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LANDT, WIECHENS, TROW & LaPEER

A Partnership Including Professional Associations

FREDERICK E. LANDT, III
EUGENE A. WIECHENS, P.A.
CHESTER J. TROW, P.A.
RUSSELL W. LaPEER, P.A.*

ATTORNEYS AT LAW
POST OFFICE BOX 2045
OCALA, FLORIDA 34478

OCALA OFFICE
445 N.E. 8TH AVENUE
OCALA, FLORIDA 34470
Telephone (352) 732-8622
Telecopier (352) 732-1162

BELLEVUE OFFICE
5709 S.E. ABSHIER BLVD.
BELLEVUE, FLORIDA
Telephone (352) 245-5184
Telecopier (352) 245-9808

File No.

239.09796

April 28, 1998

* Board Certified: Civil Litigation and
Business Litigation
Also Admitted to District of Columbia
Certified Mediator

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

Re: **BIG SUN YOUTH SOCCER LEAGUE, INC. AND**
BIG SUN YOUTH SOCCER LEAGUE TRAVEL, INC.

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Incorporation of Big Sun Youth Soccer League Travel, Inc., and our check made payable to your order in the amount of \$122.50, representing filing fee (\$35.00), Registered Agent Designation (\$35.00), and one certified copy (\$52.50). Also enclosed is the original and one copy of Amended Articles of Incorporation for Big Sun Youth Soccer League, Inc., and a check in the amount of \$35.00 to cover the filing fee.

give to amendment section 4/30/98

If you find these items to be in proper order, I would appreciate your returning the enclosed copies to me as certified copies as soon as possible after the originals are filed.

Yours sincerely,

Russ LaPeer

Russell W. LaPeer
For the Firm

RWL:am

Enclosures: As Identified Above

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 PM 2:55

5-1-98

ARTICLES OF INCORPORATION

of

BIG SUN YOUTH SOCCER LEAGUE TRAVEL, INC.

(a Florida Corporation Not for Profit)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 PM 2:55

ARTICLE I - NAME

The name of this Corporation is BIG SUN YOUTH SOCCER LEAGUE TRAVEL, INC. The Principal place of business 445 N.E. 8th Ave., Ocala, Fl. 34470.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized exclusively for the purposes of fostering, advancing, educating, training, and providing opportunities for experience in the sport of soccer at the highest competitive levels, including tournaments and inter-league or inter-organization competitions, for, and amongst, youth (under 19 years of age) within the jurisdiction of the Corporation to the extent, and solely to meet, those religious, charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986; and no other activities than those permitted under Section 501(c)(3) shall be carried out by the Corporation.

ARTICLE IV - STOCK & STOCKHOLDERS

The sole stockholder of the Corporation is its subscriber and parent, Big Sun Youth Soccer League, Inc. The total number of shares of stock which this Corporation shall have to issue is 100 shares of common stock, with a par value of 1.00 per share., with a total, aggregate par value of \$100. Each share of authorized stock which is initially sold

shall be fully paid for before the corporation begins transaction of business.

**ARTICLE V - REGISTERED AGENT;
DESIGNATION & ACCEPTANCE**

The name of the registered agent of this Corporation is Russell W. LaPeer, at 445 N.E. 8th Avenue, Ocala, Florida 34470; and he has signed these Articles of Incorporation to indicate his acceptance and agreement to act in this capacity as contemplated by Fla. Stat. § 607.0501 (1997).

I hereby accept the appointment as Registered Agent of Big Sun Youth Soccer League Travel, Inc., and agree to act in that capacity.

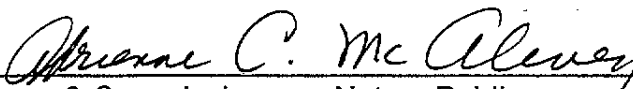


Russell W. LaPeer, Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 PM 2:56

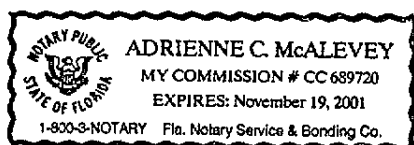
STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, on this 28 day of April, 1998, personally appeared Russell W. LaPeer, as Registered Agent of Big Sun Youth Soccer League Travel, Inc., to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.



Name & Commission no., Notary Public

SEAL/STAMP



ARTICLE VI - DIRECTORS

The business, activities, and purposes of the Corporation shall be governed by a Board of Directors. The number of Directors may be increased from time to time in accordance with the Bylaws, but shall never be less than three (3). Immediately after the initial incorporation and filing of the original articles of incorporation of the Corporation, members of the first Board of Directors shall be elected in accordance with the Bylaws of the Corporation. Those directors shall hold office until their successors are duly elected and qualified, in accordance with the Bylaws of the Corporation. Until election of the first Board of Directors of the Corporation, its affairs and activities shall be managed and conducted by its shareholder-incorporator, Big Sun Youth Soccer League, Inc.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of the Corporation, in accordance with the conditions set forth in the Bylaws of the Corporation.

ARTICLE VIII - OFFICERS

There shall be a President, Vice President, Secretary, Treasurer, and Registrar of the Corporation and such other, additional officers as the Directors may from time-to-time designate, pursuant to the Bylaws of the Corporation. The office positions as hereinabove stated may be modified by the Directors in accordance with the Bylaws of the Corporation.

The Board of Directors shall, at its initial meeting, elect a President, Vice President, Treasurer and Secretary (as well as such other officers as the Board, from time

to time, shall designate in accordance with the Bylaws of the Corporation). Until the first Board of Directors meeting and until officers are selected thereat, each of the following persons shall hold the below-designated office until his successor is elected and qualified:

President	Michael Sisto
Vice President	Paul Camargo
Secretary	Terry Kirchoffer
Treasurer	Kathy Stracuzzi

ARTICLE IX - MEMBERS

The Corporation shall have 2,500 members. Members of the Corporation will be required to meet the following qualifications.

