

110000011600

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(City/State/Zip/Phone #)

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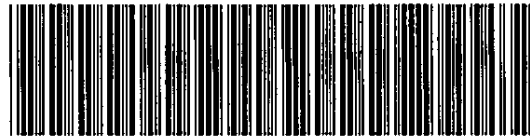
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

And
MAY 17 2013

R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: South Florida Gay Flag Football League, Inc.

DOCUMENT NUMBER: N10000011600

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

Please return all correspondence concerning this matter to the following:

Matthew Jelinek, President

(Name of Contact Person)

South Florida Gay Flag Football League, Inc.

(Firm/ Company)

PO Box 70195

(Address)

Fort lauderdale, FL 33307-0195

(City/ State and Zip Code)

President@SFGFFL.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Matthew Jelinek

608

843-4648

at (_____) _____

(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

Articles of Amendment
to
Articles of Incorporation
of

FILED

South Florida Gay Flag Football League, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

3350 NE 12th Ave #70195

Oakland Park, FL 33334

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

PO Box 70195

33307-0195

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Matthew Jelinek

1104 NW 6th Ave

(Florida street address)

New Registered Office Address:

Fort Lauderdale

33311

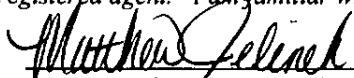
(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Ly Nguyen</u>	<u>777 Brickell Ave #708</u> <u>Miami, FL 33131</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P</u>	<u>Matthew Jelinek</u>	<u>3350 NE 12th Ave #70195</u> <u>Oakland Park, FL 33334</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Michael Annichiarico, Jr.</u>	<u>3350 NE 12th Ave #70195</u> <u>Oakland Park, FL 33334</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T</u>	<u>Keith Richard</u>	<u>3350 NE 12th Ave #70195</u> <u>Oakland Park, FL 33334</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Ray Bosch</u>	<u>3350 NE 12th Ave #70195</u> <u>Oakland Park, FL 33334</u>
6) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Javier Cavero</u>	<u>3350 NE 12th Ave #70195</u> <u>Oakland Park, FL 33334</u>

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

ARTICLE III

To provide members of South Florida's LGBT and Allied Community a safe place to experience personal growth while pursuing their athletic aspirations in a healthy environment, free from harassment and ridicule. The South Florida Gay Flag Football League, Inc. is committed to promoting social activities, camaraderie and competition that demonstrate the best attributes of the diversity that is present in South Florida which helps build our community. Our focus is on providing education to our players while fostering national and international sports competition. The SFGFFL will also provide charitable resources to other Not-for-Profit Organizations to foster community development.

The date of each amendment(s) adoption: 08 April 2013
Effective date if applicable: 08 April 2013
(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 06 May 2013

Signature Matthew Jelinek

(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)

Matthew Jelinek

(Typed or printed name of person signing)

President

(Title of person signing)

Articles of Amendment
to
Articles of Incorporation
of

FILED

South Florida Gay Flag Football League, Inc.
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33307-0195

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Dated 06 May 2013

Signature

Matthew Jelinek

(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)

Matthew Jelinek

(Typed or printed name of person signing)

President

(Title of person signing)

South Florida Gay Flag Football League, Inc. 2013 Board of Directors

Doing Business As:
CAT 5 Football
Florida Sunshine Cup

Change	Add	Remove	Title	Name	Address
	X		P	Matthew Jelinek	3350 NE 12th Ave #70195 Oakland Park, FL 33334
X			S	Michael Annichiarico, Jr.	3350 NE 12th Ave #70195 Oakland Park, FL 33334
	X		T	Keith Richard	3350 NE 12th Ave #70195 Oakland Park, FL 33334
	X		D	Ray Bosch	3350 NE 12th Ave #70195 Oakland Park, FL 33334
			D	Javier Caverio	3350 NE 12th Ave #70195 Oakland Park, FL 33334
X			D	Terry Nolen	3350 NE 12th Ave #70195 Oakland Park, FL 33334
	X		D	Gary Schrader, Jr.	3350 NE 12th Ave #70195 Oakland Park, FL 33334
			D	Greg Turman, IV	3350 NE 12th Ave #70195 Oakland Park, FL 33334
	X		D	Ly Nguyen	3350 NE 12th Ave #70195 Oakland Park, FL 33334

MAILING ADDRESS:
PO BOX 70195
FORT LAUDERDALE, FL 33307-0195

SHIPPING ADDRESS:
3350 NE 12TH AVE #70195
OAKLAND PARK, FL 33334

**South Florida Gay Flag Football League, Inc.
2013 Board of Directors**

Doing Business As:
CAT 5 Football
Florida Sunshine Cup

Change	Add	Remove	Title	Name	Address
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MAILING ADDRESS:
PO BOX 70195
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3350 NE 12TH AVE #70195
OAKLAND PARK, FL 33334

**BYLAWS AMENDMENTS
OF THE
SOUTH FLORIDA
GAY FLAG FOOTBALL LEAGUE, INC.**
(doing business as "SFGFFL" or "CAT 5 Football" or "Florida Sunshine Cup")

A FLORIDA NOT-FOR-PROFIT CORPORATION



*Adopted 23 July 2006
Amended 24 March 2013*

**The Bylaws and Amendments contained herein shall supercede and replace all
Bylaws enacted prior to this date.**

**The Bylaws Amendments contained herein have been added or amended or
removed so that this document shall be a complete and comprehensive set of
Bylaws without the need for additional documents.**

Original documents can be obtained via written request.

**Bylaws
of the
South Florida Gay Flag Football League, Inc.
(dba SFGFFL & dba CAT 5 Football)
A Florida Not-for-Profit Corporation**

ARTICLE 1: *Introduction & Mission Statement*

- 1.01 Definition of Bylaws.** These Bylaws constitute the code of rules adopted by South Florida Gay Flag Football League, Inc. (hereafter referred to as "SFGFFL") for the regulation and management of its affairs.
- 1.02 Purposes and Powers.** This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law. The primary purpose of this Corporation is to provide a recreation as a competitive adult flag football team while teaching the sport to aspiring athletes and providing community development events. SFGFFL will raise money for itself through events, fundraisers and other avenues.

ARTICLE 2: *Offices & Agency*

- 2.01 Principal and Branch Offices.** The principal place of business of this Corporation in Florida will be located at 3350 NE 12th AVE #70195, Oakland Park, FL 33334. In addition, the Corporation may maintain other offices either within or without the State of Florida, as its business requires.
- 2.02 Location of Registered Agent.** The location of the initial registered office of this Corporation is SFGFFL, PO Box 70195, Fort Lauderdale, FL 33307-0195. The Board of Directors may from time-to-time change the address of its registered agent by duly adopted resolution and filing the appropriate statement with the Secretary of State.

ARTICLE 3: *Directors of the SFGFFL*

- 3.01 Definition of Board of Directors.** The Board of Directors (hereafter referred to as "Board") is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation and these Bylaws.
- 3.02 Structure of Board.** The Board of this Corporation shall constitute a single class.
- 3.03 Qualifications of Directors.** The qualification for becoming and remaining a Director of this Corporation are as follows:
- (a) Directors need not be residents of the State of Florida.
 - (b) Directors must serve on a voluntary basis.
 - (c) Directors of SFGFFL shall be made up of representative players or volunteers from the community.
- 3.04 Number of Directors.** The minimum number of Directors of this Corporation shall not be less than three (3) at any time. The maximum number of Directors of this Corporation shall not exceed nine (9) at any time. The number of directors shall be determined by a two-thirds vote of the incumbent directors.
- 3.05 Terms of Directors.** The Directors constituting the Board will hold office for two (2) years beginning on 01 January and ending 31 December two years later. Directors shall hold office until a successor has been selected and qualified, is removed by a two-thirds vote, is removed by a reduction in the number of directors, or upon resignation from the Board. Board elections will be held through a nomination process promoted to players & volunteers and then by a vote of the incumbent Board prior to 01 January annually. Only one-half of the board shall be up for election each year to ensure continuity in the mission and leadership of the organization.
- 3.06 Vacancies on the Board.** Resignation of Directors will become effective immediately or on the date specified therein, and vacancies will be deemed to exist as of such effective date. Any vacancy occurring on the Board, and any directorship to be filled by reason of an increase in the number of Directors will be filled by appointment by a majority of the remaining Board of Directors. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office. In the event of the resignation of an officer, the Board may opt to have an existing officer take on the responsibilities and title of the office being vacated and not delegate said office to the new Director.
- 3.07 Place of Directors' Meetings.** Meetings of the Board of Directors, regular or special, will be held at any place or places within or without the State of Florida as the Board may designate.

- 3.08 Scheduling Directors' Meetings.** The Board will meet a minimum of once per fiscal quarter. The meeting date, time and location shall be called by the President and announced a minimum of seven (7) calendar days in advance of such a meeting.
- 3.09 Notice of Special Directors' Meetings.** Written or printed notice stating the place, day and hour of any special meeting of the Board will be delivered to each Director not less than two nor more than seven business calendar days before the date of the meeting, either personally or electronically by or at the direction of the President or the Directors calling the meeting. Such notice need not state the business to be transacted at, nor the purpose of, such meeting. Special Directors' Meetings may be called by:
- (a) The President
 - (b) The Executive Committee
 - (c) A number of Directors constituting a quorum of the Board.
- 3.10 Waiver of Notice.** Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting, except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called nor convened.
- 3.11 Quorum of Directors.** A majority (50% plus one) of the whole Board will constitute a quorum; provided that in no event shall a quorum consist of less than one-third of the whole Board. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless a greater number is required under the provisions of the Articles of Incorporation, or any provision of these Bylaws.
- 3.12 Removal of Directors from the Board.** Any director may be removed from the Board by resolution where a two-thirds majority of the entire Board.

ARTICLE 4: *Officers of the SFGFFL*

- 4.01 Roster of Officers.** The Officers of this Corporation shall consist of the following personnel:
- (a) President
 - (b) Secretary
 - (c) Treasurer
- 4.02 Selection of Officers.** Each of the Officers will be elected and appointed annually by the Board of Directors. Each Officer will remain in office for their term or until a successor to such office has been selected and qualified. Such election will take place at a meeting of the Board of Directors taking place in the first calendar date of the new term.

- 4.03 Multiple Officeholders.** In any election of Officers, the Board may elect and appoint a single person to any two or more offices simultaneously, except that the offices of President and Treasurer must be held by separate individuals.
- 4.04 President.** The President will be the Chief Executive Officer (CEO) of this Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President will:
- (1) Exercise all powers of the Secretary when the Secretary is absent or otherwise unable to act.
 - (2) Exercise all powers of the Treasurer when the Treasurer is absent or otherwise unable to act, except item (1), Section 4.06.
 - (3) Act as Executive Director to the Executive Committee.
 - (4) Perform all duties incident to such office, and such other duties as may be provided in these Bylaws or as may be prescribed from time-to-time by the Board.
- 4.05 Secretary.** The Secretary shall:
- (1) Keep minutes of all meetings of Directors and the Board.
 - (2) Be the custodian of the corporate records.
 - (3) Give all notices as are required by law or by these Bylaws.
 - (4) Perform all duties incident to the Office of Secretary and such other duties as may be required by law, Articles of Incorporation, or by these Bylaws, or that may be assigned from time-to-time by the Board.
 - (5) Exercise all powers of the President when the President is absent or otherwise unable to act.
- 4.06 Treasurer.** The Treasurer shall:
- (1) Have charge and custody of all corporate funds.
 - (2) Deposit the funds as required by the Board.
 - (3) Keep and maintain adequate and correct accounts of the Corporations properties and business transactions.
 - (4) Render Reports and accountings to the Directors as required by the Board or by law.
 - (5) Perform in general all duties incident to the Office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or that may be assigned from time-to-time by the Board.
- 4.07 Removal of Officers.** Any Officer elected to office may be removed from their office and the Board by resolution of two-thirds vote of "No Confidence" by the entire Board. This will allow the Board to elect or appoint Officers whenever, in their judgment, the best interest of this Corporation will therefore be served. Such removal, however, shall be without prejudice to any contract rights of the Officer so removed.

ARTICLE 5: *Informal Action*

- 5.01 Waiver of Notice.** Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these Bylaws, a waiver of such notice writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. Such waiver must, in case of a special meeting of Directors, specify the nature of the business to be transacted.
- 5.02 Action by Consent.** Any action required by law or under the Articles of Incorporation or these Bylaws, or any action that otherwise may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary.

ARTICLE 6: *Committees of the SFGFFL*

- 6.01 Definition of Directorial Committees.** This Corporation may appoint Committees, each of which shall consist of one (1) or more Directors. Such Directorial Committees shall have and exercise the authority as presented by the Board of Directors. However, no such Committee shall have the authority of the Board to affect any of the following:
- (a) Filling of vacancies in the Board.
 - (b) Adoption, amendment nor repeal of Bylaws.
 - (c) Amendment or repeal of any resolution of the Board.
 - (d) Conduct business on behalf of the Corporation nor enter into contracts without written Board approval and resolution.
 - (e) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.
- 6.02 Appointment of Committees.** The Board, by resolution duly adopted by a majority of the Directors in office may designate and appoint one (1) or more Directorial Committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. The creation of such Directorial Committees, however, shall not operate to relieve the Board of Directors nor any individual Director of any responsibility imposed on such personnel otherwise by law.

