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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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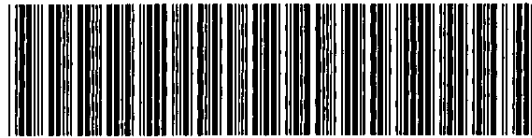
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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08 SEP 10 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

M. THOMAS  
SEP 11 2008  
EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** PINELLAS INDOOR SOCCER ACADEMY, LLC

(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

JONATHAN JAMES DAMONTE

(Contact Person)

JONATHAN JAMES DAMONTE, CHARTERED

(Firm/Company)

12110 SEMINOLE BLVD.

(Address)

LARGO, FL 33778

(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

JONATHAN JAMES DAMONTE

(Name of Contact Person)

at ( 727 ) 581-0922

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees  
(\$25 for Conversion  
& \$125 for Articles  
of Organization)

☐ \$155.00 Filing Fees  
and Certificate of  
Status

☒ \$180.00 Filing Fees  
and Certified Copy

☐ \$185.00 Filing Fees,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity" into a Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:  
PINELLAS INDOOR SOCCER ACADEMY, INC. **DM-53670**

**(Enter Name of Other Business Entity)**

2. The "Other Business Entity" is a CORPORATION  
**(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)**

first organized, formed or incorporated under the laws of FLORIDA  
**(Enter state, or if a non-U.S. entity, the name of the country)**

on MAY 2, 2007  
**(Enter date "Other Business Entity" was first organized, formed or incorporated)**

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

PINELLAS INDOOR SOCCER ACADEMY, LLC

**(Enter Name of Florida Limited Liability Company)**

5. If not effective on the date of filing, enter the effective date:  
**(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)**

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TALLAHASSEE, FLORIDA

Signed this 30 day of September 2008.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: [Signature]  
Printed Name: Jonathan James Damonte Title: Authorized Representative

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature: [Signature]  
Printed Name: Nicolas J. Fowler Title: President/Director

Signature: [Signature]  
Printed Name: Terry Griffin Title: Secretary/Director

Signature: [Signature]  
Printed Name: George Gomes Title: Director

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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08 SEP 10 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
PINELLAS INDOOR SOCCER ACADEMY, LLC**  
a Florida limited liability company

The undersigned, for the purpose of forming a limited liability company (the "**Company**"), pursuant to and by virtue of the Florida Limited-Liability Company Act (Chapter 608 of the Florida Statutes) (the "**Act**"), hereby adopts the following articles of organization.

**ARTICLE I - NAME**

The name of the Limited Liability Company is: **Pinellas Indoor Soccer Academy, LLC**

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

**Pinellas Indoor Soccer Academy, LLC  
611 Commerce Dr.  
Largo, FL 33770**

**ARTICLE III - RESIDENT AGENT AND REGISTERED OFFICE**

The name and the Florida street address of the resident agent for the Limited Liability Company are:

**Jonathan James Damonte, Chartered  
12110 Seminole Blvd.  
Largo, Florida 33778**

**ARTICLE IV - MANAGING MEMBERS**

The Limited Liability Company shall be Member-managed. The name and address of the Managing Members are:

Nicolas J. Fowler 611 Commerce Dr. Largo, FL 33770	Terry Griffin 611 Commerce Dr. Largo, FL 33770	George Gomes 13345 Pine Bark Cir. Largo, FL 33770
--	--	---

All Limited Liability Company powers shall be exercised by or under the authority of, and the business and affairs of this Limited Liability Company shall be managed under the direction of, the members of this limited liability company.

**ARTICLE V - DURATION**

The period of duration for the Limited Liability Company will be perpetual.

Articles of Organization of Pinellas Indoor Soccer Academy, LLC

ARTICLE VI - EFFECT OF BANKRUPTCY, DEATH OR  
INCOMPETENCY OF A MEMBER.

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. The foregoing shall apply to the extent permitted by applicable law.

ARTICLE VII - TITLE TO COMPANY PROPERTY

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name right, and each Member's Membership Interest shall be personal property for all purposes.

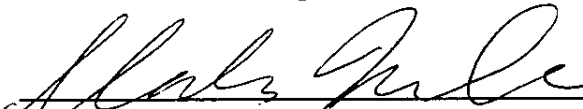
ARTICLE VIII - OPERATING AGREEMENT


The members may adopt, alter, amend, or repeal an operating agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

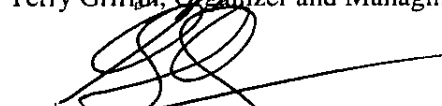
ARTICLE X - DATE OF EXISTENCE OF THE COMPANY

The existence of the Company will commence on the date of filing of the Articles of Organization by the Florida Department of State.

In Witness Whereof, the undersigned have executed these articles of organization this 20 day of September, 2008.

  
\_\_\_\_\_  
Nicholas J. Fowler, Organizer and Managing Member

  
\_\_\_\_\_  
Terry Griffin, Organizer and Managing Member

  
\_\_\_\_\_  
George Gomes, Organizer and Managing Member

In accordance with §608.408(3), Fla. Stat., the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of §608.415 or §608.507, Fla. Stat., the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is: **Pinellas Indoor Soccer Academy, LLC**
2. The name and the Florida address of the registered agent are: **Jonathan James Damonte, Chartered  
12110 Seminole Blvd.  
Largo, FL 33778**

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I 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.

Jonathan James Damonte, Chartered  
Registered Agent

By: \_\_\_\_\_

Jonathan James Damonte, President

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