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February 11, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: CLUB DEPORTIVO ROSARIO, INC.
REF: W09000006679

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

Look at the language in the executed paragraph on page 5. This is not an amended and restated articles. This is regular non profit articles of incorporation.

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Ruby Dunlap
Regulatory Specialist II
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*Corrected Re-Sending
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ARTICLES OF INCORPORATION
OF
CLUB DEPORTIVO ROSARIO, INC.
(A Florida Corporation Not for Profit)

I, LYNNE S. K. VENTRY, the undersigned, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, and files these Articles for that purpose, as follows:

ARTICLE I

The name of this corporation shall be CLUB DEPORTIVO ROSARIO, INC.

ARTICLE II

Initial Registered Office and Agent
Principal Office and Mailing Address

The principal office of this corporation shall be located at 871 NE Dixie Highway, Jensen Beach, FL 34957, and the initial Registered Agent of this corporation and mailing address shall be LYNNE S. K. VENTRY, ESQ. at 955-N Northwest 17th Avenue, Delray Beach, FL 33445.

ARTICLE III

The corporation shall not provide for pecuniary gain or profit to its members. The principal purpose for which it is formed is to open a soccer club to educate, motivate and instruct the people of our community interested in soccer to give them an opportunity for the future and give them an opportunity to participate in International Clubs and teams as well as entertain the community, and other purposes related to the foregoing, including the possibility of making distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Unites States Internal Revenue Code of 1986 (or the corresponding provision of any future law of the Internal Revenue Service or Department of Treasury).

The corporation shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for

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property acquired or money borrowed; and to do all such other such acts as are necessary or convenient to carry out the purpose set forth in these Articles.

Final control of and responsibility of the receipt, management and distribution of all funds by the corporation shall rest with the Voting Members who shall, among other duties, ensure that the corporation shall not be subject to tax under Section 4942 of the Internal Revenue Code.

No substantial part of the activities of the corporation shall be attempting to influence legislation by propaganda or otherwise, except that the corporation may make the election provided for in Section 501(h) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) with the respect to influencing legislation, and, only if it so elects, may make lobbying or grassroots expenditures that do not normally exceed the ceiling amounts prescribed by Section 501(h)(2)(B) and (D) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

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 Section 501 (c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or
- B. by a corporation, contribution to which are deductible under Section 170 (c) (2) of the United States Internal Revenue Code of 1996 (or the corresponding provision of any future United States Internal Revenue Law); or
- C. by a corporation formed pursuant to Chapter 617, Florida Statutes, with particular reference to Florida reference to Florida Statutes §617.0105 dealing with the prohibited activities of private foundations.

ARTICLE IV

Limitations on the Dispositions of Corporate Assets and Net Earnings

No part of the 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, supra.

ARTICLE V

Dissolution

Upon the dissolution of the corporation, the Voting Members shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable or educational purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as a majority of the Voting Members shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Martin County, Florida, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

ARTICLE VI

Qualification of Members

The Members shall consist of Voting and Non-Voting Members. The initial Voting Member shall be Yessel Perez. The initial Chairman shall be Yessel Perez and the initial Non-Voting Members shall be Ivan Perez. A majority of the Voting Members shall elect other Voting Members and Non-Voting Members by a majority vote of the Voting Members, but if no successive Voting Members have been elected, then if all Voting Members cease acting, the Non-Voting Members shall become Voting Members. The number, qualification and manner of admission of the Members from time to time shall be as provided in the By-Laws.

ARTICLE VII

Term of Existence

This corporation shall have perpetual existence.

ARTICLE VIII

Names and Addresses of the Incorporator

The name and address of the Incorporator is:

LYNNE S. K. VENTRY
955-N Northwest 17th Avenue
Delray Beach, FL 33445

ARTICLE VIII

Officers and Times of Their Election

The Voting Members, by majority vote, shall choose annually, to manage the affairs of the corporation, subject to the control of the Voting Members, the following officers: a President, one or more Vice Presidents, a Secretary, a Treasurer, and/or a Secretary/Treasurer, and such other officers as the Voting Members may deem advisable or necessary. The President must also be a Director. Each of such officers shall hold office until the next annual election or until his successor is chosen and qualified.

ARTICLE X

Board of Directors

The number of Directors of the corporation shall not be less than three (3) or more than nineteen (19). The Directors shall be elected by majority vote of the Voting Members. The method of election of the Directors shall be as provided in the By-Laws.

ARTICLE XI

By-laws

The first By-Laws shall be made by the Voting Members. All alterations or revisions of the By-Laws shall be made by a majority vote of the Voting Members at any regular or special meeting duly and held for that purpose in accordance with the By-Laws.

ARTICLE XII

Amendment to Articles of Incorporation

The Articles of Incorporation may be amended from time to time by resolution of a majority of the Voting Members at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the chairman of the Voting Members and the Secretary and filed in the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator LYNNE S. K. VENTRY
has executed these Articles of Incorporation the 10th day of
February, 2009.

CLUB DEPORTIVO ROSARIO, INC.

BY: 
LYNNE S.K. VENTRY, 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 MAYBE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CLUB DEPORTIVO ROSARIO,^{INC.} desiring to organize under the laws of the State of Florida as a corporation not for profit, with its Registered Office as indicated in the Articles of Incorporation at 955-N Northwest 17th Avenue, Delray Beach, FL 33445, has named LYNNE S. K. VENTRY as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



LYNNE S. K. VENTRY, ESQUIRE

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