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TRANSMITTAL LETTER

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

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****122.50 ****122.50

SUBJECT: SPACE COAST FIGURE SKATING CLUB, 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

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Please return the photocopy to me with the filing date stamped on it.

FROM:

DEBBIE PHILLIPS
Name (printed or typed)

4651 W. EAU GALIE BLVD, #57
Address

MELBOURNE, FL 32934
City, State & Zip

Daytime Telephone Number

FILED
96 DEC 23 AM 9:00
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SPACE COAST FIGURE SKATING CLUB, INC.

FILED
96 DEC 23 AM 9:00
TALLAHASSEE
FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Space Coast Figure Skating Club, Inc.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION

The address of the principal office and mailing address of the corporation is 4651 W. Eau Gallie Blvd. #57, Melbourne, Florida, 32934.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for charitable, cultural, and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to: fostering and promoting regional, sectional, national, and international amateur ice sports competition in figure skating, and supporting and developing amateur athletes for regional, sectional, national, and international figure skating competition.

B. Included among the purposes of fostering and promoting the purposes for which the Corporation is organized, as qualified by Section A. of Article III, are the following:

1. To advance the education, instruction, and training of persons actively involved in figure skating on a regional, sectional, national, or international level as competitors, judges, referees, officials or administrators, for the purpose of improving or developing their capabilities; and

2. To provide grants, awards, including scholarships, fellowships, and education assistance of every kind to individuals who need support to pursue and continue their development in figure skating as well as continue their education and studies; and
3. To provide financial assistance for the instruction and training of individuals as judges and officials for figure skating events; and
4. To present and foster public discussion groups, forums, panels, lectures or similar gatherings relating to the administration, judging, and conduct of figure skating events; and
5. To promote public interest, support, and appreciation for figure skating events generally and in particular, competitive and exhibition events which may improve the quality of figure skating on ice; and
6. To encourage in the instruction, practice, and advancement of the members in any or all of the disciplines of figure skating; and
7. To encourage and cultivate a spirit of fraternal feeling among ice skaters in general; and
8. To carry out the general policies and objectives of the United States Figure Skating Association, the national governing body for figure skating on ice in the United States.

C. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

D. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members (if any), directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.
2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or

intervene in political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office

3 Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - ELECTION OF DIRECTORS AND INITIAL BOARD OF DIRECTORS

The initial number of directors of this Corporation shall be four (4). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than three (3). The Board of Directors of the corporation shall be elected as provided in Article VII. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first two years of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Debbie Phillips	4651 W. Eau Gallie Blvd. #57 Melbourne, Florida 32934
Diana Figueroa	1301 W. Eau Gallie Blvd. Suite 96 Melbourne, Florida 32935
Patti Risaman	1325 N. Atlantic Avenue Cocoa Beach, Florida 32931
Ann Rigo	215 Concord Way Melbourne, Florida 32940

ARTICLE V - OFFICERS

The officers shall be President, Vice-President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined.

ARTICLE VI - DUTIES OF OFFICERS

A Duties of the President: It shall be the duty of the President to take charge of the Club; to preside at all meetings of the Club, and of the Board of Governors. The President shall have the entire supervision and management of the Club and its property pending the action of the Board of Governors; the

President shall have the power to suspend any member for violating the Bylaws or Regulations of the Club, pending the approval the Board of Governors; to call special meetings and club meetings. The President together with the Secretary shall sign all agreements and contracts made by the Club, upon approval of the Board of Governors.

B Duties of the Vice-President: It shall be the duty of the Vice-President to assist the President in the discharge of his/her duties and in his/her absence to assume the duties of the office of the President.

C Duties of the Secretary: It shall be the duty of the Secretary to keep the Minutes of the Meetings of the Club and of the Board of Governors, and to supervise all reports and documents connected with the business of the Club; to supervise keeping a roll of membership together with dates of their election and a record of all members elected, deceased, suspended, or expelled. The Secretary shall supervise the correspondence of the Club, and prepare and issue notices of all meetings of the Club and Board of Governors.

D Duties of the Treasurer: It shall be the duty of the Treasurer to have charge of the funds of the Club and to keep a written record of all receipts and disbursements and to render a written report when requested by the President and/or the Board of Governors. The Board of Governors shall have the power whenever they deem it necessary to appoint an Acting Treasurer. The funds of the Club shall be deposited in the name of the Club in a bank approved by the Board of Governors. All disbursements by check shall be signed by the Treasurer and/or the President or another designated officer or member of the Board of Governors.

ARTICLE VII - BOARD OF GOVERNORS

A Number of Members: There shall be a Board of Governors composed of nine (9) adult members of the Club. All Officers shall have membership on the Board of Governors, and the remaining

member positions on the Board of Governors shall be elected from the adult members of the Club. The President shall act as Chairman of the Board of Governors.

B. Term of Office: All Officers and/or Board of Governors shall be elected yearly. In the event of a resignation by a member of the Board, the Board of Governors shall appoint a new member to complete the term of office.

C. Method of Election: The President, Vice-President, Secretary, Treasurer, and a new Board of Governors shall be elected at the last stated meeting in May from a list of names drawn up by the Nominating Committee and submitted to the membership. Other names may be submitted from the members-at-large, in writing, to the Nominating Committee at least three (3) weeks before the May Stated Meeting. The Board may appoint an Assistant Secretary-Treasurer (one-office), either from the Club membership on such terms as the Board may consider advisable, to assist the Secretary and Treasurer in their duties.

D. Nominating Committee Members: There shall be a Nominating Committee of three (3) members, at least one from the Board of Governors but no more than two (2). The Nominating Committee shall draw up a list of names as candidates for President, Vice-President, Secretary, Treasurer, and Board of Governors for election at the May Stated Meeting.

E. Nominating Committee Duties: The Nominating Committee shall draw up a list of names as candidates for President, Vice-President, Secretary, Treasurer, and additional members for the Board of Governors for election at the May Stated Meeting each year.

F. Election of Officers: The President, Vice-President, Secretary, and Treasurer shall be elected at the stated May Stated Meeting of the Club and shall hold office for one year, beginning June 1.

G. Election of the Board of Governors: The Board of Governors shall be elected at the stated May Stated Meeting of the Club and shall hold office for one year, beginning June 1.

H. Method of Voting: Vote shall be by written ballot, and the one receiving the greatest number shall be elected

I Eligibility to Vote: Members must be 18 years of age or older and in good standing with the Club to be eligible to vote.

ARTICLE VIII - POWERS AND DUTIES OF THE BOARD OF GOVERNORS

A. Meetings: The Board of Governors shall meet at least once in every month, during the skating season. The date of such meeting shall be stated by the President, or in his/her absence, by the Vice-President. Any three (3) members of the Board of Governors may call a Board meeting upon giving notice to the members of the Board of Governors at least three (3) days prior to the meeting. The notice shall state the date of the meeting, purpose for which the meeting is called, and the names of the three (3) Board members requesting the meeting.

B. Quorum: Five (5) members of the Board of Governors shall constitute a quorum.

C. Authority: The Board of Governors shall have entire authority in the management of affairs and finances of the Club and shall have general control of all its property. All rights and powers connected therein shall be vested in them. Any contracts entered into between the Club and any other party must be pre-approved by the Board of Governors and signed by the President.

D. Rules: The Board of Governors shall make such rules as they deem proper respecting the use of the Club's property; prescribe rules for the admission of strangers; fix penalties for offenses against the rules; and make rules for their own government or the committees appointed by them. Any such rules of the Club shall be consistent with the rules of the United States Figure Skating Association.

E. Appropriations: All appropriations from the funds of the Club shall be made by the Board of Governors and the Officers.

F. Audits: The Board of Governors shall appoint an Audit Committee of three (3) people and shall audit the records of the Club at least once yearly.

G. Indebtedness: The Board of Governors shall have the power to limit the indebtedness of a Member of the Club.

H. Candidates for Membership: The Board of Governors shall elect to membership in the Club as hereinafter provided, such candidates as they consider desirable. Such elections must be by ballot at a regular meeting of the Board of Governors and three (3) negative votes shall reject. No rejected candidate shall be eligible to membership within six (6) months after rejection.

I. Change in Status of Membership: Any Member wishing to change membership status, either upgrade or downgrade, must petition the Board of Governors for said change. Petition will be reviewed by the Board of Governors at its next regular meeting. Three (3) negative votes shall reject.

J. Suspend or Expel: The Board of Governors shall have the power to suspend or expel any Member for violations of these Articles and Bylaws, or for conduct which they shall deem improper, by no Member shall be expelled or suspended without a hearing.

K. Readmit to Membership: The Board of Governors may at a regular meeting of the Board of Governors readmit to membership, without the payment of a second initiation fee, any former Member whose resignation has been fully accepted. Such readmission must be by ballot and three (3) negative votes shall reject.

L. Drop and Reinstate to Membership: The Board of Governors may as hereinafter provided drop from the roll any delinquent Member and also may reinstate such Members as hereinafter provided. A

change of status in individual membership may be made by petition in person or by a letter to the Board of Governors. The Board of Governors shall have a hearing to vote on said petition.

M. Standing Committees: The Board of Governors shall appoint all Standing Committee Heads.

N. USFSA Delegate: The Board of Governors shall elect a Delegate or Delegates to the United States Figure Skating Association. The Club Secretary shall inform the Association's Secretary, in writing, of the name and address of the Delegate elected. Said Delegate shall be the representative between the Club and the United States Figure Skating Association and shall attend the Association's Governing Council Meeting, or such other meetings as deemed necessary by the Board of Governors, either in person or by proxy. The Board of Governors may, as it sees fit, pay the expenses of the Delegate to the Association's meetings. Any candidate for USFSA Delegate must be a Member in good standing of the Club.

O. Publication Advisory Committee Member: The Board of Governors shall appoint a Publicity Chairman of the Club to act as Skating Magazine Representative. Said Magazine is the official organ of the United States Figure Skating Association. It shall be the duty of this person to furnish news items of the Club's activities to the Magazine, and to encourage the writing of articles of lasting interest for the Magazine.

P. Expenditures and Revenues: The Board of Governors shall prepare and submit at the August Stated Meeting a program of anticipated expenditures for the coming year (September through August subsequent) together with proposals of sources of revenue to meet same.

R. Board Member Limitation: The office of the Board of Governors Member shall be ipso facto vacated if:

1. by notice in writing to the Secretary he/she resigns his/her office.

- 2 he/she no longer is a Member of the Club.
- 3 he/she is convicted of a criminal offense.
- 4 he/she is found to be of unsound mind

ARTICLE XIX - STANDING COMMITTEES

A. Names: The Standing Committees shall consist of one (1) or more Members. Committees other than the Standing Committees may be created under such names and rules as the Board of Governors deems appropriate. Committee Chairpersons shall be appointed by the Board of Governors at the their first regular meeting after the annual election. The following Standing Committees must always exist within the Club:

1. Membership Committee.
2. Sessions Committee.
3. Test Committee.
4. Competition Committee.
5. Ways and Means Committee.
6. Sanctions Committee.

B. Membership Committee: The Membership Committee shall make recommendations upon the qualifications of all candidates for membership and report their conclusions to the Board of Governors. The Membership Chairman shall receive all applications for membership and shall notify the applicant of his/her election or rejection, and shall furnish him/her with the Articles, Bylaws, and Rules of the Club if elected.

C. Sessions Committee: The Sessions Committee shall select and make arrangements for the playing of all music at the Club's sessions, entertainments, carnivals, and so forth. The Sessions Committee shall also make Ice Rules and arrangements for the conduct of Club Members during the Club's regular skating sessions, and divide the ice time into sections corresponding to the requirements of the Club. The Ice

Rules and the arrangements shall be approved by the Board of Governors and then posted on the Club's bulletin board at its principal skating headquarters.

D Test Committee: The Test Committee shall have complete charge of arranging USFSA tests, of setting test dates, and obtaining approved and appropriate USFSA judges for conducting tests. The Test Committee shall have the final decision as to the eligibility of any person to enter any test. Fees for tests shall be approved by the Board of Governors and then posted on the Club's bulletin board at its principal skating headquarters.

E Competition Committee: The Competition Committee shall have complete charge of all Club and Inter-Club competitions. The decisions shall rest with the Competition Committee as to persons eligible to enter any such competition.

F Ways and Means Committee: The Ways and Means Committee shall have complete charge of all fundraising activities of the Club. Any such activity must be approved, in advance, by the Board of Governors.

G Sanctions Committee: The Sanctions Committee shall be responsible for obtaining any required USFSA sanctions for Club-sponsored figure skating events.

ARTICLE X - MEMBERSHIP

A Categories for Membership: The Club shall have the following categories for membership: Adult Skating Members; Junior Skating Members; Non-Skating Members; and Honorary Members.

B. Application for Membership: Each candidate for membership in the Club must complete, in writing, the Club's Application for Membership. Applicants under the age of eighteen (18) must have their application signed by a parent or legal guardian. All applicants must agree to comply with the Articles, Bylaws, and Rules of the Club. All applications received by the Membership Committee at least ten days prior

to the next meeting of the Board of Governors, will be considered at that meeting of the Board of Governors. Professionals in skating may be Club Members and may be elected to the Board of Governors, however they may not be elected as an Officer of the Club and they may not occupy more than two positions on the Board of Governors.

C **Arrears for Dues:** Any Member in arrears for dues, or other indebtedness, shall be notified by mail by the Treasurer, at his last known address, of the amount of indebtedness. If the amount is not paid in full within one month thereafter, the name of the delinquent Member shall be reported by the Treasurer to the Board of Governors at their next meeting. The Board of Governors may drop from the roll any name of such delinquent Member. A Member dropped from the roll for nonpayment of dues, other indebtedness, may, upon payment of same, at the discretion of the Board of Governors, be reinstated to full membership.

D **Arrears for Dues Restrictions:** No Member in arrears for dues, or other indebtedness, shall be eligible to hold any office or other position in the Club, entitled to vote, or to enter in any USFSA tests or competition.

E **Resignation:** Any Member not in arrears for dues, or other indebtedness, may tender a written resignation of his/her Membership to the Club Secretary, who shall report the same to the Board of Governors, at their next meeting for their action.

F **Adult Skating Members:** Adult Skating Members must be eighteen (18) years of age or older, paying full membership dues, and having full skating privileges in the Club. Adult Skating Members have voting rights.

G **Junior Skating Members:** Junior Skating Members must be under the age of eighteen (18), paying full membership dues, and having full skating privileges in the Club. Junior Skating Members have no voting rights.

H. Non-Skating Members: Non-skating Members shall pay a specified fee and may be eligible to skate one (1) time per month, during the Club's regular sessions. Non-Skating Members under the age of eighteen (18) have no voting rights, those Non-Skating Members eighteen (18) years of age or older have voting rights.

I. Honorary Members: Honorary Members may be elected at any meeting of the Club after recommendations by the Board of Governors, however three (3) negative votes shall reject. Honorary Members have no voting rights.

J. Guests: A visiting USFSA Member skater not a Member of the Club may skate one (1) time per month, during the Club's regular sessions. A visiting skater not a Member of the USFSA may skate two (2) times per year with the Club, provided that skater is accompanied in person by a Club Member, with a limitation of one guest per Club Member, upon payment of a skating fee for each session attended.

L. Responsibilities for Guests: Members shall be responsible for the conduct and indebtedness of all persons admitted to the Club's sessions at their request.

M. Board Approval for Competition and Exhibition: No Member of Members of the Club shall make entry in the name of the Club in competition or exhibition except with the express permission of the Board of Governors.

ARTICLE XI - CLUB MEETINGS

A. Time: There shall be three (3) Stated Club Membership Meetings each year. A Stated Meeting shall be held in May, August, and December.

B. Special Meetings: The Secretary shall call Special Meetings at the direction of the President, or upon the written request of five (5) Club Members in good standing.

C. Quorum: Thirty-three (33%) percent of all Members in good standing shall constitute a quorum for the transaction of business.

D. Notices: Notices of Special Meetings shall be mailed by the Secretary to every Member at least ten (10) days in advance thereof, and/or shall be posted by the Secretary for the same length of time on the bulletin board at the Club's principal skating headquarters.

E. Special Meeting Limitation: No business shall be transacted at a special meeting except that of which notice was given.

