



**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Grey Ghosts, FC, Inc.

**DOCUMENT NUMBER:** 10000005360

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Anthony L. Tolgyesi  
(Name of Contact Person)

Tolgyesi & De La Rosa-Tolgyesi, P.A.  
(Firm/ Company)

4649 Ponce De Leon Blvd., Suite 303  
(Address)

Coral Gables, Florida 33146  
(City/ State and Zip Code)

atolgyesi@tdtpa.com

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

For further information concerning this matter, please call:

Anthony L. Tolgyesi at ( 786 ) 412-2954  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|--|--|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

GREY GHOST, FC, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

10000005360

(Document Number of Corporation (if known))

FILED  
2010 AUG -2 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

SOUTH MIAMI UNTED, INC.

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**  
**(Principal office address MUST BE A STREET ADDRESS)**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**C. Enter new mailing address, if applicable:**  
**(Mailing address MAY BE A POST OFFICE BOX)**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

*Name of New Registered Agent:* \_\_\_\_\_

*New Registered Office Address:* \_\_\_\_\_ (Florida street address)

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
*(Attach additional sheets, if necessary)*

| <u>Title</u> | <u>Name</u> | <u>Address</u> | <u>Type of Action</u>           |
|--------------|-------------|----------------|---------------------------------|
| _____        | _____       | _____          | <input type="checkbox"/> Add    |
|              |             | _____          | <input type="checkbox"/> Remove |
|              |             | _____          |                                 |
| _____        | _____       | _____          | <input type="checkbox"/> Add    |
|              |             | _____          | <input type="checkbox"/> Remove |
|              |             | _____          |                                 |
| _____        | _____       | _____          | <input type="checkbox"/> Add    |
|              |             | _____          | <input type="checkbox"/> Remove |
|              |             | _____          |                                 |

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

- Article 3 - Purpose \_\_\_\_\_
- Article 4 - Prohibited Activities; new \_\_\_\_\_
- Article 5 - Distribution of Assets Upon Dissolution; new \_\_\_\_\_
- Article 6 - Manner of Election; renumbered \_\_\_\_\_
- Article 7 - Directors; renumbered \_\_\_\_\_
- Article 8 - Registered Agent; renumbered \_\_\_\_\_
- Article 9 - Incorporator; renumbered \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_

The date of each amendment(s) adoption: 7-27-10  
(date of adoption is required)

Effective date if applicable: \_\_\_\_\_  
(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 July 27, 2010

Signature \_\_\_\_\_

(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)

Anthony L. Tolgyesi

(Typed or printed name of person signing)

Treasurer

(Title of person signing)

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GREY GHOSTS, FC, INC.

DOCUMENT NUMBER N1000005360

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

ARTICLE 1 – NAME OF THE CORPORATION

The new name of the corporation shall be: SOUTH MIAMI UNITED, INC.

ARTICLE 2 – PRINCIPAL OFFICE

The principal place of business shall be South Miami Park, 4300 SW 58<sup>th</sup> Avenue, Miami Florida. The mailing address of this corporation shall be 4649 Ponce de Leon Blvd., Suite 303, Coral Gables, Florida, 33146.

ARTICLE 3 – PRINCIPAL PURPOSE

The purpose for which the corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real and personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under section 501( c ) ( 3 ) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
2. The specific purpose for which the corporation is organized shall be: The purpose of SOUTH MIAMI UNITED, INC., is to promote Youth Soccer in a safe and positive environment by providing recreational, competitive, and academy programs for the children in South Miami and its surrounding areas.
3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the above mentioned purposes.
4. To solicit funds and donations in kind from time to time to further the above mentioned purposes.
5. To apply for, obtain and contract with any federal, state or local government or agency for financial aid or grants relating to the above mentioned purposes.
6. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.
7. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

#### ARTICLE 4 – PROHIBITED ACTIVITIES

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise trying to influence legislation and the corporation shall not participate in, or intervene in, including the publication or distribution of any statement, in any political campaign on behalf of any candidate for public office.
2. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under section 501( c ) ( 3 ) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under section 170 ( c ) ( 2 ) of the Internal Revenue Code and said Regulations as they now exist or as they may be amended.

#### ARTICLE 5 – DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501( c ) ( 3 ) of the Internal Revenue Code and Regulations, as the Board of Directors shall determine.

#### ARTICLE 6 – MANNER OF ELECTION

The manner in which the directors are elected or appointed shall be as stated in the Bylaws of the corporation.

#### ARTICLE 7 – DIRECTORS

The initial Board of Directors shall consist of a total of 5 persons and the name and address of the persons who are to serve as the initial directors are;

Patrick Flood – President; 4649 Ponce de Leon Blvd., Suite 303 Coral Gables, Florida 33146.

Robert Maseri – Vice President; 4649 Ponce de Leon Blvd., Suite 303 Coral Gables, Florida 33146.

Pedro Hernandez – Vice President; 4649 Ponce de Leon Blvd., Suite 303 Coral Gables, Florida 33146.

Curtis Wolfe – Secretary; 4649 Ponce de Leon Blvd., Suite 303 Coral Gables, Florida 33146.

Anthony L. Tolgyesi – Treasurer; 4649 Ponce de Leon Blvd., Suite 303 Coral Gables, Florida 33146.

ARTICLE 8 – REGISTERED AGENT AND STREET ADDRESS

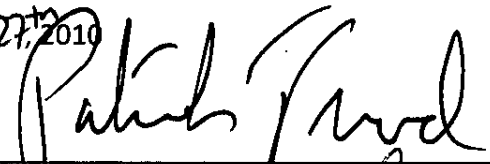
The name and address of the initial registered agent shall be: Anthony L. Tolgyesi, at 4649 Ponce de Leon Blvd., Suite 303 Coral Gables, Florida 33146.

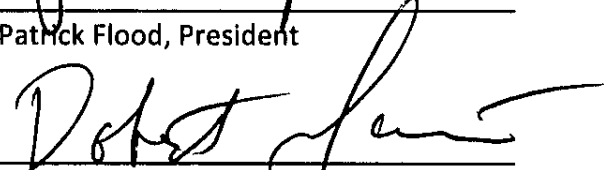
ARTICLE 9 - INCORPORATOR

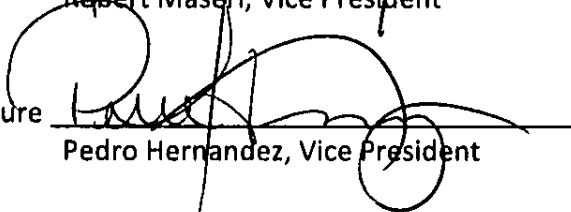
The name and address of the incorporator of these Articles of Incorporation is: Anthony L. Tolgyesi, at 4649 Ponce de Leon Blvd., Suite 303 Coral Gables, Florida 33146.

We the undersigned, hereby certify that the forgoing Bylaws were duly adopted at a meeting of the Board of Directors held on July 27<sup>th</sup>, 2010, in Miami-Dade County, Florida.

Dated: July 27<sup>th</sup>, 2010

Signature   
Patrick Flood, President

Signature   
Robert Maseri, Vice President

Signature   
Pedro Hernandez, Vice President