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Date: 12/18/2012 10:18

NO. OF PAGE: 3 (include this page)

To:

Name: FLA. DEPT OF STATE

Department: DIVISION OF CORPORATION AMENDMENTS SECTION

From:

Name: Curtis LeBlanc

TEL & FAX: (TEL)561-281-2142
(FAX)561-223-3657

E-Mail: curtisleblanc.law@gamil.com

Company: Law Office of Curtis LeBlanc, PA

Address: 319 Clematis St., Ste 714, West Palm Beach, FL 33401

Comment:

RE: N10000004888

TO WHOM IT MAY CONCERN:

THIS IS IN RESPONSE TO THE REQUEST TO REVISE THE ARTICLES OF AMENDMENTS AND TO ADD THE SIGNATURE PAGE.

ATTACHED TO THIS LETTER IS THE FOLLOWING: REVISED ARTICLES OF AMENDMENTS OF THE ARTICLES OF INCORPORATION TO PALM BEACH LAST DREAM; THE SIGNATURE PAGE WITH THE PRESIDENT'S SIGNATURE VERIFYING THE AMENDMENT.

IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL (561) 223-3647.

ARTICLES OF AMENDMENT TO 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 1205 Hill Avenue, in the City of West Palm 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:

Raphael Abbenante,	President
Mauricio Perez,	Vice-president
George Fraker,	Treasurer
Carlos Perez,	Commissioner

Management of Under 40 League

Carlos Perez,	Commissioner
Pica Perez,	Director
Charles Navarro,	Director

Management of Over 40 League

Dimitry Rubinovich,	Director
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Management of Over 50 League

Mike Miller,	Director
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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.

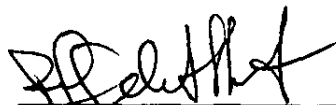
ARTICLE VII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is the Law Office of Curtis LeBlanc, 319 Clematis Street, Ste. 714, City of West 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.

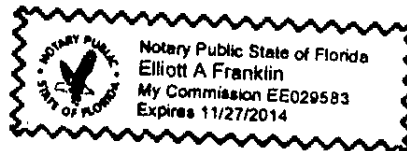
The undersigned, being the original members of the corporation, certify that this instrument constitutes the Articles of Incorporation of PALM BEACH LAST DREAM SOCCER CLUB, INCORPORATED.

Executed by the undersigned at County of Palm Beach on

~~Sept~~
28, 2012.



Raphael Abbenante, President, for the Club
1205 Hill Avenue
West Palm Beach, FL 33407



 Expires 11/27/14

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is Law Office of Curtis LeBlanc, P.A., 319 Clematis Street, Ste. 714, City of West 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.

~~Sept~~
28, 2012


Curtis LeBlanc

09/18/2012 9:25AM

No. 0195 P. 2

The date of each amendment(s) adoption: September 28, 2012Effective date if applicable: September 28, 2012

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

12/12/2012

Signature

Raffaele G. Albenzio

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - If in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

RAFFAELE G. ALBENZIO

(Typed or printed name of person signing)

President

(Title of person signing)