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9/30/04

TRANSMITTAL LETTER

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2004 SEP 30 PM 2:16

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Fort Lauderdale Fastpitch Softball Association, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Erik Brueningsen  
Name (Printed or typed)

2522 Center Avenue  
Address

Fort Lauderdale, FL 33305  
City, State & Zip

954-646-6577  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

*Total of three (3)  
copies of the Articles  
of Incorporation attached  
with original signatures.*

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I NAME**

1.01 The name of the corporation shall be: Fort Lauderdale Fastpitch Softball Association, Inc., hereinafter referred to as the "Softball Association".

**ARTICLE II PRINCIPAL OFFICE**

2.01 The principal place of business and mailing address of this corporation shall be: Fort Lauderdale Fastpitch Softball Association, Inc., 2522 Center Avenue, Fort Lauderdale, FL 33305.

**ARTICLE III PURPOSE**

3.01 The purpose for which the corporation is organized is:

- a) to promote youth softball
- b) to establish and encourage interest and participation in recreational and competitive softball programs, teams, leagues and tournaments;
- c) to provide an organized, supervised and safe environment in which children and adults can have fun and enjoy the game of softball, softball activities and softball programs;
- d) to teach softball skills, rules and strategies to the players of the Softball Association;
- e) to instill in the players of the Softball Association the ideals of (i) good sportsmanship, (ii) honesty, (iii) loyalty, (iv) courage, and (v) respect for authority;
- f) to raise money through registration fees, sponsor fees, and other activities which are necessary to support the Softball Association, to organize said supervised softball activities, to purchase softball equipment and other related softball items as deemed necessary by the Softball Association, and in general to achieve the purposes of the Softball Association;
- g) to acquire by gift, lease, purchase, or otherwise, personal, real, or mixed property for the uses and purposes of the Softball Association, and to sell, lease, dispose of the same at the discretion of the Softball Association and for the uses and purposes for which the Softball Association is formed; and
- h) to make and perform contracts, to do and perform and to engage in any activity or business which is now or may hereafter be permitted under the laws of the United States and of the State of Florida, and to do and perform any and all things necessary or incident to performing and carrying out the purposes and objectives of the Softball Association.

**ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

4.01 A General Membership Meeting is any meeting concerned with the entire membership of the Softball Association. More than one General Membership Meeting may be held per year.

4.02 An Annual General Membership Meeting of the membership of the Softball Association shall be held for the purposes of, among other things, electing the Board of Directors. At the Annual General Membership Meeting, the Voting Members shall determine the number of Directors to be elected for the ensuing year, not to exceed fifteen (15), and shall elect such number of Directors by a two-thirds majority.

4.03 Special Meetings of the membership of the Softball Association may be called by the President when he/she deems it necessary or in the best interests of the Softball Association. At the request of at least seventy-five percent (75%) of the Board of Directors, the President shall cause a Special Meeting to be called. Those Directors requesting said Special Meeting shall be required to deliver notice by mail to the entire membership at least one (1) week in advance of said Special Meeting. Notices for said Special Meeting shall include the date, time and location of said Special Meeting and the business to be transacted at said Special Meeting. No other business but that specified in said notice may be transacted at said Special Meeting. In the event that those Directors requesting said Special Meeting fail to comply with and meet all requirements of this paragraph, the President shall have the right, at his/her discretion, to cancel said Special Meeting.

4.04 At any General or Special Meeting, the presence of at least two-thirds (2/3) majority of the Voting Members shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted. All General and Special Meetings shall be conducted in accordance with the Roberts Rules of Order, except where modified elsewhere in these Articles and the Bylaws of the Corporation. A notice of one (1) week shall be given to the entire membership by any means selected by the President.

4.05 There shall be only two classes of membership:

- a) **Regular Members.** Any person who is a game official, manager or coach of a team, parent or guardian of a child participating in the Softball Association, or performs a service to or for the Softball Association by helping to raise money or further the Softball Association's business, purposes or objectives shall be eligible for a regular membership. Only those persons approved by majority vote of the Directors at any duly held meeting of the Board of Directors shall become **Regular Members**. **Regular Members** shall have no rights, duties, decision making authority, voting privileges, or obligations in the management, operation, or in the property of the Softball Association. The Secretary shall maintain the roll of **Regular Members**.
- b) **Voting Members.** Only those adults submitting a proper application form, and subsequently approved by a majority vote of the Directors at any duly held meeting of the Board of Directors, may become a **Voting Member** upon payment of dues as hereinafter provided. Only **Voting Members** in good standing shall be eligible to vote for Directors at the Annual General Membership Meeting. The Secretary shall maintain the roll of **Voting Members**.

