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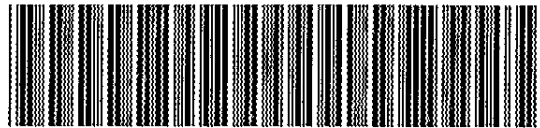
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature] 7-14-04

PETERSON & MYERS, P.A.

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THEODORE W. WEEKS, IV
KERRY M. WILSON

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Ridge Soccer Association, Inc.

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is this firm's check, in the amount of \$78.75, representing payment of the following fees: file Articles of Incorporation - \$35.00; registered agent fee - \$35.00; and certified copy fee - \$8.75 (for first 8 pages - \$1/page thereafter).

Upon approval and filing of these articles, please furnish a certified copy to the attention of:

Jacob C. Dykxhoorn
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33859-1079

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,

PETERSON & MYERS, P.A.


Jacob C. Dykxhoorn

JCD/bv
Enclosures

**ARTICLES OF INCORPORATION
OF
RIDGE SOCCER ASSOCIATION, INC.
(a corporation not for profit)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the provisions of the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), do hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is **Ridge Soccer Association, Inc.**

**ARTICLE II
DURATION**

This corporation shall have perpetual existence, unless dissolved according to law. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE III
PURPOSES AND POWERS**

This corporation is organized and shall operate exclusively to establish, encourage, and promote a soccer league in the East area of Polk County, Florida, and to further the participation in the sport of soccer, including but not limited to, initiating activities which would lead to the construction, operation, and maintenance of facilities where participation in the sport of soccer could occur.

For such purposes, and operating without profit in the manner herein stated, the corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this corporation was created.
- B. Solicit, accept, hold, and administer contributions received by deed, gift, will, ordinance, statute, or otherwise, either in trust or otherwise; to own, hold, operate, and administer or dispose of real and personal property, both in this state and all other states, territories, and dependancies of the United States; and generally do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.
- C. Provided further, that:
 - 1. Assets or property held in trust for the corporation or by the corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.
 - 2. The corporation shall not engage in any transaction prohibited by Section 503(c) of

the United States Internal Revenue Code as now enacted or as it may hereafter be amended.

3. The corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
4. In the event of the dissolution of this corporation, any assets of the corporation then remaining shall be distributed to such organizations as shall qualify under Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended. Such other organizations should be engaged in activities which are reasonable comparable to those conducted or supported by this corporation, if at all possible.
5. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.
6. Notwithstanding any other provision of these articles of incorporation or the Florida Statutes, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 503(c) of the United States Internal Revenue Code (as now enacted or as it may hereafter be amended, or any successor provision thereto) or by a corporation to which contributions are deductible under Section 170(c)(2) of the United States Internal Revenue Code (as now enacted or as it may hereafter be amended, or any successor provision thereto).

ARTICLE IV **NONPROFIT STATUS**

This corporation is organized and incorporated as a corporation not for profit under the provisions of the Florida Not For Profit Corporation Act and it shall not exist or be operated for the purpose of pecuniary profit.

The corporation shall not pay any dividends. No part of the net income or profit of the corporation shall inure to the benefit of, or be distributed to, any member, director, or officer of the corporation; provided, however, the corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered to the corporation, may reimburse its members, directors, and officers for reasonable expenses incurred for or on the behalf of the corporation, may confer benefits upon its members in conformity with its purposes, and may make rebates of excess membership dues, fees or assessments.

ARTICLE V **PRINCIPAL OFFICE**

The street address of the corporation's initial principal office shall be **130 East Central Avenue, Lake Wales, FL 33853** and the corporation's initial mailing address shall be **P.O. Box 1338, Lake Wales, FL 33859**.

ARTICLE VI **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is **130 East Central Avenue, Lake**

Wales, FL 33853, and the name of its initial registered agent at that office is **Jacob C. Dykxhoorn**.

ARTICLE VII MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

ARTICLE VIII BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be **seven** (7). 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. The directors shall be elected or appointed, and shall hold office, in the manner and for the term set forth in the Bylaws. Directors shall be removed and vacancies filled in the manner provided in the Bylaws.

The name of each person who shall serve as a member of the initial board of directors are as follows:

**Robert D. Shields
Anthony K. Mathewson
Jacob C. Dykxhoorn
Robert A. Kirkner
D. Andrew Hunt
Gerald R. Miller
Gerald Nichols**

ARTICLE IX OFFICERS

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the Bylaws. The officers shall be elected as set forth in the Bylaws, and each officer shall serve until his or her successor is elected and qualified, or until his or her earlier resignation, removal from office, or death. The officers shall have the duties, responsibilities, and powers as provided in the Bylaws and the Florida Statutes.

The names of the persons who shall serve as the initial officers of the corporation, until the first election of officers, are as follows:

President:	Robert D. Shields
Vice President:	Anthony K. Mathewson
Secretary:	Robert A. Kirkner
Treasurer:	D. Andrew Hunt

ARTICLE X BYLAWS

The initial Bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the Bylaws and the Florida Not For Profit Corporation Act, or any successor thereto, as they may be amended from time to time.

**ARTICLE XI
INCORPORATORS**

The name and address of each incorporator of this corporation are as follows:

Robert D. Shields
P.O. Box 1348
Lake Wales, FL 33859

Anthony K. Mathewson
P.O. Box 1348
Lake Wales, FL 33859

**ARTICLE XII
AMENDMENT OF ARTICLES**

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Not For Profit Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this **3rd day of June, 2004**.

Signed, sealed and delivered
in the presence of:

Robert D. Shields
Print Name: Jacob C. Dykxhoorn
Gerald Nichols
Print Name: Gerald Nichols

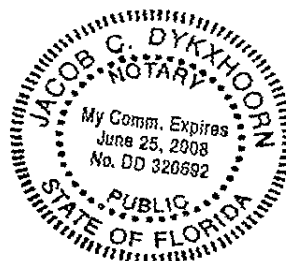
Robert D. Shields
Robert D. Shields
Anthony K. Mathewson
Anthony K. Mathewson

State of Florida

County of Polk

The foregoing Articles of Incorporation were acknowledged before me this **June 3, 2004**, by **Robert D. Shields** and **Anthony K. Mathewson**, who are personally known to me or who have each produced a driver's license as identification.

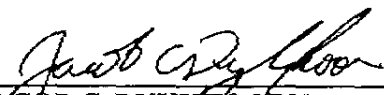
Jacob C. Dykxhoorn
Notary Public
Print Name: Jacob C. Dykxhoorn
My Commission Expires: 6-25-08



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, 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 state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: June 3, 2004


JACOB C. DYKXHOORN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA