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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**YOUTH SOCCER FOUNDATION, INC.**

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ARTICLES OF INCORPORATION  
FOR  
YOUTH SOCCER FOUNDATION, INC.  
A Florida Not for Profit Corporation

The undersigned hereby associates himself for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of corporations for nonprofit.

ARTICLE I

The name of the corporation shall be:

YOUTH SOCCER FOUNDATION, INC.

ARTICLE II

The mailing and street address of the corporation is 100 Almeria Avenue, Suite 230, Coral Gables, FL 33134.

ARTICLE III

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these Articles by the Department of State for the State of Florida.

ARTICLE IV

The purposes for which the Corporation is organized to foster children's enjoyment of the game of soccer and to promote it throughout the community:

1. To receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they may now exist or as they may hereafter be amended.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director, officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

3. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
6. The corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
7. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
8. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code as they now exist or as they may hereafter be amended.
9. Upon the dissolution of the corporation, the Board of Directors shall, after paying all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious 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 (or the corresponding provisions of any future United States Internal Revenue Laws), as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 the Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE V

Pursuant to Section 617.0202(d) of the Florida Statutes, directors are elected according the terms of the Bylaws of the corporation.

**ARTICLE VI**

The names and addresses of the initial Board of Directors of the Corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Rafael A. Espinosa	100 Almeria Ave., Suite 230 Coral Gables, FL 33134
Claudia Lopez	13569 S.W. 62 St., Unit 4 Miami, FL 33186
Juan Antonio Pagan	8013 Lake Drive, Apt. #202 Miami, FL 33166

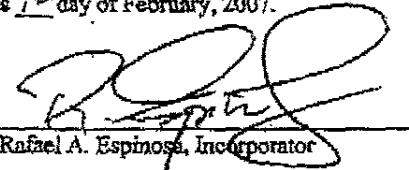
**ARTICLE VII**

The name and address of the incorporator is: Rafael A. Espinosa, 100 Almeria Ave., Suite 230, Coral Gables, FL 33134.

**ARTICLE VIII**

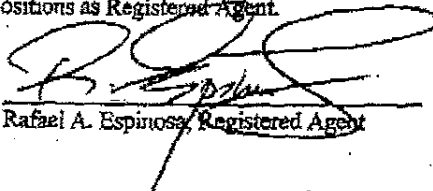
The name and street address of the initial registered agent and registered office of this corporation is: Rafael A. Espinosa, 100 Almeria Ave., Suite 230, Coral Gables, FL 33134.

IN WITNESS WHEREOF, I have subscribed my name this 7<sup>th</sup> day of February, 2007.

  
Rafael A. Espinosa, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above stated Corporation, 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 positions as Registered Agent.

  
Rafael A. Espinosa, Registered Agent

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