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LAW OFFICES
CHESSEY, WINGARD, BARR & FLEET, P.A.
FILED

D. MICHAEL CHESSEY*
HARRY E. BARR**
H. BART FLEET
CHRISTA L. SWANICK
KATHRYN M. BROWN
ALLISON M. TRINGAS

OF COUNSEL
J.D. WINGARD, JR.
JEROME A. ZIVAN**

00 APR -3 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 EGLIN PARKWAY
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E-Mail: Mandy@bartfleet.com

March 30, 2000

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

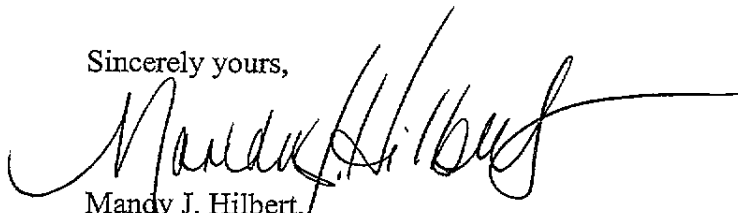
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Re: Choctawhatchee High School Soccer Club, Inc.

To whom it may concern:

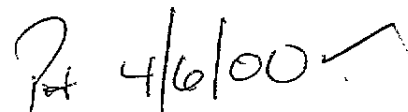
Enclosed you will find the original Articles of Incorporation for Choctawhatchee High School Soccer Club, Inc., to be filed with your office along with a check in the amount of \$ 78.75, for Filing Fees, Designation of Registered Agent and Certificate of Incorporation. Once filed please return the certified copy to this office at the address above. If you have any questions, feel free to contact me.

Sincerely yours,


Mandy J. Hilbert,
Legal Assistant for H. Bart Fleet

/mjh
Enclosures
cc: Art Merkle

T:\Mandy\Choctawhatchee High School Soccer Club\Sec of State.ltr.wpd



*BOARD CERTIFIED REAL ESTATE LAWYER
**BOARD CERTIFIED CIVIL TRIAL LAWYER

*ALSO ADMITTED IN ALABAMA
**ALSO ADMITTED IN GEORGIA

ARTICLES OF INCORPORATION

FILED

OF

00 APR -3 AM 11:38

CHOCTAWHATCHEE HIGH SCHOOL SOCCER CLUB, INC.
[Nonstock 501(c)(3)/170(c)(2) Corporation]

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned residents of the State of Florida, being twenty-one (21) years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Florida.

ARTICLE ONE

NAME AND LOCATION

The name of the corporation shall be CHOCTAWHATCHEE HIGH SCHOOL SOCCER CLUB, INC., and its location shall be 110 NW Racetrack Road, City of Ft. Walton Beach, County of Okaloosa, State of Florida.

ARTICLE TWO

PURPOSE

Said corporation is organized to engage in any lawful act or activity for which corporations may be organized under Chapter 617 of the Florida Statutes and which such organizations exist exclusively for charitable, religious and educational purposes as determined under Sections 501(c)(3) and 170 of the Internal Revenue Code, or corresponding section of any future federal tax code. The initial purpose is to provide educational resources and opportunities related to the sport of soccer.

ARTICLE THREE

PROHIBITED ACTS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to

its members, directors, 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 in ARTICLE TWO. 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt for Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE FOUR

STOCK

The corporation shall be a nonstock corporation, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE FIVE

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is five (4) and the names and addresses of the persons who are to serve as initial directors are as follows:

Name	Address
James M. Kane	9532 Monté Carlo Circle Navarre, FL 32566

Michelle K. Sullivan

227 Oxford Court
Mary Esther, FL 32569

Arthur Merkle

115 Yacht Club Drive
Ft. Walton Beach, FL 32548

Roger W. Chilcott, Jr.

44 Marlborough Rd.
Shalimar, FL 32579

Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

ARTICLE SIX

GENERAL OFFICERS

The general officers of the corporation shall be the president, vice-president, secretary, and treasurer. The By-Laws shall provide the qualifications to hold office, the duties of each office and the duration of each officer's term.

ARTICLE SEVEN

MEMBERSHIP REQUIREMENTS

The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws.

ARTICLE EIGHT

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3)

of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law).

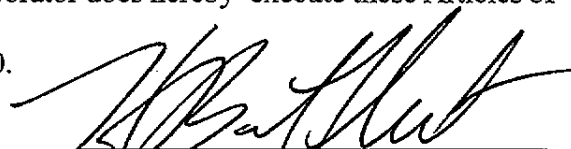
ARTICLE NINE
INCORPORATOR

The incorporator is H. Bart Fleet, of 1201 Eglin Parkway, City of Shalimar, County of Okaloosa, State of Florida.

ARTICLE TEN
REGISTERED AGENT

The registered agent is H. Bart Fleet, of 1201 Eglin Parkway, City of Shalimar, State of Florida

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles of Incorporation on 31 day of March, 2000.




H. Bart Fleet, Incorporator

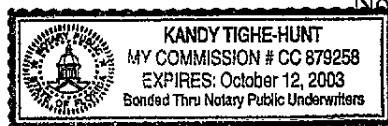
ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared H. BART FLEET, Incorporator, for the purpose of lawfully executing these Articles of Incorporation.



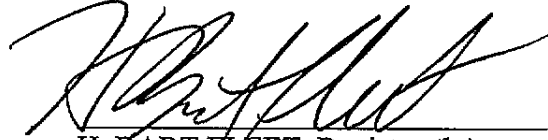
Notary Public



My Commission Expires:

ACCEPTANCE BY THE REGISTERED AGENT

I, H. BART FLEET, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on this 31 day of March, 2000.



H. BART FLEET, Registered Agent

FILED
00 APR -3 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA