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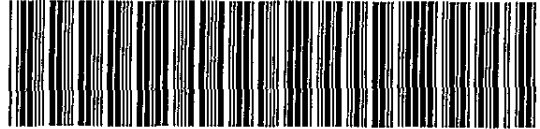
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Belleair Soccer, Inc.
901 Ponce de Leon Boulevard
Belleair, FL 33756

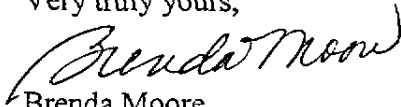
May 10, 2004

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

SUBJECT: BELLEAIR SOCCER, INC.

Enclosed you will find an original and one (1) copy of the articles of incorporation and a check for \$87.50 for the filing fee, certified copy and certificate of status. If you have any questions, please contact me at (727) 744-3111.

Very truly yours,


Brenda Moore
Treasurer

ARTICLES OF INCORPORATION OF BELLEAIR SOCCER, INC.

Pursuant to Chapter 617 of the Florida Business Corporation Act (the "FBCA"), **BELLEAIR SOCCER, INC.**, a Florida not for profit corporation (the "Corporation"), hereby certifies that these Articles of Incorporation have been approved by the membership in the manner and by the vote required by the FCBA.

ARTICLE I - NAME

The name of the corporation shall be BELLEAIR SOCCER, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
901 Ponce de Leon Boulevard
Belleair, FL 33756

ARTICLE III - PURPOSE

The purposes for which the corporation is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision or these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal 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.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, 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 organization is then located, exclusively for such purposes.

ARTICLE IV - MANNER OF ELECTION

The manner in which the directors are elected or appointed: The Board of Directors shall consist of not less than five (5) directors. The number of directors shall be as determined from time to time by the members, with the initial Board consisting of nine (9) members, eight (8) voting members and one (1) non-voting member, the President. The President shall vote only in the event of a tie. The directors shall be chosen at the annual meeting of the members, and each shall

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hold office until the next annual meeting of the members and until a successor is chosen or until he sooner dies, resigns or is removed.

ARTICLE V – INITIAL DIRECTORS AND OFFICERS

The initial directors and officers of the corporation shall be:

Phil Jester, President 2086 Longbow Lane Clearwater, FL 33764	Steve Conn, Vice President 131 Palmetto Road Belleair, FL 33756
Brenda Moore, Secretary 13025 103 rd Avenue Largo, FL 33774	Annie Hambsch, Treasurer 611 Gardenia Street Belleair, FL 33756
William Vermazen, Director 11 Desoto Place Belleair, FL 33756	Monica Cooper, Director 9460 125 th Street Seminole, FL 33772
Jeff Lombard, Director 128 Harborview Lane Largo, FL	Barbara Mosier, Director 803 Harbor Drive Belleair Beach, FL 33786
Brian Patterson, Director 1032 Eniswood Parkway Palm Harbor, FL 34683	

ARTICLE VI – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

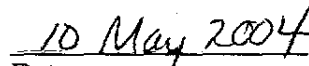
Brenda Moore
13025 103rd Avenue
Largo, FL 33774

The board of directors may, from time to time, change the registered agent of the corporation.

Having been named as registered agent 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.



Signature/Registered Agent


Date

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Phil Jester
2086 Longbow Lane
Clearwater, FL 33764

IN WITNESS WHEREOF, the Corporation has caused these Articles of Incorporation to be executed as of May 10, 2004.

BELLEAIR SOCCER, INC.



PHIL JESTER
PRESIDENT

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TALLAHASSEE, FLORIDA