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FLORIDA PROFIT/NON PROFIT CORPORATION

European Professional Soccer Academy, Inc.

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June 30, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CAUTHEN & OLDSHAM PA

SUBJECT: EUROPEAN PROFESSIONAL SOCCER ACADEMY, INC.
REF: W06000029541

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.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

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**ARTICLES OF INCORPORATION
OF**

EUROPEAN PROFESSIONAL SOCCER ACADEMY, INC.

The undersigned natural persons, of legal age, acting as Incorporators under the provisions of Florida Statutes, Chapter 617, adopt the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be EUROPEAN PROFESSIONAL SOCCER ACADEMY, INC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal address is 1526 ALMOND AVENUE, ORLANDO, FLORIDA 32801, and the mailing address is 1526 ALMOND AVENUE, ORLANDO, FLORIDA 32801.

**ARTICLE III
PURPOSES**

The purpose for which the corporation is organized is to establish a soccer club and a year round training program for all persons. This organization shall devote and apply all property held by it and any income derived therefrom exclusively for charitable, scientific, literary, artistic, cultural, and educational purposes either directly or by contributions to qualifying organizations duly authorized to carry on such activities pursuant to the internal revenue code and all applicable Florida and Federal Laws.

**ARTICLE IV
DURATION**

The period of the duration of this corporation is perpetual unless dissolved according to law.

**ARTICLE V
BOARD OF TRUSTEES/ELECTION OF OFFICERS**

The election of directors/officers is as stated in the bylaws of this non-profit corporation.

The number constituting the Initial Board of Trustees of the Corporation is five (5) and the names and addresses of the persons who are to initially serve are:

Bobby Croft
P.O. Box 155
Altoona, Florida 32702

Susan Croft
P.O. Box 155
Altoona, Florida 32702

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Barry Hulshoff
2958 Plaza Terrace Drive
Orlando, Florida 32803

David Bardsley
P.O. Box 1131
Orlando, Florida 32802

and

Curt Hernandez
7418 Woodhill Park Road
Orlando, Florida 32818

ARTICLE VI ORGANIZATION

This corporation is organized under a non-stock basis. 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 and to make payments and distributions in furtherance of the purposes set forth in Article III 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, or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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.

ARTICLE VII DISSOLUTION OF CORPORATION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VIII REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial Registered office of this Corporation is:

CAUTHEN, OLDHAM & ASSOCIATES, P.A.
131 West Main Street
Tavares, Florida 32778

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The name of the Registered Agent of this Corporation is DAVID E. CAUTHEN at the above office address.

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is Bobby Croft, P.O. Box 155, Altoona, Florida 32702.

IN WITNESS WHEREOF, the undersigned, being the Incorporator, has executed these Articles of Incorporation this 26th day of June, 2006

Bobby Croft
Bobby Croft,
Incorporator

STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Bobby Croft, who after being duly cautioned and sworn, did depose and say that the name of said Incorporator was affixed to the foregoing Articles of Incorporation of European Professional Soccer Academy, Inc., as one of the original subscribers to said Corporation for the purposes therein expressed.

WITNESS my hand and official seal at Tavares, County of Lake, State of Florida, this 26th day of June, 2006



Cora Jean Case
Notary Public
My Commission Expires: _____

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is **EUROPEAN PROFESSIONAL SOCCER ACADEMY, INC.**
2. The name and address of the Registered Agent and Office is:

DAVID E. CAUTHEN
CAUTHEN, OLDHAM & ASSOCIATES, P.A.
131 WEST MAIN STREET
TAVARES, FLORIDA 32778

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 THIS 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.

DATED this 26th day of June, 2006



David E. Cauthen

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