

NO7000011981

Alice B. Sims

(Requestor's Name)

1770 Newman Lane

(Address)

(Address)

Talla. FL 32312

(City/State/Zip/Phone #)

850-668-6949



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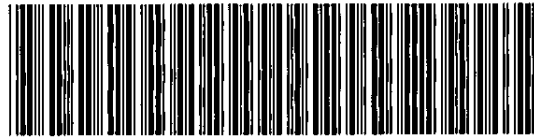
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature]
12/14/07

Articles of Incorporation of
GLOBAL TRACK AND FIELD ASSOCIATION, INC.
A Florida Not for Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of the Corporation is Youth Track and Field Association

ARTICLE 2 - PRINCIPAL OFFICE

The principal office of the corporation shall be located at 1770 Newman Lane in the City of Tallahassee, Florida in Leon County. The corporation shall also have offices at other places as the Board of Directors may from time to time designate.

ARTICLE 3 - PURPOSE

This Corporation shall act as a governing body and shall engage in the following:

- Develop interest and support amateur athletes for participation in state and national competition in track and field, race walking, long distance and cross country running events;
- promote athletics and athletes by conducting competitions and other events, and cooperate with and encourage other organizations which may do so;
- organize and promote either by itself or in combination with other organizations and/or individuals, athletic competitions for both members and others;
- generate public awareness, appreciation, and support for athletics and create opportunities for athletes and athletic events, generate sponsorships to aid this Corporation in fulfilling its purposes and duties;
- provide the means for certification of coaches and officials throughout the State of Florida in all disciplines and at all levels of Athletics;
- provide organization and program development assistance to coaches, officials and youth track and field organizations; and
- Promote/Develop adequate facilities for track & field across America.

The purpose for this corporation is to be consistent with Section 501 (c) (3) of the Internal Revenue Code (and successor provisions). This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation, nor shall it participate or intervene (by publishing or distributing statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE 3 - OFFICERS

The officers of the corporation shall be Board members and shall be elected annually by the Board of Directors at the Annual Meeting and shall serve until their successors are elected. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. The officers of the corporation shall be a Chief Executive Officer, Chief Operations Officer, Vice-President (s), Treasurer, Secretary, Regional Directors, and such other Officers as may be provided in the Bylaws.

Duties of Officers - The officers shall perform the following duties as well as other duties prescribed from time to time by the Board of Directors.

- 1) **Chief Executive Officer** - The Chief Executive Officer of the Corporation shall have general active management of the business of the corporation; preside at all meetings of the Board; see that all order and resolutions of the Board are carried into effect; be responsible to the Board for developing and recommending operation policies, developing plans for present and future operations and for administering the operating account of the corporation.
- 2) **Chief Operations Officer** - The Chief Operations Officer will manage all Youth Track and Field Systems and report to the CEO. In the temporary absence of the Chief Executive Officer from a meeting, the Chief Operations Officer shall serve as Acting Chair and shall have all the powers of and be subject to all restrictions upon the Chief Executive Officer.
- 3) **Vice President(s)** - The Vice President shall perform duties assistant to the Chief Operations Officer and/or regulator of organizational requirements and procedures. The responsibilities may be divided into two Vice presidents. In the temporary absence of the Chief Operations Officer from a meeting, the Vice President shall serve as Acting Chief Operations Officer and shall have all the powers of and be subject to all restrictions upon the Chief Operations Officer.
- 4) **Treasurer** - The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all the duties incidental to

the office of the treasurer and such other duties as may from time to time be assigned by the Chief Executive Officer or by the Board of Directors; coordinate and oversee compliance with all audit and related functions, assist in the preparation of the Corporations' annual budget; coordinate and oversee the preparation and filing of all federal, state, and local tax forms along with all other governmental or institutional financial forms and disclosures.

- 5) **Secretary** - The Secretary shall keep all records of this corporation; be secretary of and attend all meetings of the Board of Directors and record the proceedings of such meetings in the minute book of the Corporation; see that all notices are duly given in accordance with the Bylaws; keep the names and addresses of all members of the Board of Directors of the Corporation; and perform such other duties as prescribed by the Board of Directors or the Chief Executive Officer from time to time.
- 6) **Other Officers** - Other officers may be appointed by the Chief Executive Officer and shall perform such duties and responsibilities as prescribed by the Chief Executive Officer, with the approval of the Board.

