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John E. Venn, Jr., P.A.

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Attorney at Law

January 31, 2000

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-02/09/00--01014--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Pensacola S.I.T.S., Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$87.50 for the filing fee, designation of resident agent, a certified copy and a certificate.

Sincerely,

John E. Venn, Jr.

JEVjr

cc: Peter Stephens

Karon

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**PENSACOLA S.I.T.S., INC.**

**A CORPORATION NOT FOR PROFIT**

The undersigned individual, desiring to form a corporation not for profit under the provisions of Chapter 617, Florida Statutes, hereby subscribes to the following Articles of Incorporation:

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the corporation is **PENSACOLA S.I.T.S., INC.** and the street address of the initial principal office of the corporation is:

527 Bobwhite Court

Pensacola, FL 32514

The mailing address of the corporation is:

527 Bobwhite Court

Pensacola, FL 32514

**ARTICLE II - PURPOSE**

The purposes for which the corporation is organized shall be as follows:

- (a) To educate youth in the sport of soccer by providing opportunities for youth to train and develop their skills and abilities.
- (b) To receive and maintain property, real and personal, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively to accomplish

the purposes stated above, either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended.

- (c) No part of the net earnings of the corporation shall be paid to any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no member, 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 the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (d) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (e) The corporation shall not engage in any act of self-dealing, as defined in Section 4941 (d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.
- (f) The corporation shall not retain any excess business holdings, as defined in Section 4943 (c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

- (g) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.
- (h) The corporation shall not make any taxable expenditures, as defined in Section 4945 (d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.
- (i) 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 under Section 501(c) (3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

### **ARTICLE III - MEMBERSHIP**

The membership of the corporation shall consist at all times of those persons or groups of persons having membership rights in the corporation in accordance with the provisions of the bylaws of the corporation, as they may from time to time be modified or amended ("Bylaws"). Corporation members shall have no right to vote except as provided in the Bylaws. The members of the corporation, as such, shall not be personally liable for any act, debt, liability or obligation of the corporation. Membership shall be non-transferable.

### **ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

## **ARTICLE V - INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

Peter Stephens  
527 Bobwhite Court  
Pensacola, FL 32514

## **ARTICLE VI - OFFICERS**

The corporation shall have officers consisting of a President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors of the corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the corporation. The Board of Directors shall elect the officers at the annual meeting of the Board of Directors.

## **ARTICLE VII - BOARD OF DIRECTORS**

The affairs of this corporation not for profit shall be managed by a Board of Directors. The directors shall be elected at the annual meeting of the corporation with the method of election as stated in the Bylaws. The directors shall have full power to elect directors to fill vacancies in office, or to fill the office of any director who may resign, die, become disabled, or refuse to act. The majority vote of the directors in office shall be sufficient for the taking of any action within the power of the corporation.

This corporation shall have three (3) directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than three (3).

## **ARTICLE VIII - AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the members, directors, and officers of the corporation are subject to this reservation.

#### **ARTICLE IX - BYLAWS**

The Bylaws of the corporation are to be made, altered, amended, or repealed by a majority vote of the Board of Directors at a regular or special meeting of the Board of Directors.

#### **ARTICLE X - DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed to organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

No member, director or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

#### **ARTICLE XI - REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation shall be 527 Bobwhite Court, Pensacola, Florida 32514, and the name of the registered agent of this corporation at that address shall be Peter Stephens.

#### **EFFECTIVE DATE**

The corporate existence of PENSACOLA S.I.T.S., INC. shall begin upon the date that these articles are first filed with the Department of State for the State of Florida

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of

Incorporation on the 31<sup>st</sup> day of January, 2000.

  
PETER STEPHENS

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of **PENSACOLA  
S.I.T.S., INC.** Further, I am familiar with and accept the duties and obligations of such  
designation.

  
PETER STEPHENS

**FILED**  
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