OF MEMBERSHIP

- a. Any member who has violated any of the by-laws, or has violated any of the U.K.C. regulations, may be expelled upon the affirmative vote or an agreement in writing of a majority of the voting members at a special meeting of the members. The meeting of members to so remove a member shall be held subject to the notice provisions of Article IV, Section 1 hereof, upon the written request of more than fifty percent (50%) of the voting members. Before any member is expelled, however, the member will be notified in writing at least twelve (12) days prior to the meeting at which the motion to expel him will be made and such director shall be given the opportunity to be heard at such meeting, should he be present, prior to the vote on his expulsion.

ARTICLE X: BALLOTING

SECTION I AMENDMENTS

- a. In order for an amendment to the by-laws to be voted on, a written copy of the existing by-laws and a copy of the amended or new by-laws must be delivered to the voting members no less than thirty (30) days before such voting. All votes must be counted during the next General Membership Meeting.
- b. There must be at least a seventy-five (75) percent majority of the ballots in favor of the proposed change for the change to be made to the by-laws.
- c. There must be at least fifty (50) percent response from the Voting Membership for the Amendment to pass. If the fifty (50) percent response is not obtained, the Amendment shall be resubmitted to the General Membership for another vote at the next General Membership Meeting.

SECTION II: OFFICERS AND DIRECTORS

- a. The General Membership will vote every two years for the new Board of Directors and the Officers.
- b. Any candidate that has been nominated for an uncontested position as a Director at large or an Office that does not have any other nominee is elected by a 51% majority vote of the General Membership.
- c. Any candidate that has been nominated as a Director at large or an Office that has other nominees is elected by a 2/3 majority vote of the General Membership.
- d. Nominations must be made in writing to the Secretary no later than 60 days prior to the General Membership Meeting in order for such nomination to be put on the ballot.
- e. Votes may be cast in person or by absentee ballot by a member entitled to vote who requests such absentee ballot. To be counted, the absentee ballot must be received by the Secretary on or before the day prior to such meeting.
- f. Nominations from the floor will not be accepted unless otherwise agreed unanimously by the Officers and Directors prior to the time of the meeting.

ARTICLE XI: LICENSED EVENTS

All licensed events sponsored by the Association will be run in accordance with the rules and policies set forth by the United Kennel Club, Inc., Kalamazoo, MI

ARTICLE XII: PUBLICATIONS

SECTION I: ASSOCIATION NEWSLETTER

- a. The club may circulate any publication established and approved by a majority of the Board of Directors at the expense of the Association
- b. The newsletter shall be distributed by the United States Postal Service.

ARTICLE XIII: PARLIAMENTARY PROCEDURE

- a. The latest edition of "Robert's Rules of Order" shall be accepted as the basis of parliamentary procedure and parliamentary authority in all matters of the Association, not specifically covered in the by-laws.

ARTICLE XIV: ORDER OF BUSINESS

- a. The following order of business shall prevail at meetings of the Association:
 - 1. Call to order
 - 2. Reading and approval of minutes
 - 3. Report of the Treasurer
 - 4. Report of Committees
 - 5. Report of the President
 - 6. Communications
 - 7. Old Business
 - 8. New Business
 - 9. Adjournment

ARTICLE XV: INCORPORATOR

The name and address of the incorporator of the Corporation shall be:
Deborah J. Allen
5977 24th Avenue S.W.
Naples, FL 33999

ARTICLE XVI: REGISTERED AGENT

The initial registered agent of this corporation shall be Deborah J. Allen, and the initial registered office shall be 5977 24th Ave S.W., Naples, Florida 33999.

IN WITNESS WHEREOF, I, the undersigned Incorporator have executed these Articles for the uses and purposes herein stated.

Kimberly Cain

STATE OF FLORIDA)
) s.s.
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 15th day of May, 1996,
by *Kimberly Cain*
Kimberly Cain

Kimberly Cain
NOTARY PUBLIC
State of Florida at Large

My commission Expires:



KIMBERLY CAIN
My Comm Exp. 6/09/97
Bonded By Service Ins
No. CC293400
☒ Personally Known ☐ Other L.O.

Approved: *Kim Macdonald* President
Approved: *Dad B. D. St* Vice President
Approved: *Kimberly Cain* Secretary/Treasurer
Approved: *James Thomas* Parliamentarian
Approved: *Cathy D. D. St* Membership/Corres. Secretary

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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:

The Florida American Eskimo Dog Association, Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Deborah J. Allen

(NAME)

5977 24th Avenue S.W.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Naples, FL 33999

(CITY/STATE/ZIP)

FILED
96 MAY 16 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

May 14, 1996
(DATE)