The names of the Initial Officers of the Corporation, who are appointed by the Directors to serve until the first election of Officers under these Articles, are:

Chief Executive Officer	Jacques Raphael
Chief Operations Officer	Alice B. Sims
Vice President of Operations	Ernest Sims, Jr.
Vice President of Regulations	Paul Elliott
Secretary	No initial officer designated
Treasurer	No initial officer designated

ARTICLE 4 - BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The first members of the board shall be the persons subscribing to these Articles of Incorporation. The number of Directors of the Corporation may vary from time to time as provided in the Bylaws, but at no time shall be less than five (5) or more than twelve (12). Each Director shall hold office until he/she resigns or become unqualified or until his/her successor have been elected and qualified.

Section 1 - Chairman of the Board: The Chairman of the Board shall preside at all meetings of the Directors, and shall only cast a vote at Board meetings in the event of a tie. He shall perform such other duties as may from time to time be assigned by the Board of Directors.

The Executive Board shall be meet quarterly at such time and place as the Corporation Chief Executive Officer shall determine. Special meetings of the Board may be called by the Chief Executive Officer or one-third of the Directors.

ARTICLE 5 - COMMITTEES

The Board of Directors, by resolution adopted by a majority of the Directors, may designate one or more committees, each or which may consist of one or more Directors, to the extent in said resolution and not restricted by law, shall have and exercise the authority and act on behalf of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 1: Chairman of the Committee: The Chairman of the Committee shall preside at all meetings of the committee and shall perform such duties as may from time to time be assigned by the Board of Directors.

ARTICLE 5 - BI-ANNUAL MEETING

The bi-annual meeting of this Corporation shall be held in January or such other time as the Board shall direct and at such time and place as may be determined by the Board.

- The notice of the meeting shall be by mail, newsletter or internet. The initial notice must be sent at least fifteen (15) days prior to the meeting date. Any notice of meeting change must be at least fifteen (15) days prior to the meeting.
- Five (5) members shall constitute a quorum for the transaction of business at the annual meeting.

ARTICLE 6 - MEMBERSHIP

Membership is open to track and field clubs, organizations, coaches, officials and athletes. There shall be two classes of members, voting and non-voting members. The voting members shall include the Directors, appointed representatives and tenure (determined by board designation in years of membership) members. The

non-voting members shall include such persons as may be elected by a vote of the majority of the Directors. Voting members shall have such rights as are provided in the By-Laws and such rights include the rights to make, amend and repeal By-Laws, to authorize an amendment or restate those Articles and to authorize a consolidation or merger, as are conferred upon them by statute. Non-voting members shall have no voting powers in the Corporation, but may attend such meetings and other functions of the Corporation as the Directors may from time to time determine.

ARTICLE 7 - DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its remaining assets after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a charitable, non-profit organization, foundation or corporation which qualifies under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE 8 - AMENDMENT OF ARTICLES

The Board of Directors shall have the authority to amend, repeal, or adopt new Bylaws by the affirmative vote of two-thirds of the Directors, provided that all Directors receive proper notice of the proposed amendments before such action takes place.

ARTICLE 9 - FISCAL YEAR

The fiscal year of the corporation shall be from November 1 to October 31.

ARTICLE 10 - REGISTERED AGENT

The name and address of the registered agent and office is:

Jacques Raphael
3690 Southeast 115 Street
Bellevue, FL 34420

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature

Date

12/14/07

ARTICLE 11 - INITIAL INCORPORATORS

The names and street addresses of the incorporators for these articles of incorporation are:

Jacques Raphael
Jacques Raphael, Incorporator
3690 Southeast 115 Street
Bellevue, FL 34420

12/14/07
Date

Alice B. Sims
Alice B. Sims, Incorporator
1770 Newman Lane
Tallahassee, FL 32312

12/14/07
Date

Ernest Sims, Jr.
Ernest Sims, Jr., Incorporator
1770 Newman Lane
Tallahassee, FL 32312

12/14/07
Date

Paul Elliott
Paul Elliott, Incorporator
13435 West Oak Knoll Road
Clermont, FL 34711

12-14-2007
Date

Before me, this day, an officer authorized by law to take acknowledgments, personally appeared Jacques Raphael and Alice B. Sims, Ernest Sims, Jr. and Paul C. Elliott to me known to be the persons who are the initial incorporators of the foregoing Articles of Incorporation of the Youth Track & Field Association, Inc., who being by me first duly sworn, acknowledged that they signed the same for the uses and purposes therein stated.

WITNESS my hand and seal at Tallahassee, Leon County, Florida this 14 day of December, 2007.

Martha Johnson
NOTARY PUBLIC
At Large

My commission expires



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SECRETARY OF STATE