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INC

1. GULFSTREAM MIAMI SOCCER CLUB, INC

(CORPORATE NAME AND DOCUMENT #)

2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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**STATE OF FLORIDA  
NON-PROFIT CORPORATION**

**ARTICLES OF INCORPORATION  
OF  
GULFSTREAM MIAMI SOCCER CLUB, INC**

The undersigned acting as incorporators of a corporation under Chapter 617, Florida Statutes, as amended, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **GULFSTREAM MIAMI SOCCER CLUB, INC.** The principal office and mailing address of the corporation shall initially be located at 3559 Magellan Cir., #328, Aventura, FL 33180.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to:

- (i) to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property;
- (ii) to promote and improve amateur soccer, youth, and adult development programs; to provide educational scholarships and resources; to support community health and wellness initiatives; fostering social responsibility and community engagement through sports supported by philanthropic donations that will make a positive difference in our local community.
- (iii) notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

FOURTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall not be a membership corporation but shall be operated, managed, and controlled solely by its Board of Directors.

(c) The affairs and business of the corporation shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto are defined and established by the by-laws of the corporation.

(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

(e) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the corporation, the corporation shall not carry on any 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.

(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(h) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

FIFTH: The initial directors of the corporation are:

- (i) Director  
Alexey Malyshev  
3559 Magellan Cir., Apt. 328  
Aventura, FL 33180
- (ii) Director  
Andrei Gerasimov  
19701 E Country Club Dr., Apt. 502  
Aventura, FL 33180
- (iii) Director  
Oleksii Dzhugan  
400 Leslie Dr., Apt. 304  
Hallandale Beach, FL 33009

SIXTH: The street address of the initial registered office of the corporation is 1825 NW Corporate Blvd, Suite 110, Boca Raton, Florida 33431, and the name of its initial registered agent at such address is Buro Law Group, PLLC.

SEVENTH: The name and address of the incorporator to these Articles of Incorporation is:

Iulianna Bukovskaya, Esq.  
Buro Law Group, PLLC  
1825 NW Corporate Blvd, Suite 110,  
Boca Raton, Florida 33431

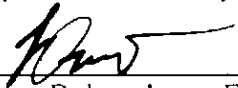
Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes relative to keeping open said office.

Accepted this 22nd day of October, 2024.

  
\_\_\_\_\_  
Iulianna Bukovskaya, Esq.

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 817.155 Florida Statutes.

Accepted this 22nd day of October, 2024.

  
\_\_\_\_\_  
Iulianna Bukovskaya, Esq.