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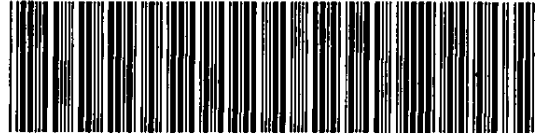
(Business Entity Name)

(Document Number)

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 MAY 17 PM 1:08

W1-22101

B McKnight MAY 18 2010

## COVER LETTER

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

*Ref. # W10000022101*

**SUBJECT:** PALM BEACH LAST DREAM SOCCER CLUB, INCORPORATED  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

**FROM:** RAPHAEL ABBEANTE

Name (Printed or typed)

4128 WEST ROAD DRIVE SUITE # 222

Address

WEST PALM BEACH, FL 33407

City, State & Zip

(561) 798-4002

Daytime Telephone number

curtisleblanc.law@gmail.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 6, 2010

RAPHAEL ABBENANTE  
4128 WEST ROAD DRIVE SUITE 222  
WEST PALM BEACH, FL 33407

SUBJECT: PALM BEACH LAST DREAM SOCCER CLUB, INC.  
Ref. Number: W10000022101

We have received your document for PALM BEACH LAST DREAM SOCCER CLUB, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Regulatory Specialist II  
New Filing Section

Letter Number: 610A00011375

RECEIVED  
10 MAY 17 PM 3:15  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
TALLAHASSEE  
10 MAY 17 PM 4:08

**ARTICLES OF INCORPORATION OF**  
**PALM BEACH LAST DREAM SOCCER CLUB, INCORPORATED**

The undersigned certify that we have associated ourselves together to become a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of incorporation. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the Palm Beach Last Dream Soccer Club, Incorporated.

**ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the corporation shall be PALM BEACH LAST DREAM SOCCER CLUB, INCORPORATED, and its principal office shall be located at 4128 West Road Drive, # 222, in the City of West Pam Beach, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the Directors may designate.

**ARTICLE II. PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for corporations, the general purpose and general nature of the business or businesses to be transacted, and which the corporation is authorized to transact, shall be as follows:

1. to promote fellowship and extend acquaintances by means of social gatherings and promoting the sport of soccer;
2. to promote social intercourse among the members;
3. to engage generally in any causes or objects similar to the above mentioned in order to promote the cultural, social, literary, and mental welfare of the members.
4. to engage in any activity or business authorized under the Florida Statutes;
5. in general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
6. in furtherance of its business to purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
7. to enter into and make all necessary contracts in furtherance of its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
8. to exercise all or any of the corporation powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida;

9. to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III. EXERCISE OF POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors, and when applicable through its corporate officers. This Article may be amended from time to time in the regulations of the corporation by a unanimous vote of the Officers and Directors of the corporation.

### ARTICLE IV. MANAGEMENT

The corporation shall be managed by its Officers and Directors, which Directors shall be elected by plurality vote of the Directors and Officers. The names of the persons who shall serve as the Board of Directors are:

Board of Directors:
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Raphael Abbenante, President

Mauricio Perez, Vice-president

Bill Shea, Treasurer

Mike Miller, Commissioner

Management of Under 40 League
-------------------------------

Carlos Perez, Commissioner

Pica Perez, Director

Charles Navarro, Director

Management of Over 40 League
------------------------------

Christopher Popoff, Director

Management of Women's League
------------------------------

Theresa King, Director

Management of Over 50 League

George Fraker, Director

Expulsions

Each Director and Officer has a duty to act in good faith and fair dealing in conducting the corporation's business or when acting in the corporation's name.

(a) Grounds for Expulsion. Upon an adequate showing, a Director, Officer or member may be expelled on the following grounds: the person persists in pursuing a course of action that seriously injures the legal and moral standing of the Corporation after being requested by the remaining Directors to desist.

(b) Notice of Expulsion. If the remaining Directors believe that grounds for expulsion for cause exist, they may give the Director a 10 day notice of expulsion to be effective immediately days after its receipt. The notice must briefly state the grounds for expulsion.

ARTICLE V. REVENUE CONTRIBUTIONS

Contributions shall be paid to the corporation by the approved club members in equal shares. Additional contributions may be made as required for investment or costs purposes, as determined by unanimous consent of the Directors.

Loans. Any Officer or Director may, but shall not be required to, make loans to the corporation in an amount, at a time and on terms as may be approved by resolution of the Directors.

No loan in this manner shall be considered a contribution to capital. The revenue of the corporation may be used to repay any loans made to the corporation.

The corporation shall not loan or advance funds to any Officer or Director, nor permit its assets to be encumbered to secure the obligations of a member, without the unanimous, prior consent of each of the other Directors.

ARTICLE VI. PROFITS

The Directors shall re-invest any net profits arising from the operation of the corporation business that remain after the payment of the expenses of conducting the business of the corporation. Net profits shall be employed to the business of the corporation and to activities that promote the club.

ARTICLE VII. DURATION

This corporation shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the Directors.

ARTICLE VII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is the Law Office of Curtis LeBlanc, 230 Royal Palm Beach BLVD, City of Royal Palm Beach, County of Palm Beach, State of Florida, and the name of the company's initial registered agent at that address is the same..

The undersigned, being the original members of the corporation, certify that this instrument constitutes the proposed Articles of Incorporation of PALM BEACH LAST DREAM SOCCER CLUB, INCORPORATED.

Executed by the undersigned at County of Palm Beach on

April \_\_\_\_ 2010.

*Raphael Abbenante*

Raphael Abbenante, President

1401 LANDS END Rd  
MANALAPAN, FL 33462

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is Law Office of Curtis LeBlanc, P.A., 230 Royal Palm Beach Boulevard, City of Royal Palm Beach, County of Palm Beach, State of Florida, and the name of the company's initial registered agent at that address is Curtis LeBlanc.

I, Curtis LeBlanc, acknowledge pursuant to § 48.091 that, as indicated above, Palm Beach Last Dream Soccer, Incorporated has appointed me as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 position as registered agent.

April 30, 2010

*Curtis LeBlanc*  
Curtis LeBlanc

STATE OF FLORIDA     )  
                                  )  
COUNTY of Palm Beach    )

NOTARY PUBLIC-STATE OF FLORIDA  
*Patricia M. Tracey*  
Commission #DD579989  
Expires: SEP 13, 2010  
BONDED THRU ATLANTIC BONDING CO., INC.

On 4/30, 2010, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Curtis LeBlanc, and known to me (or proved to me based on satisfactory evidence) to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

WITNESS my hand and official seal. My Commission Expires:

*Patricia M. Tracey*  
Notary Public  
9/13/2010

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 MAY 17 PM 1:08