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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 AUG 19 PM 12:20

B McKnight AUG 20 2010

COVER LETTER

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

SUBJECT: BREVARD COUNTY GRIZZLIES
(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: DAVID DYE
Name (Printed or typed)

1461 HEALEY ST., NW
Address

PALM BAY, FL 32907
City, State & Zip

321-544-1348
Daytime Telephone number

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

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

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

FILED
SECRETARY OF STATE
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ARTICLE I NAME

The name of the corporation shall be:

BREVARD COUNTY GRIZZLIES INC

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

1461 HEALEY ST. NW
PALM BAY, FL 32907

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

This corporation is organized exclusively for charitable EDUCATIONAL, SCIENTIFIC, RELIGIOUS, LITERARY, PROMOTING AMATEUR ATHLETICS, OR EDUCATIONAL purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall [. . . here is where one enumerates specific purposes and activities.!!] [All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code , as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members!!], or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The Directors and officers are initially appointed by President and Vice-President until a board is formed.

The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees.

The board shall have up to 20, but not fewer than 16 members.

The board receives no compensation other than reasonable expenses.

Section 2 — Terms: All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Section 3 — Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4 — Board elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting.

Directors will be elected by a simple majority of members present at the annual meeting.

Section 5 — Election procedures: A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the associations diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate, for available positions each year.

Section 6 — Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 7 — Officers and Duties: There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The vice-chair shall chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board members shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 — Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc.

The board chair appoints all committee chairs.

Section 2 — Executive Committee: The four officers 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 is subject to the direction and control of the full board.

Section 3 — Finance Committee: The treasurer is the chair of the Finance Committee, which includes three 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 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.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Title P
DAVID M. DYE
1461 HEALEY ST. NW
PALM BAY, FL 32907

Title VP
MELVIN BYRD
539 DWIGHT AVE., SE
PALM BAY, FL 32909

Director
TANDRA RAYNER-DYE
1461 HEALEY ST. NW
PALM BAY, FL 32907

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

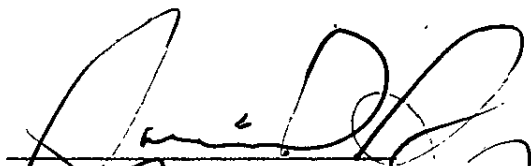
DAVID M. DYE
1461 HEALEY ST. NW
PALM BAY, FL 32907

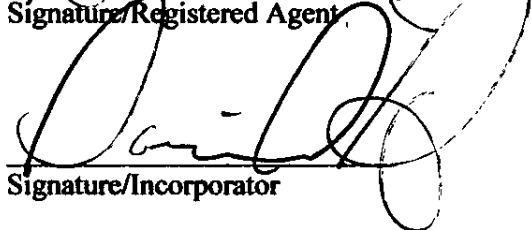
ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

DAVID M. DYE
1461 HEALEY ST. NW
PALM BAY, FL 32907

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


Signature/Incorporator

8/13/2010
Date

8/13/2010
Date

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