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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/11/06

COVER LETTER

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06 DEC -8 PM 12:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Keys Soccer Club, Inc.

(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: Chris Bull

Name (Printed or typed)

5409 Overseas Hwy #316

Address

Marathon, FL 33050

City, State & Zip

305 731 3082

Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
KEYS SOCCER CLUB, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act in compliance with Chapter 617, F.S., (Not for Profit) hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:
Keys Soccer Club, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
5409 Overseas Hwy #316, Marathon, FL 33050

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The Corporation's purposes are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501 (c) (3) of the Internal Revenue code of 1954 or the corresponding provision of any future United States Revenue law. Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue code of 1954 or the corresponding provision of any future United States Internal Revenue Law. To encourage the recreational interest in the sport of soccer by providing for public educational competition, and to facilitate in the development of the sport of soccer for recreational/amateur and "travel/competitive" teams. To aid in the development of the physical and mental well being of the youth and adult of our communities. To provide supervised activities and encourage participation in a program designed to inspire and stimulate physical fitness.

ARTICLE IV PROHIBITIONS

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 Second hereof. No substantial part of the activities of the Corporation shall be 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. 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 V MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The Directors shall be elected by a majority vote of the Members of this Corporation.

ARTICLE VI INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

President	Chris Bull 150 Calle Ensueno Marathon, FL 33050
Vice President	Charlie Bauer 400 Front Street Key West, FL 33040
Secretary/Treasurer	G. Lynn Landry 763 86 th St Marathon, FL 33050

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Chris Bull
150 Calle Ensueno
Marathon, FL 33050

ARTICLE VIII INCORPORATOR

The **name and address** of the Incorporator is:

Chris Bull
150 Calle Ensueno
Marathon, FL 33050

ARTICLE IX BY-LAWS

The board of directors of this corporation may provide such By-Laws for the conduct of its business and carrying out of its purpose, as they may deem necessary from time to time.

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official

capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XI DISSOLUTION

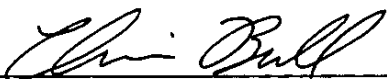
Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of 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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 4th Day of December, 2006.



Chris Bull, Incorporator

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.



Chris Bull, Registered Agent

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TALLAHASSEE, FLORIDA