

# N97000002742

LEENETTA BLANTON  
3407 W. MORRISON AVENUE  
TAMPA, FL 33629  
PHONE (813) 876-7136

September 17<sup>19</sup>, 1998

BY OVERNIGHT DELIVERY

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Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

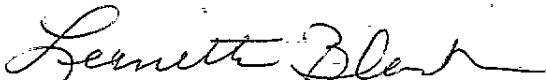
Ref # N97000002742

Thelma Lewis  
Dear Sir or Madame,

Enclosed please find the original and a copy of the Amended Articles of Incorporation and ~~Bylaws~~ for the Tampa Knights Futbol Club, Inc., a nonprofit organization also known as Tampa Knights F.C. Please file the original and return the certified copy as soon as possible. Enclosed is an overnight mail self-addressed, postage paid envelope in which the certified Articles and Bylaws may be returned. Also enclosed is a check in the amount of Fifty and 00/100 Dollars (\$50.00) to cover the costs. We appreciate every effort to return them immediately so that the organization may comply with Internal Revenue Service requirements the deadline for which is imminent. Thank you in advance for your assistance.

Also enclosed is an original signed copy of the minutes for the meeting at which the Articles and Bylaws were changed pursuant to the requirements in same.

Sincerely,



Leenetta Blanton  
Registered Agent

Enclosures

FILED  
SEP 21 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We need to receive this  
on Tuesday, Sept. 22<sup>nd</sup> so we  
can postmark it to IRS on that  
same date. Thank you for your  
assistance. (PD)

Amend

TLL 'SEP 21 1998'

**LEENETTA BLANTON**  
**3407 W. MORRISON AVENUE**  
**TAMPA, FL 33629**  
**PHONE (813) 876-7136**

September 11, 1998

BY OVERNIGHT DELIVERY

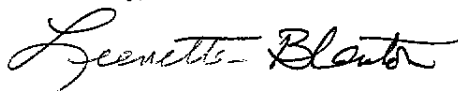
Department of State  
Division of Corporations  
409 East Gaines Street  
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Dear Sir or Madame,

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Also enclosed is an original signed copy of the minutes for the meeting at which the Articles and Bylaws were changed pursuant to the requirements in same.

Sincerely,



Leenetta Blanton  
Registered Agent

Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 16, 1998

LEENETTA BLANTON  
TAMPA KNIGHTS FUTBOL CLUB, INC.  
3407 W. MORRISON AVENUE  
TAMPA, FL 33629

SUBJECT: TAMPA KNIGHTS FUTBOL CLUB, INC.  
Ref. Number: N97000002742

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

A corporation can only incorporate under one name, our records indicate the name of your corporation is as shown above. An Amendment must be filed to make changes in the Articles of Incorporation. Bylaws are not required to be filed with this office, please retain them for your files.

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 898A00046922

**AMENDED**

Articles of Incorporation of

**TAMPA KNIGHTS FUTBOL CLUB, INC.**

**a Florida Non-Profit CORPORATION**

**ARTICLE I**

**Name**

The name of the Corporation shall be Tampa Knights Futbol Club, Inc. and shall be referred to herein as the "Corporation," the "Organization" or the "Club."

**ARTICLE II**

**Principal Office**

The principal office of this Corporation shall be located at 3407 W. Morrison Avenue, Tampa, County of Hillsborough, State of Florida 33629.

**ARTICLE III**

**Purposes**

A. To provide the boys and girls of Tampa with a competitive soccer club which is devoted to the principles of effort and fair play; imparts knowledge, respect, and love for the game; and serves as a vehicle for community outreach.

B. To operate exclusively in any other manner for such charitable and educational 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.

C. To operate within the guidelines established by the Florida Youth Soccer Association (F. Y. S.A.) and the United States Youth Soccer Association.

**ARTICLE IV**

**Prohibited Activities**

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501 (c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization, contributions to which are deductible under Section 172 (e) (2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

No part of the Net Earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payment and distributions in furtherance of the purposes set forth in the purpose clause here of. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE V**

### **Organizational Structure**

Section 1. Divisions - This organization is designed to be a competitive soccer club, which shall manage the affairs of its respective teams, buildings, equipment, fields, and other facilities. The Club will be comprised of both boys and girls teams ages under 9 to under 19. The Club will not be required by its structure to field a team in each age group unless in the opinion of the Board of Directors such a team would be consistent with the competitive nature of the Club.

