

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

**LIMITED  
PARTNERSHIP  
REINSTATEMENT**



FLORIDA DEPARTMENT OF STATE  
Secretary of State  
DIVISION OF CORPORATIONS

2004 MAY -4 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOCUMENT # A97000001511

**1. Name of Limited Partnership**

Florida Soccer, Ltd.

000035770460  
05/07/04--01080--004 \*\*105.00

**2. Principal Office Address**

1701 Osceola Bay Avenue

Suite, Apt. #, etc.

City & State

Niceville, Florida

Zip

32578

Country

USA

**3. Mailing Office Address**

1701 Osceola Bay Avenue

Suite, Apt. #, etc.

City & State

Niceville, Florida

Zip

32578

Country

USA

**4. Date Formed or Registered  
To Do Business in Florida**

July 9, 1997

**5. FEI Number**

59-3452254

Applied For

Not Applicable

**6. CERTIFICATE OF STATUS DESIRED** ☐

\$8.75 Additional Fee required  
for a Certificate of Status

**7a. Capital Contributions as shown on Record:**

\$9,000,000.00

**7b. Amount of Capital Contributions in FLORIDA to date:**

**FEES:**

1.) Filing Fee(s): Computed at a rate of \$7 per \$1,000 on amount entered in 7b, with a minimum filing fee of \$52.50 and a maximum of \$437.50, for each year due this office.

2.) Supplemental Fee(s): \$88.75 for each year due this office, beginning with 1992 calendar year.

3.) Penalty Fee(s): \$500 penalty fee for each year report form is delinquent.

Note: If the amount entered in 7b is greater than amount entered in 7a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.

**8. Name and Address of Current Registered Agent**

Name Stricker C. Mays

Street Address (P.O. Box Number is Not Acceptable)

1701 Osceola Bay Avenue

Suite, Apt. #, Etc.

City Niceville

State FL

Zip Code 32578

9. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

Stricker C. Mays

DATE 3/26/04

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY  
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

**10. Name(s) of General Partner(s)**

Stricker C. Mays  
Florida Soccer, Inc.

Address of Each General Partner  
(Do NOT Use Post Office Box Numbers)

1701 Osceola Bay  
Avenue

City, State and Zip Code

Niceville, Florida 32578

**10a. Registration  
Document Number**

997-53139

REINSTATEMENT

03-04  
dec

**Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.**

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(i) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Stricker C. Mays

DATE

3/26/04

Typed or Printed Name of General Partner Signing Form

Stricker C. Mays

Telephone Number

850.678.5797

CR2E039 (10/02)

Form 1065

Department of the Treasury  
Internal Revenue Service

## U.S. Return of Partnership Income

For calendar year 2003, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

OMB No. 1545-0099

2003

A Principal business activity <b>RECREATION</b>	Use the IRS label. Otherwise, print or type.	Name of partnership <b>FLORIDA SOCCER, LTD.</b>	D Employer identification number <b>59-3452254</b>
B Principal product or service <b>SOCCER COMPLEX</b>		Number, street, and room or suite no. If a P.O. box, see page 14 of the instructions. <b>1701 OSCEOLA BAY AVENUE</b>	E Date business started <b>07/09/1997</b>
C Business code number <b>711210</b>		City or town, state, and ZIP code <b>NICEVILLE, FL 32578</b>	F Total assets \$ <b>0.</b>
G Check applicable boxes: (1) <input type="checkbox"/> Initial return (2) <input type="checkbox"/> Final return (3) <input type="checkbox"/> Name change (4) <input type="checkbox"/> Address change (5) <input type="checkbox"/> Amended return			
H Check accounting method: (1) <input checked="" type="checkbox"/> Cash (2) <input type="checkbox"/> Accrual (3) <input type="checkbox"/> Other (specify) ▶			
I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ <b>35</b>			

Caution: Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a Gross receipts or sales	1a		1c
	b Less returns and allowances	1b		
	2 Cost of goods sold (Schedule A, line 8)			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach schedule)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 18			6
	7 Other income (loss) (attach schedule)			7
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16 a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported on Schedule A and elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach schedule)			20
21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21	
22 Ordinary income (loss) from trade or business activities. Subtract line 21 from line 8			22	0.

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.		
	Signature of general partner or limited liability company member	Date	
Paid Preparer's Use Only	Preparer's signature	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN <b>264-83-1318</b>
	Firm's name (or yours if self-employed), address, and ZIP code	EIN	Phone no.
	<b>CARR, RIGGS &amp; INGRAM, LLC</b> <b>4502 HIGHWAY 20 EAST - SUITE A</b> <b>NICEVILLE, FL 32578</b>	<b>72-1396621</b>	<b>(850) 897-4333</b>

FLORIDA SOCCER, LTD.

