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RICKEY L. FARRELL, ATTORNEY AT LAW, P.A.

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PORT ST. LUCIE, FLORIDA 34952

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July 23, 2001

State of Florida  
Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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07/26/01--01050--008  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

RE: The Port St. Lucie Soccer Club, Inc.  
Amended and Restated Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Amended and Restated Articles of Incorporation along with a Certificate of Designation of Registered Agent, Annual General Meeting Minutes and Board of Directors Meeting Minutes. Please file the original in your offices and certify and return a certified copy to me. Would you also please provide me with a certificate of status?

I am enclosing a check in the amount of \$43.75. Thank you for your cooperation in this matter.

Sincerely yours,

*T. N. Gonsalves*

Tiffany N. Gonsalves

Enc.

FILED  
01 JUL 26 AM 8 32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amended & Restated*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE PORT ST. LUCIE SOCCER CLUB, INC.**

**FILED**  
01 JUL 26 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation contain amendments which have been adopted pursuant to Section 617.1007(4), of the Florida Statutes. There is no discrepancy between the Articles of Incorporation as previously amended and the provisions of these Amended and Restated Articles of Incorporation except for the inclusion of the new amendments and the omission of matters of historical interest or provisions deleted by proper vote of the voting members of Port St. Lucie Soccer Club, Inc.

**ARTICLE I - NAME**

The name of this corporation is The Port St. Lucie Soccer Club, Inc.

**ARTICLE II- PRINCIPAL OFFICE**

The address of the principal office of the Corporation 700 SW Carmelite Street, Port St. Lucie, Florida 34983. The mailing address of the Corporation is 700 SW Carmelite Street, Port St. Lucie, Florida 34983.

**ARTICLE III - DURATION**

This corporation shall continue in existence until dissolved by an Order issued by a Court of competent jurisdiction or until otherwise dissolved in accordance with Florida law. Upon dissolution, all assets remaining after discharging all debt, shall be distributed to one or more non profit corporations qualified under Section 501(c) of the Internal Revenue Code, as amended.

**ARTICLE IV - GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

1. To be committed to actively promote and support the Port St. Lucie Soccer Club; to protect the general welfare of the club and the children participating in it; to encourage interest in soccer; to foster education and knowledge of the game of soccer among members of the community; to provide a desirable and healthy spirit of athletic competition among its members; to cultivate and promote sportsmanship, physical fitness and mental development of its members, to provide supervised activities with adequate facilities to the membership and to encourage personal contact, commingling and fellowship among the members.

2. To accept donations, contributions, grants, and other sources of funding as are appropriate, in order to carry out the purposes and work of the Corporation.

3. It is the intent of the incorporators of this corporation to qualify as a charitable not for profit corporation according to Section 501(c)(3) of the Internal Revenue Code. No part of the

net earnings of the corporation shall inure to the benefit of or be distributable to any director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be, or include the carrying on of, propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

4. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or any corresponding provisions of any subsequent federal tax laws.

5. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

6. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

7. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

8. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

9. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the regulations as they now exist or as they may hereafter be amended.

10. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for 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 or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the circuit 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 the Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE V - MEMBERSHIP**

The members of the Corporation shall consist of those individuals that have complied with the membership requirements of the Corporation as set forth in the Bylaws and the Rules and Regulations of the Corporation.

## **ARTICLE VI- DIRECTORS AND OFFICERS**

1. The affairs of the corporation shall be administered by a Board of Directors consisting of the number of directors determined by the Bylaws, but not less than three (3) directors.

2. Directors of the corporation shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

3. The business of the corporation shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the members in the manner determined by the Bylaws.

## **ARTICLE VII - REGISTERED AGENT AND ADDRESS**

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State, together with these articles of incorporation, the name and address of the registered agent for the Corporation is Rickey L. Farrell, 1595 S.E. Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

## **ARTICLE VIII - INCORPORATORS**

The names and address of the incorporators are as follows:

Jack DiGiorgio  
1907 SE Mandrake Circle  
Port St. Lucie, Fl. 34952

Mike Gazzalla  
886 SE Sunflower Ave  
Port St. Lucie, Fl. 34983

Brenda Slocki  
582 SW Ramora Bay  
St. Lucie West, Fl. 34986

Tammy Harris  
1070 SW Jennifer Terrace  
Port St. Lucie, Fl. 34953

Omar Tribulo  
P.O. Box 7752  
Port St. Lucie, Fl. 34985

Jim Witkowski  
1532 SE Mariana Rd.  
Port St. Lucie, Fl. 34952

Teresa King  
298 SE Crosspoint Dr.  
Port St. Lucie, Fl. 34983

Pam Harris  
2667 SW Ace St.  
Port St. Lucie, Fl. 34953

Cheryl Nerassen  
795 NW Bayard Ave.  
Port St. Lucie, Fl. 34983

Sue McAninley  
1781 SW Dessert Ave.  
Port St. Lucie, Fl. 34953

#### **ARTICLE IX- INITIAL DIRECTORS**

The names and address of the members of the Board of Directors are as follows:

Jack DiGiorgio  
1907 SE Mandrake Circle  
Port St. Lucie, Fl. 34952

Mike Gazzalla  
886 SE Sunflower Ave  
Port St. Lucie, Fl. 34983

Brenda Slocki  
582 SW Ramora Bay  
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795 NW Bayard Ave.  
Port St. Lucie, Fl. 34983

Sue McAninley  
1781 SW Dessert Ave.  
Port St. Lucie, Fl. 34953

#### **ARTICLE X- INITIAL OFFICERS**

The names and addresses of the officers are as follows:

Jack DiGiorgio  
1907 SE Mandrake Circle  
Port St. Lucie, Fl. 34952

Mike Gazzalla  
886 SE Sunflower Ave  
Port St. Lucie, Fl. 34983

Brenda Slocki  
582 SW Ramora Bay  
St. Lucie West, Fl. 34986

Tammy Harris  
1070 SW Jennifer Terrace  
Port St. Lucie, Fl. 34953

Omar Tribulo  
P.O. Box 7752  
Port St. Lucie, Fl. 34985

Jim Witkowski  
1532 SE Mariana Rd.  
Port St. Lucie, Fl. 34952

Teresa King  
298 SE Crosspoint Dr.  
Port St. Lucie, Fl. 34983

### ARTICLE XI-AMENDMENT OF ARTICLES

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

### ARTICLE XII-AMENDMENT OF BYLAWS

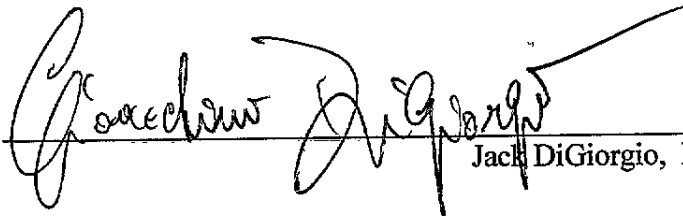
Subject to the limitations contained in the Bylaws and any limitation set forth in the Corporation Not for Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, the Bylaws of this corporation may be made, altered, rescinded, added to or new Bylaws may be adopted, either by a majority vote of the Board of Directors and a majority vote of the members or by following the procedure set forth in the Bylaws.

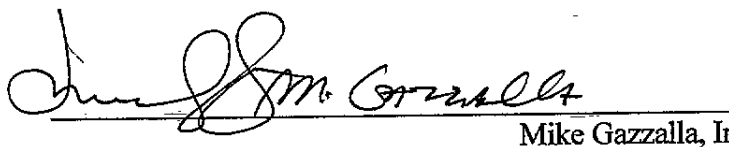
### ARTICLE XIII-DEDICATION OF ASSETS

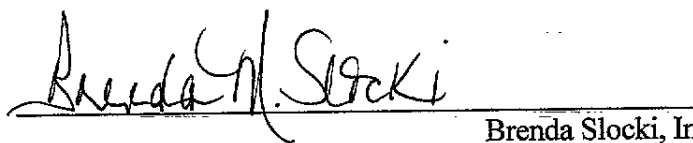
The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

The undersigned have executed these Amended and Restated Articles of Incorporation this 5th day of June, 2001.

Signed:

  
Jack DiGiorgio, Incorporator

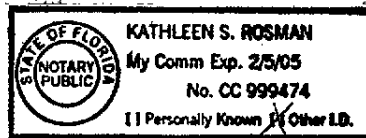
  
Mike Gazzalla, Incorporator

  
Brenda Slocki, Incorporator

State of Florida  
County of St. Lucie

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of JUNE, 2001, by BRENDA STOCKI who is personally known to me or has produced a FL. DRIVERS LICENSE as identification and who did not take an oath and has executed the foregoing instrument and acknowledged before me that he/she executed same for the purposes intended therein.

Kathleen Rosman  
Notary Public  
My Commission Expires:



State of Florida  
County of St. Lucie

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of JUNE, 2001, by Tiffany N. Gonsalves who is personally known to me or has produced a FL. DRIVERS LICENSE as identification and who did not take an oath and has executed the foregoing instrument and acknowledged before me that he/she executed same for the purposes intended therein.

Tiffany N. Gonsalves  
Notary Public  
My Commission Expires:



Tiffany N. Gonsalves  
MY COMMISSION # CC885674 EXPIRES  
November 7, 2003  
BONDED THRU TROY FAIR INSURANCE, INC

State of Florida  
County of St. Lucie

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of June, 2001, by MIKE GAZZALLA who is personally known to me or has produced a FL DRIVERS LICENSE as identification and who did not take an oath and has executed the foregoing instrument and acknowledged before me that he/she executed same for the purposes intended therein.