Section 2. Funds Received - All funds received by any team within the Club shall be deposited in a shoe account which shall be managed by the Treasurer of the Corporation. The corporate account shall require two signatures to issue checks. The Board of Directors shall have final authority for all expenditures of all funds of the Club.

Section 3. Management of the Club - The Board of Directors may appoint officers responsible for the specialized operations of the Club as they deem necessary from time to time. A paid position of Head Trainer is authorized if in the opinion of the Board of Directors the Club can afford such an expenditure and would derive added benefit therefrom.

## **ARTICLE VI**

### **Eligibility**

#### **Section 1. Eligibility**

a. Any person interested in the objectives and purposes of this organization and who agrees to be bound by the Articles of Incorporation and Bylaws thereof and by such rules and regulations as may from time to time be adopted by the Board of Directors of this organization, and is registered as a player in good standing in this organization, or, is a coach registered to coach in this organization, or is a referee qualified to referee in this organization or associated league, or is a volunteer in this organization, is eligible for **REGULAR MEMBERSHIP**. In the case of a player in good standing who is under the age of eighteen (18), one (1) parent or guardian may exercise all rights of membership conferred upon that player.

b. Any person interested in the objectives and purposes of this organization and who agrees to be bound by the Articles of Incorporation and Bylaws thereof and by such rules and regulations as may from time to time be adopted by the Board of Directors of this organization is eligible for **ASSOCIATE MEMBERSHIP**. Associate members shall enjoy all of the privileges of regular membership except the right to vote on any matter and the right to serve on the Board of Directors.

Section 2. Duration - All memberships shall be for one (1) year duration beginning on September 1, or upon registration, whichever is later, and ending on August 31 and shall be required to be renewed

annually by payment of the required registration fees in the case of a player; submission of the required F.Y.S.A. registration application in the case of a coach; or upon completion of the fifth match refereed in the case of a referee.

Section 3. Registration Fees - Registration fees shall be payable in advance at the time of registration in each calendar year and any supplemental dues shall be due within sixty (60) days of notice to members. For new members all dues shall be paid in full before becoming a member. The Board of Directors shall annually set the fee required for the general operation of the Club. The various Directors shall immediately advise the Board of any supplements they wish to add to the basic fee to be charged to players for uniforms or such other purposes as they deem necessary for the proper operation of the Club. The Board shall then determine the registration fee to be charged to each player.

Section 4. Rights of Members. The right of a regular member to vote and all his or her other rights and interest in the organization shall cease on the termination of his or her membership. No member shall be entitled to share in any distribution of the corporate assets upon the dissolution of the organization's corporate structure.

## **ARTICLE VII**

### **Membership Meetings**

Section 1. Annual Meeting - The membership may, but shall not be required to hold annual meetings on a day in March, April, or May to be set annually by the President, each Year at the Principal office of the Corporation, or at such other place or places may be determined by the President. The date, time and place shall be set by the Board of Directors. Notice of such meeting shall be given to all, officers and directors by posting notice of said meeting at be playing fields at least two consecutive Saturdays prior to the date of the meeting.

Section 2. Special Meetings - Special meetings of the members may be called at any time by the President or by a majority of the of the Board of Directors. Such meeting must be called by the President upon receipt of the written request of one-third of the regular members. Notice shall be given in the same manner as that required for the annual meeting.

Section 3. Quorum - At any meeting of the members, the presence of a majority of the members entitled to vote in person shall be necessary to constitute a quorum for all purposes, and the act of those present at a meeting in which there is a quorum shall be the act of the entire membership, except as may be otherwise provided for by statute.

Section 4. Voting Rights - All regular members present at any meeting, in person, shall be entitled to vote on any matters before the meeting. All elections and questions to be decided at any meeting shall be by majority vote.

## **ARTICLE VIII**

### **Board of Directors**

Section 1. General Management - The general management of the affairs of the organization shall be vested in the Board of Directors who shall be elected by position, except the immediate past president who shall be a member of the Board automatically upon the election of a new President.

Section 2. Number of Directors - The number of directors shall be nine. The Board of Directors shall consist of the following positions: President, Vice President, Secretary, Treasurer, five at-large members one of whom shall be the immediate past President. Each of the at-large Board members shall be responsible for using as one of the following positions: Director of Coaches and Referees, Director of Soccer Operations, Director of Sponsors and Fund Raising, Director of Fields and Scheduling, and Director of Communications and Marketing. No person may hold more than one position, except in the case of a temporary appointment to fill a vacancy.

Section 3. Election of Directors - The Board of Directors shall be elected by position by all regular members of the organization by ballot on the first and second Saturday in February, or such other times as the Board of Directors may set during the months of January, February or March of each year using the following procedure:

Nominations shall be accepted from all regular members up to one week prior to the first date set for the election. Ballot shall be printed showing said nominations along with a space for a write in vote.

- b. Ballots shall have identification affixed showing such information as the Board of Directors deem appropriate to insure that the ballot is being cast by a regular member in good standing.
- c. Ballots shall be mailed and/or hand delivered to each coach, referee, or in the case of a player, to the player or either his or her parent or guardian.
- d. There shall be only one vote for each player, coach or referee and, in the case of a player who is under the age of eighteen, his/her vote may be cast by either parent or a guardian, so long as no more than one vote is cast per player registered.
- e. Ballots received without the identification described above affixed or with identification which has been defaced or is unreadable shall be discarded and not counted.
- f. Persons receiving a majority of the votes cast for that position shall be declared the winner.



- g. The date of the election shall be declared and all members notified of same a minimum of one month prior to the date of the election.

**Section 4. Duties and Powers of Directors - The Board of Directors shall have the authority to:**

- a. hold meetings at times and places as may be deemed proper and necessary,
- b. admit, suspend or expel members,
- c. appoint committees on particular subjects from members of the board or from members of the organization,
- d. audit bills and disburse funds of the organization,
- e. print and circulate documents and publish articles,
- f. carry on correspondence and communicate with other associations with the same or other interests,
- g. appoint officers and employ agents,
- h. the objectives of the organization and protect the interests and welfare of its members,
- i. remove any or all of the officers of the organization with due cause prior to the termination date of such office,
- j. elect substitute directors in the event any director resigns or is removed from office prior to the termination date of such office,
- k. terminate the contract of any firm, individual or other entity employed by the organization to perform any and all nature of services to the organization,
- l. establish rules and regulations for competitions under its jurisdiction or for any other purposes to further the purposes of the organization,
- m. approve or disapprove any coach of the Club,
- n. promulgate and publish rules and regulations for the Club,
- o. do any and all such other acts necessary to promote the interests of the members and the purposes of the organization,
- p. to use and disburse funds from the Club's endowment if applicable, for the betterment of the Club consistent with its non-profit status.

**ARTICLE IX**

**Meetings of the Board of Directors**

**Section 1. Annual Meetings -** The annual meeting of the Board of Directors shall be held in either the month of March, April, or May, each year at a date, time and place as may be determined by the President and to be set at the discretion of the President. Any other references herein to the annual meeting shall now mean the meeting which is held some time between March 1 and May 31 each year.

**Section 2. Regular Meetings -** Regular meetings shall be held from time to time, as necessary, as set by the President, but at least monthly on the third Tuesday of each month from September through February. The date, time and place shall be set by the President and notice of such meetings shall be

communicated to each member of the board at his or her last known address or by telephone or in person.

Section 3. Quorum, Voting - Five members of the Board of Directors, including a minimum of two officers shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the directors present shall be the act of the Board of Directors at any annual, or regular meeting,

Section 4. Resignation, Removal, Termination Of Office - Any director may resign by giving written notice of such resignation to the Board of Directors. Any one or more of the directors may be removed with cause at any time by the Board of Directors in the same manner set forth for voting on any issue hereinabove.

Section 5. Eligibility for Membership - only regular members in good standing shall be qualified to become members of the Board of Directors.

Section 6. Term of Office of Directors - All directors shall be elected at the annual meeting for a term of one year or until the next annual meeting. The directors' terms shall commence immediately following the election at the annual meeting each year.

Section 7. Voting of Directors - Each director shall have one vote and must be physically present at any meeting in order to vote.

Section 8. Compensation and Liability of Directors - Directors of the Corporation shall receive no compensation for their services and shall not be personally liable for its debts, liabilities, or other obligations,

## ARTICLE X Officers

Section 1. Designation - The officers of the corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, a Director of Coaches and Referees, a Director of Soccer Operations, a Director of Sponsors and Fund Raising, a Director of Fields and Scheduling, a Director of Communication and Marketing, and such other officers as the Board shall appoint from time to time.

