



**SOUTH FLORIDA AMATEUR ATHLETICS ASSOCIATION  
Fort Lauderdale, FL**

**ARTICLE OF INCORPORATION  
(A Florida not-for-profit corporation)**

**INSTRUMENTS OF GOVERNANCE  
Edition of May 14, 2008**

**ARTICLE OF INCORPORATION OF  
SOUTH FLORIDA AMATEUR ATHLETICS ASSOCIATION, INC.**  
(A Florida not-for-profit corporation)

The undersigned persons, acting as incorporator of the corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation.

**ARTICLE ONE**  
Name and Address

The name of the Corporation shall be South Florida Amateur Athletics Association, Inc. hereafter referred to as the Corporation. The principal office and mailing of the corporation is 1401 NE 1<sup>st</sup> Avenue, Fort Lauderdale, Florida 33304

**ARTICLE TWO**  
Duration

The period of duration of the Corporation is perpetual unless dissolved according to the law. The Corporation's existence shall commence upon the filing of these Articles of Incorporation.

**ARTICLE THREE**  
Purpose

The Corporation is organized exclusively for the charitable purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax laws.

**ARTICLE FOUR**  
Nonprofit

The Corporation is not organized for profit and no part of the net earnings, if any, or assets of the Corporation shall inure to the benefit of any member, individual, person, firm, or corporation. The Corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, liability for dues and assessments, and the method of collection, thereof, shall be as regulated by the bylaws.

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**ARTICLE FIVE**  
Powers

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of directors of the corporation shall be no fewer than seven (7) and no more than eleven (11), provided however, that such number may be changed in accordance with duly adopted revisions, pursuant to the bylaws of this corporation.

Any action required or permitted to be taken by the Board of Directors under the provision of law may be taken without a meeting, if all of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate of the document filed under any provision of law that relates to action so taken shall state that action was taken by unanimous written consent of the directors. Any certificate of the document filed under any provision of law that relates to action so taken shall state that action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of the incorporation and bylaws of this corporation authorized the directors to so act. Such a statement shall be prima facie evidence of such authority.

**ARTICLE SIX**  
Amendments

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and must be in accordance with Florida Law. Amendments may be adopted by a vote of at least two-thirds (2/3rds) of a quorum of members of the Board of Directors.

**ARTICLE SEVEN**  
Amending Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Not-For-Profit Corporation Act of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the Board of Directors or by following the procedures set forth in the bylaws.

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**ARTICLE EIGHT**  
Incorporator

The name and street address of the incorporator of the Corporation is, James A. Marx, 200 S. Biscayne Blvd., Suite 1870, Miami, FL 33131.

**ARTICLE NINE**  
Registered Agent

The name and street address of the initial registered agent of the Corporation is James A. Marx, PA, Attorney At Law, First Union Financial Center, Suite 1870, 200 S. Biscayne Boulevard, Miami, Florida, 33131-2377, Dade County, State of Florida.

**ARTICLE TEN**  
Officers

The Board of Directors shall elect the following officers:

- Chairman
- Vice Chairman
- Secretary
- Treasurer

As the bylaws of the corporation may authorize, other officers may be elected from time to time by the directors.

Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as the Acting Corporate Officers:

- Chairman David A.S. Litty
- Vice Chairman Tiffany King
- Secretary/Treasurer Paul Falcone

**ARTICLE ELEVEN**  
Property/Assets

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

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**ARTICLE TWELVE**  
Dissolution

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, and which has established its tax exempt status under Section 501(c) 3 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

**ARTICLE THIRTEEN**  
Manner of Election of Directors

The method of election of directors is as stated in the bylaws.

**ARTICLE FOURTEEN**  
Effective Date

The effective date of these articles shall be August 1, 2000.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of August, 2000.

\_\_\_\_\_  
James A. Marx

**ARTICLE OF INCORPORATION OF  
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**Amendments to Articles  
South Florida Amateur Athletic Association, Inc.**

ARTICLE THREE  
Purpose

3.01

The Corporation is organized exclusively for the charitable purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax laws.

3.02

Provide an opportunity for lesbian and gay people to play organized sports in an environment that is safe, healthy, and free of negative attitudes based on differences in sexual orientation.

3.03

Promote good sportsmanship.

3.04

Promote the general welfare of its members and the community.

3.05

Promote the development of positive relationships among its members and the community.

3.06

Organize and promote participation by its members in such athletic, social, cultural, or charitable activities as may serve the preceding purposes.

ARTICLE SEVEN  
Amendments

7.01

This Constitution may be amended by two-thirds vote at any properly convened Managers Council meeting, as provided in the Bylaws.

7.01.01

Proposals to amend this Constitution shall make explicit and detailed reference to any existing provision which would be affected by adoption of the amendment.

7.01.02

Proposals to amend this Constitution shall be presented for consideration in writing in a manner consistent with the language and format used herein.

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7.01.03

From this date forth, proposals to amend this Constitution shall be introduced and seconded at the Association meeting held in the calendar month immediately preceding the meeting at which it is to be decided whether to adopt the amendment.

**ARTICLE FIFTEEN  
Organization**

15.01

Any person who is committed to upholding the spirit and intent of all the purposes and principles set forth in this Constitution, who is listed on the official roster of, or serves as a manager, coach or scorekeeper of any team recognized by the Association, or is a current member of the Board, and who is in good standing as provided in the Bylaws shall be a franchised member of the Association.

15.02

The Association will be governed by an executive body and a legislative body.

15.02.01

The Executive body shall be known as the Board of Directors. The Board shall be composed of franchised members of the Association. The board shall be composed of a Chairperson of the Board, Vice Chair and Open Division Commissioner, Vice Chair and Women's Division Commissioner, Open Division Assistant Commissioner, Women's Division Assistant Commissioner, Secretary, and Treasurer.

15.02.02

The Board elects Steve Love to serve as acting Vice Chair and Open Division Commissioner, and Tiffany King will continue also as acting Vice Chair and serve as the Women's Division Commissioner until the first meeting of the Managers Council. David A. S. Litty will continue as Chairperson, and Paul Falcone will continue as Secretary/Treasurer until the first meeting of the Managers Council. The two Assistant Commissioner positions will remain vacant until the first election, until the first meeting of the Managers Council. At this first meeting, nominations will be opened, and an election held for all positions. The Board of Directors shall be charged with the leadership of the Association and the fulfillment of its objectives.

15.03

The Legislative body shall be known as the Managers Council. The Council shall be composed of the manager, or his or her designated representative, from each team in good standing, and the Board of Directors. Each team has one vote. The Managers Council shall be charged with the legislative functions of the Association and the fulfillment of its objectives.

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15.04

At the first meeting of the Managers Council, nominations will be opened and elections held to elect the permanent Board members. The positions of Chairperson, the two Assistant Commissioners, and Secretary will be elected for to hold office until the next election at the end of the spring 2000 season. They will be elected for two-year terms thereafter. The positions of Open Division Commissioner, Women's Division Commissioner and Treasurer will be elected to hold office until the election at the end of the spring 2001 season. They will be elected for two-year terms thereafter. This allows the Board turnover to be staggered.

Section 15.04 to be revised to add the following to replace this portion of the paragraph:

The positions of Chairperson, the two Assistant Commissioners, and Secretary will be elected for to hold office until the next election at the end of the spring 2000 season. The positions of Open Division Commissioner, Women's Division Commissioner and Treasurer will be elected to hold office until the election at the end of the spring 2001 season.

Replaced by:

Beginning with the election to be held in June 2003, the positions of Chairperson, Women's Commissioner, Assistant Open Commissioner and Treasurer will be elected in odd years. Beginning with the election to be held in 2004, the positions of Open Division Commissioner, Assistant Women's Commissioner and Secretary will be elected in even years.

Beginning with the election of Officers to be held in fall 2001, The Board will appoint an election committee to collect and monitor votes on the day of the election. All players and coaches on the official roster of teams in good standing with the Association may vote. Each player has one vote, with the exception of individuals who are on a team in both the Open and Women's division. If a player has paid two player fees, they are entitled to two votes.

15.05

The Board of Directors will create a new committee titled "By Laws," to be headed by committee chair Randy Gage. As chair, Randy will form a committee of volunteers to write proposed by laws for the association, to be presented to the Board no later than October 10, 2000. The Board will thereafter make a decision on adopting the proposed by laws.



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15.06

The Chairman will be responsible for opening a bank account under the name of the South Florida Amateur Athletics Association, Inc. with the mechanism that all checks must be counter-signed by any two (2) members of the Board.

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