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FLORIDA NON-PROFIT CORPORATION

PONTE VEDRA SOCCER CLUB, INC.

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**ARTICLES OF INCORPORATION
OF
PONTE VEDRA SOCCER CLUB, INC.
(a Florida not-for-profit corporation)**

**ARTICLE 1
NAME**

The name of the corporation is PONTE VEDRA SOCCER CLUB, INC. (the "Corporation").

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial street and mailing address of the Corporation is P.O. Box 226-5, PMB 101, Solana Road, Ponte Vedra Beach, Florida 32082.

**ARTICLE 3
DURATION**

The term of duration of the Corporation shall be perpetual.

**ARTICLE 4
PURPOSES, LIMITATIONS AND DISSOLUTIONS**

Section 4.1 Purposes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding section of any future federal tax code (the "Code"), and not for pecuniary profit, and the primary purpose of the Corporation is to provide education, recreational benefits and experience to the people of Ponte Vedra Beach and Palm Valley, St. Johns County, Florida through the organization and operation of recreational and competitive team soccer.

Section 4.2 Mission Statement. In furtherance of the foregoing purposes, and not in limitation thereof, the mission statement for the corporation shall be "to provide education, recreational benefits and experience to the people of Ponte Vedra Beach and Palm Valley, St. Johns County, Florida through the organization and operation of recreational and competitive team soccer."

Section 4.3 Limitations. 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

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forth in Sections 4.1 and 4.2 of these Articles. 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 other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or the corresponding section of any future federal tax code, or by (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

Section 4.4 Dissolution. Upon the dissolution of the Corporation, after paying and making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer, or conveyance by reason of dissolution, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

ARTICLE 5 MEMBERSHIP

The Corporation shall have members as provided in and pursuant to the terms of the Bylaws of the Corporation.

ARTICLE 6 BOARD OF DIRECTORS

Section 6.1 Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors (the "Board, or the "Board of Directors", or "Director", as appropriate), except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

Section 6.2 Number and Election. The number of Directors constituting the initial Board of Directors shall range in number between 4 and 20, the exact number as determined from time to time by the Board. The number of Directors may be expanded or reduced from time to time as provided in the Bylaws of the Corporation, but shall never be less than three (3). The Directors shall be elected or appointed in such manner and to serve for such terms as shall be provided in the Bylaws of the Corporation.

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ARTICLE 7
INDEMNIFICATION

Subject to the Bylaws of the Corporation, the Board of Directors is hereby specifically authorized to make provisions for indemnification of Incorporators, Directors, Officers, Employees and Agents to the full extent permitted by law.

ARTICLE 8
BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed only by the approval of two-thirds (2/3) of the Directors of the Corporation.

ARTICLE 9
AMENDMENTS

These Articles of Incorporation may be amended only by the approval of two-thirds (2/3) of the Directors of the Corporation.

ARTICLE 10
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 50 North Laura Street, Suite 2500, Jacksonville, FL 32202 and the name of its initial registered agent at such address is MOTOLAW, Inc.

ARTICLE 11
INCORPORATOR

The name and street address of the incorporator of the Corporation is:

MOTOLAW, Inc.
50 North Laura Street, Suite 2500
Jacksonville, FL 32202

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The Undersigned, being the incorporator hereinafter named for the purpose of forming a Corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certified that the facts herein stated are true and accordingly have hereunto set my hand and seal this 30th day of April, 2003.

MOTOLAW, Inc., as Incorporator

By: Robert G. Shaffer II
Robert G. Shaffer II, as President

**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That PONTE VEDRA SOCCER, INC., a not for profit corporation duly organized and existing under the laws of the State of Florida, with its registered office being 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202, County of Duval, State of Florida, has named MOTOLAW, Inc. as its registered agent to accept service of process within this State.

Dated this 30th day of April, 2003.

MOTOLAW, Inc., as Incorporator

By: Robert G. Shaffer II
Robert G. Shaffer II, as President

ACCEPTANCE

Having been named to accept service of process from the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.

Dated this 30th day of April, 2003.

MOTOLAW, Inc.

By: Robert G. Shaffer II
Robert G. Shaffer II, President

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