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TALLAHASSEE, FLORIDA

*Amend Restated  
Articles*

*SS*

*5-2009*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Playground Area Soccer Association, Inc

DOCUMENT NUMBER: N29489

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

Please return all correspondence concerning this matter to the following:

Ian Talbot  
(Name of Contact Person)

PASA, Inc  
(Firm/ Company)

P.O. Box 921  
(Address)

Shalimar, FL 32579  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Ian S Talbot at ( 850 ) 651-0914  
(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:

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☐ \$43.75 Filing Fee &  
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☐ \$52.50 Filing Fee  
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(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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of the  
Playground Area Soccer Association, Inc.**

A Florida "Not for Profit" Corporation  
As Amended and Restated January 2009.

**FILED**  
2009 MAY 13 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PREAMBLE**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of the Playground Area Soccer Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on 30 November 1988, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, Florida Statutes, and there is no discrepancy between the corporation's Constitution and the provisions of these Amended and Restated Articles other than the inclusion of amendments, adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Playground Area Soccer Association, Inc., shall henceforth be as follows:

**ARTICLE I Name**

This Corporation Not for Profit shall be known as the Playground Area Soccer Association, Incorporated, hereinafter referred to as "PASA" or the "Association".

**ARTICLE II Principal Office & Mailing Address**

The principal location of the Association shall be:

31 8th Street  
Shalimar FL 32579

The mailing address of the Association shall be:

P.O. Box 921  
Shalimar FL 32579

**ARTICLE III Purpose**

The Association is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organization that qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Laws).

The Association shall be dedicated to:

- 1) Educating, training and developing youth players, coaches, volunteers and parents,
- 2) Encouraging sportsmanship, fitness, fairness and fun in youth athletics,
- 3) and Fostering and advancing the game of soccer.

#### ARTICLE IV Powers

The Association shall have all of the powers now provided or which may hereafter be provided for not for profit corporations by the laws of the State of Florida, empowered to do all acts and things as from time to time may be necessary or expedient in order to accomplish its general purposes in accordance with these Articles and the By-Laws of the Association with the following limitations within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended:

Section 1. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Association shall be authorized and empowered to pay reasonable fees for services rendered by its directors and employees and to make payments and other distributions in furtherance of the purposes set forth in Article III.

Section 2. Only an insubstantial amount of the activities of the Association shall be in furtherance of a purpose not set forth in Article III.

Section 3. Only an insubstantial amount of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended, unless the Association elects the provisions of § 501(h) of the Internal Revenue Code, as may amended.

Section 4. In no event shall the Association have the power to 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.

#### ARTICLE V Board of Directors

All corporate powers of the Association shall be exercised by or under the authority and control of the Board of Directors.

Section 1. The number and composition of the Board of Directors shall be specified in the By-Laws of the Association. In no event, shall the number of directors be fewer than three.

Section 2. The directors shall be elected in accordance with methods and qualifications specified in the By-Laws. All prospective members of the Board are subject to approval of the Board of Directors.

Section 3. A director may be removed for cause by a vote of two-thirds (2/3) of the members of the Board of Directors in the manner provided for in the By-Laws of the Association.

Section 4. Only directors shall have a vote in meetings of the Association. Unless otherwise specified in these Articles, all motions adopted by the Board of Directors shall require at least a majority vote of all members in good standing of the Board of Directors.

#### ARTICLE VI By-Laws

By-Laws shall be adopted by the Board of Directors to govern the day-to-day operations of the Association. By-laws may be altered, amended or rescinded by the Board of Directors in the manner provided for therein.

#### ARTICLE VII Meetings

The Board of Directors may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the Board of Directors may consider actions through electronic mail provided all members agree to this medium of communication.

#### ARTICLE VIII Duration and Dissolution

The duration of the Association shall be perpetual. In the event of dissolution, the residual assets of the Association will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(C)(3), and 170(C)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or Local Government for exclusive public purpose.

#### ARTICLE IX Indemnification

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every director and every officer of the Association for all expenses and liabilities including attorney fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his or her being or having been a director or officer of the Association provided that he or she conducted himself or herself in good faith and reasonably believed that, in the case of conduct in his or her official capacity with the Association, that his or her conduct was in the best interest of the Association and in all other cases, that his or her conduct was at least not opposed to the best interests of Association.

#### ARTICLE X Registered Agent and Office

The Association shall maintain a Registered Agent to accept service process within the State and to serve in such capacity until a successor is selected and duly designated. The Board of Directors shall file this designation annually with the Department of State pursuant to Section 607.1622, Florida Statutes or corresponding sections of any future law.

#### ARTICLE XI Amendments

The Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3) of the Board of Directors in the manner provided for in the By-Laws of the Association.

IN WITNESS WHEREOF, the undersigned Directors and Officers of Playground Area Soccer Association, Inc. have executed these Amended and Restated Articles of Incorporation effective as of this 27 day of APRIL 2009.

By: [Signature]  
Gregg Thomas  
President

By: [Signature]  
Ian Talbot  
Vice President

By: [Signature]  
Josh Douglas  
Treasurer

The foregoing instrument was acknowledged before me this 27 day of APRIL 2009 by officers of the Playground Area Soccer Association, Inc on behalf of the corporation. The aforementioned individuals are personally known to me and did not take an oath.

By: [Signature]  
\_\_\_\_\_  
Notary Public, State of Florida



#### CERTIFICATION

I, Ian Talbot, Vice President of Playground Area Soccer Association, Inc. hereby certify that the Restated Articles of Incorporation were amended and adopted by the members of the Board of Directors on 27 January 2009, and further certify that after being put to vote, the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto set my seal.

Dated this 27 day of APRIL 2009.

By: [Signature]  
Ian Talbot  
Vice President of Operations  
Playground Area Soccer Association, Inc