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FLORIDA PROFIT/NON PROFIT CORPORATION
NORTH AMERICAN PROFESSIONAL SOCCER LEAGUE INC

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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NORTH AMERICAN PROFESSIONAL SOCCER LEAGUE INC.
(a Florida corporation not for profit)

The undersigned, acting as incorporator of North American Professional Soccer League Inc. under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is North American Professional Soccer League Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and mailing address of the corporation is:

501 Brickell Key Drive
Suite 407
Miami, FL 33131

ARTICLE III. MEMBERS

Each voting Member of the corporation shall be the owner of a men's professional soccer league to be established by the corporation and any successor league (the "League"). As a team is admitted to the League, following the team owner's execution of League required documentation and the making of required payments, its owner shall automatically become a voting Member of the corporation. Upon the transfer of the ownership of a team, the membership shall automatically be transferred to the new owner. Upon withdrawal of a team from the League, the membership of the team owner shall automatically be terminated. In its discretion, the Board of Directors may create one or more classes of non-voting Members with the designation of any such class or classes and the qualifications and rights of such Members being set forth in the bylaws of the corporation.

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ARTICLE IV. PURPOSE

The corporation is organized as a corporation not for profit, exclusively for the purpose of serving as a not for profit trade association or business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code to (a) serve as the operator of the First Division of the United Soccer Leagues or any successor League; and (b) all related permitted activities. In furtherance of these purposes, the corporation may make or accept grants, carry on programs and activities, and sponsor projects in order to promote and support these objectives. Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Chapter 617 of the Florida Statutes or the corresponding provision of any future Florida Statutes, except to the extent such powers are limited by the following provisions of this Article V:

(a) The corporation shall not engage in any activities prohibited by Chapter 617 of the Florida Statutes or Section 501(c)(6) of the Internal Revenue Code or the corresponding provisions of any future Florida Statutes or federal tax code.

(b) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Article III of these Articles.

(c) The corporation shall not engage in a regular business of a kind ordinarily carried on for profit, or perform particular services for individual persons.

(d) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(6) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE VI. DIRECTORS

Initially, the corporation has three Directors. The manner in which the Directors are to be elected or appointed shall be stated in the Bylaws. The number of Directors of the corporation may be increased or diminished from time to time in accordance with the terms of the Bylaws, but shall never be less than three. The names and addresses of the individuals who are to serve as the initial Directors are as follows:

Aaron Davidson	501 Brickell Key Drive Suite 407 Miami, FL 33131
Greg Kerfoot	375 Water Street Suite 550 The Landing Vancouver, BC V6B 5C6 Canada
F. Selby Wellman	101 Soccer Park Drive Cary, NC 27511

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 501 Brickell Key Drive, Suite 407, Miami, FL 33131 and the name of the corporation's initial registered agent at that address is Aaron Davidson.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are as follows:

Bruce Jay Colan	701 Brickell Avenue Suite 3000 Miami, FL 33131
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ARTICLE IX. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within 20 days after receipt by the

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corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

ARTICLE X. DISSOLUTION

Upon the dissolution of the corporation, its residual assets shall be distributed for one or more exempt purposes within the meaning of either section 501(c)(3) or section 501(c)(6) 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 a public purpose. Any such assets not so disposed of shall be disposed of by a 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.

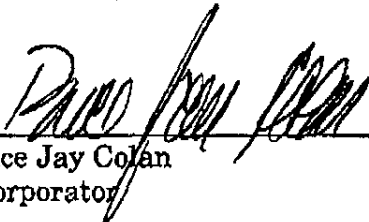
ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation in the manner prescribed by law.

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The undersigned incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation on October 30, 2008.



Bruce Jay Colan
Incorporator

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

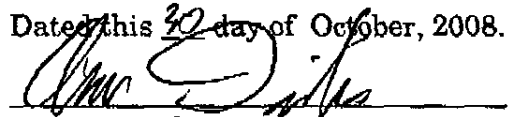
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That North American Professional Soccer League Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 501 Brickell Key Drive, Suite 407, Miami, FL 33131 has named Aaron Davidson as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 30 day of October, 2008.


Aaron Davidson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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