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July 18, 1996

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

RE: Articles of Incorporation of  
AUBURNDALE YOUTH SOCCER CLUB, INC.  
Our File No.: 9477

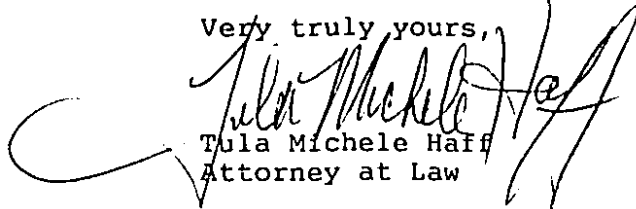
FILED  
JUL 29 PM 4:00  
TALLAHASSEE, FLORIDA

Dear Secretary of State:

Attached you will find an original and one (1) copy of the Articles of Incorporation, and Designation of Registered Agent to be filed with your office. Also enclosed you will find our firm check in the amount of \$35.00 to cover the filing fee for these documents. Please file the Articles of Incorporation and return one stamped copy of the same to my office upon completion. I have also enclosed a postage pre-paid/self-addressed envelope for your convenient return of the stamped copy of same.

If you have any questions, please feel free to contact my office.

Very truly yours,

  
Tula Michele Haff  
Attorney at Law

TMH/djb  
Enclosures

xc: Auburndale Youth Soccer Club, Inc.

W96-15339  
JUL 22 1996 BSB

1025

2295



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 23, 1996

WADDELL AND READY, P.A.  
P. O. BOX 1363  
AUBURNDALE, FL 33823

SUBJECT: AUBURNDALE YOUTH SOCCER CLUB, INC.  
Ref. Number: W96000015339

We have received your document for AUBURNDALE YOUTH SOCCER CLUB, INC. and check(s) totaling \$35.00 of which \$ has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$35.00 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 296A00035392



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

**Florida Department of State, Sandra B. Mortham, Secretary of State**

The corporate fees are as follows:

**CORPORATIONS FILING FEES**

Profit and NonProfit  
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent	
Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

ARTICLES OF INCORPORATION  
OF  
AUBURNDALE YOUTH SOCCER CLUB, INC.  
(a Nonprofit Corporation)

FILED

96 JUL 29 PM 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, acting as incorporators of a nonprofit corporation under Chapter 617, Florida Statutes, do hereby adopt the following Articles of incorporation for such corporation:

ARTICLE I - NAME

The name of this Corporation is Auburndale Youth Soccer Club, Inc.

ARTICLE II - ADDRESS

The mailing address of this corporation shall be: P.O. Box 1749, Auburndale, Florida 33823.

ARTICLE III - PURPOSES

The purposes for which this Corporation is organized are:

(a) to maintain, promote and encourage the growth of youth soccer in Auburndale, Florida;

(b) to engage in any activity or business permitted a not for profit corporation under the laws of the United States and Florida and, although it may have authority under such laws to do certain things, it shall not be authorized to do anything that it would not be permitted to do under Section 501(c)(3) of the Internal Revenue Code and still remain an exempt corporation to which gifts made by individuals are deductible by such donors; and

(c) to exercise all the corporate powers now or hereafter provided by the laws of the State of Florida applicable to corporations not for profit, and specifically including the powers specified in Section 617.021, Florida Statutes, and all amendments thereto, pertaining to corporations not for profit in the State of

Florida, except where the same would cause the Corporation to violate any of the provisions contained in Article VIII.

#### ARTICLE IV - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon filing of these Articles of Incorporation.

#### ARTICLE V - TYPE OF CORPORATION

The corporation shall be a corporation not for profit and shall have neither capital stock nor stockholders.

#### ARTICLE VI - MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors are elected or appointed is by popular vote at an annual general meeting, the date for which will be at the discretion of the Board of Directors. Votes will be counted on the basis of one vote per member.

#### ARTICLE VII - LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

#### ARTICLE VIII - PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Articles of Incorporation:

1) No substantial part of the activities of the Corporation shall ever be to carry on propaganda, or otherwise to attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

2) The Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax laws (the "Code"), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(1) or (2) of the Code.

3) 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; provided, however, 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 this Article.

#### ARTICLE IX - DURATION

The period of duration of the corporation shall be perpetual.

#### ARTICLE X - BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) and up to fifteen (15) members. The number of directors may be increased or decreased from time to time by vote of the members, but in no case shall the number of directors be less than one (1) nor more than fifteen (15).

#### ARTICLE XI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this corporation shall be 906 Flag Court, Auburndale, Florida 33823, and the initial registered agent of this corporation at that address is RALPH HENRY MATHEWS.

#### ARTICLE XII - MEMBERS

The authorized number and qualifications of members of the corporation, and other rights and privileges of members, and their liability for dues or assessments and the method of collection thereof, shall be set forth in the Bylaws. The corporation shall have no more than one class of members. Membership shall not be transferrable.

#### ARTICLE XIII - BYLAWS

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and the members, except that the Board of Directors may not amend or repeal any By-Law adopted by the members if the members specifically provide that the bylaw is not subject to amendment or repeal by the directors.

The By-Laws of the corporation may be made, altered, or rescinded at any annual meeting of the corporation, or at any special meeting duly called for such purpose, upon the affirmative vote of a majority of members existing at the time of and present at such meeting except that the initial By-Laws of the corporation shall be made and adopted by the Board of Directors.

#### ARTICLE XIV - AMENDMENTS

The corporation reserve the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on members are subject to this reservation.

#### ARTICLE XV - DISSOLUTION OF CORPORATION

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for, payment of all debts and liabilities of the corporation, shall be distributed to the Parks and Recreation Department of the City of Auburndale, Florida.

ARTICLE XVI - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is:

Name	Address
RALPH HENRY MATHEWS	906 Flag Court Auburndale, Florida 33823

The Incorporator assigns to the corporation his rights under Section 617.013, Florida Statutes, to constitute a corporation, this assignment becoming effective on the date corporate existence begins.

Ralph H. Mathews  
RALPH HENRY MATHEWS, Incorporator

STATE OF FLORIDA )  
:ss:  
COUNTY OF POLK )

The foregoing Articles of Incorporation of Auburndale Youth Soccer Club, Inc., were acknowledged before me this 17th day of July, 1996, by RALPH HENRY MATHEWS, as Incorporator, and who produced Florida Drivers License as identification. m320-728-61-390-0

Jula Michele Hart  
Notary Public  
Jula Michele Hart  
Printed Name of Notary  
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered agent, in the State of Florida:

1. The name of the corporation is: AUBURNDALE YOUTH SOCCER CLUB, INC.



2. The name and address of the registered agent and office is:

RALPH HENRY MATHEWS, 906 Flag Court, Auburndale, Florida 33823

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

*Ralph H Mathews*  
\_\_\_\_\_  
RALPH HENRY MATHEWS

*7-17-96*  
\_\_\_\_\_  
(DATE)

FILED  
96 JUL 29 PM 4:00  
STATE  
TALLAHASSEE, FLORIDA