

N 96000000436

ROBERT W. BROWNING JR., P.A.

ATTORNEY & COUNSELOR AT LAW

SUITE 705

1000 SECOND STREET

SARASOTA, FLORIDA 34230

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January 18, 1996

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

SUBJECT: SPC College Placement Foundation, Inc.

300001695253
-01/23/96--01003--002
*****70.00 *****70.00

Gentlemen:

Enclosed please find two duplicate originals of the Articles of Incorporation for the above non-profit corporation and a check in the amount of \$70.00 covering the filing and registered agent fees. Would you please file the Articles and return to me a date stamped copy of the Articles in the enclosed self-addressed stamped envelope.

Thank you in advance for your assistance.

Very truly yours,


Robert W. Browning, Jr.

6/1/25

ARTICLES OF INCORPORATION
OF
SPC COLLEGE PLACEMENT FOUNDATION, INC.
(A Corporation Not for Profit)

RECEIVED
JAN 22 1983
FBI
SARASOTA, FLORIDA

ARTICLE ONE. NAME

The name of the corporation shall be SPC COLLEGE PLACEMENT FOUNDATION, INC.

ARTICLE TWO. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 711 Cattleman, Sarasota, Florida 34232.

ARTICLE THREE. PURPOSE

The purpose for which the Corporation is organized shall be to provide college soccer scholarships for residents of Sarasota and Manatee County, Florida including its involvement in fund-raising activities that produce contributions or revenues for such purpose and to do all things necessary and proper within the scope of the Internal Revenue Code applicable to not for profit charitable organizations which further its purpose.

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 herein. 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 provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended now or in the future.

ARTICLE FOUR. MEMBERSHIP

The corporation shall have members. The qualification for members and the manner of their admission shall be as stated in the Bylaws.

ARTICLE FIVE. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than 3 persons nor more than 11 persons, as determined pursuant to provisions of the Bylaws. Qualifications and election of Directors will be determined pursuant to provisions of the Bylaws.

ARTICLE SIX. BYLAWS

The Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the directors in the manner provided by the Bylaws.

ARTICLE SEVEN. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1800 Second St., Suite 755, Sarasota, Fl. 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

ARTICLE EIGHT. INCORPORATOR

The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney
1800 Second St., Suite 755
Sarasota, Fl. 34236

ARTICLE NINE. COMMITTEES

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the Corporation.

ARTICLE TEN. DISTRIBUTION AND 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 of the assets of the Corporation, exclusively for the purposes for which this Corporation was organized, to such organization or organizations organized exclusively for charitable, educational, or scientific purposes as shall, at the time, qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended now or in the future, or an organization or organizations, the contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Laws.

ARTICLE ELEVEN. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, in the manner now or hereafter prescribed by law, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation this 17th day of January, 1996.



ROBERT W. BROWNING, JR.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17th day of January, 1996, by Robert W. Browning, Jr., who is personally known to me and who did not take an oath.



Notary Public



ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
SPC COLLEGE PLACEMENT FOUNDATION, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: January 17, 1996



ROBERT W. BROWNING, JR.

FILED
96 JAN 22 10 00
SPRINGFIELD
ILLINOIS

ROBERT W. BROWNING, JR., P.A.

ATTORNEY & COUNSELOR AT LAW

N96000000436

January 21, 1997

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

SUBJECT: SPC College Placement Foundation, Inc.,
a not for profit corporation

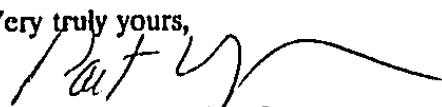
600002070836--E
-01/28/97--01146--002
*****35.00 *****35.00

Gentlemen:

Enclosed please find an original and 1 copy of Articles of Amendment for the above not for profit corporation. I have enclosed a check in the amount of \$35.00 to cover the filing fees.

Would you please stamp and return one of the copies to me in the enclosed envelope following approval.

Very truly yours,


Robert W. Browning, Jr.

SH 2/3
Amended
& NC
FILED
97 JAN 28 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
97 JAN 28 PM 12:33
TALLAHASSEE, FLORIDA

SPC COLLEGE PLACEMENT FOUNDATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted.)

See Attached

SECOND: The date of adoption of the amendment(s) was: January 17, 1997

THIRD: Adoption of Amendment *(check one)*

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

SPC COLLEGE PLACEMENT FOUNDATION, INC.

Corporation Name



Signature of Chairman, Vice Chairman, President or other officer

Robert W. Browning, Jr.

Typed or printed name

Secretary

1/17/97

Title

Date

ARTICLE ONE. NAME

The name of the corporation shall be WEST FLORIDA FURY SOCCER CLUB, INC.

ARTICLE THREE. PURPOSE

The purpose for which the Corporation is organized shall be to provide the coaching, facilities, equipment, information, organization, and support necessary to provide training, instruction, and opportunities in the game of soccer to interested youth in Florida through the formation of a soccer club which will sponsor and form teams for players of varying ages. The club will promote competition, develop players' skills, promote interest in soccer, and provide sponsorship for soccer, and will do all other things necessary and proper within the scope of the United States Internal Revenue Code applicable to not for profit educational and charitable organizations. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational 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.

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 herein. 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 provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended now or in the future.