ARTICLE XII - DISCIPLINE

A. Method of Procedures: Any Member or Members having complaints against another Member for the infraction of any law or rule, other than skating rules, as for the conduct injurious to the welfare of the Club, may report same, in writing, to the Board of Governors. Such complaint shall set forth the facts of the case, together with the names of witnesses, if any. After receiving such complaint, a meeting of the Board of Governors shall be held as soon as practicable to investigate same. The Complainant or Complainants, and the Member complained of, shall receive at least seven (7) days notice of such meeting, and may be heard with their witnesses. The statements and evidence shall be reduced to writing and filed with the Secretary, and the Secretary shall mail copies thereof to the Complainant or Complainants, and to the Member complained of. An appeal from the decision of the Board of Governors may be taken to the Club within seven (7) days thereafter, by serving upon the Secretary a written notice of such appeal. A special meeting shall thereupon be called for the consideration of the case, and a two-thirds vote shall be necessary to reverse the decision of the Board of Governors.

ARTICLE XIII - FEES, DUES, AND ASSESSMENTS

A. Fees, Dues, Assessments: Any fees, dues, and/or assessments to Members or non-Members shall be pre-approved by the Board of Governors.

B. Subscription to SKATING Magazine: One subscription per family living at the same address is included in the USFSA registration fees and increases general interest in the sport if read by all family members

C. Prospective Members: A prospective member may be admitted to one (1) Club session, free of charge, provided he/she is accompanied by a Club Member who in turn introduces him to the Chairperson of the Membership Committee, or, in the absence of the Chairperson, to a Membership Committee Member.

ARTICLE XIV - ADOPTION OF ARTICLES OF INCORPORATION AND BYLAWS

New Club Procedure: An Incorporator shall call the Club together and request the adoption of the embodied Articles of Incorporation and Bylaws. Nominations shall be requested from the floor for Corporate Directors and Officers of the Club.

ARTICLE XV - AMENDMENTS TO BYLAWS

Amendments: The Bylaws may be amended by a two-thirds affirmative vote of the Board of Governors at any regularly constituted meeting thereof.

ARTICLE XVI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 4651 W. Eau Gallie Blvd. #57, Melbourne, Florida, 32934, and the initial registered agent of the corporation at that address is Debbie Phillips. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE XVII - INCORPORATOR

The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Diana Figueroa	1301 W. Eau Gallie Blvd. Suite 96

Melbourne, Florida 32935

ARTICLE XVIII - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

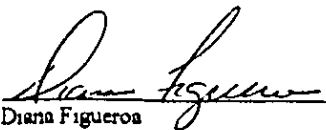
ARTICLE XIX - INDEMNIFICATION

This Corporation shall indemnify and officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XX - DISSOLUTION OF CORPORATION


Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer, or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Melbourne, Florida, this 31st day of July, 1996.


Diana Figueroa

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.


Debbie Phillips

Date: July 31, 1996

FILED
96 DEC 23 AM 9:00
SEC. OF STATE
TALLAHASSEE, FLORIDA

BYLAWS
OF
SPACE COAST FIGURE SKATING CLUB, INC.

ARTICLE I - ORDER OF BUSINESS

A. Sequence: At Stated and Special Meetings, the following order of business shall be observed:

1. Roll Call
2. Reading of Minutes of Previous Meeting
3. Reports of Officers
4. Reports of Committees
5. Election of Officers
6. Unfinished Business
7. New Business
8. Adjournment

ARTICLE II - RULES OF ORDER

A. Order of Motions: When a question is before the meeting, no motion shall be entertained except:

1. To Adjourn
2. To Lay on the Table
3. The Previous Question
4. To Postpone
5. To Commit
6. To Amend

Which several motions shall have precedence in the order above given, and the first three (3) shall be decided without debate

B Yeas and Nays: If any two (2) Members shall request, the Yeas and Nays shall be called upon any question, whereupon each Member present shall vote as his name is called, without debate, unless excused from voting by the meetings, and the vote so taken shall be recorded in the Minutes.

C To Reconsider: A motion to reconsider must be made by a Member who voted with the majority, and at the same or succeeding meeting.

D Majority Vote: Except as otherwise provided, all questions shall be determined by a majority vote. The Chairman of the Board of Governors may vote only in the case of a tie, except when the yeas and nays are ordered in which case he shall vote when his name is called. If the result be then a tie the motion shall be declared lost.

E Robert's Rules of Order: All questions of parliamentary practice not herein provided for shall be determined in accordance with Robert's Rules of Order.