

CHARTER
OF
SUPPORT THE HELMET

In accordance with the provisions of Florida Statutes > Chapter 617 – Corporations Not for Profit AND Florida Statute 617.01011, AND thereof, **SUPPORT THE HELMET**, a corporation organized and existing under the laws of the State of FLORIDA, hereby adopts the following Charter. The Corporate Control Number for the Corporation is XXXXXX.

I. The name of the Corporation is SUPPORT THE HELMET. It was incorporated under the name “SUPPORT THE HELMET” and filed with the Secretary of State of the State of Florida.

II. The text of SUPPORT THE HELMET is hereby stated in its entirety as follows:

1. The name of the Corporation is Support the Helmet (the "Corporation").

2. The Corporation is a public benefit corporation, not for profit. It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under I.R.C. §501(a) of the Internal Revenue Code of 1986, as amended (the "I.R.C."), as an organization described in I.R.C. §501(c)(3).

3. The street address of the registered office of the Corporation is 3003 Laurel Oak Lane, Winter Haven, Florida 33884, Polk County, and the initial registered agent for the corporation at that office is Manuel Fonseca.

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4. The name and address of the incorporator is Manuel Fonseca, 3003 Laurel Oak Lane, Winter Haven, Florida 33884, Polk County.

5. The street address of the initial principal office of the Corporation is 3003 Laurel Oak Lane, Winter Haven, Florida 33884, Polk County.

6. The Corporation is not for profit and will not have members.

7. The Corporation is organized exclusively for charitable, scientific, testing for public safety or educational purposes within the meaning of I.R.C. §501(c)(3), including the receipt and acceptance of property, whether real, personal or mixed, by gift or bequest from any person, agency or entity, the retention, administration and investment of such property in accordance with the terms of this Charter and the Corporation's Bylaws and the distribution of such property for the purposes therein delineated. In no event shall the Corporation carry on any activity that is not permitted to be carried on by any of the following: (a) a corporation exempt from federal income taxation under I.R.C. §501(c)(3), or any corresponding provision of any future federal tax laws; (b) a corporation contributions to which are deductible under the provisions of I.R.C. §170(c)(2), I.R.C. §2055(a), and IRC §2522(a), or any corresponding provisions of any future federal tax laws; or (c) a nonprofit corporation organized under the laws of the State of Florida In accordance with the provisions of Florida Statutes > Chapter 617 – Corporations Not for Profit AND Florida Statute 617.01011, AND thereof, as in effect on the date hereof and as hereafter amended from time to time (the "Act").

8. To the fullest extent allowed by the Act and otherwise by the laws of the State of Florida, no present or future director of the Corporation (or his or her estate, heirs and personal representatives) shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director of the corporation. Any liability of a director (or his or her estate, heirs, and personal representatives) shall be further eliminated or limited to the fullest extent allowed by the laws of the State of FLORIDA, as may hereafter be adopted or amended.

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9. Concerning claims or liabilities arising out of service as a director or officer of the Corporation, the Corporation shall indemnify and advance expenses to each present and future director and officer (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Florida, both as now in effect and as hereafter adopted or amended.

10. No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons.

11. No substantial 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 any political campaign on behalf of or in opposition to any candidate for public office.

12. Upon the dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation then outstanding and unpaid, the Board of Directors of the Corporation shall distribute the assets of the Corporation in such manner as determined solely by the Board of Directors of the Corporation within the meaning of I.R.C. §501(c)(3) and I.R.C. §170(c)(2), or any corresponding provisions of any future federal tax laws. Any assets not so disposed of by the Board of Directors of the Corporation shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Corporation is located, with the distribution of assets to be made for such charitable purposes, or to such governmental units then described within I.R.C. §170(c)(1), or to such organization or organization then described in I.R.C. §501(c)(3) and I.R.C. §170(c)(2), or any corresponding provision of any future federal tax laws, as such court shall determine.

IV. This Charter has been approved by the Corporation's Board of Directors, with no separate approval required since the Corporation does not have members.

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IN WITNESS WHEREOF, the undersigned duly authorized officer of Support the Helmet has signed this Charter of Support the Helmet. On this ____ day of _____, 2024.

