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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIVINGSTON & LIVINGSTON
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445 S. COMMERCE AVENUE
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TELEPHONE (863) 385-5156
FAX (863) 385-1161

May 17, 2006

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Heartland Soccer Club, Inc.

Dear Sir or Madaam:

Please find herein the Articles of Incorporation for the above referenced corporation and a check in the amount of \$70.00 for filing fee's. Upon filing please forward the originals to my office at the aforementioned address.

Very truly yours,



Jamie LaGrow, Paralegal to
Robert E. Livingston

JL/dms
enclosure/as



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 22, 2006

LIVINGSTON AND LIVINGSTON
% JAMIE LAGROW
445 S. COMMERCE AVENUE
SEBRING, FL 33870-3702

SUBJECT: HEARTLAND SOCCER CLUB, INC.
Ref. Number: W06000023482

We have received your document for HEARTLAND SOCCER CLUB, INC.
However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Subsequent directors may be elected or appointed by directors. However, the initial directors must be elected or appointed by the founder, incorporator or members, etc.....A statement that the method of election of directors is as stated in the by-laws is also accepted.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filing Section

Letter Number: 006A00035849

ARTICLES OF INCORPORATION
OF
Heartland Soccer Club, Inc., A Not For Profit

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
06 JUN - 1 PM 3:21
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ARTICLE I: NAME

The name of the corporation is Heartland Soccer Club, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal office is 1441 Lake Lotela Drive, Avon Park, Florida 33825

ARTICLE III: PURPOSE

Said corporation is organized exclusively for providing outreach, charitable, religious, educational, and/or scientific purposes connected with the provision of healthy youth athletics, 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 IV: MANNER OF ELECTION

The Board of Directors shall be appointed according to the By-Laws.

ARTICLE V: INITIAL DIRECTORS

Bryce Kelly Paul Brown Sandra Stewart Michele Grimaldo

ARTICLE VI: INITIAL REGISTERED AGENT

The initial Registered Agent shall be Robert E. Livingston and the Registered Agent's street address shall be 445 South Commerce Avenue, Sebring, Florida 33870.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Bryce Kelly, 1441 Lake Lotela Drive, Avon Park, Florida 33825.

VIII: NO PRIVATE INUREMENT / PROHIBITED ACTIVITIES

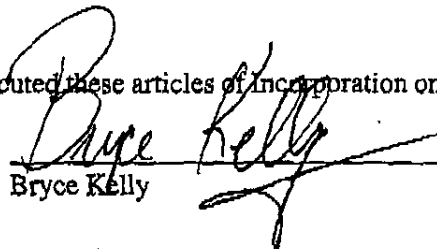
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make

payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 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) 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 federal tax code.

IX: DISSOLUTION

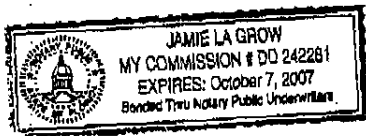
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local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


IN WITNESS WHEREOF, the undersigned has executed these articles of incorporation on this 17th day of May, 2006.


Bryce Kelly

**STATE OF FLORIDA
COUNTY OF HIGHLANDS**

The foregoing instrument was acknowledged before me this 17th day of May, 2006, by Bryce Kelly, who is personally known to me, or who has produced a drivers license as identification, and who did (did not) take an oath.




NOTARY PUBLIC

Notarial Seal and Commission

CERTIFICATE OF DESIGNATION AND ACCEPTANCE
BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the below mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered agent and office in the State of Florida.

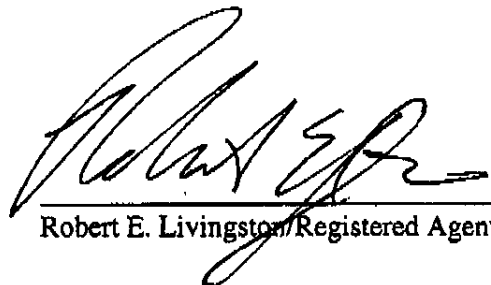
DESIGNATION

1. The name of the corporation is: Heartland Soccer Club, Inc.
2. The name and street address of the registered agent and office are: Robert E. Livingston, 445 South Commerce Avenue, Sebring, Florida 33870.

ACCEPTANCE

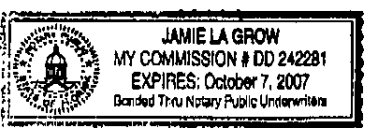
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

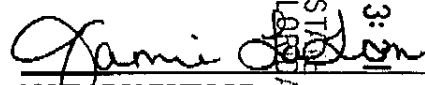
Executed this 17th day of May, 2006.


Robert E. Livingston/Registered Agent

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 17th day of May, 2006, by Robert E. Livingston, who is personally known to me, or who has produced a _____ as identification, and who did (did not) take an oath.




NOTARY PUBLIC
FILED
MAY 17 2006
CLERK OF COUNTY OF HIGHLANDS
TALLAHASSEE, FLORIDA

Notarial Seal and Commission