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Division of Corporations

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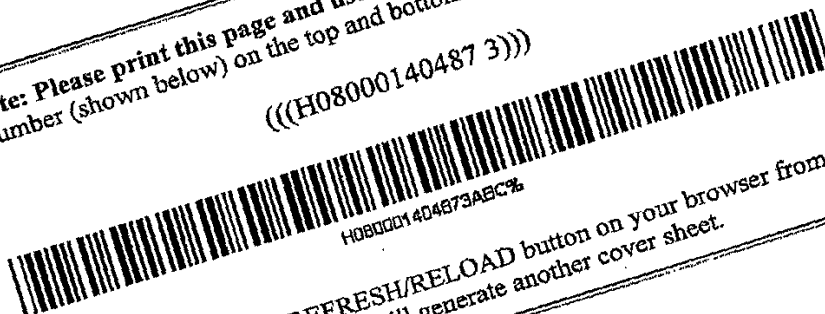
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FLORIDA PROFIT/NON PROFIT CORPORATI

FC Sarasota, Inc.

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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION

OF

FC SARASOTA, INC.

A Florida Non-Profit Corporation

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be FC Sarasota, Inc. The mailing address is:
1235 Tallevast Road, Sarasota Florida 34243.

ARTICLE II - PURPOSE

The purpose for which the corporation is formed is to engage in any lawful purpose or purposes not for pecuniary profit. The Corporation is organized as an amateur youth soccer club exclusively for charitable and educational purposes and to foster national and international amateur athletic competition with in the meaning of Section 503(c)(3) of the Internal Revenue Code of 1986.

The corporation shall exclusively receive and administer funds for scientific, educational, and charitable purposes within the meaning of the Internal Revenue Code, and to that end to take and hold by bequests, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under Chapter 617, Florida Statutes.

The purposes for which the corporation is organized are exclusively religious, charitable,

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scientific, literary and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal 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 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III - TERM OF EXISTENCE AND DISTRIBUTION UPON DISSOLUTION

This corporation is to exist perpetually. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE IV - MEMBERS

The Corporation shall have Voting Members who shall be the members of the Board of Directors and who shall have all the rights and privileges of members of the Corporation. The method of electing the Directors is provided for by the Bylaws. The Bylaws may provide for Nonvoting Members of one or more classes, none of which shall have the right to vote, and who shall be chosen and may be removed by the Board of Directors as provide for by the Bylaws. The Nonvoting Members shall be admitted in such manner and shall have such rights and privileges as are set forth in the Bylaws. There are no initial Nonvoting Members.

ARTICLE V - SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

Doug Goodman
1412 Pine Bay Drive
Sarasota, FL 34231

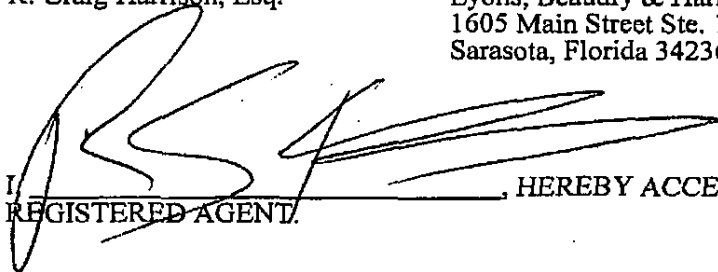
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ARTICLE VI.
REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the registered office of the corporation is as follows:

Registered Agent:
R. Craig Harrison, Esq.

Registered Office:
Lyons, Beaudry & Harrison, P.A.
1605 Main Street Ste. 1111
Sarasota, Florida 34236



I, _____, HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT.

ARTICLE VII - OFFICERS

The affairs of the corporation shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the corporation and shall serve at the pleasure of the Board of Directors. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President - Doug Goodman

Vice President - Kendall Chlebina

Secretary/Treasurer - Michael Marshall

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall be initially managed by a Board of Directors consisting of five (5) directors. The number of directors may be increased or decreased from time to time as provided for in the By-Laws of the corporation. The Bylaws shall provide the manner in which the directors are to be elected. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

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Board of Directors

Doug Goodman
1412 Pine Bay Drive
Sarasota, FL 34231

Kendall Chlebina
1461 South Bay Drive
Osprey, FL 34229

Keith Fulk
2212 - 40th Street West
Bradenton, FL 34205

Michael Marshall
11347 River Bluff
Bradenton, FL 34202

Michael Baughn
7301 Chameleon Way
Sarasota, FL 34241

ARTICLE IX - BY-LAWS

The first By-Laws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors and members in the manner provided by the By-Laws.

ARTICLE X - AMENDMENTS

Amendments to these Articles of Incorporation shall be adopted by a three-fifths (3/5) vote of the directors of the corporation. Amendments to the Articles of Incorporation may be adopted at only special or general meetings of the directors of the corporation after notice and the call of the meeting as provided by the By-Laws.


Doug Goodman

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STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, Doug Goodman me known to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 28th day of May, 2008.

John J. Lyons
Notary Public
My commission expires



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