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DANIEL PRENAT  
9900 S.W. 77 Drive  
Miami, Florida 33173  
Tel: (305) 271-7733

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 17 PM 4:14

August 10, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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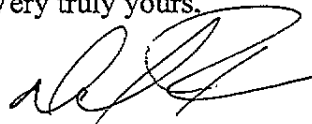
RE: MIAMI-DADE SOCCER ASSOCIATION, INC.  
A not for profit Florida corporation

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Miami-Dade Soccer Association, Inc., along with a draft in the sum of \$122.50, made payable to the Secretary of State to cover filing fees. Please process same and forward a certified copy to us at your earliest convenience.

If you should have any comments or questions with reference to the above, please feel free to contact me at the number listed above.

Very truly yours,



DANIEL PRENAT

/bd

Enclosures

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D. BROWN AUG 18 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**MIAMI-DADE SOCCER ASSOCIATION, INC.**

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The undersigned incorporators, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation shall be Miami-Dade Soccer Association, Inc, which is hereinafter referred to as the "Corporation".

**ARTICLE II**

**PURPOSES**

- A. The objectives and purposes of the Corporation shall be:
1. To promote the development of the sport of soccer in our community.
  2. To engage in competition with other entities of the same nature.
  3. The corporation shall be empowered to publish papers, pamphlets, books and magazines; acquire, rent, lease, let, hold, own, buy, convey mortgage, bond, sell or assign, property real, personal or mixed, as the purposes of this corporation whether expressed or implied, shall require; associate itself with other persons, corporate or natural,

for the purpose of becoming a member of or in otherwise associating itself with other corporations or associations of a similar or like nature; collect dues, fees, rents, fines, subscriptions and other revenues to the advantage of the corporation and to do and perform all such other acts and things, including those generally allowed by the laws of the State of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient in the exercise of any and all of its corporate functions, powers and rights.

4. The corporation shall have such other objectives and purposes permitted by law which may be incidental to, and in support of, the specific objectives and purposes set forth in this Article II.

### **ARTICLE III**

#### **LIMITATION OF POWERS**

The Corporation is not organized for profit, and no part of the net earnings, if any, shall inure to the benefit of any individual person, firm or corporation not exempt under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. Internal Revenue Law.

### **ARTICLE IV**

#### **QUALIFICATION OF MEMBERS**

The membership of this Corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided in the By-laws.

**ARTICLE V**  
**CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE VI**  
**CAPITAL STOCK**

The Corporation shall have no capital stock.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

A. **Management by Directors.** The property and affairs of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) members of the Corporation and not more than twenty (20) members, the exact number to be determined from time to time in accordance with the By-laws. A majority of the Board of Directors in office shall constitute a quorum for the transaction of business. The By-laws shall provide for meetings of Directors, including an Annual Meeting.

B. **Original Board of Directors.** The names and addresses of the first Board of Directors of the Corporation who shall hold office until qualified successors are duly elected and have taken office, shall be as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
DANIEL PRENAT	9900 S.W. 77 Drive Miami, Florida 33173
WAYNE MARTIN	9900 S.W. 77 Drive Miami, Florida 33173

GREGORY ARGUEZ	9900 S.W. 77 Drive Miami, Florida 33173
LUIS GUTIERREZ	9900 S.W. 77 Drive Miami, Florida 33173
ROY BUSTILLO	9900 S.W. 77 Drive Miami, Florida 33173
AUDREY THOMPSON	9900 S.W. 77 Drive Miami, Florida 33173
ARISTIDES J. SASTRE	9900 S.W. 77 Drive Miami, Florida 33173

C. **Election of the Board of Directors.** Except for the first Board of Directors, the Board of Directors of the Corporation shall be selected by the incumbent Board of Directors at the annual meeting of the Board of Directors of the Corporation.

D. **Duration of Office.** Members elected to the Board of Directors shall hold office until the next succeeding Annual Meeting of the Board of Directors, and thereafter until qualified successors are duly elected and have taken office.

E. **Vacancies.** If a Director shall for any reason cease to be a Director, the Board of Directors at a special meeting called for such purpose may elect a successor to fill the vacancy for the balance of the unexpired term.

## **ARTICLE VIII**

### **OFFICERS**

A. **Officers Provided For.** The Corporation shall have a President, one or more Vice-Presidents, a Secretary, a Treasurer and other officers as the Board of Directors may, from time to time, elect.

B. **Election and Appointment of Officers.** The officers of the Corporation, in accordance with any applicable provisions of the By-laws, shall be elected by the Board of Directors for terms of one (1) year and until qualified successors are duly elected and have taken office. The By-laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

## **ARTICLE IX**

### **BY-LAWS**

The Board of Directors shall adopt By-laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed only by the Board of Directors.

## **ARTICLE X**

### **AMENDMENTS**

A. These Articles of Incorporation may be amended only by the Board of Directors pursuant to a notice of a meeting called for such purpose whether annual or special.

B. Amendments shall be approved by not less than two-thirds (2/3) of those voting at a meeting at which a quorum is present.

## **ARTICLE XI**

### **INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is:

**Name**

**Address**

DANIEL PRENAT

9900 S.W. 77 Drive  
Miami, Florida 33173

## **ARTICLE XII**

### **LOCATION**

The initial principal office of this corporation shall be at:

9900 S.W. 77 Drive  
Miami, Florida 33173

in the City of Miami, County of Dade, State of Florida; or, such other location as shall be determined by the Board of Directors from time to time.

## **ARTICLE XIII**

### **DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an organization or organizations which are qualified for exemption under Section 501(c)(6) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and which are engaged in activities similar to the activities of this Corporation; or to the Federal

Government, or to a state or local government, for a public purpose; and, none of the assets will be distributed to any member, officer or trustee of this Corporation.

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal on this 11 day of AUGUST, 1998, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.




DANIEL PRENAT/Incorporator

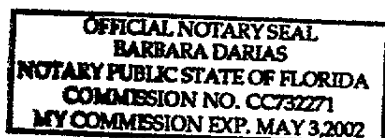
STATE OF FLORIDA     }  
COUNTY OF DADE     }

I HEREBY CERTIFY that on this day personally appeared before me, DANIEL PRENAT, personally known to me, has acknowledged before me that he executed the foregoing Articles of Incorporation freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal, at the County and State aforesaid above, on this 11<sup>th</sup> day of August, 1998

  
BARBARA DARIAS  
NOTARY PUBLIC AT LARGE  
STATE OF FLORIDA

My Commission Expires:





FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 17 PM 4:14

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

IN COMPLIANCE with Section 617.0501, Florida Statutes, the following is submitted:

FIRST: That MIAMI-DADE SOCCER ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at: **9900 S.W. 77 Drive, Miami, Florida, 33173**; City of Miami, State of Florida, has named DANIEL PRENAT, located at **9900 S.W. 77 Drive, Miami, Florida, 33173**; City of Miami, State of Florida, as its Agent to accept service of process with the State of Florida.

  
\_\_\_\_\_  
DANIEL PRENAT  
Incorporator

Dated: 8-11-98

HAVING BEEN named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I HEREBY AGREE to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501 of the Florida Statutes.

  
By: \_\_\_\_\_  
DANIEL PRENAT  
Registered Agent

Dated: 8-11-98