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FILE NO.

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JAMES F. HARRINGTON  
ELISABETH D. KOZLOW  
H. HUGH MCCONNELL  
ALBERTO N. MORIS  
SAMUEL A. PERSAUD

February 9, 1996

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

200001712592  
-02/12/96--01074--012  
\*\*\*\*245.00 \*\*\*\*122.50

Re: Articles of Incorporation for  
WESTERN SPORTS CLUB, INC. and WEST BROWARD SOCCER LEAGUE, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation on the above referenced corporations. Also, enclosed please find check in the amount of \$245.00 to cover the fees for filing same.

It is imperative that these Articles be filed as expeditiously as possible. Please provide us with a filed copy of same.

Thank you for your anticipated cooperation in this matter.

Very truly yours,

SIEGFRIED, RIVERA, LERNER,  
DE LA TORRE & SOBEL, P.A.

*Marta M. Iglesias*

for: Oscar R. Rivera

ORR/mmi  
Enclosures

M.M. Iglesias GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT N.P. Directors  
DATE 2/15/96  
DOC. EXAM. SAB

FILED  
96 FEB 12 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*SAB*  
*2/15/96*

**ARTICLES OF INCORPORATION**

**FILED**

**OF**

**96 FEB 12 PM 2:28**

**WEST BROWARD SOCCER LEAGUE, INC. SECRETARY OF STATE  
A FLORIDA NONPROFIT CORPORATION TALLAHASSEE, FLORIDA**

**ARTICLE I**

**CORPORATE NAME**

The name of this corporation is WEST BROWARD SOCCER LEAGUE, INC.

**ARTICLE II**

**CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general educational, athletic and fraternal purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III**

**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV**

**GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of fraternal, educational, athletic and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

## ARTICLE V

### MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than Three (3) person. The number of Directors of the corporation shall be one, provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00 A.M. on December 15th of each year at the office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes or the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

B. Corporate Officers. The Board of Directors shall elect the following officers. President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
FERNANDO RAMIREZ President/Secretary/ Treasurer	308 West Riverbend Drive Ft. Lauderdale, Florida 33326

## ARTICLE VI

### EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers 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 Article IV hereof.

B. No substantial 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 any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE VII

### DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for fraternal, educational, or athletic purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII

##### MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated by the bylaws for this corporation.

#### ARTICLE IX

##### INCORPORATOR

The names and residence addresses of the Incorporators of this corporation are as follows: (a minimum of one (1) only is required)

<u>Name</u>	<u>Address</u>
FERNANDO RAMIREZ	308 West Riverbend Drive Ft. Lauderdale, Florida 33326

#### ARTICLE X

##### AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

#### ARTICLE XI

##### DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to fraternal, educational, and athletic purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

REGISTERED AGENT AND OFFICE

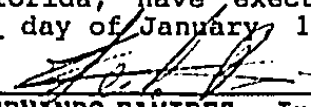
The address of the corporation's registered office shall be SKRLD, INC. and the name of its registered agent at said address shall be 201 Alhambra Circle, Suite 1102, Coral Gables, Florida 33134.

ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 30th day of January 1996.

  
FERNANDO RAMIREZ, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SKRLD, INC. Registered Agent

By: *Oscar R. Rivera*

OSCAR R. RIVERA  
Florida Bar No. 329193

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared and  
FERNANDO RAMIREZ, to me known to be the persons who executed the  
foregoing Articles of Incorporation and they acknowledged to and  
before me that they executed such instrument.

me IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
day of February, 1996.

*Mirta M. Iglesias*  
Notary Public, State of Florida

My Commission Expires:



FILED  
96 FEB 12 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA