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DIVISION OF CORPORATIONS
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JUL 11 2013

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Central Florida Softball League, Inc

DOCUMENT NUMBER: N97000004159

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

Please return all correspondence concerning this matter to the following:

Richard Harem

(Name of Contact Person)

(Firm/ Company)

800 San Juan Blvd

(Address)

Orlando, FL 32807

(City/ State and Zip Code)

richie1780@hotmail.com

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

For further information concerning this matter, please call:

Richard Harem

(Name of Contact Person)

at (407) 489-4433

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 18, 2013

RICHARD HAREM
800 SAN JUAN BLVD
ORLANDO, FL 32807

SUBJECT: CENTRAL FLORIDA SOFTBALL LEAGUE, INC.
Ref. Number: N97000004159

We have received your document for CENTRAL FLORIDA SOFTBALL LEAGUE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Bylaws are not filed with this office. Please retain them for your records.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown
Regulatory Specialist II

Letter Number: 313A00015332

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 JUL 11 PM 2:20

Central Florida Softball League, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N97000004159

(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**)

C. Enter new mailing address, if applicable:

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

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:

(Florida street address)

New Registered Office Address:

(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>

Type of Action
(Check One)

Title

Name

Address

1) ☐ Change

☐ Add

☐ Remove

2) ☐ Change

☐ Add

☐ Remove

3) ☐ Change

☐ Add

☐ Remove

4) ☐ Change

☐ Add

☐ Remove

5) ☐ Change

☐ Add

☐ Remove

6) ☐ Change

☐ Add

☐ Remove

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

See Attached

The date of each amendment(s) adoption: 4/21/2013

Effective date if applicable: 4/21/2013

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

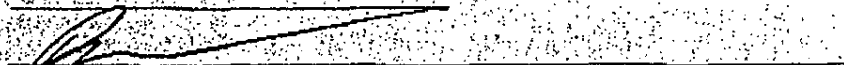
(CHECK ONE)

- ☒ 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

7/5/2013

Signature



(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)

Richard Harem

(Typed or printed name of person signing)

Commissioner

(Title of person signing)

Articles of Amendment

Article 1: Name, Purpose

1.01 Name

The organization shall be named Central Florida Softball League, Inc.

1.02 Purpose

The CENTRAL FLORIDA SOFTBALL LEAGUE, INC. shall operate as a non-profit, charitable organization whose purpose is to provide educational and competitive opportunities related to amateur softball focused towards members of the gay, lesbian, bisexual, and transgendered community and their allies.

Article 2: Membership

2.01 Eligibility

Membership shall be determined by the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. Board of Directors as established in the League Guidelines, and will not discriminate against race, color, religion, sex, national origin, sexual orientation, age, or disability.

2.02 Privileges, Fees

Privileges associated with membership and the fees of membership shall be determined by the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. Board of Directors.

2.03 Annual Meetings

Meetings of the members of the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. shall be held at the completion of each season. The agenda of such meetings shall be set by the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. Board of Directors.

2.04 Special Meetings

Special meetings of the membership may be called by the Commissioner, majority vote of the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. Board of Directors, or by at least one-tenth (1/10th) of the total active or most recent membership by written petition to the Commissioner or Secretary of the CENTRAL FLORIDA SOFTBALL LEAGUE, INC.

2.05 Notice

Notice of any meeting of the membership shall be considered delivered if done so by mail, including email, to the member body at last record. Notice shall be sent no more than twenty one

(21) days prior to said meeting, and no less than seven (7) days prior to said meeting: The purpose of the meeting shall be stated in the notice.

2.06 Location of Meetings

All member meetings shall take place within the general boundaries of the city of Orlando, Florida.

2.07 Quorum

For the purpose of membership meetings, attendance of one member in good standing shall constitute a quorum except in the case of an amendment to these Articles. A quorum for the purposes of amending these Articles shall be stipulated in Article 8, and Section 2 of this document.

2.08 Parliamentary Procedure

The Sergeant-at-Arms shall stipulate the Parliamentary Procedure to be used for any meeting of the CENTRAL FLORIDA SOFTBALL LEAGUE, INC.

2.09 Termination or Suspension of Membership

The CENTRAL FLORIDA SOFTBALL LEAGUE, INC. Board of Directors reserves the right to terminate and/or suspend the membership of any member at any point consistent with the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. League Guidelines and Procedures.

Article 3: Board of Directors

3.01 General Powers

The Board of Directors shall have the general power to manage and control the affairs and property of the Central Florida Softball League, Inc. and shall, by majority vote of the same, adopt rules and regulations governing the actions of the Board of Directors.

3.02 Board of Directors Composition

The Board of Directors shall consist of no less than five (5) and no more than seven (7) members. Members need not be residents of the State of Florida. All elected officers will be considered members of the Board of Directors.

At a minimum, there shall be a Commissioner, Assistant Commissioner, Secretary, Sergeant-at-Arms, and Treasurer. Additional Committee Members will be at the discretion of the Board of Directors pursuant to the League Guidelines adopted by resolution of the Board of Directors.

3.03 Board Compensation

The Board of Directors shall receive no salary or compensation for their services, excepting waiver of membership fees, but may be reimbursed for reasonable expenses pursuant to rules adopted by resolution of the Board of Directors. Nothing herein shall be construed to preclude and Committee

Member from serving the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. in any other capacity and receiving compensation therefore.

3.04 Meetings of the Board of Directors

The Board of Directors shall adopt by resolution, a regular schedule of meetings.

3.05 Board of Directors Elections

Election to the Board of Directors shall be held in accordance with the League Guidelines and by a vote of the active members of the Central Florida Softball League, Inc.

3.06 Terms

Each Committee member shall hold office for a term of two (2) years and thereafter until his/her successor is elected and inducted.

3.07 Quorum

A majority of the total number of the Board of Directors Members in office shall constitute a quorum for the transaction of CENTRAL FLORIDA SOFTBALL LEAGUE, INC. business at any meeting of the Board of Directors. But, if less than majority of the Board of Directors Members are present at any meeting, a majority of the Board of Directors Members present may adjourn the meeting. Proxies shall not be permitted.

3.08 Vacancies, Resignation, Removal

The Board of Directors, by resolution, shall adopt policies and procedures for the filling of vacant Board of Directors Member positions, tendering of resignations, and removal of a Board of Directors Member from his/her elected office.

3.09 Manner of Acting

The act of a majority of the Board of 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 these Articles.

3.10 Informal Action

Any action may be taken without a meeting of the Board of Directors if consent in writing setting forth the action so taken is signed by all of the Board of Directors Members.

3.11 Bi-Annual and Regular Meetings

The Board of Directors shall hold bi-annual meetings at such time and place as the Board of Directors shall, by resolution, prescribe. The Board of Directors may by resolution prescribe the time and place of such regular meetings.

Article 4: Contracts, Checks, Deposits, and Funds

4.01 Contracts

The Board of Directors, through its designees, shall have the authority to obligate, by contract, the performance of the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. for the transacting of the CENTRAL FLORIDA SOFTBALL LEAGUE, INC.'s stated purpose.

4.02 Checks, Drafts, and Similar Instruments

The Board of Directors, through its designees, shall have the authority to expend funds by checks, drafts, or other similarly purposed instruments. The Board of Directors shall adopt rules for authorizing expenditures and countersigning instruments.

4.03 Deposits

The Board of Directors, through its designees, shall have the authority to deposit, to the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. accounts, instruments directing funds to the CENTRAL FLORIDA SOFTBALL LEAGUE, INC.

4.04 Gifts and Contributions

There shall be no limit to gifts and/or contributions to be accepted by the Board of Directors on behalf of the CENTRAL FLORIDA SOFTBALL LEAGUE, INC.

Article 5: Corporate Books and Records

5.01 Books and Records

The CENTRAL FLORIDA SOFTBALL LEAGUE, INC. shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Article 6: Fiscal Year

6.01 Fiscal Year

The fiscal year of the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. shall be January 1 to December 31.

Article 7: Limitations

7.01 General

As stated in the Articles of Incorporation, at all times the following shall operate as conditions restricting the operations and activities of the corporation.

7.02 Corporate Earnings

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 of 1986, 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.

7.03 Political Activities

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.

7.04 Exempted Activities

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 of 1986, as now enacted or hereafter amended.

7.05 Lending Activities

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 8: Amendments

8.01 Notice Required

These Articles may be altered, amended, or repealed and new Articles may be adopted by vote of the members of the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. at any regular or special meeting with at least fifteen (15) days notice of intention to alter, amend, or repeal the Articles or adopt new Articles at such meeting.

8.02 Quorum

For the purpose of amending these Articles, any member present at an appropriately called meeting of the membership will constitute a quorum.

8.03 Acceptance

Acceptance of such alteration, amendment, or repeal of these Articles shall require a two-thirds (2/3) affirmative vote of the eligible members present at said meeting and voting.

Article 9: Conflict of Interest Policy

9.01 Purpose

The purpose of the conflict of interest policy is to protect the CENTRAL FLORIDA SOFTBALL LEAGUE, INC.'s interests when contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

9.02 Definitions

A. Interested Person

Any director, principle, officer, or member of a committee with governing Board of Directors-delegated powers, who has a direct or indirect financial interest, as defined below, is an Interested Person.

B. Financial Interest

A person has a Financial Interest if the person has directly, or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. has a transaction or arrangement; or
- ii. A compensation arrangement with the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. or with any entity or individual with which the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. has a transaction or arrangement; or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A Financial Interest is not necessarily a conflict of interest. Under Section 3.B., a person who has a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

9.03 Procedures

A. Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest

- i. An Interested Person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee shall determine whether the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors, or committee members, whether the transaction or arrangement is in the CENTRAL FLORIDA SOFTBALL LEAGUE, INC.'s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflict of Interest Policy

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

9.04 Records of Proceedings

The minutes of the governing board and all committees with Board of Directors-delegated powers shall contain:

- A. The names of the persons who disclosed, or otherwise were found to have, a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

9.05 Compensation

A voting member of the governing board who receives compensation, directly or indirectly, from the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the CENTRAL FLORIDA SOFTBALL LEAGUE, INC., either individually or collectively, is prohibited from providing information to any committee regarding compensation.

9.06 Annual Statements

Each director, principal officer, and member of a committee with governing Board of Directors-delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the Conflict of Interest policy, and
- B. Has read and understands the policy, and
- C. Has agreed to comply with the policy, and
- D. Understand the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. is a nonprofit or charitable corporation, and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

9.07 Periodic Reviews

To ensure the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the CENTRAL FLORIDA SOFTBALL LEAGUE, INC.'s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

9.08 Use of Outside Experts

When conducting the periodic reviews as provided for in Section 9.07, the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board or committee of its responsibility for ensuring periodic reviews are conducted.

Article 10 – Dissolution

10.01 Dissolution of Assets

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of the section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 11: Ratification

11.01 Replacement of Articles

This constitutes repeal and adoption of new Articles of the CENTRAL FLORIDA SOFTBALL LEAGUE, INC. at a Special Meeting of the members called in accordance to Section 8.01, and was done so by a majority vote of the members present.

11.02 Date of Adoption

These new Articles shall be adopted as of the date of the first signature of the Board of Directors in Section 3 of this Article. Signature by the Board of Directors constitutes a duly conducted vote for ratification.

11.03 Board of Directors Signatures

X

Richard Harem, Commissioner

X

Russ Spears, Assistant Commissioner

X

Holly Nichols, Treasurer

X

James Jackson, Secretary

X

Wes Hodge, Sergeant-at-Arms