

N18000008118

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

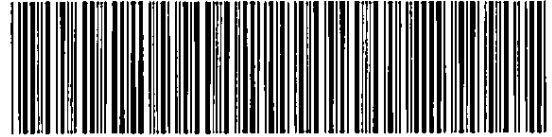
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

M. MOON

JUL 27 2018



900316288959

18 JUL 26 PM 4:18

18 JUL 26 AM 9:41

**FLORIDA FILING & SEARCH SERVICES, INC.**

**P.O. BOX 10662 TALLAHASSEE, FL 32302**

**155 Office Plaza Dr Ste A Tallahassee FL 32301**

**PHONE: (800) 435-9371; FAX: (866) 860-8395**

---

**DATE:** 7/26/18

**NAME:** STS SOCCER FOUNDATION INC

**TYPE OF FILING:** ARTICLES

**COST:** 70.00

**RETURN:** PLAIN COPY PLEASE

---

**ACCOUNT:** FCA000000015

**AUTHORIZATION:** ABBIE/PAUL HODGE



---

18 JUL 26 AM 9:41

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be: STS Soccer Foundation, Inc.

**ARTICLE II PRINCIPAL OFFICE**

Principal street address:

Mailing address, if different is:

2901 Palm Beach Blvd.

Ft. Myers, FL 33916

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: To provide charitable, athletic and social opportunities for local youth soccer players to cultivate mental and physical growth and development of youth soccer players, and to receive and administer funds for all purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 .

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed: Initial Directors shall be appointed by the Incorporator. Directors shall serve until death, resignation or removal. Vacancies shall be filled by vote of the remaining Directors, consistent with the Bylaws.

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

19 JUL 26 AM 5:41

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Nicole Schoensee

Address: 2901 Palm Beach Blvd.  
Ft. Myers, FL 33916

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: Nicole Schoensee

Address: 2901 Palm Beach Blvd.  
Ft. Myers, FL 33916

**ARTICLE VIII EFFECTIVE DATE:**


Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.


**SEE THE ATTACHED ADDENDUM (Articles IX and X)**

*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*

  
Nicole Schoensee Required Signature of Registered Agent

7/26/18  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
Nicole Schoensee Required Signature of Incorporator

7/26/18  
Date

**CONTINUATION OF ARTICLES OF INCORPORATION OF**  
**STS SOCCER FOUNDATION, INC.**

**Article IX**

**OPERATIONS AND DISSOLUTION**

**A. Restrictions on Operations.**

This Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Corporation from qualifying (and continuing to qualify) as a Corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") contributions to which are deductible for Federal income tax purposes.

No part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America, or the State of Florida, or any other jurisdiction where such activities are carried on.

This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion of the assets or net earnings of this Corporation shall be used, nor shall this Corporation ever be organized or operated, for purposes that are not permitted to be carried on by (i) a Corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

No compensation or payment shall be paid or made to any member, officer, director, trustee, creator or organizer of this Corporation, or substantial contributor to, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for this Corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrued to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Code.

**B. Dissolution and Disposition of Corporate Assets**

In the event of the termination, dissolution or winding up of this Corporation in any manner or for any reason whatsoever, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Corporation, shall dispose of all of the

remaining assets, if any, exclusively for the purposes of the Corporation, or to (and only to) one or more organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations described in Section 501(c)(3) of the Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### Article X

### **INDEMNIFICATION OF CORPORATE AGENTS**

#### **A. Proceedings Against Corporate Agents.**

The Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a Board member, Officer, employee, non-director volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a Board member, Officer, employee, non-director volunteer or agent of another Corporation, partnership, joint venture, trust or other enterprise.

The indemnification shall be against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit, or proceeding. The Corporation shall indemnify the Board member Officer, employee, or agent of the Corporation, only if s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the Corporation or its members, if any, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (A) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, or (B) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

#### **B. Proceedings by or in the Right of the Corporation.**

The Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of, the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Board member, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Board member, Officer, employee or agent of another Corporation, partnership, joint venture, trust, or other enterprise. The indemnification shall be against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit. The Corporation

shall indemnify any person only if that person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation or its members, if any. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, though in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

915144

13 OCT 23 AM 9:41