

NO2000006573

TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: America Dream Team Inc.  
(Name of Corporation - must include suffix)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 AUG 27 PM 12:54

FILED

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Phyllis Jacobs  
(Name of Person)

Global Corporate Services Inc.  
(Firm/Company)

PO Box 604193  
(Address)

Bayside, NY 11360  
(City/State and Zip Code)

For further information concerning this matter, please call:

Phyllis Jacobs at 954-796-0808  
(Name of Person) (Area Code & Daytime Telephone Number)

Please see  
attached  
for  
Return  
envelope  
Thank

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-08/27/02--01047--013  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status  
☐ \$78.75 Filing Fee & Certified Copy  
☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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02 AUG 27 PM 12: 54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Florida*  
***A Non-Stock Certificate Of Incorporation for***  
***America Dream Team Inc.***

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following articles of Incorporation:*

**ARTICLE I NAME:** The name of the Corporation shall be America Dream Team Inc.

**ARTICLE II PRINCIPAL OFFICE:** The principal place of business and mailing address of this corporation shall be 6698 NW 81<sup>st</sup> Court, Parkland, FL 33067.

**ARTICLE III PURPOSE:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act, viz:

*This Corporation shall be a nonprofit corporation organized exclusively to receive and administer funds for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law, including for such purposes the making or receiving of distributions to organizations which are recognized exempt from tax under §501(c)(3) of the Internal Revenue Code of 1986 (as amended).*

*The specific purpose(s) for which the corporation is organized is primarily directed towards introducing youth and young adults to the sport of soccer and promoting the growth of soccer in the United States. The corporation will promote soccer events, sell soccer merchandise and perform all related activities to benefit and support the program(s) which are, necessary to keep the organization functioning under the Florida Not for Profit Corporation Act,*

**ARTICLE IV MANNER OF ELECTION OF DIRECTORS:** The manner in which directors are elected or appointed is as follows: This is a directorship corporation and the sole members of the corporation are its board of directors and all members of the board of directors are elected by the majority vote of the directors.

**ARTICLE V INITIAL DIRECTORS/OFFICERS:** The name and address of the director is as follows: Hugo Acre of 883 San Remo Drive, County of Broward, Weston Florida 33326

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS:** The name and address of the initial registered agent is Global Corporate Services Inc, located at 6698 NW 81<sup>st</sup> Court, Parkland, FL 33067.

**ARTICLE VII INCORPORATOR:** The name and address of the Incorporator to these Articles of Incorporation is: Phyllis Jacobs located at 6698 NW 81<sup>st</sup> Court, Parkland, FL 33067.

**ARTICLE VIII IMMUNITY: Pursuant to the Florida Nonprofit Act:**

An officer or director of a nonprofit organization recognized under §501(c)(3) or §501(c)(4) or §501(c)(6) of the Internal Revenue Code of 1986, as amended, or of an agricultural or a horticultural organization recognized under §501(c)(5), of the Internal Revenue Code of 1986, as amended, is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, unless:

- (a) The officer or director breached or failed to perform his or her duties as an officer of director, and
- (b) The officer's or directors breach of, or failure to perform his or her duties constitutes:

1. A violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

2. A transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or

3. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

**ARTICLE IX VARIOUS**

A. The property of this corporation is irrevocably dedicated to tax exempt purposes under said §501(c)(3) as described herein and no part of the net income or net assets of the corporation is shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes. .

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

This corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under §501(c)(3) of the Internal Revenue Code of

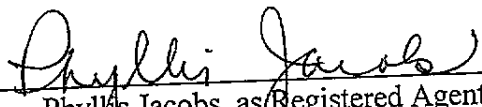
1986, as amended, or the corresponding provision of any future United States internal revenue law.

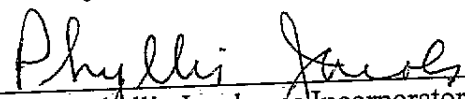
#### **ARTICLE X DISSOLUTION**

Upon the dissolution or winding up of the corporation, or in the event it shall cease to engage in carrying out the purposes set forth in these Articles, all of the business, properties, assets and income of the corporation remaining after payment, or provision for payment of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation related to the proposes of this corporation, as may be determined by the Board of Directors of this corporation in its sole discretion, and which has established its tax exempt status under §501(c)(3) of the Internal Revenue Code of 1986, as amended. In no event shall any of the business, properties, asset or income of this corporation, in the event of dissolution thereof be distributed to the directors, members or officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any purpose.

*Having been named a registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

*In Witness Whereof, I The Undersigned, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, do make, file and record this Certificate, and do hereby certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 26<sup>th</sup> day of August 2002..*

  
Phyllis Jacobs, as Registered Agent

  
Phyllis Jacobs, as Incorporator