Section 2. Duties of Officers -

a. President - It shall be the duty of the President as the chief executive officer to preside at all meetings of the members and Board of Directors. He or she shall be a member of the Board of Directors. He or she shall have the power to appoint Chairman of all Committees. He or she shall call all regular and special meetings when deemed necessary. He or she shall have the power to sign all contracts and any other obligations on behalf of the Corporation approved by the Board of Directors. He or

she shall be authorized to sign checks on the Corporation's bank account. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the Board of Directors.

b. Vice President - The Vice President shall be a member of the Board of Directors and shall act as the head registrar of the Club and shall coordinate and approve the activities of the assistant registrars which he or she may appoint from time to time. The Vice President will be in charge of membership issues. He or she shall be the Club's liaison with the Florida Youth Soccer Association, and will be charged with league rule compliance and team compliance with Club rules. The Vice President shall have check signing authority.

c. Secretary - The Secretary shall be a member of the Board of Directors. He or she shall take and keep the notes of all meetings of the membership and Board Directors. He or she shall receive and file all written reports, handle all correspondence of the Corporation as directed by the President or Vice President, order and maintain all supplies as from time to time may be required.

d. Treasurer - The Treasurer shall be a member of the Board of Directors. The Treasurer shall receive and deposit all funds in the name of the Corporation in a bank approved by the Board of Directors. He or she shall make checks for the disbursement of funds and have signing authority on the Club account. Current financial records shall be maintained at all times. The Treasurer shall report the financial condition of the corporation at annual meetings and as directed by the President. He or she shall maintain separate and distinct accounting for the teams within the Club, and shall disburse funds and maintain balances separately for each when necessary.

e. Director of Coaches and Referees - The Director of Coaches and Referees shall be a member of the Board of Directors. He or she shall coordinate, assign, schedule, and oversee the training of all coaches necessary to the Club's operation. He or she shall also coordinate, assign, and schedule referees necessary to hold all games for the Club. He or she will be the primary liaison with the District Referee Administrator.

f. Director of Soccer Operations - The Director of Soccer Operations shall be a member of the Board of Directors. He or she shall be responsible for all aspects of the soccer program of the Club. He or she may appoint such other officials as he or she deems necessary to operate the soccer program of the Club. He or she will be the primary liaison with the Head Trainer when applicable.

g. Director of Fields and Scheduling - The Director of Fields and Scheduling shall be a member of the Board of Directors. He or she have the overall supervision of fields, equipment, buildings and supplies of the organization, and be responsible for the usage and maintenance schedule of the fields. He or she shall supervise Field Coordinators that he or she may appoint from time to time.

h. Director of Sponsors and Fund Raising - The Director of Sponsors and Fund Raising shall be a member of the Board of Directors. He or she will coordinate fund raising activities and spearhead sponsorship efforts of the Club.

i. Director of Communications and Marketing - The Director of Communications and Marketing shall be a member of the Board of Directors. He or she will be responsible for all newsletters to the membership and all marketing efforts of the Club. He or she shall work with the Director of Sponsor and Fund Raising to assure Club sponsors receive proper recognition in Club publications.

j - Other officers - The duties, titles, and number of other officers shall be determined by the Board of Directors and shall be appointed by the Board of Directors. Other officers may be members of the Board of Directors if so determined by a majority of the Board.

Section 3. Reports of officers - All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined herein and those assigned by the President from time to time and shall deliver to their successors all official materials in their possession within thirty (30) days following the election of their successors.

Section 4. Compensation of officers - The officers of the corporation shall receive no Compensation for their services but may be reimbursed for any authorized expenditures made on behalf of the Corporation.

## **ARTICLE XI**

### **Bylaw or Charter Amendment**

Section 1. Articles of Incorporation - The Articles of Incorporation of this corporation may be amended, repealed or altered in whole or in part by a majority vote at any duly authorized meeting of the members at which a quorum is present. Notice of the proposed change shall be given by posting notice of said change at the playing fields at least two consecutive Saturdays prior to the date of the meeting if said meeting is set for any time between December 1 and February 15, otherwise, notice shall be mailed to each member at his or her last known address or hand delivered at least ten (10) days prior to the time and date of the meeting which is to consider and vote on such change or amendment. The proposed change or amendment to the Articles of Incorporation shall, prior to notice being given of such meeting, be ratified and approved by a majority vote of the Directors present at such Board of Directors meeting. Only those present may cast their vote on the action before such meeting.

Section 2. Bylaws - The Bylaws of this Corporation may be initially adopted, amended, or altered by an affirmative vote of at least three-fourths (3/4) of the Board of Directors at a special meeting of the Board of Directors at which a quorum is present. Notice of the meeting and the proposed change shall be mailed to each director at his or her last known address or hand delivered at least ten (10) days prior to the time and date of the meeting which is to consider and vote on such change or amendment. Notice of the special Board of Directors meeting and the subject thereof shall be posted on at least two successive Saturdays the playing fields. Copies of any proposed changes to the Bylaws shall be made available for inspection by any member in good standing of the organization upon request.

Section 3. Notice to Authorities - Upon approval and ratification of such amendment to the Bylaws or Articles of Incorporation as set forth above, the Secretary shall thereupon proceed to prepare and see to the filing of any document required by any governmental authority.

## **ARTICLE XII**

### **Parliamentary Authority**

Roberts Rules of order, as amended, shall govern the Board of Directors, Officers and members in all cases to which they are applicable, provided, however, that they do not conflict with the Bylaws or Articles of Incorporation of the Corporation, or with the laws of the State of Florida.

## **ARTICLE XIII**

### **Fiscal Year**

The fiscal year of the Corporation shall be by calendar year.

## **ARTICLE XIV**

### **Seal**

The corporation may, but is not required to, have a seal of such design as may be approved by the Board of Directors.

## **ARTICLE XV**

### **Distribution of Assets**

Upon dissolution, liquidation and winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation as outlined in the Articles of Incorporation. Any 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 the purposes and to such organizations as outlined in the Articles of Incorporation as such Court shall determine.

## **ARTICLE XVI**

### **Indemnification**

The Corporation may be empowered to indemnify any officer or director, or any former officer or director, by a majority vote of a quorum of directors, or by a majority vote of a quorum of members, who were not parties to such action, suit or proceeding in the manner provided in Section 607.014

of the Florida Statutes, as amended- If such indemnification is authorized by the directors or expenses incurred in defending such civil or criminal or administrative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding in the manner described in Subsection 5 of Section 607.014 of the Florida Statutes, as amended, upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless he or she is found to be entitled to such indemnification.

## **ARTICLE XVII**

### **Contracts, Checks, Deposits**

Section 1. Contracts - The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or to execute and deliver any contract or document on behalf of the Corporation, which authority may be general or specific.

Section 2. Deposits - All funds received by the corporation shall be deposited to the credit of the Corporation in such banks or other depositories as may be approved and authorized by the directors.

Section 3. Checks - All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of the Corporation shall be signed by such officers or agents as shall from time to time be designated and determined by the Board of Directors. All checks must be signed by two persons. Unless otherwise authorized, such instruments shall be signed by any two of the following: the Treasurer, the President and the Vice President.

## **ARTICLE XVIII**

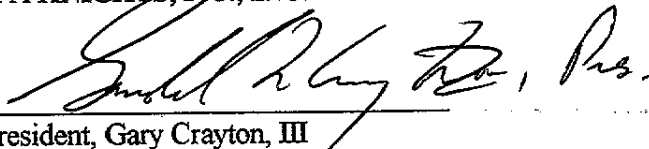
### **Records**

The Corporation shall maintain correct and proper books and records and shall keep minutes of all meetings of the members and the Board of Directors, in the possession of the Secretary. All such records may be inspected by any director, member, or the agent or attorney of either, or any proper person, at any reasonable time.

The original Bylaws adopted and dated April 15, 1997, are hereby superceded by these Amended Bylaws.

ADOPTED AND AMENDED the 3<sup>rd</sup> day of September, 1998.

TAMPA KNIGHTS, F.C., INC.

BY:  Pres.  
President, Gary Crayton, III

DATE: 9/9/98

# **TAMPA KNIGHTS F.C., INC.**

3407 W. Morrison Avenue  
Post Office Box 10007  
Tampa, FL 33679-0007

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Phone (813) 879-4073 or 872-1994  
Fax (813) 870-3026

## **Tampa Knights F.C., Inc. Board Meeting September 3, 1998**

### **Minutes**

The meeting was called to order by President Gary Crayton at approximately 7:45 p.m. after due notice to all members of the Board. A quorum was present as the following members were in attendance: Gary Crayton, Sandy Grizzard, Mark Hammer, Blain Jesse, Randy Scott, Sybil Samaha, and Steve Griggs. The attached proposed changes to the Articles and Bylaws were approved as presented by a unanimous vote of those present which constituted a 3/4 majority as required by the Bylaws. There being no other business the meeting was adjourned at approximately 8:45 p.m.

Respectfully submitted by,

  
Gary Crayton, President