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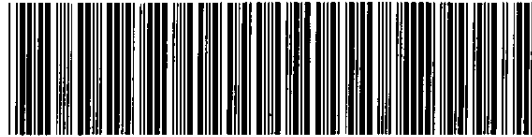
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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J. Shivers OCT 03 2008

## COVER LETTER

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

**SUBJECT:** Big Eight Specialty Officials 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: Susan S. Floyd, Secretary  
Name (Printed or typed)

PO Box 35-7654  
Address

Gainesville, FL 32635-7654  
City, State & Zip

352-392-4767 x 205  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION OF  
BIG EIGHT SPECIALTY OFFICIALS ASSOCIATION, INC  
A FLORIDA NONPROFIT & CHARITABLE CORPORATION**

**ARTICLE I NAME**

The name of this Corporation shall be:

**BIG EIGHT SPECIALTY OFFICIALS ASSOCIATION, INC.**

**ARTICLE II PRINCIPAL OFFICE**

The principal street address and mailing address of this Corporation shall be:

(Street) 334 SW Explorer Glen Road, Ft. White, FL 32038

(Mailing) PO Box 35-7654, Gainesville, FL 32635-7654

**ARTICLE III PURPOSE**

The purpose in which this Corporation is organized is:

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Chapter 617.0202, of the Florida Statutes (F.S.).

1. 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:
  - (a) 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.
  - (b) To cooperate with the National Federation of High Schools (NFHS) and the Florida High School Athletic Association (FHSA) to provide competent, standardized officiating for amateur sports served by the Big Eight Specialty Officials Association, Inc. (BESOA).
  - (c) 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
  - (d) To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes.

**ARTICLE IV MANNER OF ELECTION**

The directors named herein as the first Board of Directors shall hold office until the Annual Business Meeting of its membership, in June of each year. The manner in which directors are elected is set forth in Article V of the Corporation's by-laws.

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

**Board of Directors.** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors who shall 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.

1. 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

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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:

<u>Name</u>	<u>Address</u>
Rev. Leo Fleming	334 SW Explorer Glen Road, Ft. White, FL 32038
Stanley Montanye	3733 NW 55th Place, Gainesville, FL 32653
Susan Floyd	234 Neal Road, Hawthorne, FL 32640
Valerie Pfister, PHD	734 Turkey Creek, Alachua, FL 32615
Robyn Freeman	1505 Ft. Clarke Blvd. #17-206, Gainesville, FL 32606
Barry Adams	23364 NE 6th Ave., Lawtey, FL 32058
Laura Witter	734 Turkey Creek, Alachua, FL 32615
Robert Van Slyke	3605 NW 47th Terrace, Gainesville, FL 32606

Corporate Officers. The membership 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 membership. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Rev. Leo Fleming	334 SW Explorer Glen Road, Ft. White, FL 32038	President
Stanley Montanye	3733 NW 55th Place, Gainesville, FL 32653	Vice President
Susan Floyd	234 Neal Road, Hawthorne, FL 32640	Secretary
Valerie Pfister, PHD	734 Turkey Creek, Alachua, FL 32615	Treasurer
Robyn Freeman	1505 Ft. Clarke Blvd. #17-206, Gainesville, FL 32606	Volleyball Director
Barry Adams	23364 NE 6th Ave, Lawtey, FL 32058	Volleyball Commissioner
Laura Witter	734 Turkey Creek, Alachua, FL 32615	Softball Director
Robert Van Slyke	3605 NW 47th Terrace, Gainesville, FL 32606	Softball Commissioner

**ARTICLE VI NAME AND ADDRESS OF REGISTERED AGENT**

Susan S. Floyd, Secretary  
234 Neal Road, Hawthorne, FL 32640

**ARTICLE VII NAME AND ADDRESS OF INCORPORATOR**

Rev. Leo Fleming, Presidnet  
334 SW Explorer Glen Road, Ft. White, FL 32038

**ARTICLE VIII MEMBERS**

**Membership.** The membership of this Corporation shall consist of all members in good standing as defined in the by-laws.

**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 IX BY-LAWS**

Subject to the limitations 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 as directed by the membership or by following the procedure set forth therefore in the by-laws.

**ARTICLE X 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 XI 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 XII AMENDMENTS TO 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 members for their vote, at the Annual Business Meeting. Amendments shall be adopted by the vote of two-thirds of its members present, provided a quorum of the membership of the Corporation is established.

\*\*\*\*\*

*Having been named as 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.*

Susan J. Floyd  
Signature of Registered Agent

Les Flemming  
Signature of Incorporator

September 29, 2008  
Date

September 30, 2008  
Date

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SECRETARY  
TALLAHASSEE  
FLORIDA