

RESOLUTION

Be it resolved by the Board of Directors of the Centro Asturiano de Tampa, Inc. that the Articles of Incorporation of Centro Asturiano de Tampa, Inc., a Florida not-for-profit corporation, as amended, are hereby amended as follows:

1. Article III of the Articles of Incorporation, as amended on or about September 6, 1983, is deleted and replaced with the following:

ARTICLE III

MEMBERSHIP

The corporation shall be composed of Regular Members, and other forms of membership as the Board of Directors may, in its discretion, authorize, create, amend, or extinguish, on such terms and conditions as the Board of Directors deems appropriate. A "Regular Member" is a natural person who is 18 years of age or older, initially accepted and approved by the Board of Directors, and current in the payment of the membership dues. Only Regular Members shall have voting rights and the ability to serve on the Board of Directors.

2. Article VI of the Articles of Incorporation, as amended on or about March 21, 1999, is deleted and replaced with the following:

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The affairs, business, operations, and property of the corporation shall be managed and controlled by the Board of Directors, except when the By-Laws require action by vote of the Regular Members.

(b) Directors and Officers. The Board of Directors shall consist of 15 Regular Members (the "Directors"). The Directors shall be comprised of a President, a Vice President, a Secretary, and a Treasurer (collectively, the "Officers"), and 11 other Directors. All Directors shall be elected by the Regular Members. Officers shall be elected or appointed by the Board of Directors in the manner set forth in the By-Laws.

(c) Term of Office. All Directors shall serve 3-year terms. The President and Vice-President shall serve 1-year terms within their 3-year terms as Director. Any Directors and/or Officers may be re-elected for unlimited subsequent terms. Unless he or she dies, resigns, or is removed, Directors and Officers shall hold office until his or her successor is elected.

(d) Three-Year Cycle Elections. In addition, Five Directors shall be elected for a 3-year term at each annual meeting of the Regular Members in rotating three-year cycles, as set forth in the By-Laws. In addition, the President and Vice President shall be elected by the Board of Directors for a 1-year term at each annual meeting of the Regular Members.

(e) Rules and Regulations. Any and all issues, procedures, and/or requirements not specifically stated within the By-Laws or the Articles of Incorporation may be addressed by rules and regulations adopted by the Board of Directors, which is authorized to make, amend, and/or repeal any and all rules and regulations, as it may deem necessary, reasonable, or convenient, from time-to-time, for the corporation and its membership. To the extent, if any, that such rules and regulations are in conflict with the By-Laws, the By-Laws shall supersede and control. To the extent, if any, that the By-Laws are in conflict with the Articles of Incorporation, the Articles of Incorporation shall supersede and control.

3. Article IX of the Articles of Incorporation, as amended on or about September 6, 1983, is deleted and replaced with the following:

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

The Articles of Incorporation and/or the By-Laws may be amended by a majority vote of the Regular Members present, in person or by proxy, at a meeting at which a quorum is present.

4. Article X of the Articles of Incorporation dated January 18, 1968 is hereby deleted.

5. All other provisions of the Articles of Incorporation, as amended, which are not deleted or amended herein shall remain in full force and effect.

6. Pursuant to Section 617.1002(1)(a), Florida Statutes, the Board of Directors directed that the proposed amendments set forth in this Resolution be submitted to a vote of the Regular Members at the annual meeting conducted on March 11, 2018. That meeting was duly noticed in accordance with the requirements of the existing Article IX of the Articles of Incorporation, as amended on or about September 6, 1983.

WITNESSETH that these Amendments to the Articles of Incorporation were duly adopted at the annual meeting conducted on March 11, 2018, at which time these Amendments were adopted by at least a two-thirds majority vote of the quorum present, in person or by proxy.

CENTRO ASTURIANO DE TAMPA, INC.,
a Florida corporation not for profit

By: 
K.R. Lombardia, President