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FILED
00 SEP 20 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 12, 2000

Secretary of State
Division of Corporations
Non-Profit Section
Post Office Box 6327
Tallahassee, Florida 32301

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-09/20/00--01060--006
*****78.75 *****78.75

Re: BIG EIGHT SPORTS OFFICIALS ASSOCIATION, INC.

Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced not-for-profit corporation, along with our check in the amount of \$78.75 representing the following:

Filing Fee	\$35.00
Certificate Designating Registered Agent	35.00
Certified Copy of Articles Of Incorporation	8.75

After the original Articles of Incorporation have been filed, please certify the enclosed copy and return it to me. Your attention to this matter is appreciated.

Very truly yours,

BIG EIGHT SPORTS OFFICIALS ASSOCIATION

Stanley M. Montanye

Stan Montanye, President
3733 NW 55th Place
Gainesville, FL 32653

enclosures

P-21
WC

**ARTICLES OF INCORPORATION OF
BIG EIGHT SPORTS OFFICIALS ASSOCIATION, INC.
A FLORIDA NONPROFIT CORPORATION**

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ARTICLE ONE. NAME

The name of this corporation is BIG EIGHT SPORTS OFFICIALS ASSOCIATION, INC.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Chapter 617 of the Florida Statutes.

ARTICLE THREE: GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and for other charitable purposes, by the distribution of its funds for such purposes, and particularly to promote education of sports officials, schools and amateur sports participants. More specifically, the purposes of this organization are:

1. To provide and promote education of the membership, amateur sports teams, school officials and the general public by providing appropriate training, educational opportunities and securing game assignments.
2. To cooperate with the National Federation and the Florida High School Activities Association (FHSAA), to provide competent, standardized officiating for amateur sports served by the Big Eight Sports Officials Association (BESOA).
3. To engage in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of Florida, subject to the restrictions set forth in the Articles of Incorporation and these By-Laws; and
4. To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes.

ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. MEMBERSHIP

(a) Directors as Membership. . . . The sole class of members of this corporation shall be its directors.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE SIX. SUBSCRIBERS

The names and residence address of the subscribers of this corporation are as follows:

Stan Montanye	3733 NW 55 th Place, Gainesville, FL 32653
Leonard DiTomaso	322 Turkey Creek, Alachua, FL 32615
Wanda McCoggle	12632 SW 143 rd Street, Archer, FL 32618
Laura Witter	6014 NW 111 th Place, Alachua, FL 32615
Valerie Pfister	6014 NW 111 th Place, Alachua, FL 32615

ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located in Alachua County.

(b) The name and address of this corporation's registered agent is Mark J. Fraser, Esquire, 527 East University Avenue, Gainesville, Florida 32601. The principal address is the same as the registered office.

ARTICLE EIGHT. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors who need not be members of the Corporation. The number of directors of the corporation shall be not less than three; provided, however, that such number may be changed by a by-law duly adopted by the members.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on May 20, 2001, at 3733 NW 55th Place, Gainesville, Florida. The manner in which directors are elected is set forth in Article V of the corporation's by-laws.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or

other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and by-laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of directors are as follows:

Stan Montanye	3733 NW 55 th Place, Gainesville, FL 32653
Leonard DiTomaso	322 Turkey Creek, Alachua, FL 32615
Wanda McCoggle	12632 SW 143 rd Street, Archer, FL 32618
Laura Witter	6014 NW 111 th Place, Alachua, FL 32615
Valerie Pfister	6014 NW 111 th Place, Alachua, FL 32615

(b) Corporate Officers. The board of directors shall elect the following officers: president, vice president, treasurer and secretary, and such other officers as the by-laws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Stan Montanye	3733 NW 55 th Place Gainesville, FL 32653	President
Leonard DiTomaso	322 Turkey Creek Alachua, FL 32615	Vice President
Wanda McCoggle	12632 SW 143 rd Street Archer, FL 32618	Secretary/Treasurer
Laura Witter	6014 NW 111 th Place Alachua, FL 32615	Softball Director
Valerie Pfister	6014 NW 111 th Place Alachua, FL 32615	Volleyball Director

ARTICLE NINE. BY-LAWS

Subject to the limitation contained in the by-laws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, by-laws of this corporation may be made,

altered, rescinded, added to, or new by-laws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the by-laws.

ARTICLE TEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE ELEVEN. DISTRIBUTION OF ASSETS

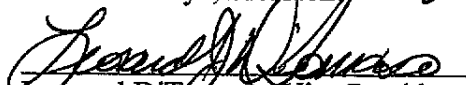
Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively to promote education on sports activities.

ARTICLE TWELVE. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of directors and presented to a quorum of member for their vote. Amendments shall be adopted by the vote of two-thirds of a quorum of members of the corporation.

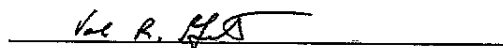
We the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these articles of incorporation on this 10th day of September, 2000.


Stan Montanye, President


Leonard DiTomaso, Vice President


Wanda McCogle, Secretary/Treasurer


Laura Witter, Softball Director


Valerie Pfister, Volleyball Director

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 11th day of September, 2000 by Stan Montanye, who is personally known to me or who produced _____ as identification, and who did (did not) take an oath.

(SEAL)



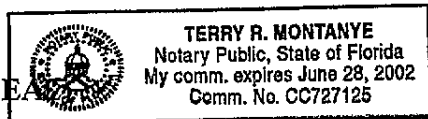
Linda L. DiTomaso
Notary Public, State at Large

Linda L. DiTomaso
Printed Name
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 10th day of September, 2000 by Leonard DiTomaso, who is personally known to me or who produced _____ as identification, and who did (did not) take an oath.

(SEAL)



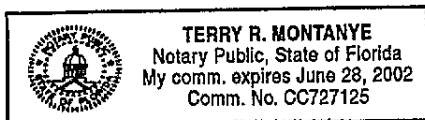
Terry R. Montanye
Notary Public, State at Large

Terry R. Montanye
Printed Name
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 10th day of September, 2000 by Wanda McCogle, who is personally known to me or who produced _____ as identification, and who did (did not) take an oath.

(SEAL)

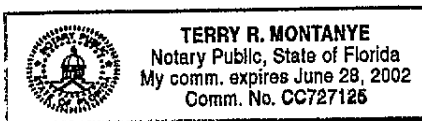


Terry R. Montanye
Notary Public, State at Large

Terry R. Montanye
Printed Name
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 10th day of September, 2000 by Laura Witter, who is personally known to me or who produced as identification, and who did (did not) take an oath.



(SEAL)

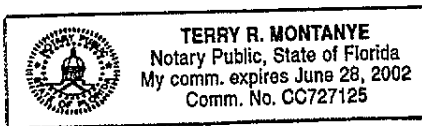
Terry R. Montanye
Notary Public, State at Large

Terry R. Montanye
Printed Name

My Commission Expires:

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 10th day of September, 2000 by Valerie Pfister, who is personally known to me or who produced as identification, and who did (did not) take an oath.



(SEAL)

Terry R. Montanye
Notary Public, State at Large

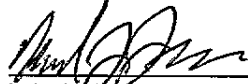
Terry R. Montanye
Printed Name

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Big Eight Sports Officials Association, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 12th day of September, 2000.



Mark G. Fraser, Esquire
FL Bar No.: 8100455
527 East University Avenue
Gainesville, FL 32601
(352) 372-8401

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00 SEP 20 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA