

N13000005905

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Restated

Date: 05/04/2016

Account #: I20000000088

Name: Michelle Walker

Reference #: T003735

ENTITY NAME: SOUTH FLORIDA SAY SOCCER INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other: CERTIFIED COPY

Authorized Amount: \$43.75

Signature: Michelle Walker



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 5, 2016

NATIONAL CORPORATE RESEARCH, LTD.
MICHELLE WALKER

SUBJECT: SOUTH FLORIDA SAY SOCCER INC.
Ref. Number: N13000005905

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The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 2015 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application/annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600.00 reinstatement fee, \$150.00 filing fee per year for each year the corporation has been dissolved.

Therefore, the total amount due to reinstate the corporation is \$900.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 2016 Annual Report and Supplemental Fee.

Please return 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) 245-6050.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 516A00009449

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA SAY SOCCER INC.

2016 MAY 4 P 1:13

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MAY 11 2016 FLA

Pursuant to the provisions of Section 617.1006 of the Florida Not for Profit Corporation Act, **SOUTH FLORIDA SAY SOCCER INC.**, a Florida not for profit corporation (the "Corporation"), adopts the following Amended and Restated Articles of Incorporation (the "Restated Articles"):

1. The name of the Corporation is: **SOUTH FLORIDA SAY SOCCER INC.** The date of filing of the original Articles of Incorporation with the Secretary of State of the State of Florida was June 26, 2013 under Document Number: N13000005905.
2. There are no members or members entitled to vote on the amendments. The Restated Articles were adopted by the board of directors.
3. The effective date of these Restated Articles shall be upon the filing of these Restated Articles with the Secretary of State of the State of Florida.
5. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I
NAME

The name of the Corporation is: **SOUTH FLORIDA SAY SOCCER INC.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the Corporation is: 4181 N.W. 107th Avenue, Coral Springs, FL 33065. The mailing address of the Corporation is: 4181 N.W. 107th Avenue, Coral Springs, FL 33065.

ARTICLE III
PURPOSE

The Corporation is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which not-for-profit corporations may be formed under Florida Statutes Chapter 617, the Florida Not-For-Profit Corporation Act. In particular, the Corporation is formed for the purpose of providing youth the opportunity to play soccer in a non-competitive and also in a competitive environment while emphasizing good sportsmanship and teamwork.

The Corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not-for-profit corporation.

ARTICLE IV **REQUIREMENTS & PROHIBITIONS**

Notwithstanding any other provisions of these Restated Articles to the contrary, the following provisions shall apply to the Corporation at all times:

1. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

2. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, members, 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 these Restated Articles.

4. The Corporation shall be a non-stock Corporation and shall not have the power to declare dividends.

5. The Corporation shall not have or exercise any power that would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code, or by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code, nor shall the Corporation engage directly or indirectly in any activity that would cause the loss of such qualification.

ARTICLE V **DIRECTORS AND MEMBERS**

There will be no members in the Corporation. The number of directors on the Board shall be not less than three (3) persons. Thereafter, within the limits above specified, the number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3). The number of directors shall be determined by resolution of the Board adopted from time to time; provided, however, that any change in the number of directors must be approved by a majority of the entire Board. No decrease in number of directors shall shorten the term of any incumbent director. Each director shall be elected by a majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws.

The name and address of the persons to serve as directors of the Corporation until the first annual meeting of the Board of Directors of the Corporation, or until one or more successors have been elected and qualify, is as follows:

Freddy H. Ponton, Jr.
4181 N.W. 107th Avenue
Coral Springs, FL 33065

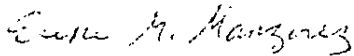
Brian Manzanares
9585 S.W. 1st Court
Coral Springs, FL 33071

Erika Manzanares
9585 S.W. 1st Court
Coral Springs, FL 33071

ARTICLE VII **REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is: 9585 S.W. 1st Court, Coral Springs, FL 33071. The name of the Corporation's registered agent at that office is: Erika M. Manzanares.

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



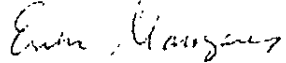
Erika M. Manzanares

ARTICLE X. **DISSOLUTION**

Upon the dissolution of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or amongst any members or directors of the Corporation, but after making provision for the payment of all of the just debts and liabilities of the Corporation, the remaining assets shall be distributed as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Code, or the corresponding provisions of any later federal tax laws, or to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of in accordance with the foregoing provisions shall be distributed by order of a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such organization or organizations, as such court shall determine, that are organized and operated exclusively for exempt purposes.

[Signature on the following page]

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles on
May 27, 2016.



Erika Manzanares, Directors