

NO1000000827

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW

220 SOUTH FRANKLIN STREET  
TAMPA, FLORIDA 33602

(813) 224-9255  
FAX (813) 223-9620

MAILING ADDRESS:  
POST OFFICE BOX 3913  
TAMPA, FL 33601

January 11, 2001

H. BARLC III  
M B. BOWLE JR.  
JOHN R. BUSH  
MINDY L. CARREJA  
SAMUEL B. DOLCIMASCOLO  
PATRICIA LABARTA DOUGLAS  
STEPHEN B. FRENCH  
J. STEPHEN GARDNER  
JOHN N. GIORDANO  
JEFFREY P. GREENBERG  
RICHARD B. HADLOW  
R.J. HAUGHEY, II  
HEIDI L. HOBBS  
PAUL L. HUEY  
DAVID M. JEFFRIES  
BRENT A. JONES

S. TODD MERRILL  
STEVEN H. MEZER  
JEREMY P. ROSS  
JOHN F. RUDY, II  
EDWARD O. SAVITZ  
MARIAN HYATT SBAR  
ALICIA J. SCHUMACHER  
NEAL A. SIVYER  
H. BRADLEY STAGGS  
RANDY K. STERNS  
CYNTHIA L. TATE  
GERALD C. THOMAS  
JEFFREY W. WARREN  
PAUL D. WATSON  
DAVID B. WILLIAMS

FILED  
FEB -5 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Town & Country Youth Soccer League, Inc.

Ladies and Gentlemen:

900003539219--1  
-01/16/01--01153--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

On behalf of our captioned client, I am forwarding an original and one copy of Articles of Incorporation for Town & Country Youth Soccer League, Inc., together with our firm check in the amount of \$78.75 in payment of the following charges:

1.	Fee for filing Articles of Incorporation	\$35.00
2.	Fee for obtaining certified copy of Articles of Incorporation	8.75
3.	Filing a certificate designating Registered Agent	<u>35.00</u>
		\$78.75

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed for this corporation. Thank you for your help in this matter.

Yours truly,

Jeremy P. Ross

JPR/bar  
Enclosure  
218918.1

✓ T. Burch FEB 5 2001



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 17, 2001

JEREMY P. ROSS  
220 SOUTH FRANKLIN STREET  
TAMPA, FL 33602

SUBJECT: TOWN & COUNTRY YOUTH SOCCER LEAGUE, INC.  
Ref. Number: W01000001251

We have received your document for TOWN & COUNTRY YOUTH SOCCER LEAGUE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch  
Document Specialist

Letter Number: 301A00002589

**ARTICLES OF INCORPORATION  
OF  
TOWN & COUNTRY YOUTH SOCCER LEAGUE, INC.  
(A not-for-profit corporation)**

**FILED**  
01 FEB -5 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporators hereby propose the incorporation under Chapter 617, Florida Statutes, of a not for profit corporation, and have to that purpose made, subscribed, acknowledged and filed with the Secretary of State of the State of Florida these Articles of Incorporation, and respectfully request approval thereof, setting forth hereafter all information required by statute.

**ARTICLE I  
Name and Address**

The name of the Corporation shall be TOWN & COUNTRY YOUTH SOCCER LEAGUE, INC. Pending any change authorized by the Corporation's Board of Directors, its activities shall be conducted at 7022 Soccer Lane, Tampa, Florida.

**ARTICLE II  
Purposes**

**A. General.**

The general purposes for which the Corporation has been formed are:

1. To constitute itself as a "qualified amateur sports organization", as that quoted term is defined in §501(j)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), and therefore an organization qualifying under the provisions of Code §501(c)(3), and, in connection therewith, through the organization, development and operation of a local or regional amateur soccer league that will develop and support the soccer skills and competitive abilities of youth and adult soccer players and coaches residing or working in the Tampa Bay area of Florida, further the development of amateur athletes for national competition in the sport of soccer and thereby foster national amateur soccer competition.

2. To disseminate the aims and activities of the Corporation to the general public in a manner intended to invoke public involvement and support.

3. To charge and collect fees in exchange for the competitive and educational services to be provided, to solicit both restricted and unrestricted contributions and donations from the community at large, to prudently invest all funds received and, at its discretion or in accordance with any restrictions placed on contributions accepted, to disburse the net interest and other earnings that may be received, as well as needed portions of its principal, in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives.

4. To perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and these Articles of Incorporation.

**B. Restrictions.**

1. Notwithstanding any other provision in these Articles, all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal and whether acquired by charge for services rendered, gift, contribution, investment return or other source, shall be used and applied exclusively to foster athletic competition in the sport of soccer and so that no part of the net earnings of the Corporation will in any event enure to the personal benefit of any member of the Corporation or to any organization or other individual; provided, however, that a reasonable compensation may be paid to any of the foregoing in exchange for services actually rendered to or for the benefit of the Corporation in furtherance of one or more of its purposes stated above, and further that organizations and individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made in furtherance of the objects and purposes of the Corporation.

2. The Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3), Internal Revenue Code of 1986, as now or hereafter amended; and no part of the principal assets or net income of the Corporation shall in any event be paid or contributed to any organizations or individuals, any substantial part of the activities of whom consists of attempting to influence legislation by propaganda or otherwise or which participates or intervenes in any political campaign on behalf of any candidate for public office.

**ARTICLE III**  
**Membership**

The membership of the Corporation shall be composed of those persons admitted in the manner provided in the Bylaws of the Corporation.

**ARTICLE IV**  
**Commencement and Term of Existence**

This Corporation's existence shall be deemed to commence on the date these Articles of Incorporation are filed with the office of the Florida Secretary of State and shall, thereafter, be perpetual.

**ARTICLE V**  
**Registered Office and Agent**

The street address of the registered office of the Corporation shall be 7022 Soccer Avenue, Tampa, Florida 33634, and the initial registered agent of the Corporation at such address shall be David Vasquez.

**ARTICLE VI**  
**Incorporators and Initial Directors**

The name and residential address of each of the Corporation's incorporators, each of whom shall also constitute an initial member of its Board of Directors, is as follows:

<u>Name</u>	<u>Address</u>
Jillian Hampton	11205 Pocket Drive Tampa, FL 33635
Louis C. Rivera	12001 Steppingstone Boulevard Tampa, FL 33635
Matthew Simpson	19709 Wyndcliff Drive Odessa, FL 33556
David Vasquez	11656 Foxcreek Drive Tampa, FL 33635

## **ARTICLE VI**

### **Management**

The affairs of the Corporation shall be managed by its Board of Directors, the precise size and composition of which shall be fixed by the Bylaws of the Corporation. All members of the Board shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The internal organization of the Board shall involve the election from among its membership of a Chairman.

The Corporation's day to day operations shall be managed by a president, one or more vice-presidents, a secretary, a treasurer and such other officers as may, in the opinion of the Board, from time to time be necessary or advisable. Each of the Corporation's officers shall be selected from among its regular membership (as that category shall be defined in the Bylaws) by vote of the Board of Directors, and each such officer shall hold office until his or her successor is elected, qualified and seated. Any two or more offices, other than those of President and Secretary, may be held by the same individual. The Corporation's officers shall have such duties as may be specified by the Board or the Bylaws of the Corporation and shall serve without compensation. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the Bylaws of the Corporation.

## **ARTICLE VII**

### **Bylaws**

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of its activities as it may deem appropriate from time to time. Upon proper notice, the Bylaws, as so adopted, may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular or special meeting called for that purpose.

## **ARTICLE VIII**

### **Amendments**

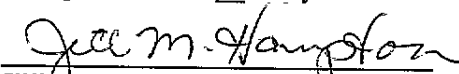
Upon proper notice, these Articles of Incorporation may be amended by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

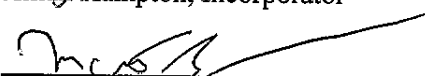
## **ARTICLE IX**

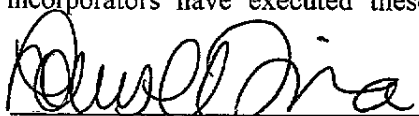
**Distributions Upon Liquidation or Dissolution**

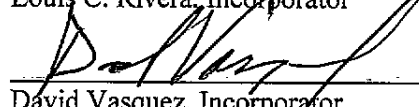
Upon dissolution of the Corporation, or upon a complete liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of the Corporation and of all costs and expenses of such liquidation or dissolution, shall, by action of the Board of Directors taken at a special meeting called for that purpose, be distributed to an organization exempt from federal income tax under the terms of Code §501(c)(3), as now or hereafter amended, which shall have as its principal purpose the giving of aid to and the benefitting of that branch of medical science known as Urology, subject always to the provisions of Section B., Article II of these Articles, and to the specific condition that none of the net assets of the corporation shall be distributed to or for the benefit of any member, officer or trustee of the corporation or to any other individual; provided, however, that nothing contained in this article shall be construed to prevent a distribution from the net assets of the corporation to another distributee, otherwise properly made in accordance with the provisions of these articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or Directors of the corporation may be connected or associated with the distributee as a member, trustee, director, officer or in any other capacity.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 2<sup>nd</sup> day of December 2000.

  
Jillian Hampton, Incorporator

  
Matthew Simpson, Incorporator

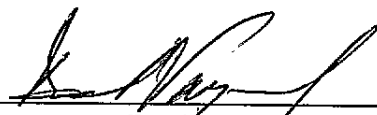
  
Louis C. Rivera, Incorporator

  
David Vasquez, Incorporator

TNC4KGV01.WPD

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

  
David Vasquez