



199000003050

ACCOUNT NO. : 072100000032
REFERENCE : 562487 4379142
AUTHORIZATION : *Patricia Pijet*
COST LIMIT : \$ 43.75

FILED
02 MAY -2 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 2, 2002

ORDER TIME : 3:23 PM

ORDER NO. : 562487-005

CUSTOMER NO: 4379142

CUSTOMER: John L. Boling, Esq
Boling & McCart
Suite 555
1000 Riverside Avenue
Jacksonville, FL 32204

RECEIVED
02 MAY -2 PM 4:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: GENESIS SOCCER CLUB, INC.

EFFECTIVE DATE:

4000005432374--2

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

C. Coulliette MAY 10 2002

CONTACT PERSON: Angie Glisar -- EXT# 1124

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 3, 2002

CSC
ATTN: ANGIE
TALLAHASSEE, FL

SUBJECT: GENESIS SOCCER CLUB, INC.
Ref. Number: N99000003050

We have received your document for GENESIS SOCCER CLUB, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 302A00027667

**No corrections were made -
cannot file without this
being done - c.c.*

RESUBMIT

Please give original
submission date as file date.

RECEIVED
02 MAY - 6 PM 3:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
02 MAY 10 PM 2:08
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GENESIS SOCCER CLUB, INC.**

**FILED
02 MAY -2 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

These Amended and Restated Articles of Incorporation of Genesis Soccer Club, Inc. amend and restate the Articles of Incorporation as filed with the Secretary of State of the State of Florida on May 13, 1999. These Amended and Restated Articles of Incorporation were adopted by the Board of Directors on April 26, 2002, in accordance with Section 617.1002 of the Florida Not For Profit Corporation Act, and read as follows:

This corporation has no members and no members are entitled to vote.

ARTICLE I

The name of the corporation shall be GENESIS SOCCER CLUB, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 97 Rio Drive, Ponte Vedra Beach, FL 32087.

ARTICLE III

The specific purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific purposes, 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 of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code.

ARTICLE IV

Election of Directors

The original board of directors will consist of five (5) directors and the manner of election of subsequent directors will be as stated in the bylaws. The initial board of directors shall consist of (1) Gary McKinley, 97 Rio Drive, Ponte Vedra Beach, FL 32082, (2) Tracy McKinley, 97 Rio Drive, Ponte Vedra Beach, FL 32082, (3) Wes Fink, 4190 Belfort Road, Jacksonville, FL 32216,

(4) Joe Porter, 4190 Belfort Road, Jacksonville, FL 32216, and
(5) Nancy Herbert, 37 Sanchez Drive, Ponte Vedra Beach, FL 32082.
The terms of office for the initial directors shall be as stated
in the bylaws.

ARTICLE V

The initial registered agent is Gary McKinley whose street
address is 97 Rio Drive, Ponte Vedra Beach, FL 32082.

ARTICLE VI

As this Corporation has no members these Amended and
Restated Articles of Incorporation were adopted by a majority
vote at a meeting of the Board of Directors held on April 26,
2002.

ARTICLE VII

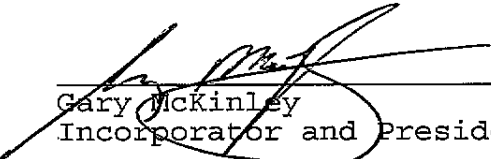
No part of the net earnings of the corporation shall inure
to the benefit of, or be distributable to, its members,
directors, officers, or other private persons, except that the
corporation shall be authorized and empowered to pay reasonable
compensation for services rendered and to make payments and
distributions in furtherance of the purposes set forth in Article
III hereof. 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
or in opposition to any candidate for public office. Notwith-
standing 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 Code, or the corresponding section of any future
federal tax code, or (b) by a corporation, contributions to which
are deductible under Section 170(c)(2) of the Code, or the
corresponding section of any future federal tax code.

ARTICLE VIII

Upon the dissolution of the corporation, assets shall be
distributed for one or more exempt purposes within the meaning of
Section 501(c)(3) of the Code, or the 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 so disposed of shall be
disposed of by a court of competent jurisdiction 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.

The undersigned has executed these Amended and Restated Articles of Incorporation this 30th day of April, 2002.

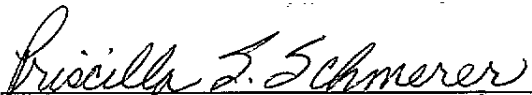


Gary McKinley
Incorporator and President

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Gary McKinley, who produced _____ as identification or is personally known to me, and known by me to be the person who executed the foregoing Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30th day of April, 2002.



Notary Public, State of Florida
at Large

My Commission Expires:



Priscilla S. Schmerer
MY COMMISSION # DD089687 EXPIRES
February 6, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That GENESIS SOCCER CLUB, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Ponte Vedra Beach, County of St. Johns, State of Florida, has named GARY MCKINLEY, located at 97 Rio Drive, Ponte Vedra Beach, Florida 32082, City of Ponte Vedra Beach, County of St. Johns, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY.


GARY MCKINLEY
(Resident Agent)