Each individual member shall be:

1. A registered player, as determined by the Bylaws, Rules and Regulations of the Corporation; or
2. A coach, assistant coach, referee or team manager, as determined by the Bylaws, Rules and Regulations of the Corporation and registered with the Florida State Youth Soccer Association, or the American Youth Soccer Organization, as the Bylaws of the Corporation shall determine.

Persons meeting such qualifications will be admitted in the following manner:

1. A registered player of the Florida State Youth Soccer Association, or the American Youth Soccer Organization, as the Bylaws of the Corporation shall determine, may be admitted upon filing with the Corporation a completed application with his or her signature and signature of a parent or guardian, the registration fee, and any other

photographs and/or documentation of birth as may be required pursuant to the Rules and Regulations of the Corporation, and of the Florida State Youth Soccer Association, or the American Youth Soccer Organization, as the Bylaws of the Corporation shall determine.

2. A coach, assistant coach, or team manager registered with the Florida State Youth Soccer Association, or the American Youth Soccer Organization, as the Bylaws of the Corporation shall determine, may be admitted upon filing with the Corporation a completed registration form as may be required pursuant to Rules and Regulations of the Corporation, and of the Florida State Youth Soccer Association, or the American Youth Soccer Organization, as the Bylaws of the Corporation shall determine, together with any other fees or documentation which may be required for registration.

Membership may be terminated in the manner provided by the Corporation's Constitution, Bylaws, or Rules and Regulations. Unless otherwise provided in the Corporation's Constitution, Bylaws, or Rules and Regulations, all the rights and privileges of a member shall cease on termination of membership.

ARTICLE X - INCORPORATOR

The name and residence address of the subscriber of these Articles of Incorporation are as follows: Big Sun Youth Soccer League, Inc., c/o 445 N.E. 8th Avenue, Ocala, Florida 34471

ARTICLE XI - CONDUCT OF CORPORATE AFFAIRS

Except for those powers accorded to the Members of the Corporation, the management and control of the Corporation shall be vested in a board of directors of not less than three (3) members as provided by the Bylaws of the Corporation, said board to

be elected by a majority vote of the Board of Directors of Big Sun Youth Soccer League, Inc., the Stockholder-Incorporator of this Corporation, at the regular meeting of the Board of Directors of said Stockholder-Incorporator. The board of directors of this Corporation shall conduct, manage, and control the business and affairs of this Corporation in accordance with the Corporation's Constitution, Bylaws, and Rules and Regulations, and consistent with the provisions of section 501(c)(3) of the Internal Revenue Code. Each member shall be entitled to one vote upon any matter calling for a vote of the members. Each director shall be entitled to one vote upon any matter calling for a vote of the directors. There shall be no cumulative voting.

Each member of this Corporation's board of directors may be removed from office, with or without cause, pursuant to the terms and conditions contained in the Bylaws of this Corporation, or notwithstanding by a vote of not less than 75% of the Board of Directors of Big Sun Youth Soccer League, Inc., the Stockholder-Incorporator of this Corporation, at a meeting of the Board of Directors of the Shareholder-Incorporator, Big Sun Youth Soccer League, Inc., for which notice includes the specific statement that one of the purposes for the meeting is to consider the removal of each director to be removed.

Any director who is removed from office shall turn over to the board of directors within 72 hours any and all records of the Corporation in his possession; and if a director who is removed shall not relinquish his office or turn over records as required under this section, the circuit court in the county where the Corporation's principal office is located may summarily order the director to relinquish his office and to turn over corporate records upon application of any member, or of the Stockholder-Incorporator, of this Corporation.

ARTICLE XII - AMENDMENT

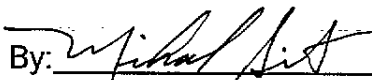
The power to amend these Articles of Incorporation shall be held exclusively by the Stockholder-Incorporator of this Corporation, Big Sun Youth Soccer League, Inc.; and only then by means of a vote of at least 60% of the Board of Directors of Big Sun Youth Soccer League, Inc., the Shareholder-Incorporator of this Corporation.

ARTICLE XIII - DISSOLUTION

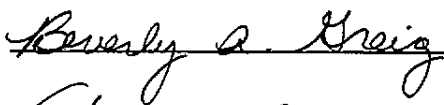
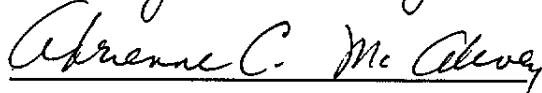
In the event of the dissolution of the Corporation, any and all remaining assets of the Corporation shall be distributed for one or more of the exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose.

IN WITNESS WHEREOF, the President of the Corporation has signed these Articles of Incorporation this 28th day of April, 1998, pursuant to, and in accordance with, the vote and direction of the Board of Directors of the Shareholder-Subscriber of this Corporation.

BIG SUN YOUTH SOCCER LEAGUE TRAVEL, INC.

By: 
Michael Sisto, President

WITNESSES:

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, on the 28th day of April, 1998,
personally appeared, Michael Sisto, as President of Big Sun Youth Soccer League, Inc.,
Incorporator of this Corporation, and he is well known to me, and he acknowledged before
me that he executed the foregoing Articles of Incorporation freely and voluntarily for the
purposes therein expressed.

Russell W. Lapeer
Name & Commission number, Notary Public

SEAL/STAMP

