

No 4000008573

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2004 SEP - 1 A 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**FLORIDA NON-PROFIT CORPORATION
MADISON COUNTY SOCCER ASSOCIATION, INC.**

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ARTICLES OF INCORPORATION
OF
MADISON COUNTY SOCCER ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE I.

NAME

The name of this corporation shall be MADISON COUNTY SOCCER ASSOCIATION, INC., and its initial principal office shall be 111 West Pinckney Street, Madison, Florida 32340.

ARTICLE II

PURPOSES

The corporation is organized to foster national and international amateur competition in the sport of association football (soccer) and primarily to support and develop amateur athletes for that competition and for related purposes of recreation for children. Pursuant to this the corporation will promote, govern, coordinate, and administer the sport of association football (soccer) in Madison county, Florida; provide for the continuing development of association football players, coaches, referees, and administrators; and provide for the prompt and equitable resolution of grievances.

ARTICLE III.

AUTHORIZED SHARES OF STOCK

This corporation shall issue no stock.

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ARTICLE IV.

LIMITATION OF ACTIVITIES

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 forth herein. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, 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 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

ARTICLE V

DISSOLUTION

On the dissolution of this corporation the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for recreation purposes for children and that shall at the time qualify as

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exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for recreation purposes for children.

ARTICLE VI.

USE OF REVENUE

All revenue, profit, income and money received from the conduct of this corporation is to be used and employed for the purposes herein set forth, and not for the benefit of the members of this corporation, either individually or collectively.

ARTICLE VII.

POWERS

This corporation is to have the power to do any and all things necessary or expedient for carrying out the said objects and purposes of this corporation and in general to possess all rights, privileges and immunities, and enjoy all the benefits granted to corporations of similar character under the law of the State of Florida.

ARTICLE VIII.

RESTRICTIONS

The activities of this corporation shall be limited to the purposes herein set forth, and other purposes that permit a corporation to qualify as a tax exempt organization under Section 501 (c) (3), of the Internal Revenue Code as presently

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enacted or might hereinafter be amended. Any activity in violation of such section of law is strictly prohibited.

ARTICLE IX.

QUALIFICATIONS FOR MEMBERSHIP

Membership in this corporation is open to any person who is a parent or guardian of a child registered for the programs of this corporation.

ARTICLE X.

TERM OF EXISTENCE

This corporation shall have perpetual existence, and shall commence its corporate existence as of the date of the filing of these Articles.

ARTICLE XI.

NAME OF INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jerry Combass	206 NE Rocky Ford Road Madison, Florida 32340

ARTICLE XII.

ELECTION OF DIRECTORS AND OFFICERS

The election of Directors and Officers of the Corporation shall be as stated in the By-laws.

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ARTICLE XIII.

INITIAL DIRECTORS

The initial directors of the corporation are as follows:

NAME	ADDRESS
Jerry Combass	206 NE Rocky Ford Road Madison, Florida 32340
Donn Smith	407 Madison Avenue Madison, Florida 32340
Suzanne Godfrey	Route 4, Box 1445 Madison, Florida 32340
Shirley Combass	206 NE Rocky Ford Road Madison, Florida 32340
Martin Gudz	226 NE Rocky Ford Road Madison, Florida 32340
Bob Wieland	111 West Pinckney Street Madison, Florida 32340
Rich Quackenbush	103 West Wesley Street Lee, Florida 32059
Archie Strickland	1520 NE Dill Street Madison, Florida 32340

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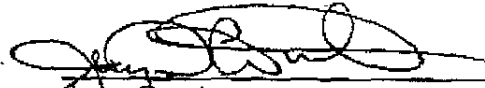
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ARTICLE XIV.

INITIAL REGISTERED OFFICE AND RESIDENT AGENT

The street address of the initial registered office of the corporation shall be 206 Northeast Rocky Ford Road, Madison, Florida 32340, and the mailing address shall be Post Office Box 96, Madison, Florida 32341, and the initial resident agent of the corporation shall be Jerry Combass, whose physical address is 206 Northeast Rocky Ford Road, Madison, Florida 32340.


IN WITNESS WHEREOF, the said incorporator has hereunto set his hand and seal this 18th day of August, A. D. 2004.



Jerry Combass
Incorporator

STATE OF FLORIDA
COUNTY OF MADISON

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared JERRY COMBASS, who is personally known to me to be the person described as the incorporator in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation, and who did not take an oath.



Notary Public
Commission No.

My Commission Expires:



ANA M. WEEKS
Notary Public, State of Florida
My comm. expires July 5, 2008
Comm. No. DB 107787

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

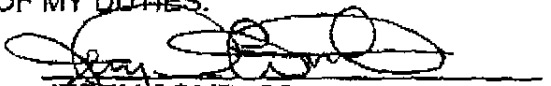
IN COMPLIANCE WITH FLA. STAT. 48.091, THE FOLLOWING IS SUBMITTED:

MADISON COUNTY SOCCER ASSOCIATION, INC., TO ORGANIZE OR QUALIFY UNDER THE LAWS OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 206 NORTHEAST ROCKY FORD ROAD, MADISON FLORIDA 32340, COUNTY OF MADISON, STATE OF FLORIDA, HAS NAMED JERRY COMBASS, WHOSE PHYSICAL ADDRESS IS 206 NORTHEAST ROCKY FORD ROAD, MADISON, FLORIDA 32340, AND WHOSE MAILING ADDRESS IS 206 NORTHEAST ROCKY FORD ROAD, MADISON, FLORIDA, 32340, COUNTY OF MADISON, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


JERRY COMBASS, Incorporator

Dated: August 18, 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


JERRY COMBASS
Resident Agent

Dated: August 18, 2004

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TALLAHASSEE, FLORIDA

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