

N0600000419
Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000011699 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : ADORNO & YOSS, PA
Account Number : 072100000120
Phone : (305)860-7098
Fax Number : (305)460-1422

FLORIDA PROFIT/NON PROFIT CORPORATION

SOCCER FOR ALL, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

FILED
06 JAN 13 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF INCORPORATION
OF
SOCCER FOR ALL, INC.**

(a corporation not for profit)

FILED
06 JAN 13 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this corporation is Soccer For All, Inc. (the "Corporation").

Article II. Principal Office

The principal place of business and mailing address of the Corporation is:

2525 Ponce De Leon Boulevard
Suite 400
Coral Gables, Florida 33134

Article III. Enabling Law

This Corporation is organized pursuant to the "Corporations Not For Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes

Article IV. Purpose

A. This Corporation is organized and shall be operated exclusively for religious, charitable, education, sports, athletic and recreational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, the following: To promote soccer in the United States (the "United States."), including developing, promoting and establishing tournaments, games, clinics, academies in order to instruct and raise the knowledge and awareness of the population of the United States in regards to soccer.

B. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to, its directors, trustee, officers, or other private persons, except that the Corporation

{MOR/013434.0001/M1433074_1}

shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax exempt purposes set forth herein.

C. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a corporation as defined in Section 617.0835, Fla. Stat. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of this Corporation.

D. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

E. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, educational, sports, athletic and recreational purposes.

Article V. Duration

The Corporation shall commence its existence on upon filing these Articles with the Florida Secretary of State and is to exist perpetually.
(MOR013454.0001/M1453074_1)

Article VI. Membership

Initially the Corporation shall have no members but the Board of Directors may determine by majority vote at any time if the Corporation shall have members. If the Corporation shall have members, the number of members, their qualifications and the manner of their admission shall be prescribed from time to time by the Board of Directors in an amendment to the Bylaws of the Corporation.

Article VII. Initial Board of Directors

The Corporation shall have three (3) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The manner and method of electing the Directors shall be in accordance with the Bylaws. The names and post office addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Jose Thadeu Goncalves
9440 Boca Circle Drive
Boca Raton, FL 33434

Fabio Tordin
6346 N.W. 113 Court
Doral, FL 33178

Julio Cesar Ponte Mariz Pinto
251 Crandon Boulevard, #833
Key Biscayne, FL 33149

Article VIII. Incorporator

The name and address of the Incorporator of this Corporation is:

Name

Alfredo L. Gonzalez, Esq.

Address

Adorno & Yoss LLP
2525 Ponce De Leon Boulevard
Suite 400
Coral Gables, Florida 33134

Article IX.- Registered Office and Agent

The street address of the Corporation's initial registered office and the name of the Corporation's initial registered agent at such address is:

Alfredo L. Gonzalez, Esq.
Adorno & Yoss LLP,
2525 Ponce De Leon Boulevard
Suite 400
Coral Gables, Florida 33134

Article X.-Mailing Address

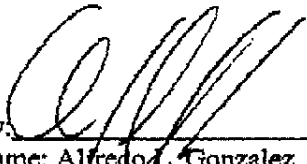
The mailing address of the corporation is:

c/o Alfredo L. Gonzalez
2525 Ponce De Leon Boulevard
Suite 400
Coral Gables, Florida 33134

Article XI.-Bylaws

The Bylaws of this corporation may only be made, altered or rescinded by a majority vote of the Board of Directors, unless all of the Directors sign a written statement manifesting their intention that the Bylaws be made, altered or rescinded.

Dated: January 11, 2006

By: 
Name: Alfredo L. Gonzalez, Esq.
Title: Incorporator

01/13/06 17:48

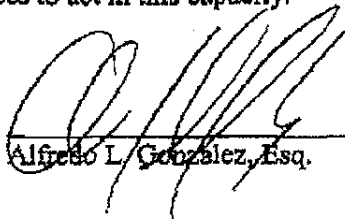
13055038901 AY-MIA

Pg 00

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for Soccer For All, Inc., at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the appointment of registered agent and agrees to act in this capacity.

Dated: January 11, 2006


Alfredo L. Gonzalez, Esq.

FILED
06 JAN 13 PM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA