

NO 10000001833

FILED

01 MAR 15 PM 2:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
CORPORATION DIVISION  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

400003767404--7  
-02/26/01--01080--007  
\*\*\*122.50 \*\*\*78.75

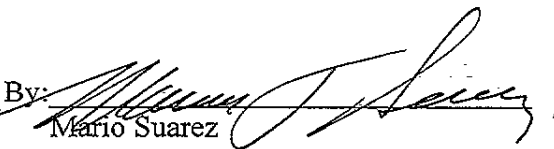
FEBRUARY 22, 2001

Article of Organization of:

TROPICAL SOCCER LEAGUE, INC.

|                  |          |
|------------------|----------|
| Filing Fees      | \$ 35.00 |
| Certified Copy   | 52.50    |
| Registered Agent | 35.00    |

|       |          |
|-------|----------|
| TOTAL | \$122.50 |
|-------|----------|

By:   
Mario Suarez

Bill Ingram  
11130 S.E. Federal Highway  
Hobe Sound, FL 33455

CB3-15  
W-014491



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 27, 2001

BILL INGRAM  
11130 SE FEDERAL HWY  
HOPE SOUND, FL 33455

SUBJECT: TROPICAL SOCCER LEAGUE, INC.  
Ref. Number: W01000004491

We have received your document for TROPICAL SOCCER LEAGUE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please list the street address of each officer/director.

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) 487-6925.

Cynthia Blalock  
Document Specialist

Letter Number: 501A00012329

ARTICLES OF INCORPORATION  
OF  
TROPICAL SOCCER LEAGUE, INC.  
A NON-PROFIT CORPORATION

FILED  
01 MAR 15 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, do hereby adopt the ensuing articles for the purpose of forming a non-profit corporation under the laws of the state of Florida, pursuant to Florida statute 617, providing for the formation, liabilities, rights, privileges, and immunities of such corporation, does hereby make, subscribe and acknowledge these articles as follows:

ARTICLE I - NAME

The name of this corporation shall be: Tropical Soccer League, Inc.

ARTICLE II - TERM

This corporation shall commence its existence upon the filing of these articles of incorporation by the Department of the State of Florida, and shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation objective and non-profit purpose and powers shall be:

TROPICAL SOCCER LEAGUE, INC. purposes are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501 (c) (3) of the Internal Revenue code of 1954 or the corresponding provision of any future United States Revenue law. Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

To encourage the recreational interest in the sport of soccer by providing for public educational competition, and to facilitate in the development of the sport of soccer for recreational/amateur and "travel/competitive" teams. To aid in the development of the physical and mental well being of the youth and adult of our communities. To provide supervised activities and encourage participation in a program designed to inspire and stimulate physical fitness.

#### ARTICLE IV - AFFILIATION

This league shall be affiliate with the Florida State Soccer Association (FSSA), shall be all integral unit of that association and shall at all time recognize the authority, rulings and laws of the body; and the laws of the game as promulgated by the Federation Internationale de Football Association (FIFA). United States Soccer Federation (USSF), United States Youth Soccer Association (USYSA) and Florida Youth Soccer Association (FYSA).

#### ARTICLE V - MEMBERSHIP

Every team in good standing with Florida State Soccer Association shall be eligible for membership in this league as regulated by the by-laws. Teams from vessels touching at a point within the limits of the territory, all school and college teams and teams of the United States Armed Forces shall be entitle to play against teams that are members of this league upon permission being requested and granted.

A team loses its membership by:

- a) having been separated from organized soccer by the FSSA
- b) having been expelled from this league by mandatory two-thirds (2/3) vote
- c) failing to have competition in the current fiscal year unless it has been granted a waiver by the General Council, in which case two (2) such waivers shall not be granted to the same team consecutively.

The membership of this corporation may be enlarge or reduce as, from time to time, teams/organizations may become members or cease to be members, in the manner provided in the By-Laws.

#### ARTICLE VI

The name and resident of the subscriber to these articles is:

Mario Suarez, 2505 N.E. Indian River Drive #306

Jensen Beach, FL 34957

#### ARTICLE VII

The Board of Directors of this League shall be composed of the following officers: President and Chief Executive Officer, Vice President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President. The executive board shall select a person or persons to be employed to maintain a League Office, whose duties shall be that of the secretary, Treasurer, Registrar and Games Chairman. This person or persons shall have no vote but will be an ex-officio member of all boards and committees within the league.

Meetings of the Board of Directors are subject to call by the President at any time for any purpose he may deem expedient or by call of majority of the Directors so requested in writing. A quorum shall be the majority of the Directors present. All decisions of the directors shall be conferred to the General Committee for ratification.

#### ARTICLE VIII

A board of directors shall manage the business of this corporation.

The board of directors shall be comprised of the President-chief executive officer of the corporation and the designated representative of each of the corporation's members herein above set forth in article V which are in good standing of the books of the corporation.

The names and addresses of the persons who shall serve as Directors until next election of the Board of Directors are:

Mario Suarez, 2505 N.E. Indian River Drive #306, Jensen Beach, FL 34957

Jose Gutierrez, 2367 SE Harrison St., Stuart, FL 34997

William Ingram, Jr., 11130 SE Federal Hwy., Hobe Sound, FL 33455

Omar Tribulo, 456 SW Dolores Ave., Port St.Lucie, FL 34983

Rosa Gutierrez, 2367 SE Harrison St., Stuart, FL 34997

Arturo Palma, 2505 NE Indian River Drive #510, Jensen Beach, FL 34957

Cristóbal Palma, 2505 NE Indian River Drive #510, Jensen Beach, FL 34957

#### ARTICLE IX

The board of directors of this corporation may provide such By-Laws for the conduct of its business and carrying out of its purpose, as they may deem necessary from time to time.

#### ARTICLE X

Amendments to the constitution and By-Laws of the Tropical Soccer League, Inc. can be made at meetings of the Legislative council or at the Annual General Meeting. Amendments must be approved by a two-thirds (2/3) vote of the member teams. Each affiliated team shall be given fourteen (14) days notice in writing of proposed amendments, unless all members teams are present and vote unanimously in favor of such amendments.

#### ARTICLE XI

No part of the earnings of this corporation shall inure to the benefit of any private shareholder or individual.

No dividend shall be paid and no part of the income of the corporation shall be distributed to its members, directors or officers.

## ARTICLE XII

The amount of yearly dues by the members shall be such amount as may be determined, from time to time, by the board of directors.

## ARTICLE XIII

In order to promote the purpose of this corporation, the corporation may acquire property by grant, gift, purchase, bequest or devise, and may hold and dispose of such property as the corporation shall required for the benefit of its members and not for pecuniary profit.

## ARTICLE XIV

The annual meeting for this corporation for the election of its officers shall be held as provided in the By-laws. The corporation may provide in its By-laws for the holding additional regular and any special meeting, and shall provide notice of all such meetings. Fifty percent plus one (50% + 1) of the membership of the corporation shall constitute a quorum for the holding of any such meeting.

## ARTICLE XV

Upon dissolution of final liquidation of this corporation all of its assets remaining after payment of all cost and expenses of such dissolution of final liquidation shall be distributed to organizations which themselves are exempt as organization describe in Sections 501(C) (3) of the Internal Revenue Code or to the federal, state or local government for the exclusive public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

ARTICLE XVI

The initial street address in Florida of the initial office of organization and registered office of the organization is: 2505 N.E. Indian River Drive, Jensen Beach, FL 34957, and the name of the initial registered agent of the organization at such address is Mario Suarez.

In witness whereof, we the undersigned, have here unto set our hands and seals this 22 day of FEBRUARY 2001.

Witnesses:

Perry Wapm

Mario Suarez  
Mario Suarez, as Incorporator and Subscriber

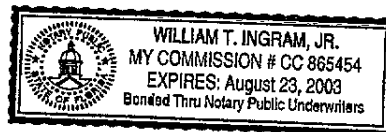
Rebecca Allen

Sworn to and subscribe before me this 22<sup>nd</sup> day of FEBRUARY

William T. Ingram, Jr.  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

MY COMMISSION EXPIRES:

(NOTARY SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILES  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of §§48.091(1) and 607.034, Florida Statutes, the following is submitted in compliance thereof:

That TROPICAL SOCCER LEAGUE, INC., desiring to organize under the laws of the state of Florida, designates the name and the address of its registered agent to accept service of process within this State as follows:

MARIO SUAREZ  
2505 N.E. INDIAN RIVER DRIVE #306  
JENSEN BEACH, FL 34957

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-state corporation, at the above-state address in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the premises open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the Corporation and the name of its registered agent.

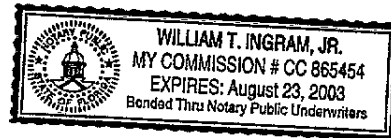
By:   
Mario Suarez

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing Certificate was sworn to and acknowledge before me this 2<sup>nd</sup> day of February, 2001, by MARIO SUAREZ.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE  
MY COMMISSION EXPIRES:

(NOTARY SEAL)



FILED  
01 MAR 15 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA