

NO9000000321

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

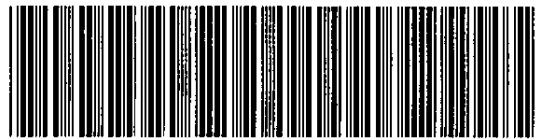
Certified Copies



Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



600157339616

06/22/09--01036--001 \*\*43.75

FILED

2009 JUN 22 AM 11:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated  
TB 6/23/09

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** FLORIDA BOXING HALL OF FAME, Inc

**DOCUMENT NUMBER:** NO9000000321

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

KATHY A. Flansburg  
(Name of Contact Person)

FLORIDA BOXING HALL OF FAME, INC  
(Firm/ Company)

7501 BROOKHAVEN CT  
(Address)

TAMPA, FL 33634  
(City/ State and Zip Code)

FLABHOF@aol.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

KATHY A. FLANSBURG at (813) 884-7711  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

# Amended and Restated

## ARTICLES OF INCORPORATION OF THE FLORIDA BOXING HALL OF FAME, INC.

FILED  
2009 JUN 22 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Mission Statement/Purpose:** To honor former boxers and those who have contributed to boxing, in accordance with the Rules and Regulations as set forth herein. To encourage the membership to be of service to God and benevolent to others. To promote the sport of boxing. To assist within its means ill or disabled veteran boxers who are in need or their families. . To further the general welfare of the youth of the community with a special emphasis on those whose social and economic conditions indicate need for assistance. To cooperate with all authorities and agencies in the prevention of juvenile delinquency. The Florida Boxing Hall of Fame is a public charity.

### **ARTICLE I: NAME, LOCATION AND PROCEDURES**

Section 1: This organization shall be known as the Florida Boxing Hall of Fame, Inc. Its address and meetings shall be at the discretion and direction of the President, and/or the Board of Directors. The mailing address shall be the address of the President, Walter A. Flansburg, 7501 Brookhaven Ct., Tampa, FL 33634. The registered agent shall be the President. The original incorporator shall be Kathy A. Flansburg

Section 2: Robert's Rules of Order shall govern Parliamentary procedure and all other Florida Boxing Hall of Fame, Inc. discussions.

### **ARTICLE II: MEMBERSHIP**

Section 1: Members of the Florida Boxing Hall of Fame shall be former and current boxers and others of good and moral character who are recommended and accepted at the discretion of the Board of Directors.

#### **Section 2: APPLICATION:**

- a. Application for membership in the Florida Boxing Hall of Fame shall be submitted on the official form
- b. The Board of Directors shall determine the membership fee and the renewal fee.

#### **Section 3: METHOD OF ACCEPTANCE OF NEW MEMBERS:**

- a. The Membership Committee shall submit a report on the application stating that it has screened the applicant, received favorable action by the committee and that he or she is ready for membership.

Section 4: Members must pay annual dues as set by the Board of Directors at the beginning of each calendar year.

Section 5: Members oath shall be: "I sincerely believe in the principles and purposes of this organization and I solemnly promise on my honor, to defend and uphold its Constitution. I promise to conduct myself in such a manner as to be an asset to this organization and a credit to my community.

### **ARTICLE III: BOARD OF DIRECTORS**

Section 1: The Corporation shall be managed by a Board of Directors. Each director shall be at least eighteen (18) years of age, and shall be a member of the Corporation during his directorship. The initial Board of Directors shall consist of at least four (4) persons. Thereafter, the number of directors constituting the entire Board shall be no less than three (3). Subject to the foregoing, the number of the Board of Directors may be fixed from time to time by the Board of Directors. The number of Directors may be increased or decreased by action of the Board of Directors

Section 2: The first Board of Directors shall consist of those persons elected by the Incorporators or named as the initial Board of Directors in the Certificate of Incorporation of the Corporation, The President, Vice President and other Board of Directors shall remain in office until resignation, retirement or removal as hereinafter provided.

Section 3: Members of the Board of Directors may be removed with cause by vote of the remaining board members of the Corporation.

Section 4: A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

Section 5: Newly-created directorships or vacancies on the Board of Directors may be filled by the CEO/President. A director appointed to fill a vacancy caused by resignation, death, or removal shall be elected or appointed. During the interim the Board of Directors will perform the duties of the Florida Boxing Hall of Fame.

Section 6: A regular Annual Meeting of the Board of Directors shall be held. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time. During the interim, the Board of Directors will perform the duties of the Florida Boxing Hall of Fame.

Section 7: No notice shall be required for regular meetings of the Board of Directors for which the time and place may be set. Special meetings may be called by or at the direction of the Chairman of the Board, the President or by a majority of the directors then in office

Section 8: Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting.

Section 9: Except to the extent herein or in the Certificate of Incorporation provided, a majority of the members present and voting shall constitute a quorum. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these by-laws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 10: The Chairman or the Board, if any, shall preside at all meetings of the Board of Directors. If there be no Chairman or in his absence, the President shall preside and, if there be no President then the Vice President shall preside, or in his absence, any other director chosen by the Board, shall preside.

Section 11: Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate. In addition, the Board of Directors may establish special committees for any lawful purpose which may have such powers as the Board of Directors may lawfully delegate.

#### **ARTICLE IV: DUTIES OF OFFICERS**

Section 1: The President shall be a director. Two or more offices may be held by the same person with the exception of the President.

Section: 2 (a). The President shall be chief executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors, and the Board of Directors shall set the salary for the President and other salaried employees.

Section 3: During the absence or disability of the President of the Corporation, the Vice-President, or, if there be more than one, the First Vice President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

Section 4: The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign authorized checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President.

Section 5: The Secretary shall keep the minutes of the Board of Directors and the minutes of the yearly meeting. He/she shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. He/she shall serve all notices for the Corporation which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation.

#### **ARTICLE V: FINANCES, PROTECTION OF ASSETS**

Section 1: Finances

- a. Budget-Any unexpended funds shall be appropriated to the following years' general fund in accordance with that year's budget.
- b. Funds-Separate books, checking accounts and signatures shall be established as necessary.
- c. Method of Payment-Any bills incurred by the Florida Boxing Hall of Fame shall be paid by check and signed by the Treasurer.

Section 2: Investments of Funds: Funds of the Florida Boxing Hall of Fame may be invested in United States government bonds, banks, or other similar institutions, providing said bank or other institutions carry federal insurance. The Florida Boxing Hall of Fame's investments in any one bank or similar institutions shall, at all times be kept within the limits insured by that particular institution.

Section 3: Incurring of individual expenses: Members shall not incur any expenses in the name of the Florida Boxing Hall of Fame without first obtaining approval as provided for under the provisions of this Constitution.

Section 4: Distribution & Activities: No part of the net earnings of the Florida Boxing Hall of Fame shall inure to the benefit of, or be distributable to its Members, Directors, officers, or other private persons, except that the Florida Boxing Hall of Fame shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereof. No substantial part of the activities of the Florida Boxing Hall of Fame shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Florida Boxing Hall of Fame 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. Notwithstanding any other provision of these articles, the Florida Boxing Hall of Fame shall not carry on any other activities not permitted to be carried on

- (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax codes or
- (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 5: Dissolution: Upon dissolution of the Florida Boxing Hall of Fame, 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 the court of applicable jurisdiction of the county in which the principle office of the Florida Boxing Hall of Fame is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated for such purposes.

Section 6: Transfer of Funds: A transfer of funds from one officer to another officer or from one bank to another bank, at the discretion of the Board of Directors will be deemed appropriate at the designated time.

Section 7: Audit-The Treasurer's account shall be audited annually or at the request of a two-thirds vote of approval of the Board of Directors. The auditor shall be an impartial Certified Public Accountant. The fee for such audits shall be borne by the Florida Boxing Hall of Fame.

Section 8: The Florida Boxing Hall of Fame is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501 C (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 9: The Florida Boxing Hall of Fame is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE VI: AMENDMENTS**

Section 1: Amendments to this Constitution shall be made at any regular meeting of directors by a majority vote of those present and qualified to vote, provided that:

- a. The amendment had been introduced in writing,
- b. The amendment had been read at the prior meeting,
- c. Notice had been given in writing of the proposed amendment to all directors at least five (5) days before the meeting.

## **ARTICLE VII: INDUCTION CEREMONIES**

Section 1: The committee must approve the location, date, time, orchestra and menu.

## **ARTICLE VIII: FLORIDA BOXING HALL OF FAME INDUCTION REQUIREMENTS**

Section 1: Whereas the Florida Boxing Hall of Fame has been organized for the recognition, honor, and induction of persons for their contributions to boxing, the inductee must meet the following minimum criteria:

- a. A boxer must satisfy one of the following prerequisites:
  - i. Won three (3) or more senior amateur titles, or
  - ii. Won two (2) or more senior national amateur titles, or
  - iii. Competed in at least five (5) main event contests in the professional ranks.
- b. A boxing referee (professional), manager, trainer, timekeeper (professional), promoter, matchmaker, publicist or judge (professional) must have worked for a minimum of ten (10) years.

- c. An amateur referee or amateur judge must have worked for a minimum of ten (10) years.
- d. A boxing commissioner for a minimum of ten (10) years.
- e. A boxing reporter must have worked for a minimum of ten (10) years.
- f. A boxing announcer must have worked for a minimum of ten (10) years.
- g. A medical authority or historian must have worked for a minimum ten (10) years.

\*\* The above minimum criteria may be waived on a case-by-case basis with a 100% vote by the Board of Directors.

Section 2: Additional criteria for eligible candidates for induction applicable to those who live in another state:

- a. Boxers who live in another state must have fought professionally at least ten (10) times within the State of Florida
- b. Officials who live in another state must have worked at least ten (10) times within the State of Florida.
- c. Doctors who live in another state must have worked at least ten (10) times within the State of Florida.
- d. Trainers who live in another state must have trained boxers from the State of Florida.
- e. Managers who live in another state must have managed boxers from the State of Florida.
- f. Boxing writers who live in another state must have covered Florida boxing.

The criteria in this section does not apply if the person was born in Florida, lived in Florida during the time that the individual was involved in boxing, or lives in Florida at the time of the vote for induction.

Section 3: All active boxers shall not be eligible for induction.

Section 4: Former boxers shall have been retired for at least five (5) years, with the exception of those gravely ill (any age); Exceptions must be approved by the Board of Directors.

## **ARTICLE IX: HONOREES**

Section 1. The President shall appoint the honorees' selection committee.

Section 2. Alternates may be available at selectors' meetings.

Section 3. Only those qualifying under Article VIII may be considered to be honorees.

Section 4. All nominees shall poll in their respective categories a majority vote of the directors.

Section 5. Candidates must be of good character and reputation

Section 6. The Florida Boxing Hall of Fame may honor those from other states as well as those from Florida, for their contributions to boxing. This section is subject to the specific requirements of Article VIII.

## **ARTICLE X: CONFLICT OF INTEREST POLICY**

Sections 1. Each board member shall sign the Florida Boxing Hall of Fame conflict of interest policy.

We, the Directors of the Florida Boxing Hall of Fame, resolve that no member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known."

### **ACCEPTANCE OF CONFLICT OF INTEREST POLICY**

As a member of the Board of Directors for Florida Boxing Hall of Fame, I hereby acknowledge that I have read and understand this Conflict of Interest policy, and that I accept its conditions as outlined.

The date of each amendment(s) adoption: \_\_\_\_\_

6-17-09

(date of adoption is required)

Effective date if applicable: \_\_\_\_\_

~~6-17-09~~ DATE OF FILING

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

**(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated \_\_\_\_\_

6-17-09

Signature \_\_\_\_\_

*Walter A. Flansburg*

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

WALTER A FLANSBURG

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)