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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
for
MELROSE YOUTH SPORTS ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I- NAME

The name of the corporation shall be Melrose Youth Sports Association, Inc.

ARTICLE II-
Principal place of business and mailing address:

The principal address of the corporation at the time of incorporation is Route 3 Box 3050 (SR 26), City of Melrose, County of Putnam, State of Florida.

ARTICLE III-
Purpose(s)

This corporation is formed and shall be operated exclusively to provide a comprehensive recreational program for the people of the Melrose Community and surrounding areas and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the corporation.

a) The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence on the date these articles of incorporation are signed and acknowledged by the incorporators.

(b) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself, is not in furtherance of its purposes as set forth in these Articles.

ARTICLE IV
QUALIFICATIONS AND ADMISSION OF MEMBERS

Section I: Members

A. Membership in the Melrose Youth Sports Association, Inc., is open to any and all members of the community and surrounding rural area as governed by the territorial boundaries as established by the affiliated sports organizations.

B. All voting participants in any recreation program sponsored by the Melrose Youth Sports Association, Inc., must be active members of Melrose Youth Sports Association, Inc.

C. Active members are considered to be any adult, and/or their spouse, who pays a child's activity fee for any sport/activity which is sponsored and coordinated by the Melrose Youth Sports Association, Inc., within the fiscal year. Any adult who does not qualify for active membership status under this section may apply to the Board of Directors for a special exception.

Section 2: General Membership Meetings

A. General Meetings will be scheduled annually on the 1st Thursday of September of each year and at other times (quarterly) or when deemed necessary by the President or Board of Directors. General Meetings per sport will be tentatively scheduled.

Section 3: Officer Qualifications

A. A Board candidate must be a member of the Melrose Youth Sports Association, Inc., before he/she may be nominated in accordance with the bylaws.

B. Election and Term: The persons named in the articles of incorporation as members of the initial Board of Directors shall hold office until the first annual meeting of members and until their successors have been elected and qualified or until their earlier resignation, removal from office, or death. At the first annual meeting of members and at each annual meeting thereafter the general membership shall nominate and elect Directors to hold office until the next succeeding annual meeting. Each Director shall hold office for the term for which he is elected and until his successor is elected and qualifies or until his earlier resignation, removal from office, or death. Elected officers may succeed themselves.

C. Board of Directors shall consist of nine officers.

President: The president, subject to the direction of the Board of Directors, is responsible for the general and active management of the business and affairs of the corporation, has the power to sign bonds, deeds, and contracts for the corporation, and shall preside at all meetings of the shareholders.

Vice President: Each vice president has the power to sign bonds, deeds, and contracts for the corporation and shall have the other powers and perform the other duties prescribed by the Board of Directors or the president. Unless the board otherwise provides, if the president is absent or unable to act, the vice president who has severed in that capacity for the longest time and who is present and able to act shall perform all the duties and may exercise any of the powers of the president.

Secretary: The secretary shall have the power to sign contracts and other instruments for the corporation and shall (a) keep the minutes of the proceedings of the shareholders and the Board of Directors in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, (c) maintain custody of the corporate records and the corporate seal, attest the signatures of officers who execute documents on behalf of the corporation, and assure that the seal is affixed to all documents of which execution on behalf of the corporation under its seal is duly authorized, (d) keep a register of the post office address of each member that shall be furnished to the secretary by the member, (e) in general perform all duties incident to the office of secretary and other duties as from time to time may be prescribed by the president or the Board of Directors.

Treasurer: The treasurer shall (a) have charge an custody of and be responsible for all funds and securities of the corporation, (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit monies in the name of the corporation in the banks, trust companies, or other depositories as shall be selected by the Board of Directors, and (c) in general perform all the duties incident to the office of treasurer and other duties as from time to time may be assigned to him by the president or the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in the sum and with the surety or sureties that the Board of Directors determines.

Sports Commissioners: Each league will have a Commissioner (3). All Commissioners shall be elected at the Annual General Membership meeting and approved by the Board of Directors. Term of appointment is (1) year. All appointments are subject to review and change by the newly elected

President each Annual Meeting, with Board consensus. The Commissioners supervise assignment of players to teams according to the method established by the Board of Directors. They obtain lists of uniforms and equipment needed by the teams and present this to the Board. They assist Managers (Coaches) in collecting fees and assist the Board in making schedules. They distribute equipment and schedules of practices and games. All schedules shall be strictly adhered to. Commissioners may reschedule games in his/her League when necessary, with the approval of the President. Commissioners will strive to keep harmony with the Managers/Coaches and receive and resolve complaints when possible, or present per protocol, to the Board for review. They will be responsible for the up-keep of his/her League's field, with the help of Managers, Coaches and Others. They shall keep up with official score books, team lists of his/her League and keep the President and Board Members informed as appropriate.

Members at Large: There will be (2) Members At Large from the General Membership who are elected at the Annual General Membership Meeting (who hold no other elected office) and approved by the Board of Directors.

Section 4: Board of Directors:

The Board of Directors will establish the general policies and annual objectives for the corporation and vote on decisions affecting the corporation. They shall have the power to act on behalf of Melrose Youth Sports Association, Inc., without membership vote in case of emergency. They will review the financial and progress reports of all programs. They will have final authority over the development of an annual budget which must be submitted to the General Membership for approval. The budget shall be drawn up and submitted to the General Membership at the Annual Meeting, for approval. The Board shall have final authority on all matters pertaining to Melrose Youth Sports Association, Inc., with the exception that a General Membership vote will be required on any changes in the approved annual budget or on decisions which would alter the operation or structure of the corporation as defined by these Articles. The Board will vote on decisions affecting the structure of the corporation and any "out of budget" expenditure exceeding $500.00. A summary of expenditures would be reported at each quarterly General Membership Meeting or as otherwise required. The Board shall approve all Commissioners and hear the appeal of any member of a League who feels he/she has been unjustly acted upon by Melrose Youth Sports Association, Inc., and adjudicate any suspension or reinstatement. The Board shall recommend action to the General Membership and/or League Commissioners, and consider and determine any special exceptions to active membership in Melrose Youth Sports Association, Inc.

Section 5: Removal of Officers:

An officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgement the removal of the officer or agent will serve the best interest of the corporation. Removal shall be without prejudice to any contract rights of the person removed. The appointment of any person as an officer, agent, or employee of the corporation does not create any contract rights. The Board of Directors may fill a vacancy, however occurring, in any office.

Section 6: Quorum and Voting:

a) A majority of the Board of Directors constitutes a quorum for the transaction of business. The act of the majority of the Directors at a meeting at which a quorum is present, is the act of the Board of Directors.

b) These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the General Membership, and approved at the Annual General Membership Meeting.

ARTICLE VI
Initial Registered Agent and Street Address:

Rosellen V. Henderson
Route 3, Box 3050 (St. Rd. 26)
Melrose, Fl. 32666

ARTICLE VII
Incorporators

Lauren P. Alsobrook 115 Mason Lake Ct. Melrose, Fl. 32666	Robert Zettlemoyer Rt. 3, Box 1030-C Melrose, Fl. 32666	Rosellen Henderson Rt. 3, Bx. 3050 Melrose, Fl. 32666
Jessie Smith 25135 N.E. (SR. 26) Melrose, Fl. 32666	V. David Pigue Rt. 2 Box 215-F Hawthorne, Fl. 32640	