

DEC-22-05

16:07

FROM AKERMAN SENTERFITT & EIDSON

+407 843 7860

T-994

P. 0004

F-379

751039

Florida Department of State

Division of Corporations

Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000290989 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)205-0380

EFF. DATE 1/1/06

From:

Account Name : AKERMAN SENTERFITT & EIDSON

Account Number : 076656002425

Phone : (407)843-7860

Fax Number : (407)843-6610

RECEIVED

05 DEC 22 AM 8:00

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SEMINOLE SOCCER CLUB, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 DEC 22 PM 3:20

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

Morgan
DEC 11/9/05



January 9, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SEMINOLE SOCCER CLUB, INC.
P.O. BOX 915425
LONGWOOD, FL 32791-5425

SUBJECT: SEMINOLE SOCCER CLUB, INC.
REF: 751039

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

CONCERNING THE MERGING CORPORATION, PLEASE ADD THE STATEMENT "THERE ARE NO MEMBERS ENTITLED TO VOTE" OR ADD THE ADOPTION BY THE MEMBERS.

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) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: H05000290989
Letter Number: 406A00001333

* Please maintain original date
of filing. Thank You!

Rebecca Matz
407-419-8419

P.O. BOX 6327 - Tallahassee, Florida 32314

JAN-06-06 18:09
200-200 0000

FROM-AKERMANN SENTERFITT 16E.

+407 843 7860

T-134 P.002/005 F-778



December 23, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SEMINOLE SOCCER CLUB, INC.
P.O. BOX 915425
LONGWOOD, FL 32791-5425

SUBJECT: SEMINOLE SOCCER CLUB, INC.
REF: 751039

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

CONCERNING THE MERGING CORPORATION, THE METHOD OF ADOPTION MUST BE ADDED TO.

The document must state that there are no members or members entitled to vote.

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) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: B05000290989
Letter Number: 105A00073369

RECEIVED

06 JAN -9 AM 8:00

DIVISION OF CORPORATIONS

Please maintain original date
of filing. Thank You.
Rebecca Matz
407-419-8419

P.O BOX 6327 - Tallahassee, Florida 32314

H05000290989 3

**ARTICLES OF MERGER BETWEEN
SEMINOLE SOCCER CLUB, INC.
AND
WINTER SPRINGS SOCCER CLUB, INC.**

Pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act, Seminole Soccer Club, Inc., a Florida Not For Profit corporation and Winter Springs Soccer Club, Inc., a Florida Not For Profit corporation, adopt the following Articles of Merger for the purpose of merging Winter Springs Soccer Club, Inc. into Seminole Soccer Club, Inc., the latter of which is to survive the merger.

EFFECTIVE DATE 11/10/06

ARTICLE I

The name and jurisdiction of the surviving corporation is:

Seminole Soccer Club, Inc., a Florida Not For Profit corporation

ARTICLE II

The name and jurisdiction of the merging corporation is:

Winter Springs Soccer Club, Inc., a Florida Not For Profit corporation

ARTICLE III

The Plan of Merger is attached hereto as Exhibit "A."

ARTICLE IV

The Plan of Merger was adopted by the voting members of the surviving corporation, Seminole Soccer Club, Inc., by written action executed on the 13th day of June, 2005. There were eight (8) voting members, and seven (7) voting members voted in favor of the Plan of Merger. The number of votes cast in favor of the merger was sufficient for approval.

ARTICLE V

The Plan of Merger was adopted by the Board of Directors of the merging corporation, Winter Springs Soccer Club, Inc., by written action executed on the 3rd day of November, 2005. There were four (4) directors, and four (4) directors voted in favor of the Plan of Merger. The number of votes cast in favor of the merger was sufficient for approval. There are no members entitled to vote.

ARTICLE VI

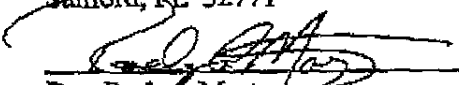
The merger shall become effective on the 1st day of January, 2006, at 11:59 PM.

FILED
05 DEC 22 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H05000290989 3

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this
11th day of December, 2005.

SEMINOLE SOCCER CLUB, INC., a Florida Not
For Profit corporation
7390 Markham Road
Sanford, FL 32771


By: Rodger Marty
Its: President

WINTER SPRINGS SOCCER CLUB, INC., a
Florida Not For Profit corporation
P.O. Box 196178
Winter Springs, FL 32719

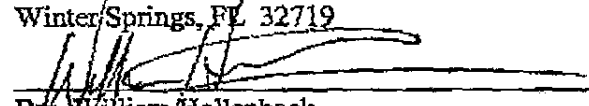

By: William Hollenback
Its: President

Exhibit "A"

**PLAN OF MERGER BETWEEN
SEMINOLE SOCCER CLUB, INC.
AND
WINTER SPRINGS SOCCER CLUB, INC.**

1. Winter Springs Soccer Club, Inc. a Florida Not For Profit corporation proposes to merge with and into Seminole Soccer Club, Inc. a Florida Not For Profit corporation and Seminole Soccer Club, Inc. a Florida Not For Profit corporation ("Surviving Corporation") proposes to be merged with and into Winter Springs Soccer Club, Inc. a Florida Not For Profit corporation ("Non-Surviving Corporation").

2. Seminole Soccer Club, Inc. is the surviving entity.

3. Upon filing with the Department of State, the effective date of the merger, the general terms and conditions of the merger are:

(i) the separate existence of the Non-Surviving Corporation shall cease and shall be merged with and into Surviving Corporation,

(ii) all assets and liabilities of the Non-Surviving Corporation shall become the assets and liabilities of the Surviving Corporation,

(iii) the Amended and Restated Bylaws of Surviving Corporation in effect immediately prior to the effective date of the merger shall be the Bylaws of the Surviving corporation, and

(iv) the Federal Employer Identification Number ("FEIN") assigned to Surviving Corporation shall remain the FEIN used for the Surviving Corporation.

4. There shall be no changes in the articles of incorporation of the surviving corporation.