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March 5, 1998

400002451554--2
-03/10/98--01012--019
*****87.50 *****87.50

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

Re: Casa Cultural Canaria, Inc. / NON PROFIT

400002451554--2
-03/20/98--01018--007
*****35.00 *****35.00

To Whom it May Concern:

I am enclosing the Articles of Incorporation for the above referenced non-profit organization for filing with the Secretary of State pursuant to Florida Statute.

Also attached is a check for \$87.50 for the filing fee and a certified copy. If you have any questions please contact the undersigned.

Cordially,


Marianne Salazar, Esq.

Enclosures

FILED
98 MAR 18 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-3-18-98

CASA CULTURAL CANARIA, INC.

ARTICLES OF INCORPORATION

FILED
98 MAR 18 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Casa Cultural Canaria, Inc., is a non-profit corporation, organized under the laws of the State of Florida with its principal place of operation in Dade County Florida.

ARTICLE I

(Name)

The name of this non-profit organization shall be: Casa Cultural Canaria, Inc., hereinafter referred to as "Casa".

ARTICLE II

(Commencement)

The non profit corporation shall commence its existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

(Place of Business)

The principal place of business and mailing address of this corporation shall be 7970 NW 190 Lane, Miami, Florida 33015.

ARTICLE IV

(Purpose of Organization)

The non-profit corporation is organized for the purpose of bringing together citizens and descendants of people born in Canary Islands, Spain, with the following objectives:

4.1 Promote the culture and business opportunities available in the Canary Islands throughout Florida and the United States.

4.2 Enhance the relationships and ties between the Canary Islands and the State of Florida and other parts of the United States.

4.3 Maintain and share the culture of the Canary Islands with citizens of Gran Canaria living in the United States and their descendants.

4.4 Sponsor social events among its members including cultural, sport, and folkloric events.

- 4.5 Promote economic development and tourism to the Canary Islands.
- 4.6 Form organizations through its members that enhance the culture of the Canary Islands such as a business bureau. Create literature, educational and other promotional materials to enhance the organization's objectives.

ARTICLE V

(Membership)

Membership shall consist of the following:

- 5.1 Honorary Members- Shall include the President of the United States, Spain's royal family, the Governor of Florida, the President of Canary Islands, the Diplomatic Counsel of Spain, Dade County and City of Miami Mayors and all those that based on their exceptional contributions are designated as honorary members by the Board of Directors of Casa Cultural Canaria.
- 5.2 Regular Membership – Persons born in the Canary Islands or descendants of persons born in the Canary Islands who are 18 years of age or older and who pay the membership fee as established by the Board of Director. Spouses and children, over 18 years of age, can join as family members and pay a reduced fee as set by the Board of Directors.
- 5.3 Special Membership – The Board of Directors retains the right to set special membership fees for students, handicapped and retired persons wishing to become members.
- 5.4 Only regular members shall have the rights outlined by the bylaws of the organization. The other membership shall have the rights as set by the Board of Directors.
- 5.5 The Board of Directors retains the right to set quotas as to the type of member allowed.
- 5.6 Persons wanting to become members will fill out an admission form, which shall be forwarded to the Social Committee of the Board of Directors. The Social Committee in turn will recommend approval or disapproval of the candidate. The Board of Directors will make the final decision on the applicant's membership application. The Board's decision will be communicated to the candidate in writing. Once ratified, the candidate becomes a member by payment of the membership fee and agreement to follow the bylaws of Casa Cultural Canaria.
- 5.7 For family memberships the candidate must notify the Board of Directors in writing of the names and other personal information of the family members

wishing to be included in the membership. Once accepted as a family membership all members must be in good standing with the association for the family membership to continue.

ARTICLE VI

(Suspension of Membership)

- 6.1 **Disciplinary Measures** - The Board of Directors shall suspend the rights of any member found to be in violation of the rules, regulations and bylaws of Casa Cultural Canaria, Inc.
- 6.2 **Process** – The member shall have a written statement from the Board of Directors outlining the reasons for the disciplinary measures. The letter shall be mailed to the last address of record of the member. It shall specify the charges and a date of hearing before the Board of Directors. The letter shall be mailed no later than 30 days after the Board has reached a decision.
- 6.3 The hearing shall take place before the Board of Directors at a special meeting called for this purpose. The member shall have the opportunity to answer the charges and present evidence on his behalf. After deliberations the Board of Directors shall decide what sanctions (or termination of membership) if any are to be made and communicate the decision to the member immediately in writing.
- 6.4 From the time of the first disciplinary communication with the member to the final hearing in front of the Board, all rights of the member in the organization shall be suspended pending the final outcome of the hearing before the Board of Directors.
- 6.5 The Board of Directors can suspend all rights and privileges of a member who has not paid his association dues for two months. The member will be informed prior to suspension that his dues are owed and a report will be made to the Board of Directors as to why this member is delinquent. The Board will then take into consideration the reasons for the late payment of fees and will rule whether to suspend or not. If the Board rules to suspend the member will be informed in writing. If a period of three months goes by after the letter from the Board is mailed to the member and the member does not respond or pay his dues the Board can move to terminate his membership in Casa Cultural Canaria, Inc.

ARTICLE VII

(Termination of Membership)

Membership in Casa Cultural Canaria, Inc. shall be terminated for any of the following reasons:

- 7.1 Failure to pay membership dues. The Board of Directors shall act according to paragraph 6.5 above and the member shall be terminated.
- 7.2 The Board of Directors can terminate a member based on violations of the organization bylaws, rules and regulations. It can also terminate a member following a suspension if the infraction is committed again.
- 7.3 The Board of Directors can terminate a member is the member has negatively affected the interests of Casa Cultural Canaria, Inc. The termination shall proceed according to paragraphs 6.2, 6.3, and 6.4 above.
- 7.4 A member can withdraw from the organization voluntarily by writing to the Board of Directors. The Board will accept such resignation if the member is current in his payment of dues and he has no other outstanding amounts owed to the organization.

ARTICLE VIII **(Board of Directors)**

The Board of Directors is the governing body of Casa Cultural Canaria, Inc.

- 8.1 The Board of Directors shall be made up of eleven (11) members.
- 8.2 The Board of Directors shall be nominated, by the general membership in good standing of Casa Cultural Canaria, Inc., for a consecutive period of three years. They can be reelected by a majority vote.
- 8.3 Upon suspension a member of the Board ceases to be a Director.
- 8.4 Failure to pay membership dues results in suspension of a Director. The suspended Director will be substituted by the Board from three members chosen by the President. Upon payment, pursuant to paragraph 6.5, the Board of Directors will vote on whether to reinstate the member on the Board of Directors.
- 8.5 The Board of Directors shall name an Executive Director who will not have voting privileges.
- 8.6 The Board shall meet once a month on the first Friday of each month at 7:30pm.
- 8.7 The president of the Board shall convene a special meeting by notifying all members in writing five days prior to the day that such a special meeting is to take place. The notice shall state the purpose of the meeting and no other topic shall be discussed.

- 8.8 Three members of the Board of Directors can convene a special meeting. All provisions of paragraph 8.4 apply.
- 8.9 Any change from the stated time and date of the meeting as outlined in paragraph 8.3 shall be communicated to all members of the Board of Directors in writing seven days before the scheduled meeting is to take place.
- 8.10 The Board of Directors must have a quorum present to make any decision binding on the organization.
- 8.11 Case Cultural Canaria's fiscal year shall commence on the last Saturday of the month of June.
- 8.12 On the last Saturday of June, the President of the Board of Directors shall give a financial statement of the organization to all its members. The financial statement shall include information on membership dues collected, amounts spent, the reasons for the expenditures, and a proposed budget for the next fiscal year.
- 8.13 The Board of Directors shall vote to establish committees as needed for the organization.

ARTICLE IX

(Officers)

At the first meeting of the Board of Directors the Board shall elect the following officers from its list of members.

- 9.1 President – reports to the Board of Directors. The President's function is to guard the bylaws and rules of the organization, to name the president and members of each committee, sign and administer all contracts (approved previously by the Board of Directors) made on behalf of the organization and other administrative functions as set forth by the Board of Directors at their annual meeting.
- 9.2 Vice President – will substitute the president when the president is unavailable. The President with the Board of Director's approval will set his duties.
- 9.3 Secretary – presides over membership meetings. With the President's approval handles all correspondence for the organization. Will maintain the membership lists the itemized list of the organization's assets, and any and such other duties as the President, with the Board's approval, designates.

- 9.4 Treasurer – Responsible for all accounting functions. These include:
Custody of membership dues, signature on bank account in conjunction with the President or other person designated by the Board, collection of membership dues, preparation of monthly statements for the Board showing collections, amounts outstanding, and delinquent members. The Treasurer will have custody of all financial records and his job can include other accounting functions as designated by the President with the Board of Director's approval.
- 9.5 Treasurer's Assistant – the Board of Directors at the request of the President can designate an Assistant Treasurer to help the Treasurer carry out the duties outlined in paragraph 9.4.
- 9.6 Executive Director – when the Board of Directors can afford to do so, it can hire an Executive Director to oversee the day to day operations of the organization.

ARTICLE X

(Committees)

The Board of Directors shall name the following committees to assist in the governing of the association.

- 10.1 Executive committee made up of the President, Vice President, Secretary and treasurer
- 10.2 Cultural committee.
- 10.3 Public relations committee to handle publications and public relation events for the organization.
- 10.4 Special social committee for special social events.
- 10.5 Membership committee.
- 10.6 Finance committee.
- 10.7 Any other committee the Board of Director elects to have to benefit Casa Cultural Canaria.

ARTICLE XI

(Elections)

The Board of Directors shall organize a Nominating Committee three months prior to the June meeting of the Board. The mission of the Nominating Committee shall be to produce candidates to fill the vacant positions on the Board of Directors.

- 11.1 The members of this committee shall be two members from the Board of Directors, and four regular voting members, who are current on their membership dues.
- 11.2 The committee shall have at least two candidates per vacancy pursuant to paragraph 11.3.
- 11.3 Any member in good standing can present his application for the vacancies on the Board to the Nominating Committee by having 20% of the members ratify his candidacy in writing.
- 11.4 The Treasurer shall certify that the members ratifying a candidate's application are voting members in good standing.
- 11.5 The Nominating Committee shall advertise the applicants to all members 20 days prior to the election.
- 11.6 During the Board of Directors regular monthly meeting in July, the Board shall convene an Electoral Committee. The President shall direct it. If the President is unavailable then by the Vice President. This committee shall supervise the election of candidates to the Board.
- 11.7 The Electoral committee shall be composed of two members of the Board of Directors without vote and four regular voting members in good standing.

ARTICLE XII

(Voting)

Once the Nominating Committee has nominated the candidates, the Electoral committee will mail ballots to all members of Casa Cultural Canaria, Inc., in good standing.

- 12.1 The ballot shall state the number of candidates by position in alphabetical order. There will be a blank space after each name to allow the member to vote.
- 12.2 The President and the Secretary of the Electoral committee shall sign the ballots.
- 12.3 If the member has not personally received his ballot, the ballot shall be mailed to him at least ten days prior to the election. A smaller envelope shall be included with the Electoral Committee's return address so the member can mail it back.

- 12.4 Only one vote per candidate. If a member elects more candidates than vacancies then his ballot will be invalidated.
- 12.5 The Electoral Committee will keep the ballots sealed until the day of the elections when at 8:00 PM the votes are counted in front of the entire committee.
- 12.6 The Electoral Committee shall count the votes and name the new Directors. They shall advertise to the members the results of the election.

ARTICLE XIII (Modifications)

The Board of Directors is authorized to change the bylaws and rules of Casa Cultural Canaria, Inc.

- 13.1 The members through their regular meetings can propose a change to the by-laws of the organization.
- 13.2 The proposed change must have the approval of seventy-five percent of the membership in good standing. The proposed change is then submitted to the Board of Directors. The Board of Directors will submit the proposed change to a lawyer licensed under the laws of the State of Florida. Said lawyer will within 30 days report back to the Board of Directors on the legality of the proposed change.
- 13.3 The Board of Directors, at its regular meeting, or special meeting for the purpose, shall decide by majority vote on the proposed changes.
- 13.4 The meeting for the proposed change must be announced to the membership of the organization at least 30 days in advance.
- 13.5 The approved changes shall then become effective on the first day of the following month after their approval.

ARTICLE IVX (Purchasing Power)

The Board shall approve the purchase of any fixtures needed by the organization by a majority vote. It must be ratified by the Membership Committee.

Guillermo Sureda Arbelo

Signature of Incorporator

GUILLERMO SUREDA ARBELO

3/5/98
Date

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.



Registered Agent:

3/5/98
Date

Marianne Salazar, Esq.
75 West Commerce Center
2635 West 81 Street
Hialeah, Fla. 33016

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