Support The Helmet

By: _____

Manuel Fonseca, President and CEO

**BYLAWS
OF
SUPPORT THE HELMET**

**ARTICLE I
LEGAL INCORPORATION**

Section 1. Name. This organization is incorporated under the laws of the State of Florida and shall be known as Support the Helmet, hereinafter referred to as “SUPPORT THE HELMET.”

Section 2. Public Benefit Corporation. SUPPORT THE HELMET has been organized as a public benefit corporation under the laws of the State of Florida.

Section 3. Non-Profit Status. SUPPORT THE HELMET (sometimes, the "Corporation") shall observe all local, state, and federal laws that apply to a non-profit organization as defined in §501(c)(3) of the Internal Revenue Code. SUPPORT THE HELMET may also control a non-profit corporation as defined in §501(c)(3) of the Internal Revenue Code or a for-profit corporation under the laws of the State of FLORIDA.

**ARTICLE II
MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. General Powers. The business and affairs of the Corporation shall be supervised by its Board of Directors ("Board"), which shall exercise in the name of and for and on behalf of the Corporation all rights and privileges legally exercisable by the Corporation as a corporate entity, except as may otherwise be provided by law, the Charter of the Corporation or these bylaws. The Board of Directors, as the Corporation's governing body, shall have the authority to receive, administer, and distribute property on behalf of the Corporation in accordance with the provisions of the Corporation's Charter and these bylaws.

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Section 2. Composition of the Board. The Board shall comprise a minimum of three (3) persons and a maximum of fifteen (15) persons, with the exact number within that range to be determined by the Board. Directors shall be natural persons who have attained the age of eighteen (18) years but need not be residents of the State of FLORIDA.

Section 3. Election of the Board. The Board shall elect members of the Board (“Board Members”) at its annual meeting or at any other appropriate time.

Section 4. Tenure of Board. The term for each Board Member shall be one (1) year. A Board Member may be reelected to the Board without any limits on consecutive terms.

Section 5. Vacancies. The Board shall fill any vacancies arising on the Board.

Section 6. Termination. A Board Member shall be terminated from the Board and shall lose all voting rights in each of the following circumstances:

a. When a Board Member resigns in writing from the Board, effective upon receipt by SUPPORT THE HELMET.

b. When the Board votes to remove a Board Member for cause by a vote of two-thirds (2/3) of the Board Members present and eligible to vote. A Board Member is not eligible to vote on the issue of their removal as a Board Member.

Section 7. Limited Personal Liability of Directors. No person who is or was a director of the Corporation, nor such person's heirs, executors, or administrators, shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision shall not limit or eliminate the liability of such person: (a) for any breach of a director's duty of loyalty to the Corporation, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law by the provisions of Florida Statutes > Chapter 617 – Corporations Not for Profit AND Florida Statute 617.01011, AND thereof, (as amended from time to time).

Section 8. Compensation. Unless specifically authorized by a resolution of the Board, all Board Members shall serve without compensation.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of SUPPORT THE HELMET shall be a President, a Vice-President, a Treasurer, a Secretary, and such other officers as may be created by resolution of the Board. New officer positions may be created and filled at any meeting of the Board.

Section 2. Election and Term of Office. The officers of SUPPORT THE HELMET shall be elected by the Board or appointed in accordance with the provisions of these bylaws. Apart from the offices of President and Secretary, any two or more offices may be held by the same person. Officers need not be members of the Board.

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Section 3. Removal of Officers. Any Officer may be removed for cause by the Board whenever, in its judgment, the best interests of SUPPORT THE HELMET would be served thereby. To remove an Officer, the Board must vote to remove for cause said Officer by a two-thirds (2/3) majority of the Board Members present and eligible to vote. An Officer is not eligible to vote as a Board Member on the issue of his or her removal as an officer.

Section 4. Vacancies. Any vacancy in any officer position because of death, resignation, removal, or otherwise shall be filled by the Board.

Section 5. Duties of the President. The President shall be the Corporation's chief executive officer and shall, in general, supervise the affairs of the Corporation, subject to the authority of the Board. The President may sign any documents and instruments which the Board authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed. The President, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

Section 6. Duties of the Vice-President. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice-President shall perform all the duties of the President in his/her absence or incapacity or in the event of the President's inability or refusal to execute and/or to perform actions approved by the Board. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions imposed upon the President. The Vice-President shall have other duties and exercise authority as may be delegated or assigned by the President or the Board from time to time.

