

**ARTICLES OF INCORPORATION
OF
THE ACREAGE ATHLETIC LEAGUE**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non-profit corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is ACREAGE ATHLETIC LEAGUE, INC.
(Hereinafter “Corporation”).

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3 – PROHIBITIONS

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

of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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) or 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE 4 – OFFICERS and DIRECTORS

The Directors shall be elected by a majority vote of the Members of this Corporation. The officers of the Corporation shall be:

President:	John Meredith
Vice-President:	James Parson
Secretary:	Cheryl Lojewski
Treasurer:	Geoff Grafton
Sgt. of Arms:	Chuck Mancuso
Dir. of Equipment:	
Sports Administrator :	Gina Parrish

OR those officers currently on record and file with Florida Department of State Division of Corporations.

ARTICLE 5 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 7040 Seminole Pratt Whitney Rd., PMB 74 Suite 25, Loxahatchee, FL 33470

ARTICLE 6 – INCORPORATOR

The corporation has been incorporated under the laws of the State of Florida.

ARTICLE 7 – TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 8 – CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 9 – QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the Bylaws of the Corporation.

ARTICLE 10 – VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the Bylaws of the Corporation.

ARTICLE 11 – LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the Registered Agent of this Corporation is:
John Meredith, 7040 Seminole Pratt Whitney Road Suite 25 PMB 24 Loxahatchee, FL
33470.

ARTICLE 13 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon filing with the
Secretary of State, State of Florida.

ARTICLE 14 – AMENDMENT

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
Corporation, and approved at a special meeting by a majority of the Members present,
unless all the Directors and all the Members sign a written statement manifesting their
intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 15 – INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was
wholly successful, on the merits or otherwise, in the defense of any proceeding to which the
director or officer was a party because the director or officer is or was a director or officer
of the Corporation against reasonable attorney fees and expenses incurred by the director or
officer in connection with the proceeding. The Corporation may indemnify an individual
made a party to a proceeding because the individual is or was a director, officer, employee
or agent of the Corporation against liability if authorized in the specific case after
determination, in the manner required by the board of directors, that indemnification of the

director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto.

Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the liability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees expenses shall be held invalid as contrary to law or public policy, it shall be servable and the provisions

remaining shall not be otherwise affected. All references in these Articles of Incorporation to “director”, “officer”, “employee” and “agent” shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 16 – DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3)& 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to federal government, or to a state or local government for public purpose. Any such assets not so disposed of by Court of Competent Jurisdiction 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.

BYLAWS
OF
THE ACREAGE ATHLETIC LEAGUE

ARTICLE I – OFFICES

The principal office of the Corporation shall be established and maintained as designated in the Articles of Incorporation. The Corporation may not have offices at such places outside the State of Florida as the Board of Directors may from time to time establish.

ARTICLE II – PURPOSES

1. The purpose for which the Corporation is formed are those set forth in its Articles of Incorporation, as from time to time amended. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation distributable to, or inures to the benefit of its members, directors or officers except to the extent permitted under the Not-for-Profit Corporation Law of the State of Florida. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

2. The Corporation may lease, gift, devise, purchase, own and/or operate real estate for such Corporation's purpose; and to solicit donations and to accept money or personal property in aid of such purpose and to maintain the same.

ARTICLE III – BASIC POLICIES

The following are the basic policies of the Corporation:

1. The Corporation shall be noncommercial, nonsectarian and nonpartisan.
2. The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the object of the Corporation.
3. The Corporation may cooperate with other organizations and agencies concerned with charitable, religious, educational or scientific matters but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

ARTICLE IV –MEMBERSHIP AND DUES

1. A member is defined as any officer, director, coach, or sport board ember (Sports Chairman, Vice Chairman Secretary, Or Treasurer) who subscribes to the purposes and basic policies of the Corporation may become a member of the Corporation subject to compliances with the provisions of the Articles of Incorporation and the Bylaws.

League Members Defined:

- * Charter Members: Any individual that has served 5 or more consecutive years on a sport board or Executive Committee for the Acreage Athletic League.

- Regular Members: Any individual that is currently serving on or has less than 5 years of service on a Sport Board or Executive Committee for the Acreage Athletic League.
- Conditions of membership include strict adherence to these Bylaws.

Membership in the Corporation shall be available without regard to race, color, creed or national origin.

2. The Corporation shall conduct an annual enrollment of members but persons may be admitted or omitted to membership at any time.

3. Only members in good standing of the Corporation shall be eligible to participate in its business meetings or to serve in any of its elective or appointive positions. Good standing is defined as members who have passed the background check and have not had a level 3 violation for 3 years or any Level 4 violations or who participates in administration of or sits on any board competing against the Acreage Athletic League..

4. If the Board of Directors requires, each member of the Corporation shall pay annual dues to the Corporation in the amount determined by the Corporation's Board of Directors from time to time.

5. All board and committee members must attend the monthly meetings of their board or committee. Failure to comply and missing three consecutive meetings will be considered abandonment of sport or sport run ineffectively.

ARTICLE V – OFFICERS AND THEIR ELECTION

1. Officers.

1.1 The officers of the Corporation, also known as the Executive Committee, or board of directors, shall consist of a President, a Vice-President, a Secretary, a Treasurer, a Director of Equipment, Sergeant of Arms and Sports Administrator.

1.2 Officers shall be elected on the first non-legal holiday Tuesday in July. However, if there is but one nominee for any office, it shall be in order to move that the Secretary cast the elective ballot of the Corporation for the nominee.

1.3 Officer's official duties will be determined by a majority vote of the remaining officers. If a sport or a sport committee is abandoned, or run ineffectively, then that sport or concession operation will be run by the Corporation, until a successor Commissioner or President is appointed.

1.4 Officer positions of the corporation (President, Vice-President, Secretary, Treasurer, Sgt. of Arms, Director of Equipment and Sports Administrator) shall be elected by the Board Members on the second non-legal holiday Tuesday of July.

1.5 Board Member terms are four years from the date elected. If appointed to serve an open position the term shall expire at the end of the original four year term.

1.6 The Board shall consist of seven members at large representing seven individual seats on the Board – 1,2,3,4,5,6 and 7. Seats 1,2,3,4 shall be elected during odd numbered years and Seats 5,6, and 7 shall be elected during even numbered years.

2. Election.

2.1 There shall be a nominating committee composed of three members, two of who shall be selected by the Board of Directors, and one of who shall be appointed by ITID/Parks Director at a regular meeting at least one month prior to the election.

2.2 The nominating committee shall nominate one eligible person for each office to be filled and report its nominees at the regular meeting one month before the election at which time additional nominations may be made from the floor.

2.3 Only those who have signified their consent to serve if elected shall be nominated for or elected to such office.

3. Vacancy.

3.1 A vacancy occurring on any board or committee office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the executive committee, notice of such election having been given. In case a vacancy occurs in the office of President, the Vice-President shall serve notice of the election.

ARTICLE VI – DUTIES OF OFFICERS

1. The President shall preside at all meetings of the Corporation and the Board of Directors at which he may be present; shall perform such other duties as may be prescribed in these Bylaws or assigned to him by the Corporation or by the Board of Directors and shall coordinate the work of the officers and committees of the Corporation in order that the purpose of the Corporation may be promoted.

2. The Vice-President shall act as aide to the President and shall perform the duties of the President in the absence or disability that officer to act. He will investigate all written complaints along with the appropriate sport board . He/She may also attend any board meeting held by the Board of Directors.

3. The Secretary shall record or retain the minutes of all meetings of the Corporation and of the Board of Directors, and shall perform such other duties as may be delegated to him or her. He/she shall serve as an authorized signer on all AAL bank accounts including all Sports Board Accounts. He/She may also attend any board meeting held by the Board Of Directors .

4. The Treasurer shall have custody of all the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, or as authorized by the Corporation, Board of

Directors, or a Special Committee. The Treasurer shall present a current bank statement at every regular meeting of the Corporation and at other times when requested by the Board of Directors. He shall serve as an authorized signer on all AAL bank accounts including all Sports Board Accounts. He/She may also attend any board meeting held by the Board Of Directors .

The Treasurer's accounts shall be examined annually by an outside individual or accounting firm, not affiliated with the Corporation.

5. The Director of Equipment will assume full responsibility for all equipment within the Association. He/She will insure proper maintenance and care of all Association's equipment. He/She will require an inventory from each sport board of inventory prior to the season beginning and again at season end. He/she may also attend any board meeting held by the Board Of Directors .

6. The Sergeant of Arms will keep control of all Executive Board meetings, maintain the official logbook at all Executive Board meetings and enforce all rules and policies of the Executive Board as necessary. He/She may also attend any board meeting held by the Board Of Directors .

7. Sports Administrator will assume the responsibility of being a Liaison to all sports divisions. He/She may also attend any board meeting held by the Board Of Directors.

8. Acreage Athletic League reserves the right to add a Non Committee Member at any time as an advisor.

9. All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.

10. Deliver to their successors all the official material not later than ten (10) days following the election of their successors, and assist with the transition of duties, thereafter as necessary.

ARTICLE VII – BOARD OF DIRECTORS

1. The Board of Directors shall consist of the officers of the Corporation. The members of the Board of Directors shall serve until the election and qualification of the successors.

2. The duties of the Board of Directors shall be:

2.1 To transact necessary business in the intervals between meetings of the Corporation and such other business as may be referred to it by the Corporation.

2.2 To appoint the president of each individual sport board for a two-year term.

2.3 To approve the nominated boards of each individual sport as nominated by each sport board president and to approve the plans of work of each individual sport board

2.4 To present a report at the regular meetings of the Corporation.

2.5 To appoint an individual or accounting firm, not affiliated with the Corporation, at least three months before the annual meeting to prepare an annual (previous calendar year) accounting and reconciliation of all the Corporation's accounts, including the accounts of all subsidiaries' or divisions of the Corporation. The Corporation's Treasurer will provide to the appointed individual or accounting firm all documents necessary to conduct an accounting and reconciliation as described above

2.6 To prepare and submit to the Corporation for approval a budget for the fiscal year.

2.7 To approve routine bills within the limits of the budget.

2.8 To serve on the Executive board, your child may not participate in an alternate league sport(s) that are currently offered by the AAL.

ARTICLE VIII – MEETINGS

1. Regular meetings of the Board of Directors shall be held on the first non-legal holiday Tuesday of every month from 7:30 pm to 10:00 pm.

2. Workshops. There is one workshop per month held on the fourth non-legal holiday Tuesday of each month. This meeting will not be open to the public.

3. Special Meetings. Special meetings may only be called by the Chairman, in his/her absence, the Vice-Chairman. The time and location will be posted at the concession stand at least one (1) week prior to the meetings. If applicable, notice will also be given to the local media.

4. The annual meeting shall be the first Tuesday, which is not a legal holiday, in the month of July.

5. A majority of the Board of Directors shall constitute a quorum for the transaction of business in any meeting of the Corporation.

ARTICLE IX – INDIVIDUAL SPORT BOARDS

1. The Board of Directors may create individual sport boards, as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each sport board president shall be two year or until the election and qualification of his/her successor.

2. The president of each sport board shall for a two year term, appoint and present a sport board or directors to the Executive Committee for approval. Unapproved or vacant positions can be renominated by the sport board president. Any sport board vacant for more than one month may be filled by the Executive Committee.

3. Must present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors..

4. The President shall be a member ex-officio of all except the nominating committee.

ARTICLE X – COLORS, INSIGNIA AND SLOGAN

1. The official colors of the Corporation are red, black, silver, and white.
2. The official insignia of the Corporation is a Hawk.
3. The official slogan of the Corporation is “Play hard, Play smart and have fun”.

ARTICLE XI – MISCELLANEOUS

1. Policies. The Executive Board will from time to time set forth policies to govern by. The policies will be in addition to the Bylaws.

2. Interpretation. Bylaws or Policies whose meaning or intent is not clearly defined will be interpreted by the majority of the Board of Directors of the corporation. Any objection to a meaning or intent of any Bylaw or Policy will be dealt with in a special meeting called for the purpose of defining the Bylaw or Policy. It should be the understanding of all members that not all Bylaws and/or Policies will conform to all situations that may from time to time arise.

ARTICLE XII – AMENDMENTS

These Bylaws may be amended, repealed or altered in whole or in part by majority vote at any regular or special meeting of the Board of Directors of the Corporation.

ARTICLE XIII – AMENDMENTS

1. All Sports are now required to keep all records for a minimum of 3 years. Records will be required to be turned in at the season end, items to be included registration forms, trophy bids, uniform bids, and equipment bids, accident reports, monthly meeting minutes. Minutes will need to be turned in the 1st Tuesday of the month to the AAL Executive Secretary; (email or printed).

2. Required Bidding Process: You must obtain 3 bids for all purchases in excess of \$1000.00. . One of those bids must be from a local competitor. (Local Competitor is defined as being in the Palm Beach County area). When choosing your vendor please include a statement as to why you chose who you did.

3. All sports will be required to attend the monthly meetings. If the sport president is unable to attend he must sent a representative in his/her place. Any sport that misses 3 consecutive meetings will be considered as an abandonment of the sport and the president will be replaced by the Executive Committee.

4. All sports boards are required to obtain a set of Sport related Bylaws prior to the Season beginning. You will also need to turn in your game schedules, practice schedules, and monthly sports meeting dates.

5. Each Sport must have a representative from their board during games.

REVISION DATES

- March 4, 2008 - Add Article XIII to By Laws
- February 3, 2009 Amend Article V, 1.1 By Laws; add Sports Administrator
- February 3, 2009 Amend Article V, 1.3 By Laws; term length to four years from five
- February 24, 2009 Amend Article IV, delete Darin DeCosta as Equipment Mgr.
- February 24, 2009 Amend Article IV, add: OR those officers currently on record and file with Florida Department of State Division of Corporations.
- March 24, 2009 Amend Article V - 1.3 By Laws; delete 2nd sentence re 4 year term
- Add to Article V - 1.4 Officer positions elected in July
- Add to Article V- 1.5 Board terms are 4 years from date elected
- Add to Article V - 1.6 Seats 1, 2, 3, 4 elected odd numbered years and Seats 5, 6 and 7 elected even number years.
- Amend Article V - 2.1 delete: from its body and The person receiving the highest number of votes by the Corporation shall serve as Chairman. Change: selected by the Corporation to read: appointed by the ITID/Parks Director.
- Add Article VII - 2.8 To serve on the Executive board, your child may not participate in an alternate league sports that are currently offered by the AAL.
- November 10, 2009 Amend Article IV- 1, 3 & 5
- Amend Article V 1.1, 1.3 and 3.1
- Amend article VII 2.2 & 2.3
- Amend Article IX 1, 2 & 3 delete 4
- Amend Article XII 2, 3
- July 6, 2010 Add Article XIII – must have representative during games
- August 10, 2010 Amend Article VI (1-7) Any EXBOD can attend any monthly meeting