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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

cf 5/27/15

## COVER LETTER

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

**SUBJECT:** Hold192, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Michael F. SPano  
\_\_\_\_\_  
Name (Printed or typed)

7935 West Drive #6  
\_\_\_\_\_  
Address

North Bay Village, Florida 33141  
\_\_\_\_\_  
City, State & Zip

954-494-3161  
\_\_\_\_\_  
Daytime Telephone number

mfslawfirm@gmail.com

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

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15 MAY 21 PM 2:25  
DEPT. OF STATE  
TALLAHASSEE, FL 32314

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

**ARTICLES OF INCORPORATION**

of

**Hold192, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be: **Hold192, Inc.**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
4050 West Broward Blvd, Plantation Florida 33317

**ARTICLE III PURPOSE**

**3.01 Purpose**

**The specific purposes for which this corporation is organized are:**

To establish an education and training program for AMATEUR SOCCER ATHLETE'S in order to advance their capabilities and potentially ready them for national and or international competition. A major part of our objective shall be to implant firmly in the athlete the ideals of good sportsmanship, honesty, loyalty, courage, and respect for authority, so that they may be well adjusted, stronger, and happier individuals and will grow to be good, decent, healthy, and trustworthy people. To achieve our objective, the corporation will provide a supervised program of athletic training and instruction. This corporation is organized and operated exclusively for the education and training of soccer athletics with an eye toward national and or international competition within the meaning of 501(c) (3) of the internal Revenue Code.

This corporation is organized and operated exclusively for educational and charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code

**3.02 Public Benefit**

**Hold192, Inc.** is designed as a public benefit corporation

## **ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

SECTION 1: BOARD AND NUMBER: The management and the property and affairs of **Hold192, Inc.**, shall be vested in the Board of Directors. The number of directors shall be not less than three (3) nor more than eleven (11). Directors shall be elected at annual meetings of the Members. Each elected director shall take office upon election and shall hold office until: (i) a successor has been elected and qualified; or (ii) removal by the members.

SECTION 2: ANNUAL ELECTION AND TERM OF OFFICE: The prior year's Board Members shall determine the number and elect the directors for the ensuing year. All elections of directors shall be by majority vote of all Board Members. One-half of the elected Board of Directors shall be elected each year and shall serve a two-year term.

SECTION 3: VACANCIES: If a board member does not complete a term, the Board of Directors, by MAJORITY vote, may fill the position with a qualified Regular Member. This new director will serve the remainder of the current fiscal year. Re-election will be for a one or two-year term as determined by the status of the resigning Board member. Directors wishing to resign must do so to the President or Vice President (verbal or written).

SECTION 4: BOARD MEETINGS, NOTICE AND QUORUM: Regular meetings of the Board of Directors shall be held following the annual election and on such days thereafter as shall be determined by a MAJORITY vote of the Board. The President shall, at the request in writing of two (2) Directors, issue a call for a special meeting of the Board.

## **ARTICLE V. Limitations and additional provisions**

The period of duration of this corporation is perpetual.

The property of this corporation is irrevocably dedicated to the furtherance of amateur athletic education and training and no part of the net income or assets of this corporation shall inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for amateur athletics education and training and

which has established its tax exempt status under section 501 (c)(3) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, otherwise attempting to influence legislation (except as otherwise provided by section 501 (h) of the Internal revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation to such members, directors, officers, or other private persons, for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

#### **ARTICLE VI INITIAL DIRECTORS AND/OR OFFICERS**

The number of Initial directors of this corporation shall be three.,  
List name(s), address(es) and specific title(s):

Gregg Rossman, Director, 4050 W. Broward Blvd., Plantation, FL 33317

Giuseppe Weller, Director/President, 4050 W. Broward Blvd., Plantation, FL 33317

Carlos A. Caicedo, Director/Treasurer, 4301 SW 160 Avenue Apt. 213, Miramar, Florida 33027

#### **ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS**

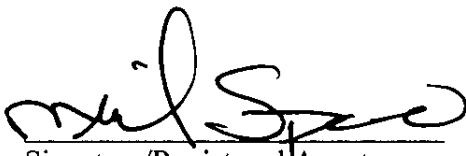
The name and Florida Street address (P.O. Box NOT acceptable) of the registered agent is: Michael F. Spano, 4050 W. Broward Blvd., Plantation, Florida 33317

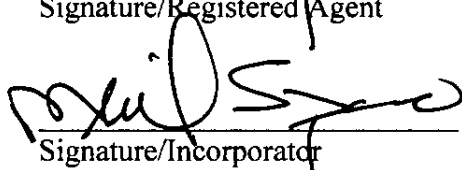
**ARTICLE VIII INCORPORATOR**

The name and address of the Incorporator is: Michael F. Spano, 7935 West Drive Unit 6,  
North Bay Village, Florida 33141

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 5-15-2015  
Signature/Registered Agent Date

 5-15-2015  
Signature/Incorporator Date

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15 MAY 21 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA