

Neal E. Young
Attorney at Law

300 Third Street, N.W.
Winter Haven, Florida 33881-4002
OFF: (813) 200-6647
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March 13, 1995

New Filings Section
Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

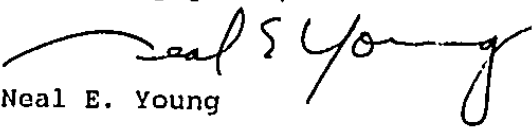
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***122.50 ***122.50

Re: Winter Haven Police Athletic League, Inc.

Dear Sirs:

Please find enclosed an original and one copy of the Certificate of Incorporation of above-referenced corporation and an original and one copy of the Certificate Designating the Resident Agent. Please certify one copy after filing and return to this office. My check for \$122.50 is enclosed to cover cost of same.

Very truly yours,


Neal E. Young

NEY/bv

Enclosures

789, 612, 671
W95-5869
RAC-4

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TALLAHASSEE, FL
CLERK OF COURT



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 17, 1995

NEAL A. YOUNG
300 THIRD STREET, N.W.
WINTER HAVEN, FL 33881-4002

SUBJECT: WINTER HAVEN POLICE ATHLETIC LEAGUE, INC.
Ref. Number: W95000005869

We have received your document for WINTER HAVEN POLICE ATHLETIC LEAGUE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

AMANDA HERRING

Letter Number: 195A00011780

ARTICLES OF INCORPORATION
AND
BYLAWS
OF
WINTER HAVEN POLICE ATHLETIC LEAGUE, INC.

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ARTICLE ONE
GENERAL PROVISIONS

Section 1.01 NAME

This organization shall be known as "Winter Haven Police Athletic League, Inc.", hereinafter referred to as the organization.

Section 1.02 INCORPORATION

The organization shall be a perpetual, charitable, non-profit, educational corporation chartered by the laws of the United States of America and the State of Florida. The effective date of the corporation commences with the filing with the Secretary of State.

Section 1.03 AFFILIATIONS

The organization shall apply for membership in the Florida P.A.L. and the National P.A.L. The organization shall set no policies that conflict with those organizations or conflict with local, state or federal law.

Section 1.04 OFFICES

The principal office of the corporation shall be located at 203 Avenue R, N.E., Winter Haven, Florida. The corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may determine from time to time.

Section 1.05 JURISDICTION

The corporation shall have jurisdiction over the administration, eligibility and sanctioning of any activity which uses the name Winter Haven Police Athletic League, Inc.

Section 1.06 REGISTERED OFFICE AND AGENT

The registered agent shall be the Executive Director of the Winter Haven Police Athletic League, William K. Brieter. The registered office shall be located at: Police Athletic League, 203 Avenue R, N.E., Winter Haven, Florida.

ARTICLE II

Section 2.01 OBJECT AND PURPOSE

The object and purpose of this organization is to provide a means and method for the exchange of ideas, experiences and information regarding youth problems; their causes and treatment; and to provide methods and procedures necessary to develop a constructive program with a goal toward solving those problems.

- A. The organization shall provide and coordinate programs and activities which contribute to the development of character, integrity, physical and mental fitness, citizenship, sportsmanship and personal well-being.
- B. The organization shall encourage and support public participation regardless of race, creed, sex or national origin.
- C. The organization shall promote friendly and cooperative relationships between the youthful participants and law enforcement officers.

ARTICLE III MEMBERS

Section 3.01 Membership eligibility. Any person who is concerned with the reduction, prevention and treatment of delinquency in the community by providing youth programs and activities through the Winter Haven Police Athletic League, Inc., can apply for membership.

Section 3.02 Election of members. Any person interested in becoming a member of the corporation shall submit a written and signed application on a form approved by the board of directors to the secretary of the corporation. All applications so submitted shall be considered by the board of directors at its regularly scheduled meetings or at any special meeting of the board and said applications shall be either approved or disapproved. Applicants whose applications are approved shall become members of the corporation upon payment of the required initiation fees and dues. Any applicant who has been disapproved by the board of directors shall have the privilege of review by the membership at large, according to such procedure as may be fixed by the board of directors.

Section 3.03 Voting rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3.04 Membership rights and privileges. Members in good standing shall be entitled to the right to participate in all activities and meetings conducted by the organization, subject to the regulation of those activities.

No member's rights and privileges in the organization shall be abridged except as follows:

- a. arrest and conviction of a crime while a member of the organization.
- b. evidence of misconduct, misuse or misrepresentation of the organization.
- c. any action contrary to the best interest of the organization.

Any charge of the above must be written and sworn to by the accuser. The charge must be supported by physical evidence and/or sworn witness testimony. The charges should be submitted to the president who will then notify the accused member of the charge. The executive committee will meet within ten (10) days to review the charges and make a decision. If a majority of the executive committee agrees to continue the investigation beyond the ten days to give the charges further review, they shall have that right. For any of the charges to be upheld, a 2/3 vote of the executive committee is required. The executive committee shall have the right to determine punishment up to and including dismissal. Any member charged hereunder shall have the right to appeal the committee's decision to the membership at the annual meeting. It will require a vote of 50% + 1 of the members present to overrule the executive committee's decision to remove a member.

Section 3.05 Termination of Membership. The board of directors, by affirmative vote of two-thirds (2/3) of all of the members of the board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed hereinafter.

Section 3.06 Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 3.07.

Members-at-large shall:

- (1) provide advice and guidance to the board of directors.
- (2) elect members to the board of directors at the annual membership meeting.
- (3) such other duties as may be assigned by the president or executive committee.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.01 Board of Directors; Membership, Number and Tenure. The board of directors of the organization shall consist of not less than seven nor more than twenty members. Permanent members shall be those persons holding the following offices within the City of Winter Haven, Florida: Chief of Police, Mayor, Director of Leisure Services. The initial board shall be appointed by the Chief of Police, one half for a tenure of one year, one half for a tenure of two years. Thereafter Board members shall be elected by the membership for a term of two (2) years commencing February 1 and shall serve until their successor is elected. Board members shall attend a minimum of three (3) board meetings per year unless absence is excused by the president. The board of directors shall automatically replace any board member with two (2) or more unexcused absences within any consecutive twelve-month period.

Section 4.02 Duties. The board of directors as a whole shall:

- a. establish membership dues and assessments.
- b. approve an annual budget, which is to be prepared by the executive director.
- c. order special membership meetings whenever required.
- d. set dates for annual membership meetings between January 2 and January 31 of the upcoming year.
- e. appoint successors to fill the unexpired term of any board member who leaves office before his term has expired.
- f. election of officers following the annual membership meeting.
- g. provide advice and guidance to the executive committee and shall perform all such other duties as delegated by the president.

Section 4.03. General Powers. The affairs of the corporation shall be managed by its board of directors. Directors need not be residents of the State of Florida.

Section 4.04 Meetings. The board of directors shall meet quarterly. All meetings shall be conducted by the Roberts Rule of Order. General membership meetings shall be held annually. Annual meetings shall be held on a date to be determined by the board of directors, falling between January 2 and January 31. A regular or general meeting of the Board of Directors shall be held without any other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 4.05 Special Meetings. Special meetings of the board of directors may be called for a specific purpose in writing by or at the request of the president or any two (2) directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.

Section 4.06 Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at a special meeting must be specified in the notice or waiver of notice of such meeting.

Section 4.07 Quorum. A majority of the members of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 4.08 Board Decisions. The act of majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these bylaws.

Section 4.09 Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office. Each such appointment by the board shall be subject to the approval or disapproval of the members at the next regular or special meeting of the members.

Section 4.10 Compensation. Directors as such shall not receive any stated salaries for their services.

ARTICLE V EXECUTIVE COMMITTEE

5.01 The executive committee of the organization shall be composed of all elected officers: president, first vice-president, second vice-president, secretary, treasurer, and two (2) members-at-large.

5.02 Members at large shall be elected at the annual membership meeting.

5.03 The executive committee members shall attend a minimum of six (6) executive committee meetings per year unless absence is excused by the President. The executive committee shall automatically replace any executive committee member with six (6) or more unexcused absences within a twelve-month period.

5.04 DUTIES. The Executive Committee shall:

1. Meet monthly to receive and review reports of the executive director, officers, and committees.
2. Recommend membership dues and assessments to the Board of Directors.
3. Recommend an annual budget to the Board of Directors. The budget is to be prepared by the executive director.
4. Appoint successor to fill the unexpired term of any Executive Committee member who leaves office before his term has expired.

ARTICLE VI OFFICERS

Section 6.01 Officers - Number and Election. The officers of the corporation shall be a president, a first vice-president, a second vice-president, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers as it shall deem desirable. For the first term of operation the officers shall be appointed by the Winter Haven Police Chief.

Section 6.02 Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors following the annual membership meeting. All nominations for all officers for the following year shall be made by a nominating committee appointed by the president. The nominating committee shall consist of three (3) board members and one (1) alternate. Nominations may also be made from the floor at the annual board meeting. Roberts Rule of Order shall apply during the nominations. The nominating committee shall submit, within sixty days preceding the annual meeting, their recommendation for the respective officers. The list of recommendations shall be mailed to each board member at least thirty days preceding the meeting. No person shall be a candidate for more than one office at the same election. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors.

Each officer shall hold office until his successor has been duly elected and qualified. All officers shall be present or past members of the board of directors in good standing with the organization. No person may serve in the office of president, first vice president, or second vice president more than two (2) consecutive terms of office.

Section 6.03 Removal. Any officer elected or appointed by the Board of directors may be removed by the board of directors whenever, in its judgement, the best interests of the corporation would be served thereby.

Section 6.04 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 6.05 Powers and Duties. The several officers shall have such powers and shall perform such duties as may, from time to time, be specified in resolutions or other directives of the board of directors. In addition to the specific powers and duties outlined herein, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the same or similar general purposes and objectives of this corporation.

- a. President: The duties of the president shall be to act as the chairperson at all meetings and the president is to be an ex-officio member to all committees. The president shall also execute all instruments for or on behalf of the corporation and shall perform all other duties incident to the office, subject to the bylaws.
- b. First Vice-president: The first vice-president shall assume the duties of the president in his absence and shall perform such functions as are delegated by the president or board of directors.
- c. Second Vice-president: It shall be the duty of the second vice-president to perform such functions as are delegated by the president or the board of directors.
- d. Secretary: It shall be the duty of the secretary to serve as secretary to the board and keep records of the board, to maintain membership records, to send notices of all meetings, and to perform such other duties as are delegated by the president or the board of directors.
- e. Treasurer: It shall be the duty of the treasurer to collect all dues and assessments, to act as custodian of all association funds, to make financial reports at all meetings, to, along with the president and/or the executive director, execute all instruments, to deposit funds in a depository as designated by the president or the board of directors and to perform all such other

duties as delegated by the president or the board of directors.

ARTICLE VII
CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 7.01 Contracts. The board or directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 7.02 Checks, Drafts or Orders. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall, from time to time, be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the corporation.

Section 7.03 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 7.04 Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for any purpose of the corporation.

ARTICLE VIII
EXECUTIVE DIRECTOR

- 8.01 Shall be a certified law enforcement officer, appointed and supervised by the Winter Haven Chief of Police.
- 8.02 Shall conduct the day-to-day operation of the organization.
- 8.03 Shall provide to the executive committee monthly reports of all activities of the organization.
- 8.04 Shall work under the direction of the executive committee.

ARTICLE IX
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Chapter 617, Florida Statutes (1991), or under the provisions of

BYLAWS
PAGE 9

these articles of incorporation and bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall be deemed to waive notice, unless attendance at such meeting is to object to the holding of such meeting for lack of proper notice.

ARTICLE X
AMENDMENT OF BYLAWS

10.01 These bylaws may be altered or amended at any regular meeting of the board of directors or at any special meeting called for that purpose. Copies of the proposed amendment shall be mailed to each voting member with notice of the meeting at least ten (10) days prior thereto.

