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**ARTICLES OF INCORPORATION
OF
96/97 CORAL GABLES TOROS FUTBOL CLUB, INC.**

The Undersigned, acting as incorporator of a Not for Profit Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is as follows: 96/97 CORAL GABLES TOROS FUTBOL CLUB, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this Corporation is: 96/97 CORAL GABLES TOROS FUTBOL CLUB, INC.
C/o Jay R. Tome, Esq.
15500 New Barn Road
Suite 104
Miami Lakes, Florida 33014

The mailing address of this Corporation is: 96/97 CORAL GABLES TOROS FUTBOL CLUB, INC.
C/o Jay R. Tome, Esq.
15500 New Barn Road
Suite 104
Miami Lakes, Florida 33014

**ARTICLE III
GENERAL AND SPECIFIC PURPOSES**

The purpose for which the Corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

- A. The Corporation is incorporated as a nonprofit corporation, organized exclusively for charitable, scientific, athletics, literary, and educational purposes pursuant to the Florida Corporation Not for Profit Law set forth in Chapter 617 of the Florida Statutes and within the scope of Section 501(c) (3) or 501 (c) (6) of the Internal Revenue Code of 1986, as amended, including Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

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- B. To operate exclusively in any other manner for such religious, athletics, charitable, and educational purposes as will qualify it as an exempt organization under Section 501 (c)(3) or 501 (c) (6) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws.
- C. The specific purpose for which the Corporation is organized is to promote the welfare of children by providing quality athletic training, exercises, techniques and skills relating to the sport of soccer.
- D. In furtherance of these purposes the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

ARTICLE IV

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE V

EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its, 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 III.
- B. No director, or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. All Directors and Officers shall be entitled to the indemnification provisions of Chapter 617, Florida Statutes.
- C. 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) or 501 (c) (6) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law), or (B) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI
STOCK & MEMBERSHIP

The Corporation is to be organized on a non-stock basis and non-membership basis.

ARTICLE VII
MEMBERSHIP

The qualifications for members, and the manner of their admissions, rights, duties, and obligations, if any, shall be regulated by the Bylaws for this Corporation. This Not for Profit Corporation is a non-membership entity.

ARTICLE VIII
DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of 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, education, athletics, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501 (c) (6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Such assets may also be distributed to the Federal Government or to a State or Local Government for public use. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, to such organizations described in Section 501(c) (3) or 501 (c) (6) of the Internal Revenue Code of 1986, as amended, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
SUBSCRIBERS

The names and residence address of the Incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Jay R. Tome, Esquire	Haralson & Tome, LLP C/o Jay R. Tome, Esq. 15500 New Barn Road Suite 104 Miami Lakes, Florida 33014

ARTICLE X
BOARD OF DIRECTORS, OFFICERS, AND MANAGEMENT OF CORPORATE
AFFAIRS

- A. Board of Directors: The Corporation shall be governed by a Board of Directors which shall consist of such numbers of directors as may be fixed from time to time by the Board of Directors of the Corporation as provided for in the Bylaws, but in no event shall the Board of Directors of the Corporation consist of fewer than three (3) directors.
- B. Elections and appointments of Directors shall be held in the manner, and at such time as prescribed in the Bylaws of the Corporation. In the event that a vacancy occurs during the term of any Director on the Board of Directors of this Corporation, whether caused by resignation, removal, death of any such Director or for any reason whatsoever, such vacancy shall be filled in at such time and in such manner as prescribed in the Bylaws. The members of the initial Board shall serve for a period of no less than three years, unless anyone of them resign as provided for under the Bylaws of Chapter 617, Florida Statutes.
- C. Officers: The Officers of the Corporation shall be appointed and selected as may be prescribed in the Bylaws of the Corporation. The initial officers of the Corporation shall serve for a period of no less than three years, unless anyone of them resign as provided for under the Bylaws of Chapter 617, Florida Statutes.

D. The Initial Members of the Board of Directors and their designated office positions are:

1. Mario Sabates, Director and President.
2. Matthias Salathe, Director and Vice-President.
3. Jesus R. Tome, Director, Secretary and Treasurer.

ARTICLE XI
REGISTERED AGENT AND OFFICE

The name of the Corporation's registered agent is: Jay R. Tome, Esquire

The address of the registered agent is: Haralson, & Tome, LLP
C/o Jay R. Tome, Esq.
15500 New Barn Road
Suite 104
Miami Lakes, Florida 33014

ARTICLE XII
DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to religious, athletics, educational, charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or to the benefit of any private individual.

I, the Undersigned, being the Subscriber and Incorporator of this Corporation, for the purpose of forming this Non-for-profit Corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 22 day of November, 2009.

WITNESSED BY:

[Signature]
Witness

[Signature]
Witness

[Signature], Esq.
Subscriber
Print Name: Jay R. Tome, Esquire

[Signature], Esq.
Registered Agent
Print Name: Jay R. Tome, Esquire

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STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared and Jay R. Tome, Esq., to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

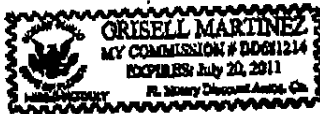
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of November, 2009.

My Commission Expires:

Grissell Martinez
Notary Public

This Instrument Prepared By:

JAY R. TOME, ESQ.
Haralson & Tome, LLP
C/o Jay R. Tome, Esq.
15500 New Barn Road
Suite 104
Miami Lakes, Florida 33014
Tel.: (305) 403-0125
Fax: (305) 403-0126



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