Tiffany N. Gonsalves  
Notary Public  
My Commission Expires:



Tiffany N. Gonsalves  
MY COMMISSION # CC885674 EXPIRES  
November 7, 2003  
BONDED THRU TROY FAIR INSURANCE, INC

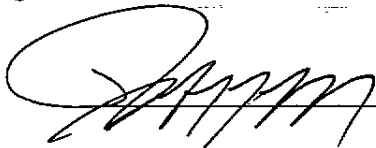
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is The Port St. Lucie Soccer Club, Inc.
2. The name and address of the registered agent and office of the Corporation is:

Rickey L. Farrell, Esquire  
1595 S.E. Port St. Lucie Boulevard  
Port St. Lucie, Florida 34952

Signed:



(Signature)

\_\_\_\_\_

\_\_\_\_\_

7-9-01

(Date)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. IF FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



RICKEY L. FARRELL, ESQUIRE




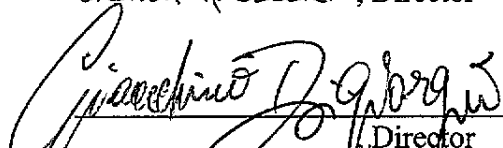
## THE PORT ST. LUCIE SOCCER CLUB, INC. ANNUAL GENERAL MEETING MINUTES

The annual meeting of the Membership of The Port St. Lucie Soccer Club, Inc., was held on the 10th day of June, 2001, at 5:00 o'clock p.m., at the Corporation Headquarters at 700 S.W. Carmelite Street, Port St. Lucie, Florida 34983. A quorum of the membership was present pursuant to the notice of annual meeting.

By a majority vote, the Membership approved the Amended and Restated Articles of Incorporation.

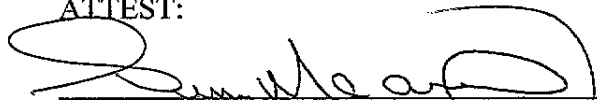
IN WITNESS WHEREOF, the undersigned have hereon set their hands and seals as of the 10th day of June, 2001.

  
BRENDA M. SLOCKI, Director

  
GIOACCHINO DIGIORGIO, Director

(Corporate Seal)

ATTEST:

  
, Secretary

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 7 day of July, 2001 by Brenda M. Slocki, as Director, Gioacchino DiGiorgio, as Director, and Susan Meanley, as Secretary of The Port St. Lucie Soccer Club, Inc., a Florida corporation, who have produced me personally known to me as identification and who did/did not take an oath. They have acknowledged to and before me that they executed this instrument for the purposes herein expressed.

  
Doreen Hernandez

Printed Notary Name:

Notary Public, State of Florida

Commission Expires:



Doreen Hernandez

My Commission CC711650

Expires January 28, 2002

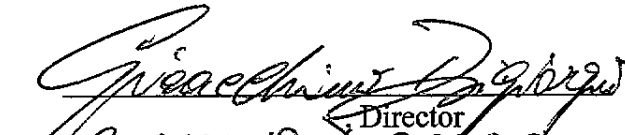
# THE PORT ST. LUCIE SOCCER CLUB, INC. BOARD OF DIRECTORS MEETING MINUTES

A meeting of the Board of Directors of The Port St. Lucie Soccer Club, Inc., was held on the 10th day of June, 2001, at 5:00 o'clock p.m., at the Corporation Headquarters at 700 S.W. Carmelite Street, Port St. Lucie, Florida 34983. All Directors were present pursuant to the notice of the meeting.

By unanimous resolution, the Board approved the Amended and Restated Articles of Incorporation and recommended approval of same to the membership.

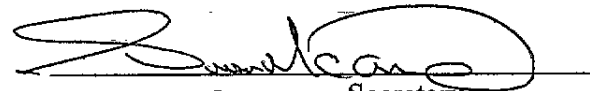
IN WITNESS WHEREOF, the undersigned have hereon set their hands and seals as of the 10th day of June, 2001.

  
BRENDA M. SLOCKI, Director

  
GIOACCHINO DI GIORGIO, Director


(Corporate Seal)


ATTEST:


  
Susan Meaninley, Secretary

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 7 day of July, 2001 by Brenda M. Slocki, as Director, Giocchino Di Giorgio, as Director, and Susan Meaninley, as Secretary of The Port St. Lucie Soccer Club, Inc., a Florida corporation, who have produced are personally known to me as identification and who did/did not take an oath. They have acknowledged to and before me that they executed this instrument for the purposes herein expressed.

  
Printed Notary Name:  
Notary Public, State of Florida  
Commission Expires:

 Doreen Hernandez  
on CC711650  
Expires January 28, 2002

 Doreen Hernandez  
My Commission CC711650  
Expires January 28, 2002