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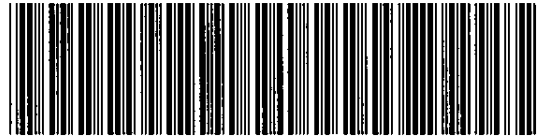
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
3/13

COVER LETTER

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

SUBJECT: ONE Daytona, 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: Gordon L. Phillips
Name (Printed or typed)

106 Douglas Drive
Address

Holly Hill, FL 32117
City, State & Zip

(386) 248-0706
Daytime Telephone number

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

Not For Profit Articles of Incorporation

For: OneDaytona, Inc.

FILED
09 MAR 11 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the corporation is: OneDaytona, Inc.

Article II - Place of Business

The principal place of business address shall be: 106 Douglas Drive, Holly Hill, Florida 32117

The mailing address of the corporation is: P. O. Box 1936, Daytona Beach, Florida 32115-1936

Article III - Purpose

The purposes for which this corporation is organized are education and charitable:

In general, this corporation is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Specifically, but not by way of limitation, the corporation shall do all things compatible with empowering and improving the lives of the disenfranchised individuals and sub-cultures (ie: Gays, Lesbians, Bisexuals and Transsexuals which comprise the omni-sexual sub-cultures) residing within Volusia and Flagler Counties of the State of Florida, which will include, but are not limited to:

(1) The goal of this organization is to meld our community together, fostering pride and acknowledgment on an annual basis as may be provided through events, programs, educational opportunities and referrals in order to support and nurture the disenfranchised Gay, Lesbian, Bi-sexual and Transsexual Community (herein after referred to as Omni-Sexual Community) within the Volusia and Flagler Counties of the State of Florida

(2) To hold and manage and report regularly on any funds and/or property received for charitable and educational purposes, in order to support the full human and civil rights of the Omni-Sexual Community.

(3) By its very nature, this not-for-profit organization will provide its services to a selected group of individuals consisting of omni-sexual individuals who are heterosexual, homosexual, bisexual and transsexual members of the community open to and supporting alternate lifestyles.

(4) Develop funding through membership fees and sponsorship of organizations fees, solicitations, donations, fund raisers, grant writing, as well as applying for city, count, state and federal funding in order to create or share programs, acquire property, share of provide education and referrals and monies and/or properties from other sources as they become available to us.

(5) To present Annual Events for the GLBT Community within the counties of Volusia and Flagler, in the state of Florida. At present, there are two (2) annual events which do not to limit other events being developed in the future:

(a) R.A.V.E., which acknowledges the work and leadership of the members of the

- (b) Any members in arrears in their dues will not be eligible to vote.
- (c) Renewal of Membership shall be due on the first day of January of each year, regardless of when the initial Membership Dues were paid. There shall be no prorating of dues for joining this organization during the year.
- (3) Rights of members:
- (a) Individual Member: shall be eligible to cast one vote on each item/issue on the Agenda(s) of the Meeting(s) of the Membership.
- (c) Sponsor Member: shall be eligible to cast one vote on each item/issue on the Agenda(s) of the Meeting(s) of the Membership and they shall receive free advertising in any event programs, free space for fundraising event(s) and a link on the website of this organization.
- (4) Resignation and termination:
- (a) Any member may resign by filing a written resignation with the secretary. Resignation shall not receive any refund of Dues paid to date.
- (b) A member may have their membership removed or terminated for cause by a majority vote of the Board of Directors with a Special Meeting of the Membership to review the Board's decision if the individual requests same.
- (5) Non-voting Membership: The Members at any regularly called Meeting shall have the authority to establish and define non-voting categories of membership, should they so desire.

Article V - Meetings of Members

- (1) Regular meetings: Meetings of the Members shall be held regularly, at a time and place designated by the Members at their first meeting.
- (2) Annual meetings: An annual meeting of the members shall take place in the month of January, the specific date, time and location of which will be designated by the Board of Directors. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the organization, and determine the direction of the association for the coming year.
- (3) Special meetings: Special meetings may be called by the Board of Directors or by a petition signed by twenty five percent (25%) of the eligible voting members.
- (4) Notice of meetings: Regular, Annual and Special Meetings: The dates shall be posted on the organization's website. It is the responsibility of all active Members to keep themselves apprised of Meeting dates and times.
- (5) Quorum: The members present at any properly posted/announced meeting shall constitute a quorum.
- (6) Voting: All issues/items to be voted on shall be decided by a simple vote majority of those present at the meeting in which the vote takes place. Telephone conferencing with the telephone on speaker may be used by a member to vote if the individual was on-line for the motion and discussion.

Secretary or designated party to each board member at least three (3) days in advance.

(10) Executive Committee: The three (3) officers who shall comprise an Executive committee of the Board of Directors shall be: The President, Secretary and Treasurer. In the event that there are more than three (3) members on the Board, the Vice-President shall also serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and the Membership Meeting, and the Executive Committee is subject to the direction and control of the full Board, and if necessary, appeals may be made to the full Membership at a Regular, Annual or Special Meeting.

(11) The Board may create committees, commissions and/or task-forces as needed, which may include, but are not limited to fundraising, events, publicity, public relations, data collection, etc. The Board shall appoint the Chair or request that the committee, commission or task-force choose a Chair from it's members.

(12) Finance Committee: The Treasurer shall Chair of the Finance Committee, which may include other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the full Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public upon request.

(13) Executive Director:

(a) The Board may appoint one of it's members or hire an individual of their choice to be the Executive Director.

(b) The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies.

(c) The executive director shall attend all board meetings in order to report on the progress of the organization, answer questions of the Board members and carry out the duties described in a written job description.

(d) The board can designate other duties as necessary.

(14) The Board of Directors shall be responsible for the hiring and terminating of all staff and employees, whether volunteer or paid.

(15) Board Polls: Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consensus is arrived at by telephone or email. The issue/item must be in written form and the votes of each Board Member must be recorded. Any Member of the Board of Directors or any person the Director appoints may take a Board

(16) All Members of the Board shall be signatories on all fiduciary accounts.

(17) Execution of Corporate Instruments:

(a) Any officer or officers designated by the Board shall have the authority to execute specific corporate instruments or documents, or to sign the corporate name.

(b) All checks and drafts on banks or other depositories of funds to the credit of the Corporation shall be signed by any officer or officers designated by the Board.

(b) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(3) Addressing the Conflict of Interest If It Exists

(a) The Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(b) After exercising due diligence, the Board shall determine whether the Organization can obtain with a reasonable effort(s) a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(c) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(4) Violations of the Conflicts of Interest Policy

(a) If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as may be warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(5) Records of Proceedings: The minutes of the Board of Directors and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

(6) Compensation

(a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

(7) Annual Statements: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy,

(b) Has read and understands the policy,

creditors.

(3) In the event of the dissolution of this corporation, the assets remaining after satisfaction of all obligations, shall be distributed to and among organizations exempt from Federal income tax under the provisions of section 501(c)(3) of the Internal Revenue Code for use solely in connection with such organizations exempt purposes

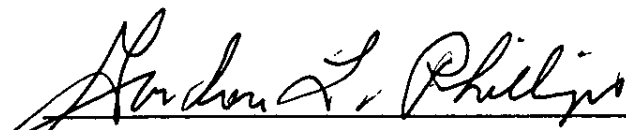
Article XII - Parliamentary Authority

The rules contained in the Addendum #1: " *Parliamentary Procedures at a Glance* shall be used to govern meetings. Anything not specifically covered therein shall revert to the newest edition of Robert's Rules of Order, except in such cases as are governed by our Articles of Incorporation or Bylaws or State or Federal Law.

Article XIII - Amendments

Amendments: These bylaws may be amended, when necessary, by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be posted and sent out with regular Board announcements.

Being the Incorporator and 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.



Signature of: Gordon L. Phillips, Registered Agent and Incorporator

3-9-2009
Date

FILED
09 MAR 11 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA