

N97000004889



A LIMITED LIABILITY PARTNERSHIP  
CONSISTING OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AT LAW

H. EDWARD DEAN OF COUNSEL  
JONATHAN S. DEAN P. A.  
SUSAN E. DEAN P. A.  
DAVID E. MIDGETT P. A.  
ALBERT J. VIDAL P. A.

MAILING ADDRESS:  
230 N.E. 25TH AVENUE  
OCALA, FLORIDA 34470-2938

October 28, 1997

OFFICES IN:  
BEVERLY HILLS (352) 746-0700  
LEESBURG (352) 365-2700  
OCALA (352) 368-2800  
FAX: (352) 867-5787  
TOLL FREE: 1-800-651-9646  
E-MAIL: dean@atlantic.net

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

RE: Ocala Toros Soccer Club, Inc.

100002347111--2  
-11/14/97-01013-014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

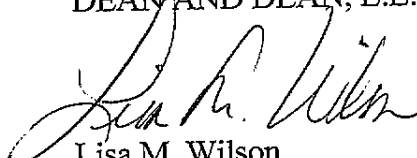
Dear Sirs:

Enclosed please find our firm's check in the amount of \$35.00 representing the filing fee for the enclosed Amended Articles of Incorporation. I have also enclosed a copy of the Articles to be returned marked "Filed."

If you have any questions regarding the aforementioned, please do not hesitate to contact me.

Very truly yours,

DEAN AND DEAN, L.L.P.

  
Lisa M. Wilson  
Legal Assistant

/lmw  
Enclosures

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FILED  
97 NOV -3 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Lisa M. Wilson authorized  
to change heading and  
to add approval by members*

*Amendment  
HFT  
11-12-97*



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Secretary of State  
Division of Corporations  
ATTN: Louise Jackson  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

RE: Ocala Toros Soccer Club, Inc.

Dear Louise:

Pursuant to our telephone conversation of this date, enclosed please find our firm's check in the amount of \$35.00 to cover the cost of filing Amended Articles of Incorporation of the afore-referenced corporate. As I indicated to you on the telephone, I inadvertently mailed out the amendment without the check.

Thank you for your cooperation in this matter. If you have any questions regarding the aforementioned, please do not hesitate to contact me.

Very truly yours,

DEAN AND DEAN, L.L.P.

Lisa M. Wilson  
Legal Assistant

/lmw  
Enclosures

\\TRSECSTATE\ART

ARTICLES OF AMENDMENT  
TO

FILED

97 NOV -3 AM 11: 57

ARTICLES OF INCORPORATION  
OF  
**OCALA TOROS SOCCER CLUB, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA NONPROFIT CORPORATION

ARTICLE I

Corporate Name

The name of this corporation is **OCALA TOROS SOCCER CLUB, INC.** The corporation's principal office address is 2815 Southeast 23<sup>rd</sup> Avenue, Ocala, Florida 34471.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

Purposes

The primary purpose for which this corporation is formed is to establish a youth soccer league. Notwithstanding any other provision of this document, the organization shall

not carry on any other activities not permitted to be carried on (1) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## 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. The number of Directors of the corporation shall be four (4), provided, however, that such number may be changed by bylaw duly adopted by the members. In no case shall the number of members of the Board of Directors be less than three (3).

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.

The 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 2815 Southeast 23<sup>rd</sup> Avenue, Ocala, Florida 34471 on August 1st of each year at 7:00 p.m., or at any such other time or place 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 of 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 document 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 Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

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Ted Strawbridge	P.O. Box 3101 Ocala, Florida 34478-3101
Don Raymond	4301 Southeast 46 <sup>th</sup> Street Ocala, Florida 34480
Dana Yonge	600 Southeast 40 <sup>th</sup> Avenue Ocala, Florida 34471
Liz Malkin	1311 Southeast 52 <sup>nd</sup> Court Ocala, Florida 34471

(b) Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the bylaws 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:

President	Ted Strawbridge
Vice President	Don Raymond
Secretary	Dana Yonge
Treasurer	Liz Malkin

## ARTICLE VI

### Earnings and Activities of the 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, 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 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 federal tax code, or shall be distributed to the federal government, or to a 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 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 VIII

### Membership

The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

## ARTICLE IX

### Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

Ted Strawbridge

P.O. Box 3101  
Ocala, Florida 34478-3101

Don Raymond

4301 Southeast 46<sup>th</sup> Street  
Ocala, Florida 34480

Dana Yonge

600 Southeast 40<sup>th</sup> Avenue  
Ocala, Florida 34471

Liz Malkin

1311 Southeast 52<sup>nd</sup> Court  
Ocala, Florida 34471

#### ARTICLE X

##### Amendment of Bylaws

Subject to the limitations contained in the Bylaws, 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, Bylaws of this corporation may be made, altered, rescinded, added to or new Bylaws may be adopted either by a resolution of the Board of Directors, or by following the procedures set forth therefor in the Bylaws.

#### ARTICLE XI

##### Dedication of Assets

The property of this corporation is irrevocably dedicated and no part of the net income or net 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 219 Southeast 54<sup>th</sup> Court, Ocala, Florida 34471 and the name of its registered agent at said address shall be **TED STRAWBRIDGE**.

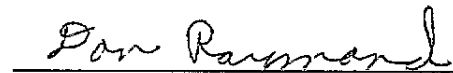
ARTICLE XIII

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.

We, the undersigned, being the subscribers and incorporators 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 on this 17<sup>th</sup> day of October, 1997.  
The amendment was adopted by the members on October 17, 1997.

  
TED STRAWBRIDGE, PRESIDENT

  
DON RAYMOND

  
DANA YONGE

  
LIZ MALKIN

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 17<sup>th</sup> day of October, 1997 by **TED STRAWBRIDGE**, who is personally known to me or has produced \_\_\_\_\_ as identification.

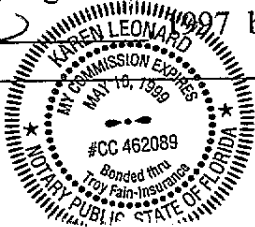
  
NOTARY PUBLIC





STATE OF FLORIDA  
COUNTY OF MARION

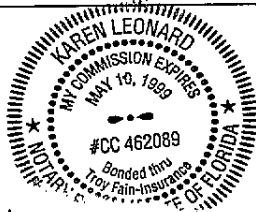
The foregoing instrument was acknowledged before me on the 17<sup>th</sup> day of October, 1997 by DON RAYMOND, who is personally known to me or has produced \_\_\_\_\_ as identification.



Karen Leonard  
NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF MARION

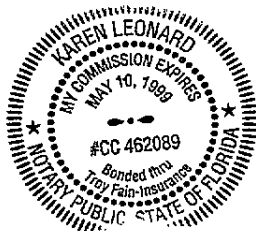
The foregoing instrument was acknowledged before me on the 17<sup>th</sup> day of October, 1997 by DANA YONGE, who is personally known to me or has produced \_\_\_\_\_ as identification.



Karen Leonard  
NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 17<sup>th</sup> day of October, 1997 by LIZ MALKIN, who is personally known to me or has produced \_\_\_\_\_ as identification.



Karen Leonard  
NOTARY PUBLIC