

Jun 29. 2009 12:35 PM

SALVATORI & WOOD

No. 1073 Page 1 of 1

NO6000003052

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.

(((H09000150032 3)))



H090001500323ABCU

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) 617-6380

From:

Account Name : SALVATORI & WOOD, BUCKEL & WEIDENMILLER, PL
Account Number : I20030000112
Phone : (239) 552-4100
Fax Number : (239) 649-1706

FILED
09 JUN 29 PM 4:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

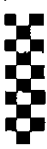
THE SOCCER PIT YOUTH ATHLETIC CLUB, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 057 |
| Estimated Charge | \$43.75 |

Electronic Filing Menu

Corporate Filing Menu

Help



81 Jun. 29. 2009 12:05 PM

SALVATORI & WOOD 19:27 AM PAGE

1/001

No. 1073rvP. 2



June 25, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

THE SOCCER PIT YOUTH ATHLETIC CLUB, INC.

23124 MARSH LANDING BLVD

ESTERO, FL 33928US

SUBJECT: THE SOCCER PIT YOUTH ATHLETIC CLUB, INC.

REF: N06000003052

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H09000150032
Letter Number: 209A00021715

RECEIVED
2009 JUN 29 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE SOCCER PIT YOUTH ATHLETIC CLUB, INC.
(a Florida Corporation Not For Profit)**

09 JUN 29 11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

These Amended and Restated Articles of Incorporation were adopted by a Special Meeting of the Board of Directors and unanimously approved

ARTICLE I

NAME

The name of this corporation is **THE SOCCER PIT YOUTH ATHELETIC CLUB, INC.** (hereinafter called the "Corporation").

ARTICLE II

**PRINCIPAL ADDRESSES OF
THE CORPORATION AND INCORPORATOR**

The Corporation's principal office and mailing address are located at 23124 Marsh Landing, Estero, Florida 33928.

ARTICLE III

DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

ARTICLE IV

PURPOSES

The Corporation is organized exclusively for carrying out the §501(c)(3) purpose of fostering amateur sports competition among underprivileged boys and girls in Southwest Florida through the establishment and operation of soccer camps, clinics and an organized youth league. No part of its activities of the Corporation shall involve the provision of athletic facilities or equipment to any person. The purposes of the Corporation may be modified from time to time by the Board of Directors, provided any modification in purpose shall also be a charitable, religious, educational or amateur sports purpose.

ARTICLE V

NECESSARY POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

ARTICLE VI

MANAGEMENT

Management of the Corporation shall be vested in the Corporation's Board of Directors the members of which shall be not less than three (3) nor more than nine (9).

ARTICLE VII

INITIAL DIRECTORS

The initial directors of the Corporation shall be:

Armando Touron
23124 Marsh Landing Blvd
Estero, FL 33928

Saintano Damas
401 N 9th Street
Immokalee, FL 34142

Michel Thermitus
2425 Garden Lake, Apt 501
Immokalee, FL 34142

Andre Dorce
1166 Serenity Way
Immokalee, FL 34142

Directors shall be elected as provided in the Bylaws.

ARTICLE VIII

MEMBERSHIP

The Corporation shall have no members.

ARTICLE IX

DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(b)(1)(A) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose.

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation qualifying for exemption from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE X

PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the 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 Article IV hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

ARTICLE XII

AMENDMENT OF BYLAWS

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XIII

AMENDMENT OF ARTICLES OF INCORPORATION

Except as otherwise provided in these Articles, these Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

ARTICLE XIV

REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The street address of the Corporation's registered office in the State of Florida is c/o Salvatori, Wood, Buckel & Weidenmiller, P.L., 9132 Strada Place, Fourth Floor, Naples, FL 34108-2683, and the name of its registered agent at such office is Kevin Carmichael.

ARTICLE XV

ADOPTION OF AMENDED AND RESTATED ARTICLES

These Amended and Restated Articles of Incorporation of the Corporation were adopted by a majority of the Board of Directors at a regular meeting of the Board of Directors and the number of directors voting for the amendment and restatement was sufficient under the bylaws and Florida law to adopt the resolution authorizing this amendment and restatement on June 22, 2009.

The Corporation has no members. Therefore, no members were required to vote.

The date of adoption of these Amended and Restated Articles of Incorporation is June 22, 2009.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation on the 26 day of June, 2009.


ARMANDO TOURON, President

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is The Soccer Pit Youth Athletic Club, Inc.

The name of the initial registered agent of the Corporation is Kevin Carmichael, c/o Salvatori, Wood, Buckel & Weidenmiller, P.L., 9132 Strada Place, Fourth Floor, Naples, FL 34108-2683.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Salvatori, Wood, Buckel & Weidenmiller, P.L.

By:


Kevin Carmichael, Registered Agent

Date:

June 29, 2009