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TALLAHASSEE, FLORIDA  
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MRD  
9/13

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Rockledge Soccer Club Incorporated  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Robb Morrison  
Name (Printed or typed)

PO Box 560306  
Address

Rockledge FL 32956  
City, State & Zip

(301) 725-3061  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
ROCKLEDGE SOCCER CLUB, INCORPORATED**

A Florida Non-Profit Corporation

The Undersigned desiring to form a corporation not for profit pursuant to the Laws of the State of Florida, as contained in Chapter 617 of Florida States, herby certify as follow:

**ARTICLE I**

**Corporate Name**

The name of this corporation shall be Rockledge Soccer Club, Incorporated

**ARTICLE II**

**Mailing Address**

The principle place of business shall be Rockledge, Florida and the mailing address shall be PO Box 560309 Rockledge, Florida 32956

**ARTICLE III**

**General and Specific Purpose**

This is a not-for-profit corporation, and is organized solely for general social athletic purposes, pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes, as well as pursuant to Sec. 501 of the Internal Revenue Code of 1986, as amended.

The general purposes for which this corporation is formed are to operate exclusively for such creational and social purposes as will qualify it as an exempt organization under Sec. 501 ©(7) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any sub sequent federal tax law, including, for such provisions, the receipt, maintenance and acceptance, as assets of the corporation, any property, by way of gift, bequest, dives or purchase, for nay person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise or purchase of any such property shall received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "club for recreational/pleasure purposes" or for any purpose other than "social or athletic purposes" within the respective meanings of such quoted terms as defined herein or which would jeopardize the Federal Income Tax exemption of this corporation pursuant to Section 501 ©(7) of the Internal Revenue Code of 1986, as not if force or acts in amendment thereof or substitution therefore.

The specific and primary purposes for which this corporation formed are for social and athletic purposes through the formation of a recreational and a competitive soccer league.

#### **ARTICLE IV**

##### **Corporate Officers and Board of Directors**

The club members shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers and agents as the Bylaws of this corporation may authorize the Directors to elect from time to time.

The number of Directors shall be set by the Bylaws. The board of Directors of the Corporation shall consist of no less than three (3) Directors. The method of election of the Directors shall be as set forth in the Corporation's Bylaws

The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers and agents as the Bylaws of this corporation may authorize the Directors to elect from time to time.

#### **ARTICLE V**

##### **Initial Directors**

The names and addresses of such first members of the Board of Directors are as follows:

##### **NAME**

Thomas Happel, President

Bob Christensen, Vice President

Robb Morrison, Treasurer

Carol Happel, Secretary

##### **ADDRESSES**

5041 Scott Road  
Cocoa, FL 32926

975 Pelican Lane  
Rockledge, FL 32955

1014 Pelican Lane  
Rockledge, FL 32955

5041 Scott Road  
Coca, FL 32926

#### **ARTICLE VI**

##### **Registered Agent and Office**

The street address of the initial registered agent of this corporation shall be 320 Fortenbery Road, Merritt Island, FL 32952, and the initial registered agent at that address shall be James Wright, CPA.

#### **ARTICLE VII**

##### **Incorporator**

The address of the incorporator of this corporation shall be 1014 Pelican Lane, Rockledge, FL 32955, and the Incorporator shall be Robb Morrison.

#### **ARTICLE VIII**

##### **Duration**

This corporation shall exist perpetually, commencing upon the signing of these Articles, unless dissolved under provisions of its constitution, Bylaws of the Florida Statutes.

## **ARTICLE IX**

### **Management of Corporate Affairs**

- (a) A Board of Directors shall manage the affairs of the corporation. The method election of directors shall be as determined by the Bylaws of the corporation.
- (b) The corporation shall hold and manage all property received and accepted by it to be administered hereunder, and shall pay over, transfer, distribute, administer, or otherwise deal in the judgment of the directors shall be suited to carrying out the purposes of the corporation. The Board of Directors shall oversee the employment of personnel, managers, administrator, however that no part of the property held by the corporation or the earnings thereon, shall inure or be payable to or for the benefit of any private shareholder or individual.
- (c) The Board of Directors shall have all the authority vested in it by Chapters 617 and 607 of the Florida Statutes, as amended from time to time.
- (d) The corporation shall have all powers granted to it under Chapter 617 of the Florida Statutes, as amended from time to time, provided that such powers are not in conflict with the provisions of Section 501 ©(7) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE X**

### **Earnings & Activities of Corporation**

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered when deemed advisable by the Board of Directors and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.
- (b) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted by a corporation exempt from federal income tax under Sec. 501 (c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (c) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **ARTICLE XI**

### **Distribution of Assets**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of corporation, dispose of all the assets of the corporation to another organization or organizations which are organized and operated for the same purposes for which this corporation is organized and operated or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under section 501 ©(7) of the Internal Revenue Code of 1986 ( or the corresponding provision of any future United State Internal Revenue Law), as the Board of Directors shall determine.

## **ARTICLE XII**

### **Members**

There shall be no members or shareholders of this corporation.

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TALLAHASSEE, FLORIDA

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**ARTICLE XIII**

**Bylaws**

Bylaws of this Corporation may be made, altered, rescinded, add to, or new Bylaw may be adopted, by a vote of a majority of the Board of Directors.

**ARTICLE XIV**

**Amendment of Articles**

Amendments to these Articles of Incorporation may be adopted by a vote of majority of the Board of Directors

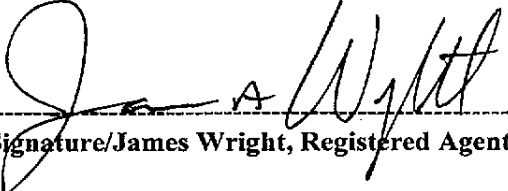
**ARTICLE XV**

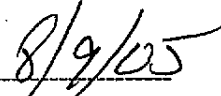
**Indemnification**


This corporation shall be permitted to indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

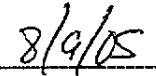
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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
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Signature/James Wright, Registered Agent

  
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Date

  
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Signature/Robb Morrison, Incorporator

  
-----  
Date