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MEYER & ERSKINE, P.A.

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31211 AVENUE A

BIG PINE KEY, FLORIDA 33043

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December 10, 1998

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-12/14/98--01050--006

\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: KEY WEST GOAL CLUB, INC. a Non-Profit Corporation

Dear Secretary:

Enclosed please find the Articles of Incorporation for the above referenced Non-profit corporation as well as a check in the amount of \$78.75 to file same. I have enclosed a return envelope for your convenience.

I thank you.

Very Truly Yours,

*Julia E. Todd*

Julia E. Todd  
Paralegal  
/jt  
Enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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12-15  
MS

**NON-PROFIT ARTICLES**  
**ARTICLES OF INCORPORATION**  
**OF**  
**KEY WEST GOAL CLUB, INC.**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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ARTICLE I. NAME

The name of the corporation shall be:

**KEY WEST GOAL CLUB, INC.**

ARTICLE II. TERMS OF EXISTENCE

The corporation shall have perpetual existence, and commencement of corporate existence shall be the time of the filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE III. PURPOSE

The purpose for which this corporation is organized to transact any and/or all lawful business for which non-profit corporations may be organized under the laws of the State of Florida.

ARTICLE IV. INITIAL BUSINESS

To handle any and all business related to organize, sponsor, support, enhance and administer a soccer program to raise funds to provide for a year round soccer program for high school age player.

## ARTICLE V. RESTRICTIONS

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. The corporation is prohibited from engaging in any act of self-dealing as defined in IRC Section 4941 (d), from retaining any excess business holdings as defined in IRC Section 4943 (c), from making any investments in such manner as to subject the corporation to tax under IRC Section 4944, and from making any taxable expenditure as defined in IRC Section 4945(d). 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on:(a) by a corporation exempt from Federal Income Tax Under Section 501 (c)(3) of the Internal Revenue Code OF 1954 (or the corresponding provisions of any future United States Internal Revenue Laws).

## ARTICLE VI: DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

## ARTICLE VII: ANNUAL MEETING

The annual meeting is to be held at a place within or without the state as fixed by the bylaws.

1.) This organization shall hold an annual meeting in November, the date to be determined by the Executive Board. Notice of the meeting shall be posted in a public common area of the subdivision.

2.) A special meeting of this organization may be called by the executive board. Notice of such a meeting shall be posted in a public common area of the subdivision at least one week in advance.

3.) Membership present shall constitute a quorum to transact business at any general or special meeting.

## ARTICLE VIII: PRINCIPAL ADDRESS

The principal address of the corporation:

916 Georgia Street  
Key West, FL 33040

## ARTICLE IX: INITIAL REGISTERED AGENT & ADDRESS

The initial registered agent of the Corporation shall be:

JEFFREY B. MEYER, ESQ.  
31211 AVENUE A  
BIG PINE KEY, FL 33043

## ARTICLE X: AMENDMENT

(1) The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by the action of the members, shall be vested in and reserved to the members.

(2) In addition to the statutory provisions, a special meeting may be called by: (a) any two (2) executive officers, or: (b) in accordance with any provision in the bylaws approved and adopted by a majority of the membership.

(3) The right of members, or classes of members, to vote may be limited, enlarged or denied to the extent provided in the bylaws if such provisions is approved and adopted by a majority of the membership at a reasonable time prior to any specific vote.

(4) Subject to the limitations fixed in the Florida Statutes relative to the persons constituting the initial Board of Directors, the bylaws shall fix the number of directors, the manner of the election and term of office, all to be approved by a majority of the membership.

## ARTICLE XI: MEMBERS AND DIRECTORS

This corporation, shall be exercised by a board of 3 elected directors initially. The name and address of the initial directors and members who are to serve as directors until the second annual meeting of directors is elected and qualified, is:

JOANNE RIVAS  
916 GEORGIA ST.  
KEY WEST, FL 33040  
D/S

JUDY W. COSTARINO  
QUARTERS CC  
ELLYSON DR.  
KEY WEST, FL 33040  
D/P

JACKIE CLYNES  
701 SPANISH MAIN DR.  
UNIT # 127  
CUDJOE KEY, FL 33042  
D

ARTICLE XII: INCORPORATOR

The name and address of the corporation's incorporator is:

JUDY W. COSTARINO  
QUARTERS CC  
ELLYSON DR.  
KEY WEST, FL 33040

IN WITNESS WHEREOF the undersigned incorporator has hereunto affixed his hand and seal this 15th day of December 1998.

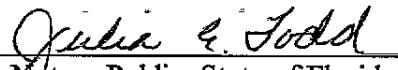
  
JUDY W. COSTARINO, Director

STATE OF FLORIDA  
COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, JUDY W. COSTARINO, to me known to be the individual described in and who executed the foregoing and acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at 31211 Avenue A, Big Pine Key, FL 33043, Big Pine Key, said County and State, this 10th day of December, 1998. Personally Known.

(Seal)

  
Notary Public, State of Florida  
Julia E. Todd

My Commission Expires:



FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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CERTIFICATE DESIGNATING PLACE  
OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuant of Chapter 607.034, Florida Statutes, the following is submitted in compliance with said act:

FIRST - That KEY WEST GOAL CLUB, INC. a Not For Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 916 Georgia St. , Key West, FL 33040 has named, JEFFREY B. MEYER, ESQ. at 31211 Avenue A, Big Pine Key, FL 33043, as its agent to accept service of process from the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in the Certificate, I, the undersigned, hereby accept the said appointment, with the provision of the said act, as to keeping open said office.

  
JEFFREY B. MEYER

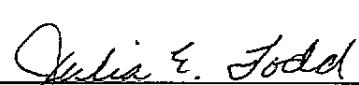
STATE OF FLORIDA  
COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, JEFFREY B. MEYER, to me known to be the individual described in and who executed the foregoing and acknowledged before me that he, executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal in the county of Monroe, State of Florida,  
10th day of December 1998.

(Seal)

My Commission Expires:

  
Notary Public, State of Florida  