4.06 Dues for **Voting Members** may be fixed at such amounts as the Board shall determine for a particular fiscal year. Dues for **Voting Members** are separate from registration fees, which are determined annually by the Board of Directors. Any **Voting Member**, who fails to timely pay his/her fixed dues may be dropped from the rolls and shall forfeit all rights and privileges of voting membership.

4.07 The Officers of the Softball Association shall be members of the Board of Directors.

4.08 The number of Board of Directors so fixed at the Annual General Membership Meeting may be increased up to fifteen (15) members at any subsequent meeting of the Board of Directors by a two-thirds majority vote of all Directors. If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent meeting of the Board of Directors. All elections of additional Directors shall be by a two-thirds majority vote of all Directors.

4.09 If any vacancy occurs in the Board of Directors, it may be filled by an a two-thirds majority vote of the remaining Directors at any regular Board meeting or by a two-thirds majority vote of all **Voting Members** at any Special Meeting called for that purpose.

4.10 Regular meetings of the Board of Directors shall be held immediately following the Annual General Membership Meeting or on such days thereafter, and as often as deemed necessary, as determined by the President, at a time and place selected by the President.

4.11 Only members of the Board of Directors may make motions and vote at meetings of the Board of Directors. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during Board meetings. Only those Directors in good standing shall be eligible to vote at the Board meetings, and each Director shall have only one vote. A Director shall be considered to not be in good standing if he/she fails to attend three (3) or more Board meetings, without excuse accepted by the President, during that Director's annual term.

4.12 The Board of Directors shall have the power, by two-thirds (2/3) majority vote of all Board members, to discipline, suspend or remove any Director or Officer or **Voting or Regular Member**.

4.13 Consistent with this Article, the Board of Directors may remove a Director upon charges made to the Board by a Voting Member or a Board member. If the Board of Directors determines, by an affirmative vote of not less than seventy-five percent (75%) of those Board of Directors entitled to vote, that there is good cause to remove said Director from the Board, then its determination shall be in writing stating with specificity the basis for the determination and said Director at issue shall be removed. The Director subject to removal shall not be entitled to vote on the issue of his/her removal from the Board. The Board of Directors may adopt such rules as it may, at its discretion, consider necessary for the best interests of the Softball Association for such a hearing.

#### **ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

5.01 The name and address of the Initial Officer – President is:

Erik Brueningsen  
2522 Center Avenue  
Fort Lauderdale, FL 33305

5.02 The name and address of the Initial Officer – Vice President is:

Andrew Mahoney  
720 SE 6<sup>th</sup> Street  
Fort Lauderdale, FL 33301

5.03 The name and address of the Initial Officer – Secretary is:

Erik Brueningsen  
2522 Center Avenue  
Fort Lauderdale, FL 33305

5.04 The name and address of the Initial Officer – Treasurer is:

Ed Angelbello  
609 SW 13<sup>th</sup> Street  
Fort Lauderdale, FL 33315

#### **ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

6.01 The name and Florida street address of the initial registered agent is:

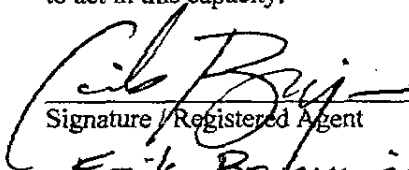
Erik Brueningsen  
2522 Center Avenue  
Fort Lauderdale, FL 33305

**ARTICLE VII INCORPORATOR**

7.01 The name and address of the Incorporator is:


Erik Brueningsen  
2522 Center Avenue  
Fort Lauderdale, FL 33305

Having been named as a registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature / Registered Agent

9/28/04  
\_\_\_\_\_  
Date

Erik Brueningsen  
\_\_\_\_\_  
Print Name / Registered Agent

  
\_\_\_\_\_  
Signature / Incorporator

9/28/04  
\_\_\_\_\_  
Date

Erik Brueningsen  
\_\_\_\_\_  
Print Name / Incorporator

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