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A professional corp. composed of professional corps.

**N99000006373**

FAX: (954) 524-0118

**MEMO**

**To:** Division of Corporations  
**From:** Conrad S. Kulatz, Esq.  
**Subject:** Incorporation of The Polish American Club of Fort Lauderdale  
**Date:** October 1, 1999

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-10/04/99--01087--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Please file the enclosed Articles of Incorporation for The Polish American Club of Fort Lauderdale, Florida, Inc. at your earliest convenience upon receipt.

I have enclosed two copies of the articles so that you will have one to return to me with the date stamp of the division evidencing the filing of the papers.

I do not require a certified copy, but it is important to get the filing done as soon as practicable.

The return copy with the division "date filed" stamp on it may be returned by regular mail in the envelope I have provided.

Thanks for your help with this incorporation.

Cordially,



Conrad S. Kulatz, Esq.

**FILED**  
99 OCT 26 AM 8:56  
STATE  
DIVISION OF CORPORATIONS  
FORT LAUDERDALE, FLORIDA

W6081599/K-30168

W99-23104

AKC 10/27/99



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 12, 1999

KULATZ & DOBBINS, P.A.  
CONRAD S. KULATZ, ESQ.  
633 S.E. THIRD AVENUE  
FORT LAUDERDALE, FL 33301

SUBJECT: THE POLISH AMERICAN CLUB OF FORT LAUDERDALE,  
FLORIDA, INC.  
Ref. Number: W99000023104

We have received your document for THE POLISH AMERICAN CLUB OF FORT LAUDERDALE, FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

**YOU MUST LIST REGISTERED AGENT STREET ADDRESS.**

Please return the original and one copy of 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 (850) 487-6926.

Cheryl Gallmon-Case  
Document Specialist

Letter Number: 299A00049173

**ARTICLES OF INCORPORATION OF  
THE POLISH AMERICAN CLUB OF FORT LAUDERDALE, FLORIDA, INC.**

(A Florida Non-Profit Corporation)

**ARTICLE I**

**NAME**

The name of the Corporation shall be THE POLISH AMERICAN CLUB OF FORT LAUDERDALE, FLORIDA, INC.

**ARTICLE II**

**BUSINESS OFFICE - REGISTERED AGENT**

The business office of this Corporation shall be located at 935 Rock Island Road, North Lauderdale, Florida 33068. The initial registered agent and office of the corporation is Conrad S. Kulatz at 633 S.E. Third Avenue, Suite 4R, Fort Lauderdale, Florida 33301.

**ARTICLE III**

**CORPORATE NATURE**

This is a nonprofit corporation, organized for the benefit of the public welfare pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE IV**

**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE V**

**PURPOSE**

The purposes for which this Corporation is formed are as follows:

- (a) for the advancement of educational, charitable, and any other related or corresponding public welfare purposes by the distribution of its funds for such purposes.
- (b) to promote friendship and understanding between people of Polish descent and between them and the American people.
- (c) to foster international friendship and understanding; especially as these activities may impact and involve people of Polish descent.
- (d) to promote the general public welfare of the local community by helping to advance its civic, social and cultural programs.

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(e) to operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt.

## ARTICLE VI PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under section 501(c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended or by any organization contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

## ARTICLE VII MEMBERSHIP

### Section 1. Members

Any person interested in the objects and purposes of this organization and who agrees to be bound by the Articles of Incorporation and bylaws thereof and by such rules and regulations as may from time to time be adopted by the Board of Directors of this organization is eligible for membership upon the payment of the proper club dues, as provided.

### Section 2. Classification of Members.

**Regular Members.** Regular Members shall be subject to all the duties and obligations of the organization and shall be required to engage actively in the various projects of the organization. They shall attend meetings regularly, be entitled to vote, hold office and sponsor new members into the organization.

**Social Members.** Social Membership shall not carry with it the right to vote or hold office in the corporation, but all other qualifications and requirements of these Articles and the By-Laws of the corporation shall apply.

**Life Members.** Any active Regular Member in good standing may, after ninety days of membership, elect to donate to the club the sum of money set by the Board of Directors as a Life Membership Fee. Upon payment of said Life Membership Fee, said member will be carried on the books of the club as a fully paid member for the duration of his/her lifetime, with no further obligation to pay membership dues, subject to the other provisions hereof.

Honorary Membership. Honorary Membership may be bestowed upon a person by a two-thirds vote of the membership at large for outstanding achievement or extraordinary service in the furtherance of the purposes of the club. An Honorary Member shall have no obligation to pay dues.

### Section 3. Duration.

All memberships (except Life Memberships and Honorary Memberships) shall be of one (1) year duration and shall be required to be renewed annually in advance, for the ensuing year, by the payment of the required dues. Dues shall be payable in advance on the first day of each month.

### Section 4. Rights of Members.

The right of a member to vote or hold office, and all of his or her other rights and interest in the organization shall cease on the termination of his or her membership. No member shall be entitled to share in any distribution of the corporate assets upon the dissolution of this organization's corporate structure.

### Section 5. Application and Membership.

A prospective member shall be eligible for membership upon the presentation of a sponsored, approved application to the Board of Directors.

### Section 6. Membership Committee.

The Membership Committee shall consist of the Membership Financial Secretary who shall be elected by the members. If a prospective member shall be sponsored by an active member of the organization, the decision of the Board of Directors to accept such prospect for membership shall be final.

### Section 7. Resignation.

Any member may resign from the organization by delivering a written resignation to the President or Secretary.

### Section 8. Default of Dues Obligations.

If any member shall default in the payment of dues for a period of three (3) months of the fiscal or calendar year for which such dues are payable, his or her membership shall be terminated by the Board of Directors by a two-third vote thereof, provided that written notice of such action and delinquency shall have been mailed to the member at his last known address at least fifteen (15) days prior to the date such action is taken.

**Section 9. Reinstatement.**

A member who has resigned in good standing may apply for reinstatement. Upon the approval by the Board of Directors, and the payment by such member of the current dues, he or she shall be thereupon reinstated.

**Section 10. Termination by Board of Directors.**

Upon motion duly made and seconded, a person's membership may be terminated by a majority vote of the Board of Directors at a regular or special meeting of the Board of Directors. A member may appeal the decision to terminate his or her membership to the members as a body, not later than at the next regular monthly meeting of members. The decision of the Board to terminate said membership may only be reversed by a vote of two thirds (2/3) of members present and eligible to vote. Any member whose membership is in jeopardy shall have been mailed notice of same by regular mail to his or her last known address at least fifteen (15) days prior to the date such action is taken. Notice of same shall state the place, date, time and purpose of the meeting.

**ARTICLE VIII  
BOARD OF DIRECTORS**

**Section 1. Management.**

The general management of the affairs of the club shall be vested in the Officers of the club under the supervision of the Board of Directors.

**Section 2. Number of Directors.**

The number of directors shall be five. The names and addresses of the initial Board of Directors are as follows:

Teresa Mroczka  
9273 S.W. 8<sup>th</sup> St. #214  
Boca Raton, FL 33428

Irene Le Va  
550 N.W. 39 Ave.  
Coconut Creek, FL 33066

Zenon Brukwicki  
860 Somerset Ave.  
Davie, Florida 33325

Halina Pluta  
865 W. 9<sup>th</sup> Avenue  
Boca Raton, FL 33486

Kazimierz Mytych  
6850 S.W. 19<sup>th</sup> Manor  
Pompano Beach, FL 33068

**Section 3. Election of Directors.**

The Board of Directors shall be elected by the Members of the organization at the annual meeting of Members, Officers and Directors by a majority vote of those present.

#### Section 4. Duties and Powers of Directors.

The Board of Directors shall have the authority to:

- a. hold meetings at times and places as may be deemed proper and necessary,
- b. admit, suspend or expel members,
- c. appoint committees on particular subjects from members of the board or from the membership of the organization,
- d. audit bills and disburse the funds of the organization,
- e. print and circulate documents and publish articles,
- f. carry on correspondence and communicate with other associations with the same interests,
- g. employ agents,
- h. devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the club and protect the interests and welfare of the members,
- i. remove any or all of the officers of the club with due cause prior to the termination date of such office,
- j. elect substitute directors in the event any director resigns or is removed from office prior to the termination date of his or her office,
- k. terminate the contract of any firm, individual or other entity employed by the club to perform any and all nature of services to the club, and

#### **ARTICLE IX OFFICERS**

##### Section 1. Number.

The officers of the Corporation shall be the President, First Vice President, Secretary,

Treasurer, and such other officers with such powers and duties not inconsistent with these Articles as may be determined by the Board of Directors from time to time. The names and addresses of the initial Officers are:

Jerzy Olszewski, President  
935 Hillsboro Mile  
Hillsboro Beach, FL 33062

Grace Brukwicki, Secretary  
860 Somerset Avenue  
Davie, Florida 33325

Halina Sosnowka, 1<sup>st</sup> V.P.  
5260 N.E. 26<sup>th</sup> Avenue  
Ft. Lauderdale, FL 33308

Teresa Koloczek, Treasurer  
2181 N.E. 67<sup>th</sup> Street #631  
Ft. Lauderdale, FL 33308

#### Section 2. Term of Office.

Officers shall be elected by ballot by the Members entitled to vote at the annual meeting of the Board of Directors and Members. Officers shall serve for one year.

#### Section 3. Installation, Commencement of Duties.

The officers newly elected at the annual meeting shall be installed and take office at the same time as and simultaneously with the installation of the Board of Directors.

#### Section 4. Nomination of Officers.

(a) The President shall appoint a Chairman and five (5) members to serve as a Nominating Committee to present a slate of candidates for each office of the club to be elected at the annual meeting.

(b) The duty of the Nominating Committee shall be to select candidates for office from among the Members believed to be best qualified for each office and to submit such names to the Board prior to the annual meeting. Any Regular or Life Member may present himself or herself to the Nominating Committee as a candidate.

#### Section 5. Consent to Election.

Only those persons who have signified their consent to serve if elected shall be nominated for or elected to any office.

#### Section 6. Multiple Offices.

Any Member may be on the ballot for more than one office but may only serve in one office.



Section 7. Vacancies in Office.

Should the office of the President become vacant for any reason during his or her term of office, the First Vice President shall succeed to that office for the unexpired term thereof. Vacancies in all other elected offices shall be filled for any unexpired term by appointment by the Officers and Board of Directors.

**ARTICLE X  
SUBSCRIBERS**

The names and residence addresses of the Subscribers of this corporation are as follows:

Jerzy Olszewski  
935 Hillsboro Mile  
Hillsboro Beach, FL 33062

Grace Brukwicki  
860 Somerset Avenue  
Davie, Florida 33325

**ARTICLE XI  
BYLAW OR CHARTER AMENDMENT**

The Bylaws or the Articles of Incorporation of this Corporation may be lawfully amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the Members and Directors at which a quorum shall be present.

Upon approval and ratification of such amendment to the Bylaws or Charter of the Corporation as above set forth, the Bylaw Committee shall thereupon proceed to prepare such amendment and see to the filing of any document with the proper government authority.

**ARTICLE XII  
PARLIAMENT AUTHORITY**

The Rules contained in Roberts Rules of Order as Revised shall govern the Board of Directors, Officers, Chairmen of various Committees, and the Members in all cases to which they are applicable.

**ARTICLE XIII  
FISCAL YEAR**

The Fiscal Year of the Corporation shall commence on the first day of January, and terminate on the thirty first day of December of each calendar year.

**ARTICLE XIV  
SEAL**

The Corporation shall have a seal of such design as may be approved by the Board of Directors.

**ARTICLE XV  
DISTRIBUTION OF ASSETS**

Upon dissolution, liquidation and winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for the purposes set out in Article V of these Articles, as shall at the time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954 as amended, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as such Court shall determine.

**ARTICLE XVI  
SHARE CERTIFICATES**


The corporation shall issue no share certificates.

**ARTICLE XVII  
INDEMNIFICATION**

The corporation is be empowered to indemnify any officer or director, or any former officer or director, by a majority vote of a quorum of Directors, in the manner provided in Section 607.014 of the Florida Statutes, as amended. If such indemnifications is authorized by the directors or Members, expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding in the manner described in Subsection 5 of Section 607.014 of the Florida Statutes, as amended.

**WE THE UNDERSIGNED**, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 29<sup>th</sup> day of September, 1999.

  
\_\_\_\_\_  
Jerzy Olszewski, Subscriber

  
\_\_\_\_\_  
Grace Brukwicki, Subscriber

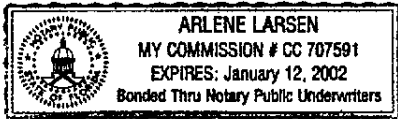
State of Florida )  
                          ) ss.  
County of Broward)

**ACKNOWLEDGMENT**

The foregoing instrument was acknowledged before me this 29th day of September, 1996 by JERZY OLSZEWSKI and GRACE BRUKWICKI, subscribers herein, who are personally known to me.

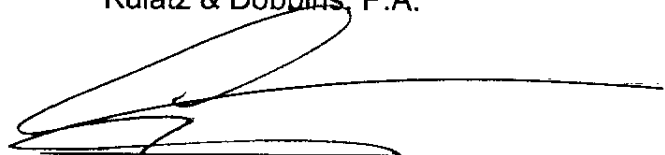
My Commission Expires:

  
\_\_\_\_\_  
Notary Public



Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Kulatz & Dobbins, P.A.

  
\_\_\_\_\_  
Conrad S. Kulatz, Esquire

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99 OCT 26 AM 8:56  
ALLAHBACH COUNTY, FLORIDA