

# N000000002718

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and ARBITRATION

April 18, 2000

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Fl. 32399

600003216656--7  
-04/20/00--01063--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Sarasota International Sports Club, Inc., a not for profit corporation


Gentlemen:

Enclosed please find two duplicate originals of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00 covering the filing and registered agent fees.

Would you please file the Articles and return to me a date stamped copy of the Articles.

Thank you in advance for your assistance.

Very truly yours,

  
Robert W. Browning, Jr.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR 20 PM 6:00

4/24/00

**ARTICLES OF INCORPORATION**

**OF**

**SARASOTA INTERNATIONAL SPORTS CLUB, INC.**  
( A Corporation Not for Profit)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 APR 20 PM 6: 00

**ARTICLE ONE. NAME**

The name of the corporation shall be SARASOTA INTERNATIONAL SPORTS CLUB, INC.

**ARTICLE TWO. PRINCIPAL OFFICE**

The street address of the principal office of the corporation is 1800 Second St., Suite 880, Sarasota, FL 34236.

**ARTICLE THREE. PURPOSE**

The purpose for which the Corporation is organized shall be to provide the coaching, facilities, equipment, information, organization, and support necessary to provide training, instruction, and opportunities in the game of soccer to interested youth in Florida through the formation of teams and/or leagues to promote competition, develop players' skills, promote interest in, and provide sponsorship for soccer, and to do all other things necessary and proper within the scope of the United States Internal Revenue Code applicable to not for profit educational and charitable organizations. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office). Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended now or in the future.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Upon dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

#### **ARTICLE FOUR. MEMBERSHIP**

The corporation shall have members. The qualification for members and the manner of their admission shall be as stated in the Bylaws.

#### **ARTICLE FIVE. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than 3 persons nor more than 11 persons, as determined pursuant to provisions of the Bylaws. Qualifications and election of Directors will be determined pursuant to provisions of the Bylaws.

#### **ARTICLE SIX. BYLAWS**

The Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the directors in the manner provided by the Bylaws.

#### **ARTICLE SEVEN. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1800 Second St., Suite 880, Sarasota, Fl. 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

#### **ARTICLE EIGHT. INCORPORATOR**

The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney  
1800 Second St., Suite 888  
Sarasota, Fl. 34236

## ARTICLE NINE. COMMITTEES

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the Corporation.

## ARTICLE TEN. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, in the manner now or hereafter prescribed by law, and any right conferred upon the shareholders is subject to this reservation.

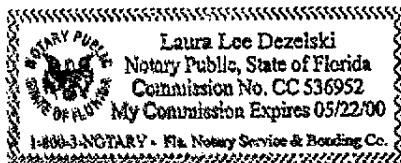
The undersigned Incorporator of the Corporation has executed these Restated Articles of Incorporation this 18th day of April, 2000.



ROBERT W. BROWNING, JR.

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 18th day of April, 2000, by Robert W. Browning, Jr., who is personally known to me and who did not take an oath.

  
Notary Public

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
SARASOTA INTERNATIONAL SPORTS CLUB, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 APR 20 PM 6:00

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: April 18, 2000



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ROBERT W. BROWNING, JR.