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FLORIDA PROFIT/NON PROFIT CORPORATION

martin fc, inc.

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ARTICLES OF INCORPORATION OF

MARTIN FC, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-for-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

Article 1. Name

The name of the corporation is as follows: Martin FC, Inc.

Article 2. Address

The address of the initial principal office and the initial mailing address of the corporation is 55 East Ocean Blvd, Stuart, Florida 34994.

Article 3. Initial Registered Office and Agent

The street address of the initial registered office of the corporation is: 55 East Ocean Blvd., Stuart, Florida 34994. The name of its initial registered agent at that address is: John S. Yudin, Esq..

Article 4. Members

This corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws.

Article 5. Not-for-Profit

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). No member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

Article 6. Duration

The duration (term) of the corporation is perpetual.

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Article 7. Purposes

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2.
 - (a) To educate and train male and female participants in the study of soccer, including the technical skills, tactical knowledge, rules of the game and sportsmanship; and
 - (b) Development and understanding of physical health and conditioning for soccer, as well as its long term benefits in leading a healthier quality of life; and
 - (c) Creation and dissemination of materials designated to increase and promote the general development and history of soccer in the community; and
 - (d) Creation and dissemination of materials designated to educate and train coaches and sponsoring of coaches of soccer; and
 - (e) Assist individual club members with scholarships who have financial needs and as the club is able; and
 - (f) Developing a club comprised of persons interested in promoting soccer as a means of social development of boys and girls; and
 - (g) Encourage the cultural exchange between this club and other clubs from around the world by sponsoring trips to other nations to study soccer techniques, conditioning, tactics and coaching methods and invite coaches and players from other countries to visit this club to share their methods and philosophies in soccer; and
3. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles.
4. All of the foregoing purposes shall be exercised exclusively for charitable, educational, religious, or scientific purposes, within the meaning of §501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Article 8. Powers

Solely for the above stated purposes, the corporation shall have the following powers:

- A. To exercise all rights and powers conferred by the laws of the State of Florida on non

profit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

- B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to the Florida Not-for-Profit Corporation Act.
- C. To do any other things as are incidental to the powers of the corporation, or necessary or desirable in order to accomplish the purposes of the corporation.
- D. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(e) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

Article 9. Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers. However, 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 7 (Purposes) of these Articles.

Article 10. Tax-Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3), and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article 11. 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, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

Article 12 Board of Directors

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected in the manner, and at the times, set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

Article 13. Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected at such a time, and in such a manner, as may be prescribed by the bylaws or by law.

Article 14. Incorporators

The name and street address of the incorporator is as follows: John S. Yudin, Esq., 55 East Ocean Blvd., Stuart, Florida 34994 .

Article 15. Bylaws

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

Article 16. Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

Article 17. Indemnification and Civil Liability Immunity

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article 18. Commencement of Corporate Existence

The date when corporate existence shall commence is as of the date of filing these articles with the Secretary of State, and thereafter shall exist perpetually.

In witness, the undersigned incorporator has signed these articles of incorporation on 19th day of March, 2010.

John S. Yudin
John S. Yudin, Esq.

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CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of § 617.0501, Fla. Stat., the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation:

Martin FC, Inc.

2. Name and address of the registered agent and office:

John S. Yudin, Esq., 55 East Ocean Blvd., Stuart, Florida 34994.

I, the undersigned person, having been named as registered agent and appointed to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Dated: 3/19, 2010

John S. Yudin
John S. Yudin, Esq.

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