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WRITER'S DIRECT LINE
329-6611

April 29, 1999

BY FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Manatee Area Youth Soccer Organization, Inc.

200002868102--9
-05/07/99--01129-012
****463.75 *****43.75

Ladies and Gentlemen:

Enclosed is an Application for Reinstatement submitted on behalf of the Manatee Area Youth Soccer Organization, Inc. This non-profit organization was involuntarily dissolved for failure to file an annual report on August 23, 1996.

Also enclosed are Articles of Amendment of Manatee Area Youth Soccer Organization, Inc. to be filed.

We enclose a check in the amount of \$463.75 for the following fees incurred in connection with these filings: (i) Application for Reinstatement, \$420.00; (ii) filing of Articles of Amendment, \$35.00; (iii) Certificate of Status, \$8.75.

Please forward the Certificate of Status and a copy of the filed articles of Amendment to the undersigned.

Sincerely yours,

Michele B. Grimes

Michele B. Grimes

FILED
99 MAY 13 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
+
Restated
Articles
Sp 5/13/99

RECEIVED
MAY -5 AM 8:34
DIVISION OF CORPORATIONS
MBG:jms
Enclosures
MBG-353735.1

Michele gave
OK to correct
title + add
notes sufficient

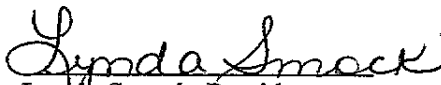
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MANATEE AREA YOUTH SOCCER ORGANIZATION, INC.

FILED
99 MAY 13 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Manatee Area Youth Soccer Organization, Inc.,
a Florida corporation not for profit, were amended and restated in their entirety by
the directors and members of the corporation on Feb. 10, 1999, to read as set forth
on Exhibit "A" attached hereto.

The undersigned, as president of the corporation, do hereby certify that the foregoing
document was approved by a majority of the total number of members of the board of directors at
the annual meeting of the board on Feb 10, 1999, and by a majority of the total
number of members of the corporation at the annual meeting of the board on
Feb 10, 1999, and that written notice of the proposed document was given to
each director and each member as required by the corporation's Articles of Incorporation. The number
of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the president has executed these Articles of Amendment, this
28 day of April, 1999.


Lynda Smock, President

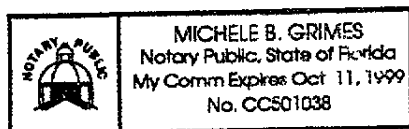
STATE OF FLORIDA
COUNTY OF MANATEE:

Before me, a notary public authorized to take acknowledgments in the state and county set
forth above, personally appeared Lynda Smock, known by me to be the President of Manatee Area
Youth Soccer Organization, Inc., who executed the foregoing Articles of Amendment, and she
acknowledged before me that she executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the
state and county aforesaid this 28 day of April, 1999.


Notary Public

My commission expires: _____



MBG-353641.1

~~Exhibit "A"~~
**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MANATEE AREA YOUTH SOCCER ORGANIZATION, INC.**

ARTICLE I - NAME

The name of the corporation is Manatee Area Youth Soccer Organization, Inc.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The corporation is organized in order to foster soccer among youth and to engage in any lawful purpose or purposes not for pecuniary profit.

The purposes for which the corporation is organized are exclusively charitable, educational, scientific, literary, and religious within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1997 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of the 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 1997 or the corresponding provision of any future United States Internal Revenue law.

The general nature, objects and purposes of the corporation shall be to operate without profit. 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 the purposes set forth herein. 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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

In furtherance of its stated purposes, the corporation may receive property of whatever kind, and wherever situate by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property in a manner consistent with the corporation's stated purposes.

ARTICLE IV - DISSOLUTION

In the event of dissolution of the corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1997 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal government or a state or local government to be used for exclusively public purposes

ARTICLE V - MEMBERSHIP

The qualification for members and the manner of their admission shall be as stated in the Bylaws.

ARTICLE VI - DIRECTORS

The affairs of the corporation shall be managed and directed by a board of directors consisting of not less than ten persons, as determined pursuant to provisions of the Bylaws.

ARTICLE VII - OFFICERS

The officers of the corporation shall consist of a president, a vice president, a secretary, a treasurer, and such additional officers as may be designated in the Bylaws. The officers of the corporation shall be elected at the annual meeting of the members of the corporation. The officers of the corporation shall serve until the next annual meeting of the members or until their term shall terminate for such reasons, and in accordance with such procedures, as may be established by the Bylaws of the corporation.

ARTICLE VIII - BYLAWS

The Bylaws of the corporation are to be adopted, altered, modified and amended in the manner set forth in the Bylaws.

ARTICLE IX - AFFILIATION

The corporation shall be affiliated with the United States Youth Soccer Association ("USYSA") through the Florida Youth Soccer Association ("FYSA"). MAYSO is located within the area of FYSA known as District 3, Region C. In the event of a conflict between these Articles or the Bylaws or Regulations of the corporation and the governing documents of USYSA or FYSA, the documents of USYSA and FYSA shall control.

ARTICLE X - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by a vote of two-thirds of the members of the corporation. Such amendments shall be proposed and adopted in the manner provided in the Bylaws of the corporation.