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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EP 11/5/08

COVER LETTER

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

SUBJECT: Brevard Senior 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: Daniel D. Deratany
Name (Printed or typed)

608 Peregrine Drive
Address

Indianantic, FL 32903
City, State & Zip

321-777-7770
Daytime Telephone number

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

ARTICLES OF INCORPORATION
of the
Brevard Senior Softball Association, Inc.

In Compliance with Chapter 617, F.S., (Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

Brevard Senior Softball Association, Inc.

ARTICLE II PRINCIPAL OFFICE

608 Peregrine Drive, Indialantic, FL 32903

ARTICLE III PURPOSE

This corporation is formed primarily to promote an interest in Senior League Softball, for men at least fifty years of age, by organizing, forming teams, and conducting league play among the members of this organization. The corporation shall be conducted as a not-for-profit organization and is organized exclusively for sports and social purposes.

ARTICLE IV MANNER OF ELECTION

The league will have a Board of Directors consisting of the team managers and three at-large directors. The three (3) at-large Directors will be elected by the players during November of each year and shall serve for one (1) calendar year. The team managers are appointed by the at-large Directors.

ARTICLE V POWERS AND LIMITATIONS ON POWERS

A. This corporation shall have the power to engage in any lawful act or activity for which corporations not-for-profit may be organized under the provision of Chapter 617, Florida Statutes, and shall further have all of the power and privileges which may be granted unto it or exercised by it under any other applicable laws of the State of Florida, providing that the said powers are permitted so as to provide a tax exempt status if and as determined by the Internal Revenue Service of the Department of the Treasury of the United States of America.

B. No part of the net earnings of the corporation shall endure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable distributions in furtherance of the purposes set forth in Article III hereof.

C. No part of the activities of this corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The affairs of the corporation shall be governed by a Board of Directors consisting of not less than three members. The number of directors may be fixed and changed by a vote of the membership or by amendment of the bylaws of the corporation. The names and addresses of the persons who are to act in the capacity of directors until their successors are elected or appointed are:

Martin Jacobson - 4010 Adams Lane, Valkaria, FL 32950 - **At-Large Director**
David Miller - 491 Neptune Drive NE, Palm Bay, FL 32907 - **At-Large Director**
Joe Schier - 995 Falls Trail, Malabar FL 32950 - **At-Large Director**
Daniel Deratany - 608 Peregrine Drive, Indialantic, FL 32903 - **Manager/Director**
Louis Jiannine - 327 Lisa Road NE, Palm Bay, FL 32907 - **Manager/Director**
Paul Mouritsen - 2480 Brandywine Lane, Melbourne, FL 32904 - **Manager/Director**
Phil Giard - 2800 Ohio Street, Melbourne, FL 32904 - **Manager/Director**
Frank Valenti - 2295 Linrose Lane, Malabar, FL 32950 - **Manager/Director**
Bill Joy - 5024 Indigo Way, Melbourne, FL 32940 - **Manager/Director**
Al Sarge - 3212 Windsor Estates Drive, Melbourne, FL 32940 - **Manager/Director**
Jack King - 230 Sea Glass Drive, Melbourne Beach, FL 32951 - **Manager/Director**

ARTICLE VII VOTING RIGHTS

Every member of the Board of Directors shall be entitled to one vote on any matter coming before the Board of Directors as provided for in these Articles of Incorporation or the bylaws of the corporation.

ARTICLE VIII AMENDMENTS

Any amendment to these Articles of Incorporation shall require the assent of a majority of the total number of members of the Board of Directors and a majority of the members present and voting at a meeting at which such amendment is considered.

ARTICLE IX BYLAWS

The bylaws of the corporation shall be adopted at the first meeting of the Board of Directors. Thereafter, the bylaws may be made, altered or rescinded by a majority of a quorum of the Board of Directors at any regular or special meeting of the Board of Directors as provided in the bylaws.

ARTICLE X INDEMNIFY

Every member of the Board of Directors shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which such board member or officer may be a party, or in which he or she may become involved, by reason of his or her being or having been a board member or officer of the corporation, whether or not he or she is a board member or officer at the time such expenses are incurred. The foregoing indemnity shall not apply in those cases in which the board member or officer in question is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. In the event that a claim for reimbursement or indemnification is made by a past or present board member or officer based upon a settlement of a dispute entered into by such board member or officer, the indemnity provided for in this article shall apply only if the Board of Directors of the corporation approves such settlement and reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not inclusive of all other rights to which a board member or officer may be entitled.

ARTICLE XI DISTRIBUTION OF ASSETS UPON DISSOLUTION OF CORPORATION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3), of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine and which are organized and operated exclusively for such purposes.

ARTICLE XII INITIAL REGISTERED AGENT AND STREET ADDRESS

Daniel D. Deratany
608 Peregrine Drive
Indialantic, FL 32903

ARTICLE XIII INCORPORATOR

Daniel D. Deratany
608 Peregrine Drive
Indialantic, FL 32903

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.


Daniel D. Deratany/Registered Agent


Daniel D. Deratany/Incorporator

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TALLAHASSEE, FLORIDA

NOVEMBER 1, 2008
Date

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