

P 97000108763

THOMAS P. SCOTT, JR  
Requestor's Name  
2044 TED HINES DR  
Address  
TALLAHASSEE, FL 32308/8509427142  
City/State/Zip Phone #

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. TALLAHASSEE OUTDOOR PRO SERVICES (Corporation Name) 1-1-98 (Document #) EFFECTIVE DATE
- 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in
- Mail out
- Pick up time \_\_\_\_\_
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-12/30/97-01086-012  
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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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P. Hall DEC 30 1997

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
TALLAHASSEE OUTDOOR PROFESSIONAL SOCCER, INC.**

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective Jan 1, ~~1997~~ 1998 TS

**ARTICLE I.**

**Name and Principal Office**

EFFECTIVE DATE

1-1-98

The name of this Corporation shall be TALLAHASSEE OUTDOOR PROFESSIONAL SOCCER, INC. The principal place of business and mailing address of this Corporation is 2044 Ted Hines Drive, Tallahassee, Florida 32308.

**ARTICLE II.**

**Nature of Business**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III.**

**Stock**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100,000 shares of common stock with a par value of \$1.00 per share. The class of common stock shall be composed of 100 shares of voting stock and 99,900 shares of non-voting stock. The common stock, both voting and non-voting, have identical rights except for the right to vote.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation

to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

#### **ARTICLE IV.**

##### **Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

#### **ARTICLE V.**

##### **Incorporators**

The names and street addresses of the Incorporators of this Corporation are as follows:

Thomas B. Scott      2044 Ted Hines Drive, Tallahassee, FL 32308

Marc E. Taps          409 Castleton Cir., Tallahassee, FL 32312

#### **ARTICLE VI.**

##### **Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

#### **ARTICLE VII.**

##### **Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 2044 Ted Hines Drive, Tallahassee, Florida 32308. The name of the initial Registered Agent of the Corporation at the above address shall be Thomas B. Scott. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.**  
**Number of Directors**

This Corporation shall have five Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**ARTICLE IX.**  
**Initial Board of Directors**

The initial Board of Directors shall consist of two persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

Thomas P.. Scott	2044 Ted Hines Drive, Tallahassee, FL 32308
Ned Stacy	2044 Ted Hines Drive, Tallahassee, FL 32308

**ARTICLE X.**  
**Officers**

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President	Joao A. B. Santos, 2044 Ted Hines Drive, Tallahassee, Fl 32308
VP/Sec./Treas.	Thomas P. Scott, 2044 Ted Hines Drive, Tallahassee, FL 32308

**ARTICLE XI.**  
**Transactions In Which Directors**  
**Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**ARTICLE XII.**  
**Financial Information**

The Corporation shall be required to prepare and provide a balance sheet and a profit and

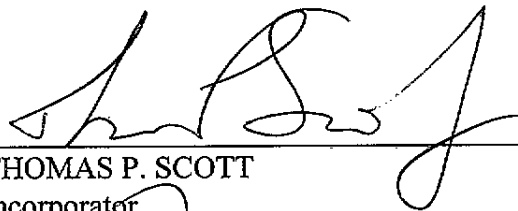
loss statement to its Shareholders on an annual basis or as otherwise directed by the Board of Directors. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

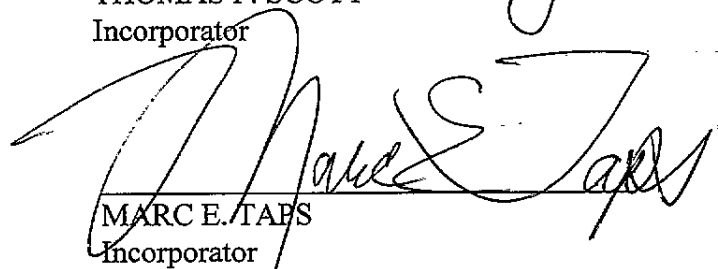
**ARTICLE XIII.**

**Amendment**

These Articles of Incorporation may be amended only by: (a) a unanimous affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b) as otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

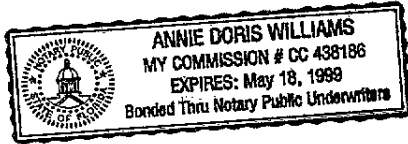
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporators to the foregoing Articles of Incorporation, have executed these Articles of Incorporation as of Dec 29, 1997.

  
THOMAS P. SCOTT  
Incorporator

  
MARC E. TAPS  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day  
of December, 1997, by Thomas. P. Scott, who is personally known to me and who did not  
take an oath.

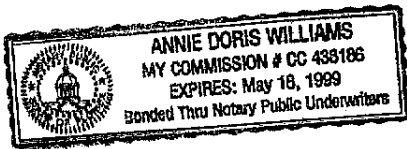


*Annie Doris Williams*  
Signature of Notary Public

Notary Seal/Stamp:

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day  
of December, by Marc E. Taps, who is personally known to me and who did not take  
an oath.



*Annie Doris Williams*  
Signature of Notary Public

Notary Seal/Stamp:

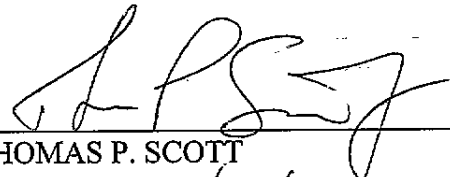
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**


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TALLAHASSEE, FLORIDA

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is  
submitted:

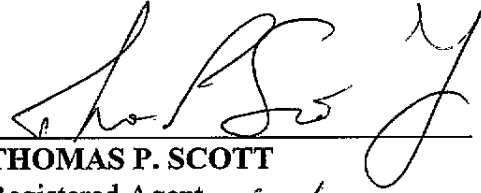
Tallahassee Outdoor Professional Soccer, Inc., desiring to organize as a corporation under  
the laws of the state of Florida, has designated 2044 Ted Hines Drive, Tallahassee, Florida  
32308, as its initial registered office and has named Thomas P. Scott, located at said address,  
as its initial Registered Agent effective \_\_\_\_\_, 1997.

  
\_\_\_\_\_  
THOMAS P. SCOTT  
Incorporator  
Dated as of 12/29/97, 1997

  
\_\_\_\_\_  
MARC E. TAPS  
Incorporator  
Dated as of 12/29/97, 1997



Having been named Registered Agent and to accept service of process for Tallahassee Outdoor Professional Soccer, Inc., at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective \_\_\_\_\_, 1997. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



**THOMAS P. SCOTT**

Registered Agent

Dated as of 12/29/97

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TALLAHASSEE, FLORIDA