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2009 NOV -9 P 5:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

680-01-11
2009

COVER LETTER

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

SUBJECT: Saint Johns Lacrosse League, 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: Ryan Winkler
Name (Printed or typed)

1292 Paradise Pond Road
Address

Saint Augustine, FL 32092
City, State & Zip

808-343-1608
Daytime Telephone number

ryan@team-winkler.com
E-mail address: (to be used for future annual report notification)

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

SAINT JOHNS LACROSSE LEAGUE
Articles of Incorporation
In Compliance with Chapter 617, F.S., (Not for Profit)

FILED
2009 NOV -9 P 5:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I, Name

The name of the corporation shall be henceforth known as the Saint Johns Lacrosse League, Inc.

Article II, Principle Office

The principle street address is 1292 Paradise Pond Road, Saint Augustine, Florida 32092.

Article III, Purpose

The purpose for which the SJLL is organized is to provide the children and families of St Johns County, Florida the opportunity to learn and enjoy the game of lacrosse in a safe environment that provides an opportunity for all players of all abilities to develop skills and game knowledge. SJLL will emphasize sportsmanship, teamwork, physical fitness, fair play and respect for all and will work with the children and families, regardless of ability, in a sports setting, to foster and promote understanding in the fundamentals and the fine points of lacrosse.

Article IV, Manner of Election

The manner in which the directors are elected or appointed is as follows:

1. The offices of President, Treasurer, Secretary, shall be elected from the Board of Directors to serve a two (2) year period. This election shall be held at the end of each season at the Annual General Meeting of the League. A nominating committee made up of three (3) members shall be appointed by the Board of Directors at the end of April, for the purpose of selecting a slate of candidates for election.
2. The Nominating Committee shall meet with the Board of Directors not less than twenty-one (21) days prior to the annual election to present a list of eligible candidates for the officers of the League. They may nominate one or more candidates for each position. Their names shall be included in the call of the League Meeting. All nominations will be closed 24 hours prior to elections.
3. All elections will be conducted by paper ballots.
4. The candidate receiving the greatest number of votes of the Board of Directors shall be deemed elected.
5. Vacancies not filed at the time of the General Election, or occurring during the year, may be filled by a 2/3 vote of the Board of Directors.
6. The newly elected officers shall take office on July 1.
7. The fiscal year of the Association shall begin on January 1 and end on December 31.

Article V, Initial Directors

The names and addresses of the initial Board of Directors is as follows:

Ryan Winkler..... President, Saint Johns Lacrosse League
1292 Paradise Pond Road
Saint Augustine, FL 32092

Barbara Smith..... Vice President, Saint Johns Lacrosse League
3204 Trout Creek Court
Saint Augustine, FL 32092

Stephen Smith..... Treasurer, Saint Johns Lacrosse League
734 Mackenzie Circle
Saint Augustine, FL 32092

Article VI, Governing Body

The Board of Directors shall govern and administer the day-to-day operation of the league within the scope of the Bylaws and the policy guidelines set by the Bylaws.

Article VII, Amendments to the Constitution

Once adopted, this Constitution shall be amended only by a 3/4 vote of those present and voting at the meeting of the League.

Article VIII, Provisions required for tax-exempt status under section 501(c)(3) of the Internal Revenue Code

1. This association is organized exclusively for charitable purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.
2. No part of the net earnings of the corporation shall inure 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 compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the articles of organization.
3. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by a association exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any corresponding provision of any future United States Internal Revenue Law).
4. Upon the dissolution of this association, 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 by the Court of Common Pleas of the county in which the principle office of the association is then located, exclusively for such purposes of to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IX, Conflicts of Interest

1. Purpose - to protect SJLL's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of SJLL. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. Definitions
 - a. Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.
 - b. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which SJLL has a transaction or arrangement.
 - ii. A compensation arrangement with SJLL or with any entity or individual with which SJLL has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which SJLL is negotiating a transaction or arrangement.
3. Procedures
 - a. Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the director and member committees with governing board delegated powers considering the proposed transaction or arrangement.
 - 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 governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board and committee members shall decide if a conflict of interest exists.
 - c. Procedure for Addressing the Conflict of Interest

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- i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing board or committee shall determine whether SJLL can obtain with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in SJLL's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make a decision as to whether to enter into the transaction or arrangement.
 - d. Violations of the Conflict of Interest Policy
 - i. If the governing board or committee 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.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
 - iii. All proceeding will be recorded in the minutes of the governing board or committee, with each member's conflict of interest, or allegations thereof.
 - e. Annual Statements - Each director, principal officer and member of a committee with governing body delegated powers shall annually be sworn by the secretary, affirming that they are aware of this policy, have read this policy, and has agreed to comply with this policy.

- f. Periodic Reviews - To ensure that SJLL operates in a manner compliant with charitable purpose and does not engage in activities that could jeopardize its tax exempt status, periodic reviews of all transactions and arrangements shall be conducted.

Article X, Membership

1. Residence Requirements - Membership in this league shall be limited to residents of Saint Johns County, Florida, or those administrators, players, or coaches as specifically approved for membership by the Board of Directors. SJLL reserves the right to allow people from neighboring communities, upon approval by 2/3 vote by SJLL Board, to participate in SJLL sponsored programs. Any board-approved player must be registered as a SJLL member, a US Lacrosse member and must have fee paid as per SJLL registration agreement prior to participating in any SJLL sponsored activity.
2. Voting Members - Members of the Board of Directors shall have voting rights, during the term of their service.
3. Non-Voting Members - All parents and sponsors of lacrosse players, participating in any of the programs of the SJLL shall be non-voting members, except for General Elections at the Annual General Meeting for the purpose of electing SJLL Board Members.

Article XI, Initial Registered Agent

Initial registered agent and street address is as follows:

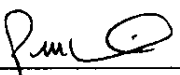
Ryan Winkler
1292 Paradise Pond Rd
Saint Augustine, FL 32092

Article XII, Incorporator

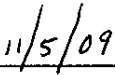
The name and address of the incorporator is:

Ryan Winkler
1292 Paradise Pond Rd
Saint Augustine, FL 32092

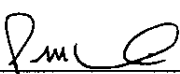
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



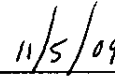
Signature/Registered Agent



Date



Signature/Incorporator



Date