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TO: DIVISION OF CORPORATIONS FROM: ANTHONY P. BERNARD
DEPARTMENT OF STATE 16201 SW 95TH AVE.
STATE OF FLORIDA #109
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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

((H96000011569))) NAME: PALACE KICKERS UNITED, INC.
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

PALACE KICKERS UNITED, INC.

WE, THE UNDERSIGNED, DESIRING TO FORM A NON-PROFIT CORPORATION PURSUANT TO CHAPTER 617 OF THE FLORIDA STATUTES, DO HEREBY MAKE, SUBSCRIBE AND ACKNOWLEDGE THESE ARTICLES OF INCORPORATION, AS FOLLOWS:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE: PALACE KICKERS UNITED, INC.

ARTICLE II

THE PRINCIPAL OFFICE OF THE CORPORATION IS TO BE LOCATED AT 19343 S.W. 103 CT., MIAMI FL 33157.

ARTICLE III

THE PURPOSE FOR WHICH THE CORPORATION IS FORMED IS TO ESTABLISH AND MAINTAIN A PLACE FOR RECREATIONAL AND EDUCATIONAL ACTIVITIES FOR THE LOCAL COMMUNITY WITHIN THE MEANING OF SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE.

ARTICLE IV

THE POLICIES AND ACTIVITIES OF THE CORPORATION SHALL BE GOVERNED BY A BOARD OF DIRECTORS. THE DIRECTORS SHALL BE ELECTED IN SUCH A MANNER AS SET FORTH IN THE BY-LAWS OF THE CORPORATION. THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION UNTIL THE FIRST ELECTION ARE AS FOLLOWS:

VALNEY BROWN (PRESIDENT) 20580 S.W. 124 CT. MIAMI FL 33177

RICHARD DAVIS (VICE PRESIDENT) 10389 S.W. 209 ST. MIAMI FL 33189

LEROY HARDING (TREASURER) 10820 S.W. 200 ST. MIAMI FL 33189

JACQUELINE DARLING (SECRETARY) 19343 S.W. 103 CT. MIAMI FL 33157

PREPARED BY: ANTHONY BERNARD
16201 S.W. 95 AVENUE STJ 109
MIAMI FL 33157

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ARTICLE V

THE CORPORATION SHALL BE GOVERNED BY A BOARD CHAIRPERSON, VICE CHAIRPERSON, TREASURER, AND SECRETARY. THE PRESIDENT AND CHIEF EXECUTIVE OFFICER SHALL BE HIRED TO MANAGE THE IMPLEMENTATION OF THE DIRECTIVES SET FORTH BY THE BOARD OF DIRECTORS.

THE OFFICERS OF THE CORPORATION WILL BE ELECTED BY THE BOARD OF DIRECTORS AT LEAST ANNUALLY OR AT SUCH TIMES AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS AND THE BY-LAWS OF THE CORPORATION. THE OFFICERS WHO SHALL SERVE UNTIL THE FIRST ELECTION OR APPOINTED ARE AS FOLLOWS:

ROBIN OUTAR 19343 S.W. 103 CT. MIAMI FL 33157

KEITH MELBOURNE 12107 S.W. 272 TERRACE MIAMI FL 33157

ANTONIO SUTHERLAND 17740 S.W. 112 PLACE MIAMI FL 33157

OWEN HARRIS 10820 S.W. 200 ST. MIAMI FL 33157

ARTICLE VI

THESE ARTICLES OF INCORPORATION AND THE BY-LAWS OF THE CORPORATION MAY BE AMENDED ANY TIME BY NOT LESS THAN TWO-THIRDS OF THE ENTIRE BOARD OF DIRECTORS. SUCH AMENDMENTS TO THESE ARTICLES OF INCORPORATION OR BY-LAWS OF THE CORPORATION MAY BE PROPOSED BY ANY OFFICER OR ANY BOARD MEMBER OF THE CORPORATION.

ARTICLE VII

NOTHING HEREIN SHALL AUTHORIZE THE CORPORATION, DIRECTLY OR INDIRECTLY, TO ENGAGE IN OR INCLUDE AMONG ITS PURPOSES OR ACTIVITIES ANY PURPOSE OR ACTIVITY PROHIBITED UNDER CHAPTER 617 OF THE FLORIDA STATUTES OR CONTRARY TO THE PROVISIONS OF SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1954 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW).

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ARTICLE VIII

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 III HEREOF.

NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE 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 OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE.

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, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE IX

UPON THE DISSOLUTION OF THE CORPORATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION 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

THE NAMES AND ADDRESSES OF THE PERSON (S) SIGNING THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

NAME ROBIN OUTAR

ADDRESS 19343 S.W. 103 CT. MIAMI FL 33157

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IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER (S) HAS EXECUTED
THESE ARTICLES OF INCORPORATION THIS _____ DAY OF _____ 19____

[Signature]

(SEAL)

(SEAL)

STATE OF FLORIDA

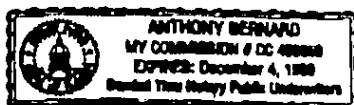
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN
THE STATE AND COUNTY SET ABOVE, PERSONALLY APPEARED ROBIN OUTAR
TO ME WELL KNOWN AND BY ME KNOWN TO BE THE PERSONS WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED TO ME
THAT HE EXECUTED THE SAME FOR THE PURPOSES THEREIN SET FORTH.

IN WITNESS THEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED BY
OFFICIAL SEAL AT MIAMI, IN DADE COUNTY, FLORIDA, THIS 17 DAY OF
August 1998.

MY COMMISSION EXPIRES:

12/4/99



[Signature]
ANTHONY BERNARD, P.A. NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

AUDIT#: H96000011569

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CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

PALACE KICKERS UNITED, INC.
(name of corporation)

PURSUANT TO FLORIDA STATUTES SECTIONS 48.091 AND 607.034, THE FOLLOWING
SUBMITTED: THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE
STATE OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF
INCORPORATION

AT 19343 S.W. 103 CT.


MIAMI FLORIDA 33157

HAS NAMED ROBIN OUTAR

LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

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 FLORIDA LAW IN
KEEPING OPEN SAID OFFICE.



(REGISTERED AGENT)

PREPARED BY:

ANTHONY BERNARD
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MIAMI, FL. 33157
(305) 251-4591

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