

707570

YMCA of Brevard County, Inc.
2100 D. Park Ave.
Titusville, FL 32780

FILED
97 MAR 27 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R. A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend

VS MAR 28 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 11, 1997

YMCA OF BREVARD COUNTY, INC.
2100 S. PARK AVE.
TITUSVILLE, FL 32780

SUBJECT: THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF
BREVARDCOUNTY FLORIDA, INC.
Ref. Number: 707570

We have received your document for THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF BREVARDCOUNTY FLORIDA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return 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 (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 097A00012202

FIFTH AMENDED
ARTICLES OF INCORPORATION
OF
THE YOUNG MEN'S CHRISTIAN ASSOCIATION
OF
BREVARD COUNTY, FLORIDA, INC.

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WHEREAS, The Articles of Reincorporation of this Corporation were properly voted upon and amended by the method prescribed therein, the following Fifth Amended Articles of Incorporation are presented as the governing document of this Corporation.

ARTICLE I

Name & Object

Section 1. The name of this Corporation shall remain "The Young Men's Christian Association of Brevard County, Florida, Inc."

Section 2. The purpose of the Corporation shall be to put Christian principles into practice through programs and activities that develop the spirit, mind and body of youth, adults and families throughout Brevard County.

Section 3. This Corporation shall maintain affiliation with the National Council of the Young Men's Christian Associations of the United States of America.

Section 4. In accomplishing its objectives, the Corporation may establish and provide for the conduct and maintenance of Young Men's Christian Association work in one or more sections of the geographic area to be served by the Corporation and for particular groups of persons. All branches or subdivisions established by the Corporation shall be under the control and direction of the Board of Directors unless otherwise agreed.

Section 5. The Corporation may hold or dispose of such property, real or personal, as may be given, devised, or bequeathed to it or entrusted to its care and keeping; may purchase, acquire, and dispose of such property as may be necessary to carry out the purpose of the Corporation; and may manage, control and utilize the same in accordance with the provisions of Article III.

ARTICLE II

Membership

Section 1. Any person who supports its purpose may become a member of this Corporation in accordance with such provisions as may be established by its Board of Directors.

Section 2. Any member 18 years of age or older may become a voting member of this corporation if he or she signifies that he or she is in sympathy with the purpose of the Corporation as defined in Article I, Section 2 and indicates his/her willingness to cooperate actively in achieving these purposes and who shares financially each year in the work of the corporation.

Section 3. The responsibilities of each voting member shall be:

- a. To actively assist in achieving the purpose of the Corporation through service on committees or in other ways.
- b. To nominate and elect the Board of Directors.
- c. To amend the constitution.
- d. To represent the Corporation in the cluster, field or National Council of Young Men's Christian Associations, if and when duly authorized under the stated requirements of such representation.

ARTICLE III

Management

Section 1. The management of this Corporation shall be vested in a Board of Directors of individuals at least eighteen (18) years of age and possess the qualifications for voting membership in the Corporation, and the Chief Executive Officer appointed by the Board of Directors.

Section 2. The Board of Directors shall have the full power and authority to administer all of the assets of the Corporation, to exercise all the powers necessary and appropriate to control the work and policy of the Corporation in all its details, including but not limited to the appointment of standing and ad hoc committees and the establishment or dissolution of branches. No contract, debt, or obligations shall be binding unless contracted under authority of the Board.

Section 3. Branch Boards of Management shall be under the control and direction of the Board of Directors as authorized and stated in the Branch Operations Policy.

Section 4. The election of the Board of Directors shall be confirmed by the board members via the process conducted by Nominating Committee as provided for in the By-Laws. The officers of the Board of Directors shall be president, vice-president, secretary/treasurer and other officers deemed necessary, chosen from their own number, as provided for in the By-Laws. These shall also be the officers of the Corporation.

ARTICLE IV

Meetings

Section 1. There shall be an annual meeting of the Corporation at which time the Board of Directors shall report to the membership upon the status of the Corporation. Notice of this meeting shall be given to all voting members by mail at least two (2) weeks in advance of the meeting.

Section 2. The Corporation may hold such other meetings of the general membership or member groups as may be provided for in the By-Laws.

Section 3. Special meetings of the Corporation may be called by the Chief Volunteer Officer or by order of the Board of Directors. Or, upon written request of five (5) percent of the voting membership of the corporation, the Chief Volunteer Officer shall call a meeting specifying the purpose, which shall be incorporated in the notice, and which shall be mailed to each voting member at least ten (10) days in advance of the meeting. No business shall be transacted at such meeting except that for which the call is issued.

Section 4. A written record of the attendance and business transacted at all regular and special meetings of the Corporation shall be maintained and filed as the minutes of the Board of Directors.

ARTICLE V

Dissolution

Section 1. Should this Corporation be dissolved, all assets will be transferred to another non-profit organization in the community qualified to receive the assets, said organization to be selected by a vote of the Board of Directors at the time of dissolution.

ARTICLE VI

By-Laws

Section 1. The Board of Directors shall adopt By-Laws for the government of the Corporation not inconsistent with this Constitution.

ARTICLE VII

Non-Discrimination

Section 1. No person involved in any capacity with this Corporation, be it paid or unpaid, volunteer or participant, shall be discriminated against on the basis of age, sex, race, creed, national origin, or economic level in the use of available programs, facilities, or equipment.

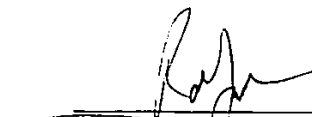
ARTICLE VIII

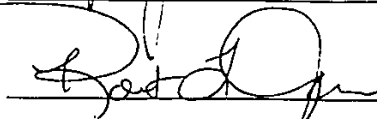
Amendments

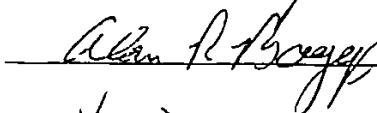
Section 1. This Constitution may be amended by the vote of two-thirds of the voting members present at any regularly constituted meeting of the Corporation provided the substance of such amendment(s) shall have been submitted by the Board of Directors by mail to the voting members at least thirty (30) days prior to the meeting called for such purpose.

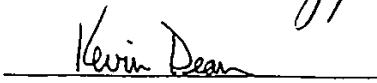
These fifth ammended Articles of Incorporation were voted on and approved by the Brevard County YMCA Board of Directors on January 20, 1997.

Acknowledged by:

 _____ Mr. Robin Fisher, Board Chairman

 _____ Mr. Robert Jordan, Vice-Chairman

 _____ Mr. Alan Boggs, Secretary/Treasurer

 _____ Mr. Kevin Dean, Executive Director

A vote of the membership occurred between the dates of January 25 and February 25, 1997. Receiving no dissenting vote or objections by 100% of the membership, these ammendments were adopted by the YMCA Board of Directors.