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FLORIDA NON-PROFIT CORPORATION

Paladin Soccer Foundation, Inc.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$78.75

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J. Shivers JUN 02 2005

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

Paladin Soccer Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

265 SW Port St. Lucie Blvd., #239

Port St Lucie, FL 34984

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

please see attached

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The method by which the directors of the corporation are elected or appointed will be stated in the bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Director: Benjamin Wood, 3971 Wild Lime Ln., Coral Springs, FL 33065

Director: Steve Buddington, Dept of Social Work, Dillard University, New Orleans, LA 70122

Director: Eric Tinsley, 505 Royal Palm Beach Blvd., Royal Palm Beach, FL 33341

President: Fitzerrol Rose, 265 SW Port St. Lucie Blvd., #239, Port St. Lucie, FL 34984

Secretary: Renele Ross, 265 SW Port St. Lucie Blvd., #239, Port St. Lucie, FL 34984

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Fitzerrol Rose

265 SW Port Saint Lucie Blvd. #239

Port St. Lucie, FL 34984

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Cindy Ly, Legalzoom.com, Inc., 7083 Hollywood Blvd. Ste. 180, Los Angeles, CA 90028

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.

Fitzerrol Rose
Signature/Registered Agent Fitzerrol Rose

5/24/05
Date

Cindy Ly
Signature/Incorporator Cindy Ly, LegalZoom.com, Inc., Assistant Secretary

5/27/05
Date

FILED
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**Attachment to
Articles of Incorporation of
Paladin Soccer Foundation, Inc.**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. This Corporation shall be a nonprofit corporation. The specific purpose for which this corporation is organized is: provide youth within St. Lucie County, FL the opportunity to be exposed to and benefit from a social improvement program (in the form of an organized amateur soccer organization.) The youth are not only taught and learn how to play soccer, but will also participate in self help & other social service activities, and contribute to the betterment of their community.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a 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 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

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

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 in these articles.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.