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FLORIDA NON-PROFIT CORPORATION

miami lakes soccer club, inc.

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Glenda E. Hood
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STATE
TALLAHASSEE FLORIDA

March 22, 2004

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SUBJECT: MIAMI LAKES SOCCER CLUB, INC.
REF: W04000011349

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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5

**ARTICLES OF INCORPORATION
OF
MIAMI LAKES SOCCER CLUB, INC.
A Florida Nonprofit Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be MIAMI LAKES SOCCER CLUB, INC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this Corporation shall be 14720 Glencairn Road, Miami Lakes, Florida 33016.

**ARTICLE III
CORPORATE PURPOSES**

The purposes for which this Corporation is formed are exclusively charitable, educational and scientific and consist of the following:

Section 1: To develop, promote, administer and govern the sport of soccer for youth residing in the Town of Miami Lakes and the surrounding areas and registered with this Corporation in accordance with the bylaws of this Corporation.

Section 2: To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

Section 3: All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that this Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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ARTICLE IV
BOARD OF DIRECTORS

The method of appointment of the Directors of this Corporation and number of Directors shall be stated in the bylaws of this Corporation.

ARTICLE V
LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

Section 1. **CORPORATE PURPOSES**: Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 2. **EXCLUSIVITY**: This Corporation is organized exclusively for charitable and educational purposes.

Section 3. **NO PRIVATE INUREMENT**: This Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. This Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out this Corporation's charitable and educational purposes. The property, assets, profits and net income of this Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

Section 4. **LOBBYING AND POLITICAL CAMPAIGNS**: No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 5. **DISSOLUTION**: Upon winding up and dissolution of this Corporation, the assets of this Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If this Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which this Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE VI
REGISTERED AGENT

The name and street address of the registered agent of this Corporation is Maria C. Suarez, Esq., 551 West 51st Place, Suite 306, Hialeah, Florida 33012.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator for these Articles of Incorporation is Jorge H. Suarez, 14720 Glencairn Road, Miami Lakes, Florida 33016.

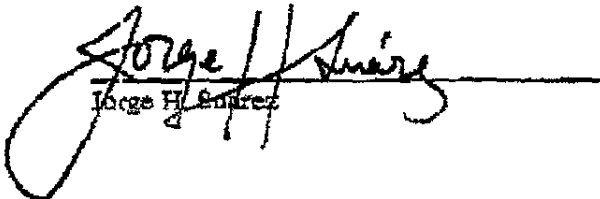
ARTICLE VIII
DURATION

The period of duration of this Corporation is perpetual.

ARTICLE X
INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of this Corporation shall be indemnified by this Corporation to the fullest extent permitted by Florida Statutes, as amended and supplemented, from and against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

These Articles of Incorporation are hereby executed by the incorporator on this 18th day of March, 2004.


Jorge H. Suarez

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0301, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the Corporation is MIAMI LAKES SOCCER CLUB, INC.
2. The name and street address of the registered agent and office is:

Maria C. Suarez, Esq.
 551 West 51st Place
 Suite 306
 Hialeah, Florida 33012

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Maria C. Suarez

 Maria C. Suarez, Esq.

March 18, 2004

2004 MAR 22 PM 12:58
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