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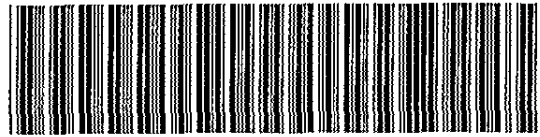
Maggie GAVE

AUTHORIZATION BY PHONE TO

CORRECT Art. VII

DATE 8-7-03

DOC. EXAM [Signature]



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07/03/03--01021--011 **78.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W03-21941

W03-10000

8-7-03
[Signature]

**SOUTH FLORIDA PREMIER SOCCER ASSOCIATION
10484 S.W. 72ND STREET
Miami, FL 33173**

June 24, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: SOUTH FLORIDA PREMIER SOCCER ASSOCIATION

Dear Sirs,

Please find a check for \$78.00 which includes the filing and certified copy fees for the **SOUTH FLORIDA PREMIER SOCCER ASSOCIATION** Articles of Incorporation. Please return the copy to:

**SOUTH FLORIDA PREMIER
SOCCER ASSOCIATION
C/O Shenkman & Newman, C.P.A., P.A.
12515 N. Kendall Drive, Suite # 314
MIAMI, FL 33186**

Sincerely,


CAROLYN ROBERTS
Secretary

CR/kg
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 10, 2003

SHENKMAN & NEWMAN, CPA, PA
12515 N KENDALL DR, STE #314
MIAMI, FL 33186

SUBJECT: SOUTH FLORIDA PREMIER SOCCER ASSOCIATION
Ref. Number: W03000019538

We have received your document for SOUTH FLORIDA PREMIER SOCCER ASSOCIATION and your check(s) totaling \$78.00. 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.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 245-6930.

Donna Graves
Document Specialist
New Filings Section

Letter Number: 003A00040909

SHENKMAN & NEWMAN, CPA, P.A.
Certified Public Accountants

Philip Shenkman, C.P.A.

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03 JUL 21 11:10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kendall Corporate Center
12515 North Kendall Drive, Suite 314
Miami, Florida 33186-1870
E-mail: stubbypencil@aol.com

Office: 305-271-8585
Fax: 305-271-8877
Mobile: 305-343-1560
Residence: 305-386-4336

D. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF

FILED
03 JUL 21 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOUTH FLORIDA PREMIER SOCCER ASSOCIATION, INC.

I, the undersigned, for the purposes of forming a non-profit corporation under Florida Statutes Chapter 617, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

SOUTH FLORIDA PREMIER SOCCER ASSOCIATION, INC.

ARTICLE II

ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is:

10484 S.W. 72ND STREET

MIAMI, FL 33173

ARTICLE III

NO MEMBERS OR STOCK

This Corporation shall not have Members and shall not issue membership certificates.

The Corporation shall not have stock or issue shares of stock.

ARTICLE IV

NOT FOR PROFIT

The Corporation is a not-for-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of

the Corporation, or to any private person, except to the extent permissible under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in the furtherance of the purposes set forth herein. If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under law and under Section 501(c)(3) of the Code.

ARTICLE V

DURATION

The duration of the Corporation is perpetual.

ARTICLE VI

PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

1. To exercise all the powers conferred by law upon corporations not for profit, to the extent that such powers are not in conflict with the purposes of the Corporation.
2. To operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Code or corresponding provisions of any future United States internal revenue law.
3. To contract and be contracted with, and to sue and be sued.
4. To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary; but, this shall not be compulsory unless required by law.
5. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the state of Florida applicable to corporations of this character, including

but not limited to the powers described in Section 617.021 of the Florida Statutes.

6. All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.
7. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.
8. This Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c) (3) of the Code or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code or any other corresponding provision of any future United States internal revenue law.

ARTICLE VII

BOARD OF DIRECTORS

The management of the Corporation shall be vested in a board of Directors. The number of directors constituting the initial Board of Directors is three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Bylaws may provide for ex-officio and honorary directors and their rights and privileges. The initial directors are elected by the Incorporator. Thereafter, each Director shall be elected by a majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator's of the Corporation is as follows:

MICHELLE GARCIGA

10484 S.W. 72ND STREET

MIAMI, FL 33173

CAROLYN ROBERTS
20140 S.W. 324TH STREET
MIAMI, FL 33030

ARTICLE IX

BYLAWS

The Bylaws of the corporation are to be made by the Board of Directors, and may be altered, amended or rescinded by a majority vote of the Board of Directors.

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them. The Articles of Incorporation may be amended in accordance with the provision of the laws of State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent of the Corporation is:

CAROLYN ROBERTS
20140 S.W. 324TH STREET
MIAMI, FL 33030

ARTICLE XII

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of assets and shall distribute to one or more exempt purposes engaged in activities of the

type described in Article 6 above, as the Board of Directors shall determine, 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 federal government, or to a state or local government, for exclusive public purposes. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

N WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26TH day of JUNE, 2003.

✓ Carolyn Roberts
CAROLYN ROBERTS, SECRETARY

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

FILED
03 JUL 21 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXECUTION OF the foregoing instrument was acknowledged before me this 26TH Day of JUNE, 2003, by CAROLYN ROBERTS, who is personally known to me or who has produced sufficient evidence of identification (described below) and who did take the oath.

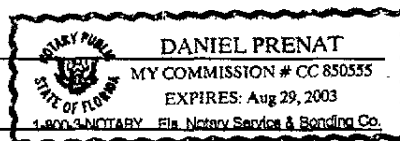
Description of identification produced: FL. D.C.

[Signature]

NOTARY PUBLIC - SIGNATURE ABOVE

NOTARY NAME: _____

COMMISSION NO: _____



COMMISSION EXP. DATE: _____

Notary Name/Commission Number/Exp. Date - Type or Printed

The undersigned hereby accepts designation as Registered Agent of the Corporation.

✓ Carolyn Roberts
CAROLYN ROBERTS