3066  
59-3452254

Form 1065 (2003)

Page 2

**Schedule A Cost of Goods Sold** (see page 18 of the instructions)

1	Inventory at beginning of year	1	
2	Purchases less cost of items withdrawn for personal use	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule)	5	
6	Total. Add lines 1 through 5	6	
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	8	

9 a Check all methods used for valuing closing inventory:

(i) ☐ Cost as described in Regulations section 1.471-3

(ii) ☐ Lower of cost or market as described in Regulations section 1.471-4

(iii) ☐ Other (specify method used and attach explanation) ▶

- b Check this box if there was a writedown of "subnormal" goods as described in Regulations section 1.471-2(c) ▶ ☐
- c Check this box if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶ ☐
- d Do the rules of section 263A (for property produced or acquired for resale) apply to the partnership? ☐ Yes ☐ No
- e Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☐ No
- If "Yes," attach explanation.

**Schedule B Other Information**

	Yes	No
1 What type of entity is filing this return? Check the applicable box:		
a <input type="checkbox"/> Domestic general partnership b <input checked="" type="checkbox"/> Domestic limited partnership		
c <input type="checkbox"/> Domestic limited liability company d <input type="checkbox"/> Domestic limited liability partnership		
e <input type="checkbox"/> Foreign partnership f <input type="checkbox"/> Other ▶		
2 Are any partners in this partnership also partnerships?		X
3 During the partnership's tax year, did the partnership own any interest in another partnership or in any foreign entity that was disregarded as an entity separate from its owner under Regulations sections 301.7701-2 and 301.7701-3? If yes, see instructions for required attachment		X
4 Is this partnership subject to the consolidated audit procedures of sections 6221 through 6233? If "Yes," see Designation of Tax Matters Partner below		X
5 Does this partnership meet all three of the following requirements?		
a The partnership's total receipts for the tax year were less than \$250,000;		
b The partnership's total assets at the end of the tax year were less than \$600,000; and		
c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.		
If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; Item F on page 1 of Form 1065; or Item J on Schedule K-1	X	
6 Does this partnership have any foreign partners? If "Yes," the partnership may have to file Forms 8804, 8805 and 8813. See page 20 of the instructions		X
7 Is this partnership a publicly traded partnership as defined in section 469(k)(2)?		X
8 Has this partnership filed, or is it required to file, Form 8264, Application for Registration of a Tax Shelter?		X
9 At any time during calendar year 2003, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country. ▶		X
10 During the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520. See page 20 of the instructions		X
11 Was there a distribution of property or a transfer (e.g., by sale or death) of a partnership interest during the tax year? If "Yes," you may elect to adjust the basis of the partnership's assets under section 754 by attaching the statement described under Elections Made By the Partnership on page 9 of the instructions		X
12 Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return ▶		

**Designation of Tax Matters Partner** (see page 20 of the instructions)

Enter below the general partner designated as the tax matters partner (TMP) for the tax year of this return:

Name of designated TMP ▶ FLORIDA SOCCER, INC. C/O STRICK MAYS Identifying number of TMP ▶ 593452252

