

STATE OF FLORIDA

DEPARTMENT OF STATE

I certify that the attached is a true and correct copy of the Articles
Of Incorporation of **Dale Village Social Club, Inc.**, a
Corporation not for profit organized under the Laws of the State of
Florida, filed on December 11, 1980, as shown by the records of this
Office.

The charter number for this corporation is 755513

Given under my hand and the
Great Seal of the State of Florida,
At Tallahassee, the Capital this the
15th Day of December 1980

Georges Firestone
Secretary of States

FLORIDA DEPARTMENT OF STATE

**George Firestone
Secretary of State
Ron Levitt
Assistant Secretary Of State**

DIVISION DES CORPORATIONS

December 15, 1980

**Michael E. Samuel, Esq.
1939 Harrison St.
Hollywood, FL 33020**

Ref. 31

Dear Mr. Samuel:

**Articles of incorporation for DALE VILLAGE SOCIAL CLUB, INC.,
A corporation not for profit, were filed on December 11, 1980, and
Assigned charter number 755513. Your check for \$63.00 has been
Deposited.**

Enclosed is a certified copy of the articles.

**Should you have any questions regarding this matter, please
Telephone (904) 487-1322, the World Processing Section.**

Sincerely,

**D.W. McKinnon, director
Division of Corporations**

DWM/mk

**FLORIDA - State of the Arts
The Capitol Tallahassee, Florida 32301**

ARTICLES OF INCORPORATION
OF
DALE VILLAGE SOCIAL CLUB, INC.

We, the undersigned, hereby associate ourselves for
The purpose of forming and organizing a corporation not for
profit, under the laws of the State of Florida, and pursuant
to the provisions of the Statutes of the State of Florida,
Providing for the formation, liabilities, rights, privileges
and immunities of a corporation not for profit, do hereby
certify as follows:

ARTICLE I

The name of the corporation shall be as follows:

DALE VILLAGE SOCIAL CLUB, INC.

ARTICLE II

Purposes and Objects of the Corporation

Section 1

To provide entertainment for the members of the corporation.

Section 2

To provide social activities for the members of the corporation.

Section 3

To perform charitable work in the community.

ARTICLE III

Membership in this corporation shall not be limited and shall be open to anyone interested in the progress and development of the Dale Village Social Club and all residents and guest residing in Dale Village.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The names and residences of the subscribers to these Articles of Incorporation are as follows:

Roger Lamouche	4801 S.W. 27 th Court Pembroke Park, Florida
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Fern Rowe	4950 S.W. 28 th Court Pembroke Park, Florida
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W.Deschenes	4885 S.W. 28 th Street Pembroke Park, Florida
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ARTICLE VI

The names and residences of the officers who are

To manage affairs of the corporation are as follows:

President	Roger Lamouche 4801 S.W.27 th Court Pembroke Park, Florida
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Vice-President

Fern Rowe
4950 S.W.28th Court
Pembroke Park, Florida

Secretary

W. Deschenes
4885 S.W.28th Street
Pembroke Park, Florida

Treasurer

B. Cantin
4940 S.W. 28th Street
Pembroke Park, Florida

Each officer shall serve for a term of two years and no officer shall serve for more than two successive terms in the same office.

The above-named officers shall serve until the first election under the Articles of Incorporation. The officers shall be appointed by the Board of Directors of the Corporation.

ARTICLE VII

The number of directors of this corporation shall not be less than three not more than fifteen. The names and residences of the first Boards of directors of this corporation who shall hold office for the first year or until their successor are elected and have qualified, shall be as follows:

Roger Lamouche

4801 S.W. 27th Court
Pembroke Park, Florida

Fern Rowe

4950 S.W. 28th Court
Pembroke Park, Florida

Ray Byers

5041 S.W. 28th Court
Pembroke Park Florida

B.Cantin

4940 S.W. 28th Street
Pembroke Park, Florida

W.Deschenes

4885 S.W.28th Street
Pembroke Park, Florida

ARTICLE VIII

The Articles of Incorporation and the bylaws of the Corporation may be amended, rescinded or altered by a two-thirds majority vote of the members present at any regular meeting. These proposed actions must be published thirty days preceding the regular meeting of the corporation.

ARTICLE IX

The principal office of the corporation shall be located
At 5001 Hallandale Beach Boulevard, Pembroke Park, Florida and the name
Of the Registered Agent is ROGER LAMOUCHE,

IN WITNESS WHEREOF, we have hereunto set our hands

And seals this 12 day of DECEMBER 1980.

Roger Lamouche

Fern Rowe

W.Deschenes

STATE OF FLORIDA)
COUNTY OF BROWARD)

BE IT REMEMBERED that on this day personally appeared before me, the undersigned Notary Public, in and for the State Of Florida at large, ROGER LAMOUCHE, FERN ROWE, AND W.DESCHENES, subscribers to the Foregoing Articles of Incorporation, known to me personally to be such, and upon their respective oaths and simultaneously they acknowledged the said Articles to be the act and deed of the signers and the facts stated therein to be truly set forth.

WITNESS my hand and official seal at Hollywood, Broward County, in the State of Florida, this 2nd day of December 1980.

Ellen Hulil

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JUNE 17 1982
BONDED THRU GENERAL INS UNDERWRITERS

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHON PROCESS
MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT DALE VILLAGE SOCIAL CLUB, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF PEMBROKE PARK
CITY

STATE OF Florida HAS NAMED ROGER LAMOUCHE
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 4801 S.W. 27TH Court
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Pembroke Park, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE ROGER LAMOUCHE
(CORPORATE OFFICER)

TITLE President

DATE 12-02-1980

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES

SIGNATURE ROGER LAMOUCHE
(RESIDENT AGENT)

DATE 12-02-1980

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**CONSENT TO ACTION TAKEN IN LIEU OF THE
CONORGANIZATION MEETING
Of**

DALE VILLAGE SOCIAL CLUB, INC.

The undersigned, being the incorporator(s) of the corporation hereby consent(s) to the action taken, as hereafter stated, in lieu of the organization meeting:

A copy of the certificate of incorporation together with the receipt issued by the Department of State showing the date and payment of the filing fee and organization tax for the original certificate of incorporation was appended to this statement.

By-laws regulating the conduct of the affairs of the corporation, as prepared by Michael E Samuel, Esq. 1939 Harrison St. Hollywood, FL 33020, counsel for the corporation was adopted and ordered appended Thereto.

The person(s) whose name(s) appear below were appointed director(s) of the corporation:

Roger Lamouche	B.Cantin
Fern Rowe	W. Deschesnes
Ray Byers	

The principal office of the corporation was fixed at:

5001 Hallandale Beach Boulevard
Pembroke Park, Florida

Dated

The undersigned accept their appointment as directors:

Roger Lamouche

Fern Rowe

Ray Byers

B.Cantin

W.Deschesnes

The following are appended to this consent:

Copy of the certificate pf incorporation
Receipt of the Department of State
By Laws

Organization Consent

BY-LAWS

Of

DALE VILLAGE SOCIAL CLUB, INC

ARTICLE I - OFFICES

The principal office of the corporation shall be in the city of **PEMBROKE PARK** County of **Broward State of Florida**.

The corporation may also have offices at such other places within or without this State as the board may from time to time determine or the business of the corporation may require.

ARTICLE II - PURPOSES

The purposes for which this corporation has been organized are the follows:

To provide entertainment for the members of the corporation

To provide social activities for the members of the corporation

To perform charitable work in the community

To provide French TV for the members of the corporation

ARTICLE III - MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP.

Open to anyone interested to the progress and development of the DALE VILLAGE SOCIAL CLUB INC. and all residents and guest residing in DALE VILLAGE.

2. MEMBERSHIP MEETING.

The annual membership meeting of the corporation shall be held from November 1 and December 31 of each year except that if such day be a legal holiday then in that event the directors shall fix a day not more than two weeks from the date fixed by these by-laws. The secretary shall cause to be mailed to every member in good standing at his address as it appears on the membership roll book of the corporation a notice stating the time and place of the annual meeting.

Special meeting of the corporation shall be held:

- a) When called by the board of directors.
- b) When a written request signed by at least fifteen (15) members is presented to the board of director or the president or the secretary.

The presence at any membership meeting of not less than fifteen (15) members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than three (3) weeks from the date scheduled by the by-laws and the secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any Adjourned meeting.

A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

3. SPECIAL MEETINGS.

Special meetings of the corporation may be called by the directors. The secretary shall cause a notice of such meeting.

