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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARR • RIGGS & INGRAM, LLP
CERTIFIED PUBLIC ACCOUNTANTS

P.O. BOX 5438 • DESTIN, FL 32540

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

NC Amend
12-24-01
DDJ

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

CR2E031(7/97)

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BUSINESS CONSULTANTS

A Limited Liability Partnership

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December 18, 2001

Mr. Doug Spitler
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Wave Futbol Club, Inc.
Ref. Number: N98000001045

Dear Mr. Spitler:

This letter is in reference to our phone conversation on December 17, 2001. Enclosed you will find the Articles of Amendment to Articles of Incorporation of Wave Futbol Club, Inc. I apologize for the delay in returning these to you. I had an unexpected death in the family and the attorney had returned these to me while I was out of town.

Please call me if you have any questions. Otherwise, I will look forwarded to receiving the approval of the amendments.

Sincerely,

Tonya Kosobucki

Tonya Kosobucki
Carr, Riggs & Ingram, LLP

Cc: Pamela Weathers

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 8, 2001

CARR, RIGGS & INGRAM, LLP
P.O. BOX 5438
DESTIN, FL 32540

SUBJECT: WAVE FUTBOL CLUB, INC.
Ref. Number: N98000001045

We have received your document for WAVE FUTBOL CLUB, INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Doug Spitler
Document Specialist

Letter Number: 301A00056060

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01 DEC 20 AM 8:48
DIVISION OF CORPORATIONS

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01 DEC 20 AM 11:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

WAVE FUTBOL CLUB, INC.

Pursuant to the provisions of the Florida Statutes, this Florida Not For Profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Wave Futbol Club, Inc. amends its Articles of Incorporation at Article I to reflect the new spelling of the corporate name to Wave Futebol Club, Inc.

SECOND: Wave Futebol Club, Inc. amends its Articles of Incorporation at Article III as follows: The Corporation is a Not For Profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit and is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under §501(C)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code). No part of the income or the assets of the corporation is distributable to or for the benefit of its directors or officers, except for the extent permissible under these articles, under law and under IRC §501(C)(3). If the corporation has members, 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 IRC §501(C)(3)

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes including but not limited to:

1. The development of programs designed to provide the youth of Northwest Florida with proper training and education in the game of soccer.

2. To provide opportunities for the youth of Wave FC to participate in competitive soccer.

3. To assist members of Wave FC in obtaining soccer scholarships by helping them to develop personal portfolios and provide opportunities to be seen by college recruiters.

THIRD: Wave Futebol Club, Inc. amends its Articles of Incorporation to add an additional Article VIII as follows:

A. To exercise all rights and powers conferred by the laws of the State of

Florida on nonprofit 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 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.

FOURTH: The Wave Futebol Club, Inc. amends its Articles of Incorporation to include an Article IX Limitation, as follows:

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), trustees, directors, officers or any private persons, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(C)(3) purposes.

FIFTH: The Wave Futebol Club, Inc. amends its Articles of Incorporation to include an Article X Tax Exempt Status, as follows:

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation IRC §501(C)(3) and which is other than a private foundation as defined in IRC §509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to such extent as would result in the loss of exemption under IRC §501(C)(3). The corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on or behalf of, or in opposition to, any candidate for public office. 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.

Notwithstanding any other provisions 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 §501(C)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or, (b) by a corporation contributions to which are deductible under §170(C)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

SIXTH: The Wave Futebol Club, Inc. amends its Articles of Incorporation to include an Article XI Dissolution, as follows:

On 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 or shall be distributed to the Federal government, or to a state or local government, for a public purpose. 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 IRC §170(c)(1) or IRC §170(c)(2)(B) and is described in IRC §509(a)(1), (2) or (3).

SEVENTH: The Wave Futebol Club, Inc. amends its Articles of Incorporation to include an Article XII as follows:

The corporation shall not issue shares of stock.

The amendments were approved by the Board of Directors and the members on July 31, 2001.

WAVE FUTEBOL CLUB, INC.

BY: Timothy D. Fulmer

Timothy D. Fulmer /D

Date: 12/17/01