

L'Alliance Française de Dade County, Inc.

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this Corporation shall be: L'ALLIANCE FRANÇAISE DE DADE COUNTY, INC.

ARTICLE II - PURPOSE

The Corporation is organized for the purposes of preserving and fostering the appreciation of French culture in Dade County and to create a spirit of fellowship among Francophiles in the area through means of meetings, lectures, social gatherings, classes in the French language, concerts, exhibits, films, theater, scholarships, cultural exchange, travel, encouragement of youth projects, etc.

ARTICLE III - MEMBERSHIP

The membership of this Corporation shall constitute all persons hereinafter referred to as "subscribers" and such other persons, as, from time to time hereafter, may become members by filling a written application with the Secretary of the Corporation and the payment of one year's dues or a prorated portion thereof according to the rates specified in the Bylaws of the Corporation, except elected officers, who may be granted, at the discretion of the Board of Directors, automatic membership without payment of dues during their term of office and for a maximum period of one year subsequent to the termination of office.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - SUBSCRIBERS

The names and addresses of all subscribers to these Articles of Incorporation are: Yvonne Jeck, 12150 SW 89th Avenue, Miami 33176; Ludovic M. Ladet, 26 Alhambra Plaza, Miami, 33134; Dorothy Dinsmore, 15011 SW 69th Court, Miami 33158.

ARTICLE VI - OFFICERS

Section 1. The officers of the Corporation shall be a President, 2 Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are: Yvonne Jeck, President; Ludovic Ladet, First Vice President; Dulce Goldenberg, Second Vice President; Genevieve Goodman, Secretary; Dorothy Dinsmore, Treasurer; Ginette Hirschberg, Adjunct Treasurer.

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

Section 4. Any officer of the Corporation may be removed without cause, at any annual or special meeting of the Board of Directors, where a quorum is present by the affirmative vote of a simple majority of the Directors present at this meeting.

ARTICLE VII - DIRECTORS

Section 1. The business affairs of this Corporation shall be managed by the Board of Directors which shall consist of not less than nine and not more than fifteen, the number of same to be determined by the Corporate Bylaws.

Section 2. The Board of Directors shall be members of the Corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 4. Any Director may be removed without cause at any annual or special meeting of the members, where a quorum is present, by the affirmative vote of a simple majority of the members present at said meeting.

Section 5. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the Corporation are: Henri Lardon, Key Biscayne, Florida; Danielle Ferré, Miami, Florida; Lester Jeck, Miami, Florida; and Barrett Sanders, Miami, Florida.

ARTICLE VIII - BYLAWS

Section 1. The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may be necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered, or rescinded by a simple majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX - AMENDMENTS TO ARTICLES OF INCORPORATION

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendment.

ARTICLE X - RESIDENT AGENT

The Resident Agent of the Corporation shall be, subject to change of designation, Ludovic Ladet.

ARTICLE XI - MANAGEMENT OF CORPORATE AFFAIRS

The Corporation shall be managed by the concerted effort of the Board of Directors and Officers, together with Committees to whom authority shall be delegated to perform specific functions. The Directors and Officers of the Corporation shall serve without remuneration or salary, with the exception as specified in Article III. Furthermore, they shall be exempt from paying any special fees, assessments, or other charges that may be assessed the general membership. They shall have equal vote with all other members of the Corporation.

(These Articles of Incorporation were executed and filed on 2/22/78 with the Secretary of the State of Florida.)