To be mailed to all members at their address as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting, Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No more business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all-present at such meeting.

4. FIXING RECORD DATE

For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty non less than ten days before any such meeting, not more than fifty days prior to any other action.

5. ACTION BY MEMBERS WITH A MEETING

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

6. PROXIES

Every member entitled to vote at the meeting of members or to express consent or dissent without a meeting may authorize another person or person to act for him with a proxy.

Every proxy must be signed by the member or his attorney-in-fact, No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

7. ORDER OF BUSINESS

The orders of business at all meeting of members shall be as follows:

1. Roll call
2. Reading of the minutes of the preceding meeting
3. Treasurer report
4. Report of committees
5. Reports of officers
6. Old and unfinished business
7. New Business
8. Good and Welfare
9. Adjournments

8. MEMBERSHIP DUES

Membership dues of \$3.00 are required per year for any social activities. The Social Club fiscal year is from November 1st through October 31st of each year.

ARTICLE IV -DIRECTORS

1. MANAGEMENT OF THE CORPORATION

The corporation shall be managed by the board of directors, which shall consist of not less than three and not more than fifteen directors. Each director shall be at least nineteen years of age.

2. ELECTION AND TERM OF DIRECTORS

At each annual meeting of members the memberships shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of directors may be increased or decreased by vote of the members or by a vote of a majority of all of the directors. No decrease in-number of directors shall shorten the term of any incumbent director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation, Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation; death or removal shall be elected to hold office for the unexpired term of his predecessor.

5. REMOVAL OF DIRECTORS

Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the members.

6. RESIGNATION

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. **QUORUM OF DIRECTORS**

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

8. **ACTION OF THE BOARD**

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

9. **PLACE AND TIME OF BOARD MEETINGS**

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

10. **REGULAR ANNUAL MEETING**

A regular annual meeting of the board shall be held immediately following the annual meeting of members at the place of such annual meeting of members.

11. **NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT**

Regular meetings of the board may be held without notice at such time and place, as it shall from time to time determine. Special Meetings of the board shall be held upon notice to the directors and may be called by the president upon three days' notice to each director either personally or by mail or by wire; special meeting shall be called by the president or by the secretary in a like manner or written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

12. **CHAIRMAN**

At all meeting of the board the president, or in his absence, a chairman chosen by the board shall preside.

13. EXECUTIVE AND OTHER COMMITTEES

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

ARTICLE V - OFFICERS

1. OFFICES, ELECTION, TERM

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board following the annual meeting of members. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

2. REMOVAL, RESIGNATION, SALARY

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president and secretary. The salaries of all officers shall be fixed by the board.

2. PRESIDENT

3.

The president shall be the chief executive officer of the corporation, he shall preside at all meetings of the members and of the board; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

4. VICE-PRESIDENT

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president shall have the power and functions of the president. Each vice-president shall perform such other duties at the board shall prescribe.

5. TREASURER

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; he shall also sign all checks, drafts, notes, and orders for the payments of money, which shall be duly authorized by the board of directors and shall be countersigned by the president; he shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the members, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

6. ASSISTANT - TREASURER

During the absence or disability of the treasurer, the assistant-treasurer, or if there are more than one, the one so designated by the secretary or by the board, shall have the powers and functions of the treasurer.

7. SECRETARY

The secretary shall keep the minutes of the board of directors and also the minutes of the members. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; he shall attend to such correspondence as may be assigned to him, and perform all the duties incidental to his office. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members.

8. ASSISTANT-SECRETARIES

During the absence or disability of the secretary, the assistant-secretary, or if there are more than one, the one so designated by the secretary or by the board, shall have all the power and functions of the secretary.

9. **SURETIES AND BONDS**

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

ARTICLE- VI - SEAL

The seal of the corporation shall be as follows:

ARTICLE VII - DISCREPANCIES

If there be any conflict between the provisions of the certificate of incorporation and these By-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE VIII - AMENDMENTS

The by-laws may be adopted or repealed by the members at the time they are entitled to vote, in the election of directors. By-laws may also be adopted, amended or repealed by the board of directors but any by-law adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.

If any by-law regulating an impending election of director is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of members for the election of directors the by-laws so adopted, amended or repealed, together with a concise statement of the change made.