Address of designated TMP ▶ 1701 OSCEOLA BAY AVENUE

NICEVILLE, FL 32578

**Schedule K Partners' Shares of Income, Credits, Deductions, etc.**

(a) Distributive share items		(b) Total amount	
Income (Loss)	1 Ordinary income (loss) from trade or business activities (page 1, line 22)	1	0.
	2 Net income (loss) from rental real estate activities (attach Form 8825)	2	
	3 a Gross income from other rental activities	3a	
	b Expenses from other rental activities (attach schedule)	3b	
	c Net income (loss) from other rental activities. Subtract line 3b from line 3a	3c	
	4 Portfolio income (loss) (attach Schedule D (Form 1065) for lines 4d and 4e):		
	a Interest income	4a	
	b Dividends: (1) Qualified dividends (2) Total ordinary dividends	4b	
	c Royalty income	4c	
	d Net short-term capital gain (loss): (1) post-May 5, 2003 (2) Entire year	4d(2)	
	e Net long-term capital gain (loss): (1) post-May 5, 2003 (2) Entire year	4e(2)	
f Other portfolio income (loss) (attach schedule)	4f		
5 Guaranteed payments to partners	5		
6 a Net section 1231 gain (loss) (post-May 5, 2003) (attach Form 4797)	6a		
b Net section 1231 gain (loss) (entire year) (attach Form 4797)	6b		
7 Other income (loss) (attach schedule)	7		
Deductions	8 Charitable contributions (attach schedule)	8	
	9 Section 179 expense deduction (attach Form 4562)	9	
	10 Deductions related to portfolio income (itemize)	10	
11 Other deductions (attach schedule)	11		
Credits	12 a Low-income housing credit: (1) From partnerships to which section 42(j)(5) applies (2) Other than on line 12a(1)	12a(1)	
	b Qualified rehabilitation expenditures related to rental real estate activities (attach Form 3468)	12b	
	c Credits (other than credits shown on lines 12a and 12b) related to rental real estate activities	12c	
	d Credits related to other rental activities	12d	
	13 Other credits	13	
Investment Interest	14 a Interest expense on investment debts	14a	
	b (1) Investment income included on lines 4a, 4b(2), 4c, and 4f above (2) Investment expenses included on line 10 above	14b(1)	
Self-Employment	15 a Net earnings (loss) from self-employment	15a	0.
	b Gross farming or fishing income	15b	
	c Gross nonfarm income	15c	
Adjustments and Tax Preference Items	16 a Depreciation adjustment on property placed in service after 1986	16a	
	b Adjusted gain or loss	16b	
	c Depletion (other than oil and gas)	16c	
	d (1) Gross income from oil, gas, and geothermal properties (2) Deductions allocable to oil, gas, and geothermal properties	16d(1)	
	e Other adjustments and tax preference items (attach schedule)	16d(2)	
		16e	
Foreign Taxes	17 a Name of foreign country or U.S. possession		
	b Gross income from all sources	17b	
	c Gross income sourced at partner level	17c	
	d Foreign gross income sourced at partnership level: (1) Passive (2) Listed categories (attach sch.) (3) General limitation	17d(3)	
	e Deductions allocated and apportioned at partner level: (1) Interest expense (2) Other	17e(2)	
	f Deductions allocated and apportioned at partnership level to foreign source income: (1) Passive (2) Listed categories (attach sch.) (3) General limitation	17f(3)	
	g Total foreign taxes (check one): Paid <input type="checkbox"/> Accrued <input type="checkbox"/> (3) General limitation	17g	
	h Reduction in taxes available for credit (attach schedule)	17h	
Other	18 Section 59(e)(2) expenditures: a Type b Amount	18b	
	19 Tax-exempt interest income	19	
	20 Other tax-exempt income	20	
	21 Nondeductible expenses	21	
	22 Distributions of money (cash and marketable securities)	22	
	23 Distributions of property other than money	23	
	24 Other items and amounts required to be reported separately to partners (attach schedule)		

**Analysis of Net Income (Loss)**

1 Net income (loss). Combine Schedule K, lines 1 through 7 in column (b). From the result, subtract the sum of Sch K, lines 8 through 11, 14a, 17g, and 18b	1	0.				
2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt organization	(vi) Nominee/Other
a General partners						
b Limited partners						

Note: Schedules L, M-1 and M-2 are not required if Question 5 of Schedule B is answered "Yes."

**Schedule L Balance Sheets per Books**

Assets	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
1 Cash				
2a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach schedule)				
7 Mortgage and real estate loans				
8 Other investments (attach schedule)				
9a Buildings and other depreciable assets				
b Less accumulated depreciation				
10a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12a Intangible assets (amortizable only)				
b Less accumulated amortization				
13 Other assets (attach schedule)				
14 Total assets		0.		0.
<b>Liabilities and Capital</b>				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach schedule)				
18 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach schedule)				
21 Partners' capital accounts				0.
22 Total liabilities and capital		0.		0.

**Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return**

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 7 (itemize):	
2 Income included on Schedule K, lines 1 through 4, 6b, and 7, not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 11, 14a, 17g, and 18b, not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 11, 14a, 17g, and 18b (itemize):		a Depreciation \$	
a Depreciation \$		8 Add lines 6 and 7	
b Travel and entertainment \$		9 Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	
5 Add lines 1 through 4			

**Schedule M-2 Analysis of Partners' Capital Accounts**

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed: a Cash		b Property	
b Property		7 Other decreases (itemize):	
3 Net income (loss) per books		8 Add lines 6 and 7	
4 Other increases (itemize):		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			



**CARR • RIGGS & INGRAM, LLC**

CERTIFIED PUBLIC ACCOUNTANTS  
BUSINESS CONSULTANTS

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Division of CPA Firms

SEC Practice Section

April 29, 2004

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

Re: Florida Soccer, Ltd.  
A97000001511

Gentlemen:

The above referenced taxpayer has asked us to respond to your notice dated April 9, 2004. A copy is attached for reference purposes.

The partnership has no capital contributions. Attached you will find pages 1 – 4 of the 2003 U.S. Return of Partnership Income to verify there are no assets. An ongoing litigation does not allow us to dissolve the partnership at this time.

The mailing address on file with the State is incorrect. Therefore, the Annual Uniform Business Report was not received by the taxpayer.

We respectfully request that you accept the Limited Partnership Reinstatement and abate any penalties incurred with the filing. Enclosed you will find the payment of \$105 for remittance of the 2003 and 2004 filing fee. If you have any questions regarding this matter, please contact our office at 850.897.4333.

Sincerely,

D. Timothy Herndon, CPA  
Carr, Riggs & Ingram, LLC

DTH/rr