

751039

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

OCT 30 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SEMINOLE SOCCER CLUB INC

DOCUMENT NUMBER: 751039

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

BENN BROWN

(Name of Contact Person)

ORLANDO CITY SOCCER

(Firm/ Company)

1201 S ORLANDO AV, SUITE 202

(Address)

ORLANDO , FL 32789

(City/ State and Zip Code)

BBROWN@ORLANDOCITYSOCCER.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

BENN BROWN

(Name of Contact Person)

at (407) 478 4073

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

<input checked="" type="checkbox"/> \$35 Filing Fee (\$25 ALREADY SENT)	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)
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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 19, 2012

BENN BROWN
SEMINOLE SOCCER CLUB, INC.
1201 S. ORLANDO AVENUE, SUITE 202
WINTER PARK, FL 32789

SUBJECT: SEMINOLE SOCCER CLUB, INC.
Ref. Number: 751039

We have received your document for SEMINOLE SOCCER CLUB, INC. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above entity is a Florida corporation and the document and fee submitted are for a Florida limited liability company. The correct form is enclosed and an additional filing fee of \$10.00 is due.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6050.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 312A00023480

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Articles of Amendment
to
Articles of Incorporation
of

SEMINOLE SOCCER CLUB, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

751039

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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SECRETARY OF STATE

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Please see attached revised Articles of Incorporation

AMENDED ARTICLES OF INCORPORATION
OF
SEMINOLE SOCCER CLUB, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)

We, the undersigned, with the other persons desirous of amending the articles of incorporation of a not for profit pursuant to the provisions of Chapter 617, Florida Statutes, do agree to the following:

ARTICLE I

Name: The name of this corporation is the SEMINOLE SOCCER CLUB, INC.

ARTICLE II

Duration: The term of existence of this corporation is perpetual.

ARTICLE III

Purposes and Scope of Activity: The corporation is organized exclusively for charitable, religious, or educational purposes and the making of distributions to organizations that qualify as exempt corporations under Section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The object and purpose of this corporation shall be the advancement of youth soccer. This corporation was formed for the express purpose of developing skilled soccer participants in an organized environment which will foster good sportsmanship, team cooperation, physical fitness and mental well-being. Education, training, and competition will be emphasized.

This corporation is formed exclusively for the purpose stated under Chapter 617 of the Florida Statutes relating to corporations not for profit, pecuniary, or financial gain. No part of the assets, income or profit of this corporation shall be sold, distributed to or inure to the benefit of its members, directors, officers, or any related parties or entities of any members, Directors or officials. The corporation will not take steps which will promote the private interests of any member or engage in any activity which will constitute regular business of any kind ordinarily carried on for a profit. The corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

The corporation shall have the power, either directly or indirectly, either along, or in conjunction or cooperation with others, to do any and all lawful things and acts and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish or foster or attain such purposes.

Notwithstanding anything herein to the contrary, the corporation shall exercise such powers as are in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) of the Internal Revenue code of 1954 and the Regulations thereunder as the same are now in existence or as they may hereafter be amended from time to time.

ARTICLE IV

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

Phil Rawlins	1900 Seminole Soccer Loop, Sanford, FL 32771
John Bonner	1900 Seminole Soccer Loop, Sanford, FL 32771
Benn Brown	1900 Seminole Soccer Loop, Sanford, FL 32771

ARTICLE V

Executive Board – Board of Directors:

- A. The business affairs of this corporation shall be managed by the Executive Board which shall constitute the Board of Directors. The corporation shall have six Executive Board members. In the event of a merger, the Executive Board can agree to increase the Board up to a maximum of nine total members.
- B. The Executive Board or Board of Directors shall consist of the following Officers: Chairman, Vice-Chairman, Treasurer, Secretary and Vice-President of Facilities.

ARTICLE VI

Officers: The affairs of the corporation are to be managed by the following officers whose duties and responsibilities are outlined in the By-Laws:

- | | |
|------------------|---------------------------------|
| 1. Chairman | 4. Treasurer |
| 2. Vice-Chairman | 5. Vice-President of Facilities |
| 3. Secretary | |

The officers, with the exception of the Orlando City Soccer Club representatives, shall be elected at the annual meeting of the members or as provided in the By-Laws.

ARTICLE VII

Members:

The Corporation will have four classes of members which are designated as playing members, represented members, voting members and Board of Directors.

Playing Membership shall consist of those persons playing soccer for Seminole Soccer Club, Inc. This shall be a non-voting class.

Represented Members shall consist of any parent or legal guardian of a registered player for Seminole Soccer Club, Inc. This shall be a nonvoting class of membership organized into Represented Groups who, during the month of August each year, elect a Voting Member to represent them at the AGM and other appropriate meetings. The Voting Member may not be a paid employee of Seminole Soccer Club, Inc. and must be a member of good standing in the twelve months prior to his registration as a Voting Member.

The Represented Groups are as follows:-

For the Junior Academy (parents of kids aged up to and including 11 years old) one Group for each age for each sex.

For the Senior Academy (parents of kids aged 12 to 18 years old) one Group per team.

Voting Membership By 1st September each year Represented Groups should have submitted the name of their elected representative (Voting Member) to the Registrar of Seminole Soccer Club, Inc. To be able to vote, a Voting Member must be registered on or before September 1st. Voting Membership is for a term of one year unless re-elected. Voting privileges shall commence from the date of registration or designation by the Board of Directors, and cease on August 31st the following year.

Board of Directors Voting privileges shall commence from the date of the appointment as a Director or designation by the Board of Directors, and cease when no longer a Director, or immediately after the Annual General Meeting where the seat is vacated.

All members shall abide by the constitution, By-Laws, and all rules and regulations set forth by the corporation and all applicable rules and regulations of the Florida State Youth Soccer Association and its governing bodies.

No persons otherwise eligible for membership in this corporation shall be denied membership on the basis of race, creed, color, national origin, sex, or political belief.

ARTICLE VIII

By-Laws: The Board members of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

The By-Laws of the corporation are to be made, altered, or rescinded by majority vote of the Board members of the corporation as long as they do not conflict with these Articles.

ARTICLE IX

Amendment: These Articles of Incorporation may be amended at any special meeting of the voting membership called for that purpose, upon 30 days notice given, by a two-thirds (2/3) vote of those members present.

Amendments may also be made at any regular meeting of the voting membership, including but not limited to the AGM, by two-thirds (2/3) vote of those members present, upon 30 days notice given, of intention to submit such amendments. Article amendment meetings can be called by President, 4 Directors, or 50% of the voting membership. In the case of membership, verifiable signatures will be required prior to meeting being set.

ARTICLE X

Dissolution: Upon the dissolution of the corporation, the Board of Directors shall, after saying or making provision for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manners or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (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 shall be disposed of by the Circuit Court of the Eighteenth Judicial Circuit, in and for Seminole County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are operated exclusively for such purposes.

ARTICLE XI

Registered Office and Agent: The registered office of the corporation is 1900 Seminole Soccer Loop, Sanford, FL 32771. The registered agent at that address is Benn Brown.

The Executive Committee may, from time to time, move the location of the office to any other address in Florida.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands the 9th day of SEPTEMBER, 20 12.

x [Signature]
WITNESS

[Signature]
WITNESS

x [Signature]
WITNESS

[Signature]
WITNESS

x [Signature]
WITNESS

[Signature]
WITNESS

[Signature]
PHILIP RAWLINS

[Signature]
JOHN BONNER

[Signature]
BENN BROWN

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public in the aforesaid State and County, personally appeared PHILIP RAWLINS, JOHN BONNER, AND BENN BROWN who are known to me to be the persons named in and who executed the foregoing instrument and who severally acknowledged that they executed the same freely and voluntarily this 9th day of September, 20 12.

[Signature]

NOTARY PUBLIC
My Commission Expires:



The date of each amendment(s) adoption: August 15th 2012

Effective date if applicable: August 15th 2012
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 10/24/12

Signature [Signature]
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

BENN BROWN
(Typed or printed name of person signing)

BOARD MEMBER
(Title of person signing)