Section 7. Duties of the Treasurer. The duties of the Treasurer may be restricted from time to time by a resolution of the Board. Unless the Board specifically restricts the Treasurer's duties, the Treasurer shall: (a) have charge and custody of and responsibility 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 to deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and (c) in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board.

Section 8. Duties of the Secretary. The duties of the Secretary may be restricted from time to time by a resolution of the Board. Unless the Board specifically restricts the Secretary's duties, the Secretary shall: (a) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (b) the custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which is duly authorized on behalf of the corporation; (c) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board; and (d) shall keep minutes of all meetings of the Board at the principal office of the Corporation or at such other place as may be ordered by the Board.

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Section 9. Compensation of Officers. Unless expressly authorized by a resolution of the Board, all officers shall not be compensated. Still, the President may be given an expense allowance at the discretion of and subject to the limits imposed by the Board.

Section 10. Resignation. An officer may resign from his or her position as an officer of the Corporation at any time by tendering his or her resignation in writing to the Board. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Board.

ARTICLE V INDEMNIFICATION AND COMPENSATION

SUPPORT THE HELMET shall indemnify any and all of its officers, directors, former officers, and former directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties or a party by reason of having been an officer or director of SUPPORT THE HELMET, except in relation to matters to which such officer or director shall be adjudged in said action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duties and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or wrongdoing. SUPPORT THE HELMET shall purchase errors and omissions insurance as mandated by these bylaws when the SUPPORT THE HELMET budget can afford this expenditure.

ARTICLE VI AUTHORITY

The primary power and authority of SUPPORT THE HELMET shall be vested in its Board, provided, however, that the President and the Corporation's officers shall manage the day-to-day affairs of SUPPORT THE HELMET. No action by any Board member or employee shall be binding upon or constitute an expression of, or the policy of SUPPORT THE HELMET until it has been approved or ratified by the Board.

ARTICLE VII FINANCES

Section 1. Deposits. All funds of SUPPORT THE HELMET shall be deposited daily to the credit of SUPPORT THE HELMET in such banks, trust companies, or other depositories as determined by the President and/or Treasurer and approved by the Board.

Section 2. Signatures. All checks, drafts, promissory notes, and other evidence of indebtedness of SUPPORT THE HELMET shall be signed by the Treasurer (or a designee who

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has been approved by the Board) and countersigned by the President (or a designee who has been approved by the Board). The Board may approve limitations on the signatures by the designees.

Section 3. Fiscal Year. The business year of SUPPORT THE HELMET shall be a fiscal year from January 1 to December 31st, inclusive. However, the Board shall have the authority to change the fiscal year.

Section 4. Annual Audit. If determined by the Board as appropriate and necessary, the accounts of SUPPORT THE HELMET shall be audited annually after the close of each fiscal year by a certified public accountant selected by the Board. Compiled financial reports and/or audit reports shall be presented to the Board annually. All Board Members of SUPPORT THE HELMET shall have the right to review any final audit report during regular business hours and upon appointment at the offices of SUPPORT THE HELMET.

ARTICLE VIII MEETINGS

Section 1. Meetings of the Board. The annual meeting of the Board shall be held in September or at any other date and time as determined by the Board. The purpose of the annual meeting shall be to elect officers and transact such other business as may properly be brought before the meeting. If designated for any annual meeting of the Board, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the Board as soon thereafter as may be convenient. The Board may establish a schedule of regular meetings. Each Board meeting shall be held at the principal offices of SUPPORT THE HELMET, or a place duly designated for that purpose by the Board. Each meeting of the Board will be held for the purpose of transacting such business as may come before the Board.

Section 2. Special Meetings. In addition to the annual meeting and other regular meetings of the Board, as set forth above, a special meeting of the Board may be called by either its President or Vice-President or by fifty-one percent (51%) of the Board Members. Special meetings shall be held at the principal office of SUPPORT THE HELMET or any other place the Board may determine. Notices of special meetings shall be given in accordance with Article VIII, Section 3 of these bylaws.

Section 3. Notice. All notices for any meeting of the Board shall be given at least five (5) days (including weekends and holidays) before it by either written or electronic notice to each Board Member at his/her address as shown by the records of SUPPORT THE HELMET. Such notice shall be deemed delivered on the date delivered to the telegraph location or five (5) days from the postmark date. Any Board Member may waive notice of any meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The notice of the meetings shall specify the place, the date, and the hour of the meeting and, in case of a special meeting, the general nature of the business to be transacted.

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Section 4. Quorum. At least one-half of the Board Members shall be present to constitute a quorum. All voting by the Board Members must be in person or via telephonic communication, but voting by proxy shall not be authorized. Each Board Member may participate in any regular or special Board meeting via telephonic communication so long as (i) all Board members can hear and be heard by all other Board members participating in such meeting, (ii) enough Board members participate to constitute a quorum, (iii) all Board members who are available and desire to participate are included, and (iv) notice is given in accordance with Article VIII, Section 3. A Board Member who participates in a meeting by telephone is deemed to be present in person at the meeting.

Section 5. Conduct of Meetings. Meetings shall be governed by these bylaws, and all questions of parliamentary procedure shall be governed by the current edition of Roberts Rules of Order. However, all conduct and parliamentary procedure shall not be inconsistent with these bylaws or the Charter of the Corporation.

ARTICLE IX DISSOLUTION

SUPPORT THE HELMET shall use its funds only to accomplish the objectives and purposes specified in its Charter and these bylaws. On dissolution of SUPPORT THE HELMET, any funds remaining shall be distributed to one or more regularly organized and qualified not-for-profit, charitable, educational, scientific or philanthropic organizations selected by the Board and defined in Section 501(c)(3) of the Internal Revenue Code, all as outlined in the Charter of the Corporation.

ARTICLE X CONFLICTS OF INTEREST

Section 1. General. A conflict-of-interest transaction is a transaction with the Corporation in which a director or officer has a direct or indirect interest. A director or officer of the Corporation has an indirect interest in a transaction if, but not only if, but a party to the transaction is also another entity in which the director or officer has a material interest or as to or for which the director or officer is a general partner, director, officer or director. A conflict of interest transaction is not voidable or the basis for imposing liability on the director or the officer if the transaction was fair at the time it was entered into or if the transaction is approved as provided in Article X, Section 2.

Section 2. Manner of Approval. A transaction in which a director or officer of the Corporation has a conflict of interest may be approved if:

(a) The material facts of the transaction and the interests of the director or officer were disclosed or known to the Board of Directors or a committee consistently entirely of members of the Board of Directors, and any requirements for approval are met in accordance with any Conflict of Interest policy that has been adopted by the Board of Directors and the Board of Directors or

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such committee authorized, approved or ratified the transaction, all in accordance with the Corporation's Conflict of Interest Policy; or

(b) Approval is obtained from the Attorney General of the State of FLORIDA or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.

Section 3. Quorum Requirements. For purposes of Article X, Section 2, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors or by the majority of the members of a committee consisting entirely of members of the Board of Directors who have no direct or indirect interest in the transaction; but a transaction may not be authorized, approved or ratified under this Article by a single director. A quorum is present to take action under this Article if a majority of the Board of Directors on the Board who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction. The presence of, or vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection 2(a) of Article X if the transaction is otherwise approved as provided in Article X, Section 2.

ARTICLE XI GENERAL

Section 1. Books and Records. SUPPORT THE HELMET shall keep at the principal office complete and accurate books and records, which shall include, at a minimum, all financial records, all minutes of its meetings, a listing of the names and addresses of its Board and its membership, and all such other records necessary to carry out the business purposes of SUPPORT THE HELMET.

Section 2. Seal. The Board may provide a corporate seal, which shall be enclosed and contain the name of SUPPORT THE HELMET.

Section 3. Inspection of Bylaws. The Corporation shall keep in the principal office for the transaction of business, the original or a copy of these bylaws as amended, duly certified by the Secretary, which shall be open to inspection by all then current members of the Board of SUPPORT THE HELMET at all reasonable times upon their written request.

ARTICLE XII AMENDMENTS

The bylaws of SUPPORT THE HELMET may be altered, amended or repealed and new bylaws may be adopted only after a vote of at least two-thirds (2/3) of the members of the Board who are present at any regular meeting of the Board or at any special meeting of the Board, if at least fifteen (15) days notice is given of the general intention to alter, amend, repeal or to adopt new bylaws at such meeting.

Mission

The mission of **Support The Helmet** is to provide firefighters with informational products on safety, hazards, law, training, education, and other literature so they can gather information, empower others to research, and expand their resources on how they can increase self-awareness on the hazards, and long term effects that firefighting may have on themselves and their families.