

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
370 • 1-800-342-8062 • Fax (850) 222-1222

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Key West Soccer Club
Inc

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*****78.75 *****78.75

☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____

☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____

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OCT -9 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
OCT -9 AM 9:53
TALLAHASSEE, FLORIDA

OCT 09 2000
T. SMITH

Signature _____

Requested by: LS 10/9/00 8:56
Name Date Time

Walk-In Will Pick Up

Courier

NON-PROFIT ARTICLES

**ARTICLES OF INCORPORATION
OF
KEY WEST SOCCER CLUB, INC.**

ARTICLE I. NAME

The name of the corporation shall be:

KEY WEST SOCCER CLUB, INC.

ARTICLE II. TERMS OF EXISTENCE

The corporation shall have perpetual existence and commencement of corporate existence shall be the time of the filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE III. PURPOSE

The purpose for which this corporation is organized to transact any and/or all lawful business for which non-profit corporations, exempt from Federal Income Tax under section 501(c) (3) or (4) of the Internal Revenue Code, may be organized under the laws of the state of Florida.

ARTICLE IV. INITIAL BUSINESS

To handle any and all business related to organize, sponsor, support, enhance and administer a soccer program to raise funds to provide for year round youth soccer programs.

ARTICLE V. RESTRICTIONS

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 IV. The corporation is prohibited from engaging in any act of self-dealing as defined in IRC Section 4941 (d), from retaining any excess business holdings as defined in IRC Section 4943 (c), from making any investments in such manner as to subject the corporation to tax under IRC Section 4944, and from making any taxable expenditure as defined in IRC Section 4945 (d). 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax Under Section 501 (c) (3) or (4) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws).

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ARTICLE VI. DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) or (4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VII. ANNUAL MEETING

The annual meeting is to be held at a place within or without the state as fixed by the bylaws.

1.) This organization shall hold an annual meeting in November, the date to be determined by the Executive Board. Notice of the meeting shall be posted in a public common area of the subdivision.

2.) A special meeting of this organization may be called by the executive board. Notice of such a meeting shall be posted in a public common area of the subdivision at least one week in advance.

3.) Membership present shall constitute a quorum to transact business at any general or special meeting.

ARTICLE VIII. PRINCIPLE ADDRESS

The principle address of the corporation:

3708 Pearlman Court
Key West, FL 33040

ARTICLE IX. INITIAL REGISTERED AGENT& ADDRESS

The initial registered agent of the Corporation shall be:

Jeffrey B. Meyer, Esq.
31211 Avenue A
Big Pine Key, FL 33043

ARTICLE X. AMENDMENT

1.) The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by the action of the members, shall be vested in and reserved to the members.

2.) In addition to the statutory provision, a special meeting may be called by: (a) any two (2) executive officers, or: (b) in accordance with any provision in the bylaws approved and adopted by a majority of the membership.

3.) The right of members, or classes of members, to vote may be limited, enlarged or denied to the extent provided in the bylaws if such provision is approved and adopted by a majority of the membership at a reasonable time prior to any specific vote.

4.) Subject to the limitations fixed in the Florida Status relative to the persons constituting the initial Board of Directors, the bylaws shall fix the number of directors, the manner of the election and term of office, all to be approved by a majority of the membership.

ARTICLE XI. MEMBERS AND DIRECTORS

This corporation shall be exercised by a board of 9 elected directors initially. The name and address of the initial directors and members who are to serve as directors until the second annual meeting of directors is elected and qualified, is:

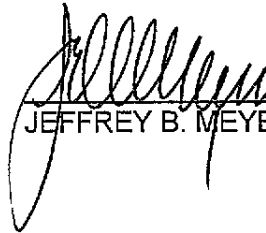
- | | | |
|----|-------------------|--|
| 1) | Karen Sanchez | P/D, 3708 Pearlman Ct., Key West, President Director |
| 2) | Jeffrey Meyer | VP/D, 31211 Avenue A, Big Pine Key, Vice President Director |
| 3) | Kitty Wheeler | Treas/D, 1523 4 th Street, Key West, Treasure Director |
| 4) | Judith Kelly | Sec/D, 1168 B Gilmore Dr., Key West, Secretary Director |
| 5) | Lorraine Phelps | 32 Key Haven Road, Key West, Director |
| 6) | Kathy B. Gonzalez | 29252 Coconut Palm Street, Big Pine Key, Director |
| 7) | Jane Millett | D Quarters, Truman Annex (Fund Raising), Director |
| 8) | Maria Delgado | E 22 11 th Ave, Key West, Director |
| 9) | Janie Hegan | 1614 South St., Key West, Director |

ARTICLE XII. INCORPORATOR

The name and address of the corporation's incorporator is:

Jeffrey B. Meyer
31211 Avenue A
Big Pine Key, FL 33043

IN WITNESS WHEREOF the undersigned incorporator has hereunto affixed his hand and seal
this 2nd day of October 2000.

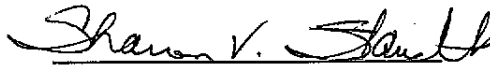

JEFFREY B. MEYER, Director

STATE OF FLORIDA
COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly
authorized to administer oaths and take acknowledgments, JEFFREY B. MEYER, to me known
to be the individual described in and who executed the foregoing and acknowledged before me
that she executed the some freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at 31211 Avenue A, Big
Pine Key, FL 33043, Big Pine Key, said County and State, this 2nd day of October, 2000.
Personally known.

(Seal)


Notary Public, State of Florida



Sharon V. Staudt
MY COMMISSION # CC706688 EXPIRES
February 23, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE
OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

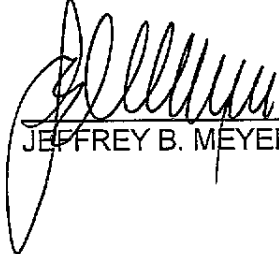
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuant of Chapter 607.034, Florida Statutes, the following is submitted in compliance with said act:

FIRST - That KEY WEST SOCCER CLUB, INC. a Not For Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 3708 Pearlman Street, Key West 33040 has named, JEFFREY B. MEYER, ESQ. at 31211 Avenue A Big Pine Key, FL 33043, as its agent to accept service of process from the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in the Certificate, I, the undersigned, hereby accept the said appointment, with the provision of the said act, as to keeping open said office.


JEFFREY B. MEYER

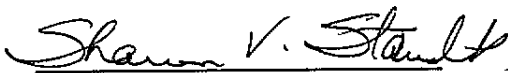
STATE OF FLORIDA
COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JEFFREY B. MEYER, to me known to be the individual described in and who executed the foregoing and acknowledged before me that he, executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal in the county of Monroe, State of Florida, 2nd day of October 2000.

(Seal)

My Commission Expires:


Notary Public, State of Florida



Sharon V. Staudt
MY COMMISSION # CC706688 EXPIRES
February 23, 2002
BONDED THRU TROY FAIN INSURANCE, INC.