

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : LITTMAN, SHERLOCK & HEIMS, INC.
Account Number : I19980000097
Phone : (561) 287-0200
Fax Number : (561) 283-1010

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

TREASURE COAST SOCCER LEAGUE, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TREASURE COAST SOCCER LEAGUE, INC.
(a Florida non-profit corporation)

ARTICLE ONE

Name

The name of the Corporation is Treasure Coast Soccer League, Inc.

ARTICLE TWO

Duration

The term of existence of the Corporation is perpetual.

ARTICLE THREE

Purpose

The Corporation is organized in order to engage in any lawful purposes not for pecuniary profit, including organizing, managing and promoting youth soccer leagues and tournaments in Martin and St. Lucie Counties and all parts of the State of Florida.

Prepared by:
Virginia P. Sherlock, Esq.
Littman, Sherlock & Helms, P.A.
P.O. Box 1197
Stuart, FL 34995
FL Bar # 873544
(561) 287-0200

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ARTICLE FOUR

Registered Agent Information

The street address of the principal office of this corporation is 301 S. Albany St., Stuart, FL 34994, and the mailing address is Post Office Box 1947, Stuart, FL 34995. The name of the initial registered agent of this corporation is VIRGINIA P. SHERLOCK, and her address is 1855 South Kanner Highway, Stuart, Florida.

ARTICLE FIVE

Directors

There shall be three (3) members of the initial Board of Directors of the Corporation. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three (3) members and never more than nine (9) members. The names and addresses of the persons who shall serve as Directors until the first election thereof are as follows:

JAMES A. SMITH IV - P.O. Box 1947, Stuart, FL 34995

PATRICK J. DOWD - 3286 NE Kapok Court, Jensen Beach, FL

STEPHEN L. KARR - 1 Palama Way, Stuart, FL 34996

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ARTICLE SIX

Officers

The affairs of the Corporation shall be managed by a President, a Vice President, a Secretary and a Treasurer. Such Officers shall be elected annually on May 1 or such other date each year as shall be established by the Board of Directors. The names of the persons who shall serve as Officers until the first election of Officers under these Articles of Incorporation are as follows:

JAMES A. SMITH IV - President & Treasurer

PATRICK J. DOWD - Vice President

STEPHEN L. KARR - Secretary

ARTICLE SEVEN

Members

The Corporation shall have Members. Members of the Corporation shall be persons who have an interest in promoting youth soccer programs in Martin and St. Lucie Counties, Florida.

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ARTICLE EIGHT

By-Laws

The Bylaws of the corporation may be made, altered, or rescinded by the Directors of the corporation or by a meeting of members called for the purpose.

ARTICLE NINE

Amendments to Articles

These Articles of Incorporation may be amended by the act of the Directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE TEN

Incorporators

The names and residence addresses of the subscribers of these Articles of Incorporation are:

JAMES A. SMITH, IV - P.O. Box 1947, Stuart, FL 34995

PATRICK J. DOWD - 3286 NE Kapok Ct., Jensen Beach, FL 34957

STEPHEN L. KARR - 1 Palama Way, Stuart, FL 34996

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ARTICLE ELEVEN

General Powers

The Corporation shall be empowered to:

1. Own and convey property;
2. Establish rules and regulations;
3. Sue and be sued;
4. Contract for services and goods;
5. Operate and manage soccer programs and activities.

ARTICLE TWELVE

Tax Exemption

Said corporation is organized exclusively for charitable, religious, educational, or scientific purposes, 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 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, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to

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make payments and distributions in furtherance of the purposes set forth in Article Third 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 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 of 1986 (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(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

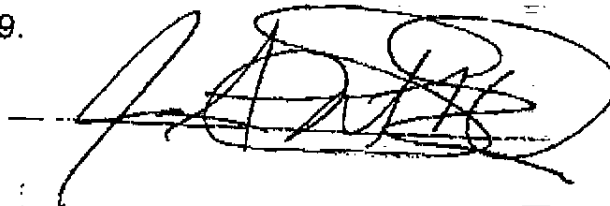
Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the

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time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court 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, we have subscribed our names this
9th day of March, 1999.

A handwritten signature, likely of a legal representative, is written over a horizontal line. The signature is stylized and appears to be a combination of initials and a surname.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That the Treasure Coast Soccer League, Inc., desiring to organize under the laws of the State of Florida, with its principal office at the City of Stuart, County of Martin, State of Florida, as set forth in the Articles of Incorporation, has named VIRGINIA P. SHERLOCK, located at 1855

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South Kanner Highway, Stuart, Florida, as its Registered Agent to accept service of process on the corporation's behalf within this State.

ACKNOWLEDGMENT

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

By: Virginia R. Sherlock
As Registered Agent

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TALLAHASSEE, FLORIDA

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