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FLORIDA PROFIT/NON PROFIT CORPORATION

INDIAN RIVER SOCCER FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION FOR
INDIAN RIVER SOCCER FOUNDATION, INC.**

The undersigned, for the purposes of forming a corporation under Chapter 617 of the Florida Statutes, the Florida Not-For-Profit Corporation Act, hereby certifies:

ARTICLE I - NAME

The name of this corporation shall be **INDIAN RIVER SOCCER FOUNDATION, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:

1036 21st Street
Vero Beach, Florida 32960

ARTICLE III - MAILING ADDRESS

The mailing address of this Corporation shall be:

Post Office Box 2228
Vero Beach, Florida 32961-2228

ARTICLE IV - PURPOSES

The Corporation is organized for the following purposes:

1. The Corporation is organized, and at all times thereafter shall be operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more specified organizations described in Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code ("Code"); shall be operated, supervised, or controlled by or in connection with one or more organizations described in Section 509(a)(1) or 509(a)(2) of the Code; and shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Code) other than foundation managers and other than one or more organizations described in Section 509(a)(1) or 509(a)(2) of the Code.

2. The Corporation's purposes shall be limited to those purposes described in Section 509(a)(3)(A) of the Code.

3. The Corporation shall solely support Indian River Soccer Association, Inc., a Florida Not-For-Profit Corporation qualifying for tax exempt status under Section 509(a)(1) of the Code, for the purposes set forth in paragraph 1 above; provided, however, if Indian River Soccer Association, Inc., should lose its tax-exempt status, should substantially fail or abandon its operations, or be

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dissolved, the Board of Directors of the Corporation shall substitute a new entity so long as the designation of the new entity does not disqualify the Corporation as a tax-exempt entity and the new entity qualifies as a supported organization described in Section 509(a)(1) or 509(a)(2) of the Code.

4. The Corporation shall provide to Indian River Soccer Association, Inc., or the designated successor entity under paragraph 3 above, such information as the Internal Revenue Service may require to ensure that Indian River Soccer Foundation, Inc. is responsive to the needs or demands of Indian River Soccer Association, Inc.

5. The Corporation is organized exclusively for charitable, religious, literary, scientific, and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code.

6. 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 these Articles of Incorporation

7. No 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 any candidate for public office.

8. 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; (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida pursuant to the provisions of the Not-For-Profit Corporation Act.

ARTICLE V - TERMINATION AND DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Court in 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.

ARTICLE VI - TAX PROVISIONS

The Corporation 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 Section 4942 of the Internal

Revenue Code. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE VII - ORGANIZATION

The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The first Board of Directors shall be six (6) in number, and their names and addresses being as follows:

<u>Director</u>	<u>Address</u>
Neil Hockenull	2115 Waltons Court Vero Beach, FL 32963
David Bertrand	1361 White Heron Lane Vero Beach, FL 32963
Frank J. Schlitt, Jr.	1405 51 st Court Vero Beach, FL 32966
Daniel Fourmont	2268 Magans Ocean Walk Vero Beach, FL 32963
William G. Becker	989 Bay Oak Lane Vero Beach, FL 32963
Raquel Tilton	1395 Sunset Point Lane Vero Beach, FL 32963

The Board of Directors shall be elected in the manner stated in the Bylaws. Each year, one director of the Corporation shall be elected or appointed by the Board of Directors of Indian River Soccer Association, Inc., or its successor entity designated under Article IV, paragraph 3 above (if any) in such manner as provided for the election of directors under the organizational documents for Indian River Soccer Association, Inc. or its successor entity designated under Article IV, paragraph 3 above (if any).

ARTICLE VIII - REGISTERED AGENT

The initial office of this corporation shall be located at 979 Beachland Boulevard, Vero Beach, Florida, 32963, and the initial registered agent of this corporation at such office shall be Todd

W. Fennell. This corporation shall have the right to change such registered office and such registered agent from time to time as provided by law.

ARTICLE IX - AMENDMENTS

Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Florida.

ARTICLE X - INTERNAL REVENUE CODE PROVISIONS

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of shall be deemed to refer to the laws of the State of as now in force or hereafter amended.

ARTICLE XI - INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is Todd W. Fennell, 979 Beachland Boulevard, Vero Beach, Florida, 32963.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

Marilyn C. Case
Patricia A. Daulton
Witnesses as to Incorporator

Todd W. Fennell
TODD W. FENNELL, Incorporator

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INDIAN RIVER SOCCER ASSOCIATION, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **TODD W. FENNELL**, having been named as Registered Agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Todd W. Fennell
TODD W. FENNELL, Registered Agent

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