- 6.03 Executive Committee.** The Executive Committee shall constitute a Standing Directorial Committee and shall operate as part of the corporate management. The Executive Committee shall consist of the Officers of the Corporation. The Executive Committee shall report to the Board on the finances of the Corporation once each month at a meeting or electronically and provide all necessary documentation to back up the financial statements including but not limited to, bank reconciliations, bank statements, cancelled checks, profit and loss statements, etc. Additionally, the Executive Committee will act for the Board in the daily management of this Corporation in the absence of action by the Board, where legally permissible.
- 6.04 Functionary Committees.** In addition, the Board, by resolution may designate and appoint certain Functionary Committees designed to transact certain ministerial business of the Corporation, or to advise the Board. Such Committees shall be chaired by an Officer or Director as designated by the Board, who shall select the remaining members of the Committee up to the number set by the Board, or terminate such memberships, or appoint successors in that Chairperson's discretion. The Board may terminate any such Committee by resolution.

ARTICLE 7: *Operation of the SFGFFL*

- 7.01 Fiscal Year.** The fiscal year of this Corporation shall be 01 January through 31 December.
- 7.02 Execution of Documents.** Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation shall be signed by the Treasurer after approval by a majority vote of the Board. Contracts, leases or other instruments executed in the name of and on behalf of the Corporation shall be signed by the Secretary and countersigned by the President, and shall have attached copies of the resolutions of the Board (certified by the Secretary) authorizing such execution.
- 7.03 Books and Records.** The Corporation shall keep correct, current and complete books and records of account, and minutes of the proceedings of the Board and Directorial Committees. The Corporation will keep at its principal place of business a register giving the names, addresses and showing classes and other details of the Officers and Directors of the Corporation, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.
- 7.04 Inspection of Books and Records.** All books and records of this Corporation may be inspected by any Officer, Director, his or her agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

- 7.05 Nonprofit Operations — Compensation.** This Corporation shall not have nor issue shares of stock. No dividend shall be paid, and no part of the income of this Corporation shall be distributed to any person(s) nor organization(s) not conducting official business with the Corporation. The Directors and Officers shall not receive any compensation for service from the Corporation, except that the Company shall provide and pay for Officers and Directors liability insurance.
- 7.06 Loans.** This Corporation shall make no loans to any person(s), organization(s) nor other entity(ies).
- 7.07 Corporate Assets.** No Officer, Director nor any other party may have any vested right, interest or privilege of, in, or to the Corporation's assets, functions, affairs, or franchises, or any right, interest or privilege that may be transferable or inheritable, or that will continue if his or her involvement ceases, or while he or she is not in good standing. Upon dissolution, any Corporate assets remaining after the payment or discharge of all corporate liabilities; the return, transfer or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, education or similar purposes shall be distributed as directed by the Board in compliance with Florida Law. The Directors may not authorize secured transaction or other dispositions of Corporate Assets.
- 7.08 Ethics.** No Officer nor Director may participate in passage of resolutions granting business to any party or entity which would result in personal gain – financially or otherwise. No Officer nor Director may share details of any proposals procured for the purpose of vendor selection with any non-Officer or non-Director.

ARTICLE 8: *Amendments*

- 8.01 Amendment of Articles of Incorporation.** The power to alter, amend or repeal the Articles of Incorporation of this Corporation is vested in the Board. Such action must be taken pursuant to a resolution approved by a two-thirds majority vote of the Board.
- 8.02 Modification of Bylaws.** The power to alter, amend or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board. Such action must be taken pursuant to a resolution approved by a two-thirds majority vote of the Board.

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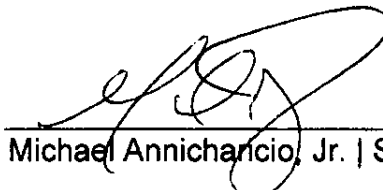
ADOPTION OF BYLAWS AMENDMENTS

The Board of Directors hereby adopts these Bylaws by resolution and vote on 25 January 2013 at the first meeting of the 2013-2014 Board of Directors of the South Florida Gay Flag Football League, Inc. (SFGFFL)

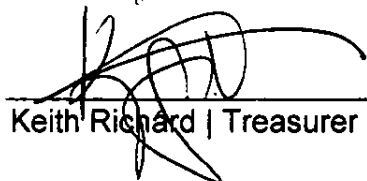
DIRECTORS APPROVING:



Matt Jelinek | President



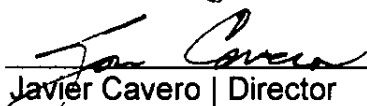
Michael Annicharicio, Jr. | Secretary



Keith Richard | Treasurer



Ray Bosch | Director



Javier Cavero | Director



Terry Nolen | Director



Gary Schrader, Jr. | Director



Greg Turman | Director