10.02 An affirmative vote by two-thirds of the voting board members present at such meeting at which a quorum is present shall be necessary to adopt any amendment.

ARTICLE XI
DISSOLUTION

Should this corporation be dissolved for any reason, all remaining funds shall be distributed to one or more tax exempt organizations.

ARTICLE XII
INCORPORATORS

• The names and addresses of the initial incorporators are:

Ronald S. Martin, Sr.
551 Third Street, N.W.
Winter Haven, FL 33881

Robert Sheffield
451 Third Street, N.W.
Winter Haven, FL 33881

Robert S. Smith
451 Third Street, N.W.
Winter Haven, FL 33881


Neal E. Young
300 Third Street, N.W.
Winter Haven, FL 33881

Dennis E. Martin
1122 Cypress Point West
Winter Haven, FL 33884

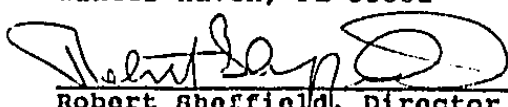
Edwin L. Carey, Incorporator
1290 Howard Terrace, N.W.
Winter Haven, FL 33881

Jerry P. Hill
1100 Island Way, S.E.
Winter Haven, FL 33884

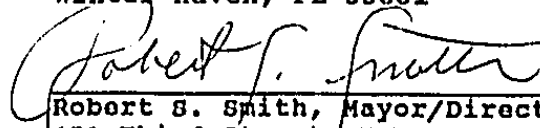
IN WITNESS WHEREOF, we, the undersigned, have hereunto set
our hands and seals at Polk County, Florida, this 8th day of
March, 1994



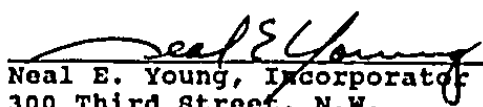
Ronald S. Martin, Sr., Chief of
Police/Director
551 Third Street, N.W.
Winter Haven, FL 33881



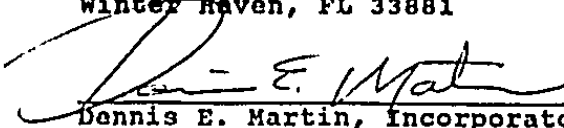
Robert Sheffield, Director of
Leisure Services/Director
451 Third Street, N.W.
Winter Haven, FL 33881



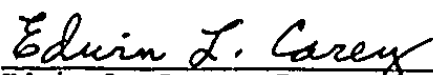
Robert S. Smith, Mayor/Director
451 Third Street, N.W.
Winter Haven, FL 33881



Neal E. Young, Incorporator
300 Third Street, N.W.
Winter Haven, FL 33881



Dennis E. Martin, Incorporator
1122 Cypress Point West
Winter Haven, FL 33884



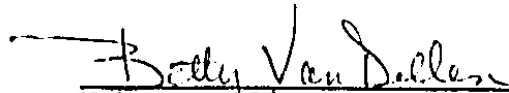
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1100 Island Way, S.E.
Winter Haven, FL 33084

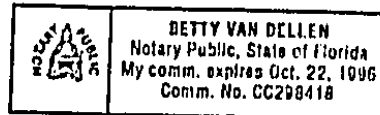
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 8th day of March, 1994, by RONALD S. MARTIN^R, ROBERT SHEFFIELD, ROBERT S. SMITH, NEAL E. YOUNG, DENNIS E. MARTIN, EDWIN L. CAREY, and JERRY P. HILL who are personally known to me or who have produced _____ as identification.



Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said act:

FIRST: That WINTER HAVEN POLICE ATHLETIC LEAGUE, INC.
desiring to organize under the laws of the State of Florida with
its principal office as indicated in the Articles of Incorporation
at 203 Avenue R, N.E., Winter Haven, State of Florida, has named
William K. Brieter, Executive Director, located at 203 Avenue R,
N.E., Winter Haven, State of Florida, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above-stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity and agree to comply with
the provisions of said act relative to keeping open said office.

William K. Brieter
William K. Brieter

FILED
95 APR -4 PM 8:33
TALLAHASSEE
STATE