

N97000002742

CRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

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00 NOV -7 PM 4:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: CINDY HICKS

400003420224--8

DATE:

10-10-00

-10/10/00--01014--019

\*\*\*\*\*43.75 \*\*\*\*\*43.75

REF. #:

0163.13358

Restated  
Articles

CORP. NAME:

Tampa Knight Futbol Club, Inc

( ) ARTICLES OF INCORPORATION

☒ ARTICLES OF AMENDMENT

( ) ARTICLES OF DISSOLUTION

( ) ANNUAL REPORT

( ) TRADEMARK/SERVICE MARK

( ) FICTITIOUS NAME

( ) FOREIGN QUALIFICATION

( ) LIMITED PARTNERSHIP

( ) LIMITED LIABILITY

( ) REINSTATEMENT

( ) MERGER

( ) WITHDRAWAL

( ) CERTIFICATE OF CANCELLATION

( ) UCC-1

( ) UCC-

( ) OTHER:

RECEIVED  
00 OCT 10 AM 9:58  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 9041 FOR \$

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

( ) CERTIFIED COPY

( ) CERTIFICATE OF GOOD STANDING

☒ PLAIN STAMPED COPY

☒ CERTIFICATE OF STATUS

Examiner's Initials

DR  
10:00 10/10/00  
\*00789, 00512, 02209, 00672



File 2nd

FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 10, 2000

CCRS  
103 N. Meridian St.  
Lower Level  
Tallahassee, FL 32301

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

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

We have received your document for TAMPA KNIGHTS FUTBOL CLUB, INC.  
and your check(s) totaling \$43.75. However, the enclosed document has not  
been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The total amount due to reinstate is \$750.00.

If you have any questions concerning the filing of your document, please call  
(850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 600A00053450

00 NOV -6 AM 10:40

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

TO DEPARTMENT OF  
SUFFICIENCY OF FILING

00 NOV 14 AM 10:59

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 OCT 10 PM 3:16

RECEIVED

**RESTATED ARTICLES OF INCORPORATION  
OF  
TAMPA KNIGHTS FUTBOL CLUB, INC.  
(A CORPORATION NOT-FOR-PROFIT)**

The undersigned Board of Directors of the TAMPA KNIGHTS FUTBOL CLUB, INC. hereby restate to the Articles of Incorporation of the Tampa Knights Futbol Club, Inc. hereby associate a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617).

**ARTICLE I  
NAME AND ADDRESS**

The name of the Corporation is TAMPA KNIGHTS FUTBOL CLUB, INC. The principal office (and mailing address) is located at 3106 Oaklyn Ave., Tampa, Florida. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**ARTICLE II  
NATURE OF BUSINESS**

The purposes for which the Corporation is formed are exclusively charitable or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"). In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

**ARTICLE III  
POWERS**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

**ARTICLE IV  
MEMBERSHIP**

The membership of this Corporation shall be limited to the members of the Board of Directors and such other persons as from time to time may become members as set forth in the Bylaws.

**ARTICLE V  
TERM OF EXISTENCE**

The date when corporate existence commenced upon the date of filing of the original Articles of Incorporation in the office of the Secretary of State of the State of Florida and the Corporation shall have perpetual existence thereafter.

**ARTICLE VI  
INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is as follows:

NAME	ADDRESS
GARY CRAYTON III	3106 OAKLYN AVE. TAMPA, FLORIDA

**ARTICLE VII  
OFFICERS**

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

NAME	TITLE
Gary Crayton III	President
Tamela T. Roehn	Secretary
Frank Sienkiewicz	Vice President
Pam Menendez	Treasurer

**ARTICLE VIII  
DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The

names and addresses of the Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

NAME	ADDRESS
Gary Crayton III	3106 Oaklyn Ave., Tampa, Florida
Tamela Roehn	4422 Culbreath Ave., Tampa, Florida
David Bayne	3003 San Jose St., Tampa, Florida

#### **ARTICLE IX**

##### **REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation is Gary Crayton III and the name of the initial registered agent at such address is 3106 Oaklyn Ave., Tampa, Florida.

#### **ARTICLE X**

##### **BYLAWS**

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

#### **ARTICLE XI**

##### **AMENDMENTS**

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two-thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

#### **ARTICLE XII**

##### **LIMITATIONS ON ACTIONS**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) 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 activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or

assets to any members, Directors or officers, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

(a) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(b) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(c) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

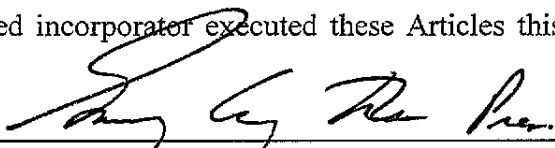
(d) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or

(e) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

### **ARTICLE XIII DISSOLUTION**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the court of common pleas 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.

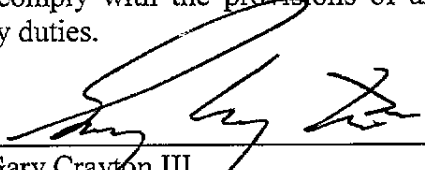
**IN WITNESS WHEREOF**, the undersigned incorporator executed these Articles this 6th day of September, 2000.

  
\_\_\_\_\_  
Gary Crayton III, ~~INC.~~, President

### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: September 6, 2000

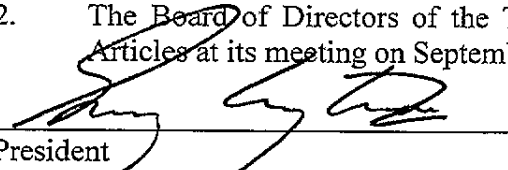
  
\_\_\_\_\_  
Gary Crayton III  
Registered Agent

FILED  
00 NOV -7 PM 4:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JA


## CERTIFICATE

Concerning Restatement of the Articles of Incorporation of the Tampa Knights Futbol, Club.

1. The attached Restated Articles of Incorporation of Tampa Knights Futbol, Inc. do not contain an amendment to the articles requiring member approval.
2. The Board of Directors of the Tampa Knights Futbol Club, Inc. adopted the restated Articles at its meeting on September 6, 2000.

  
\_\_\_\_\_  
President

September 6, 2000

  
\_\_\_\_\_  
Secretary

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