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Maureen C. Chiofalo
Attorney at Law
1750 17th Street, Unit I
Sarasota, Florida 34234
(941) 366-1746

February 4, 1998

Department of State
Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, Florida 32314

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RE: Constitution of the BRADEN RIVER SOCCER CLUB, INC.
a non-profit corporation

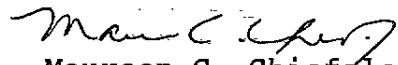
Dear Sir/Madam:

Enclosed please find for filing the original and one copy of the Constitution of the above-referenced organization. Also enclosed is the organization's check in the amount of \$122.50, representing the filing fee and cost for certified copy.

Please file the enclosed Constitution and return the certified copy to the undersigned at the address listed on this letter.

Thank you for your assistance in this regard. If there are any questions in this matter, please feel free to contact me.

Sincerely,


Maureen C. Chiofalo
Attorney at Law

Enclosures

FILED
98 FEB - 6 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-2-9-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BRADEN RIVER SOCCER CLUB, INC.

Constitution

I. NAME

This Organization shall be known as the Braden River Soccer Club, Inc., a non-profit youth sports/athletics organization incorporated in the State of Florida (hereafter referred to a BRSC or the "Organization").

II. PRINCIPAL PLACE OF BUSINESS

The principal place of business for the BRSC shall be Bradenton, Manatee County, Florida, whose mailing address is; P.O. Box 20001, Bradenton, Florida 34204-0001.

III. PURPOSE

The purpose of the Organization shall be to promote the welfare of the youth and adults involved in youth soccer, to promote good sportsmanship for and from all involved in youth soccer, to encourage courses of instruction and clinics of instruction of training for the purpose of increasing the knowledge and efficiency of those in youth soccer, without regard of race, color, national origin, religion, or sex.

IV. AFFILIATION

This Organization shall be affiliated with the United States Youth Soccer Association (USYSA) through the Florida Youth Soccer Association (FYSA). The area represented by the BRSC is located in District 3, Region "C" of the FYSA.

V. CONSTITUTIONAL POWERS

This Organization shall be governed by its Constitution and By-Laws, Rules and Regulations except when these provisions are superseded by the governing authority of the USYSA or FYSA with whom this Organization is affiliated.

A. Authority: The governing authority of the BRSC, whose powers shall be delegated in the By-Laws, shall be vested with the Board of Directors and/or Executive Committee of the Organization.

B. Directors and Officers: The Board of Directors shall be comprised of the President, Vice-President, Registrar, Secretary, Treasurer, and additional members elected at Annual General Meeting or regularly scheduled meeting.

C. Executive Committee: The Executive Committee of the Board of Directors shall be comprised of the President, Vice-President, Registrar, Secretary, and Treasurer. The immediate Past President and District Commissioner shall be members ex-officio.

D. Decisions of the Executive Committee: All decisions of the Executive Committee shall be subject to approval of the Board of Directors.

E. Financial Obligations: No elected officer, committee chairperson, special agent, or BRSC representative may obligate any funds on behalf of the Organization for any reason or cause without the approval of the Executive Committee and/or Board of Directors.

VI. MEMBERSHIP

A. Membership Procedure: The Board of Directors will annually recommend to the membership the procedures, and rules to be ratified at the Organization's annual general meeting.

B. Adherence to Rules: All members shall abide by the Constitution, By-Laws of the Organization, and all existing Rules and Regulations, as well as those established in the future, and all applicable Rules and Regulations as may be required by the USYSA and FYSA, with whom the Organization is affiliated.

C. Mandatory Registration: All members (players) must register with the FYSA through BRSC.

D. Member in good standing: Each parent of a properly registered player or a properly registered coach, or board member, is a member in good standing unless he or she has been declared not to be in good standing by the BRSC Board.

VII. BRSC ANNUAL GENERAL MEETING

The Annual General Meeting shall be the second Tuesday in April for the purposes of electing the Executive Committee and voting on amendments/revisions to the Constitution, By-Laws, Rules and Regulations. Each member in good standing shall be entitled to one vote. The Vice President, Region "C", FYSA shall be notified of the time and place of the Annual General Meeting. The terms of office for the Executive Committee shall be two (2) years. The election for the office of the President and Treasurer will be held on the "even" years. The election for the office of the Vice-President, Secretary and the Registrar will be held in the "odd" years. No member of the Executive Committee may serve more than two (2) consecutive terms. Candidates for the office of the President shall have served on the Board of Directors for one year prior to their candidacy.

VIII. AMENDMENTS

Amendments to the Constitution, By-Laws, Rules and Regulations of the BRSC will be made at the Annual General Meeting of the membership, unless otherwise specified in the By-Laws of this Organization. An amendment shall be deemed adopted by an affirmative vote of two-thirds of the voting membership in attendance as defined in the By-Laws. Proposals to amend the Constitution, By-Laws, and Rules and Regulations shall be submitted to the board forty-five (45) days in advance of the Annual General Meeting. When the President, and/or Executive Committee determines that an emergency situation exists, the President may entertain motions to amend the Constitution, By-Laws, or Rules and Regulations of the Organization. After twenty (20) calendar days, these motions may be voted upon by the BRSC Board.

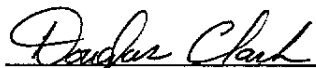
IX. BOARD OF DIRECTORS

The members of the Board of Directors shall never be less than five (5) in number. Initially the Board of Directors shall consist of five persons whose names and addresses are as follows and who shall serve as members of the Executive Committee until the first election:

- | | |
|---|---|
| 1) Douglas Clark, President/Director
7104 13th Street East
Sarasota, Florida 34243 | 4) Stephen Blair, Treasurer/Director
111 133rd Street East
Bradenton, Florida 34202 |
| 2) Mark Fullagar, Vice-President/Director
5610 35th Court East
Bradenton, Florida 34203 | 5) Tracy Ohlman, Registrar/Director
805 137th Street East
Bradenton, Florida 34202 |
| 3) Maureen Chiofalo, Secretary/Director
6112 Cypress Circle
Bradenton, Florida 34202 | |

X. INCORPORATOR

The name and address of the incorporator of this Constitution is:



Douglas Clark, President
7104 13th Street East
Sarasota, Florida 34243

XI. RESIDENT AGENT

In accordance with Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First that the Braden Soccer Club, Inc., desiring to organize under the laws of the State of Florida, with its principal office, Bradenton, Manatee County, Florida, has named Maureen C. Chiofalo, 6112 Cypress Circle, Bradenton, Florida 34202, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Maureen C. Chiofalo
Maureen C. Chiofalo

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98 FEB -6 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA