

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

AMERICAN SOCCER ASSOCIATION CORP.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 3, 2001

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SUBJECT: AMERICAN SOCCER ASSOCIATION CORP.
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**ARTICLES OF INCORPORATION
OF
AMERICAN SOCCER ASSOCIATION CORP.**

ARTICLE I - NAME

The name of the corporation is:

AMERICAN SOCCER ASSOCIATION CORP.

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general educational purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purpose for which this corporation is organized is to operate for the advancement of sport promoting education of individual, and for other sports promoting purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such sports promoting purposes and will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code for corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on behalf of any candidate for public office.

ARTICLE IV - TERM

This corporation shall have a perpetual existence.

Prepared by:

H. Palacios & Associates

400 SW 107th Ave. Suite 404

Miami, FL 33174

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H01000062899ARTICLE V - MEMBERSHIP

The corporation shall have a membership distinct from the board of trustees. The authorized number of qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for due and assessments and the method of collection therefore, shall be set forth in the bylaws.

ARTICLE VI - SUBSCRIBERS

The name (s) and residence address (es) of the subscriber (s) of this corporation are as follows:

EDDY ARROYO -19800 S. W. 180TH AVENUE # 103- MIAMI, FL. 33187
HENRY CALDERON- 14471 S. W. 29TH ST-HOMESTEAD, FL. 33033
ARMANDO ARROYO-115 S. W. 112TH AVENUE-MIAMI, FL. 33174

ARTICLE VII - LOCATION OF PRINCIPAL OFFICE
AND IDENTIFICATION OF REGISTERED AGENT

(a) The county in the State of Florida where the principal office for the transaction of the business if this corporation is to be located in the County of Dade.

(b) The name and address of this corporation's registered agent is:

EDDY ARROYO -19800 S. W. 180TH AVENUE, # 103- MIAMI, FL. 33187

Principal office - 19800 S.W. 180 Avenue, #103 Miami, FL 33187

ARTICLE VIII - MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Trustees. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted by the members.

The trustees named herein as the first board of trustees shall hold office until the first meeting of members, to be held on April 17, 2001 at seven o'clock /PM, at 10384 west Flagler St, Miami, Fl. 33174 at which time an election of trustees shall be held.

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Trustees elected at the first annual meeting and at all times thereafter, shall serve for a term of two years until the second annual meeting of members following the election of trustees and until the qualification of the successors in office.

Annual meeting shall be held at seven o'clock P.M., on the first Monday in March of every year at the principal office of the corporation, or at such other place or places as the board of trustees may designate from time to time by resolution. Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action by written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written unanimous vote of the trustees.

Any certificate of other document filed under any provision of law which relates to action so taken state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation and bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of trustees are as follows:

P-EDDY ARROYO -19800 S. W. 180TH AVENUE # 103- MIAMI, FL. 33187
VP-HENRY CALDERON- 14471 S. W. 29TH ST-HOMESTEAD, FL. 33033
S/T-ARMANDO ARROYO-115 S. W. 112TH AVENUE-MIAMI, FL 33174

(b) Corporate Officers. The board of trustees shall elect the following officers: President, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

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P/D -EDDY ARROYO -19800 S. W. 180TH AVENUE # 103- MIAMI, FL.33187
VP-HENRY CALDERON- 14471 S. W. 29TH ST-HOMESTEAD, FL. 33033
S/T-ARMANDO ARROYO-115 S. W. 112TH AVENUE-MIAMI, FL. 33174

ARTICLE IX - BYLAWS

Subject to the limitation contained in the bylaws, and any limitations set forth in the Corporation Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by the procedure set forth thereof in the bylaws.

ARTICLES X - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI - DISTRIBUTION OF ASSETS

Upon dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any federal tax laws.

ARTICLE XII - AMENDMENT OF ARTICLES

Amendment to these articles of incorporation may be proposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

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We, the undersigned, being the incorporates of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit sports corporation under the Laws of Florida have executed these articles of incorporation on April 17, 2001.


EDDY ARROYO
HENRY CALDERON
ARMANDO ARROYO

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, **AMERICAN SOCCER ASSOCIATION CORP.**

Desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of Incorporation at City of Miami, County of Miami-Dade, State of Florida, had named EDDY ARROYO, residing at 19800 S. W. 180 Avenue # 103, Miami Fl. 33187, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate; I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


EDDY ARROYO

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