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SMITH GAMBRELL & RUSSELL

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**NO 700005759**

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Miami-Dade Stars Soccer Club, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

**OF**

**MIAMI-DADE STARS SOCCER CLUB, INC.**

**(A Not-for-Profit)**

Pursuant to Section 617.0202, Florida Statutes, the undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation is Miami-Dade Stars Soccer Club, Inc., a not-for-profit corporation.

**ARTICLE II**

**PLACE OF BUSINESS**

The principal place of business is 819 N.W. 45<sup>th</sup> Street, Miami, FL, 33127, and the mailing address of the corporation is, or as subsequently changed as deemed appropriate by the Board of Directors.

**ARTICLE III**

**PURPOSE**

The corporation is organized exclusively for charitable, educational, civic, athletic, cultural and other exempt purposes.

**ARTICLE IV**

**DURATION AND BEGINNING  
OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence commenced with the filing of the Articles of Incorporation with the Department of State of the State of Florida.

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**ARTICLE V**

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**BOARD OF DIRECTORS**

The affairs of the corporation will be managed by a Board of Directors. The number of directors that will constitute the Board of Directors of the corporation is three (3). The number of directors may be increased or decreased from time to time, in the manner provided in the bylaws. The method of election or appointment of members to the Board of Directors of the corporation, and the manner of their admission and duration of their terms, are provided for in the bylaws of the corporation. The initial Directors shall be elected by the Incorporator.

**ARTICLE VI****DEDICATION OF ASSETS**

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for educational and charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE VII****REGISTERED AGENT**

Pursuant to Section 617.0501, Florida Statutes, the corporation has designated Miguel Manzanero as the Initial Registered Agent of the corporation and the street address of the Initial Registered Agent is 819 N.W. 45<sup>th</sup> Street, Miami, FL, 33127.

**ARTICLE VIII****BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested to the Board of Directors, as provided in the bylaws of the corporation.

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**EXECUTION**

The corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or an amendment thereto.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation, this 8 day of June, 2007, pursuant to Section 617.01201(6)(b), Florida Statutes.

  
Miguel Manzanero, Incorporator

Address: 819 N.W. 45<sup>th</sup> Street  
Miami, FL, 33127

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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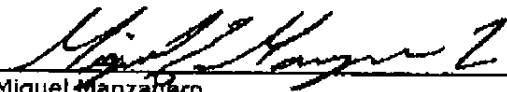
In compliance with Section 617.0501, Florida Statutes, the following is submitted:

That Miami-Dade Stars Soccer Club, Inc., desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has designated 819 N.W. 45<sup>th</sup> Street, Miami, FL 33127, as its Registered Office, and has named Miguel Manzanero located at said address as its initial Registered Agent.

  
Miguel Manzanero, Incorporator

Date: June 8, 2007

Having been named to accept service of process for the above stated not-for-profit corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
Miguel Manzanero

Date: June 8, 2007

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