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LAW OFFICES OF
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BONITA SPRINGS, FLORIDA 34135-4278
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JOHN D. SPEAR
BOARD CERTIFIED REAL ESTATE ATTORNEY
JAMES E. KERR

(941) 947-1102
FAX (941) 947-5055

June 24, 1999

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

EFFECTIVE DATE
6-24-99

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-06/28/99--01093--001
****122.50 *****78.75

RE: BONITA SPRINGS YOUTH SOCCER ASSOCIATION, INC.

Dear Sir or Madam:

Enclosed are two originals of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
	<u>\$122.50</u>

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,

John D. Spear

John D. Spear

JDS/sav

Enclosures

FILED
99 JUN 28 PM 6:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-24-99

ARTICLES OF INCORPORATION

OF

BONITA SPRINGS YOUTH SOCCER ASSOCIATION, INC.

FILED
99 JUN 28 PM 6:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation is BONITA SPRINGS YOUTH SOCCER ASSOCIATION, INC.

ARTICLE II. NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors, or Officers, except to the extent permissible.

ARTICLE III. DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE IV. PURPOSES

The Corporation is organized, and shall be operated exclusively for the following purposes:

A. To operate a recreational youth soccer league in Bonita Springs, Florida.

B. To exercise all rights and powers conferred by the

laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V. LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or distributable to its Members, Directors, or Officers, but 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 (Purposes) hereof.

ARTICLE VI. MEMBERS

The Corporation shall have Voting Members who shall be elected as provided for by the By-Laws, and shall have all the rights and privileges of members of the Corporation. The By-Laws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the By-Laws, but who shall not have the right to vote.

The name and address of each initial Voting Member is as follows:

Daniel Kelly
24721 Baybean Court
Bonita Springs, FL 34134

Sheila Kelly
24721 Baybean Court
Bonita Springs, FL 34134

Stephen Kaskie
4061 Bonita Beach Rd., Ste. 103
Bonita Springs, FL 34134

Tim Thompson
27601 Masterson Avenue
Bonita Springs, FL 34135

Mitchell VanPage
11802 Forest Mere Drive
Bonita Springs, FL 34135

Mark Gress
25671 Corvine Lane
Bonita Springs, FL 34135

Debbie Gress
25671 Corvine Lane
Bonita Springs, FL 34135

Joe Eyster
Happy 6 Lane
Bonita Springs, FL 34135

Davetta Eyster
Happy 6 Lane
Bonita Springs, FL 34135

John Kutchmark
27951 New York Street
Bonita Springs, FL 34135

Christopher Waterhouse
25608 Stillwell Pkwy.
Bonita Springs, FL 34135

Valerie Scheckler
10127 Tropical Drive
Bonita Springs, FL 34135

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The initial principal address of the corporation in the State of Florida and the address of the Registered Agent shall be the following:

Daniel Kelly
24721 Baybean Court
Bonita Springs, FL 34134

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The Voting Members shall elect the Directors annually. The By-Laws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

Daniel Kelly
24721 Baybean Court
Bonita Springs, FL 34134

Sheila Kelly
24721 Baybean Court
Bonita Springs, FL 34134

Stephen Kaskie
4061 Bonita Beach Rd., Ste. 103
Bonita Springs, FL 34134

Tim Thompson
27601 Masterson Avenue
Bonita Springs, FL 34135

Mitchell VanPage
11802 Forest Mere Drive
Bonita Springs, FL 34135

Mark Gress
25671 Corvine Lane
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27951 New York Street
Bonita Springs, FL 34135

Christopher Waterhouse
25608 Stillwell Pkwy.
Bonita Springs, FL 34135

Valerie Scheckler
10127 Tropical Drive
Bonita Springs, FL 34135

ARTICLE IX. OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer, and such other Officers and Assistant Officers as may be provided in the By-Laws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws. The name and address of each initial Officer of the Corporation is as follows:

PRESIDENT

Daniel Kelly
24721 Baybean Court
Bonita Springs, FL 34134

VICE PRESIDENT

Mitchell VanPage
11802 Forest Mere Drive
Bonita Springs, FL 34135

SECRETARY

Sheila Kelly
24721 Baybean Court
Bonita Springs, FL 34134

TREASURER

Stephen Kaskie
4061 Bonita Beach Rd., Ste. 103
Bonita Springs, FL 34134

ARTICLE X. INCORPORATORS

The name and address of each Incorporator is as follows:

Daniel Kelly
24721 Baybean Court
Bonita Springs, FL 34134

Sheila Kelly
24721 Baybean Court
Bonita Springs, FL 34134

ARTICLE XI. BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended, or rescinded by the Board of Directors.

ARTICLE XII. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

ARTICLE XIV. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE XV. NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 24th day of June, 1999.



DANIEL KELLY, INCORPORATOR

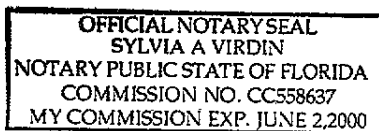



SHEILA KELLY, INCORPORATOR

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 24th day of June, 1999, by DANIEL KELLY, President of BONITA SPRINGS YOUTH SOCCER ASSOCIATION, INC., a Florida corporation. He is personally known to me or has produced a driver's license as identification.

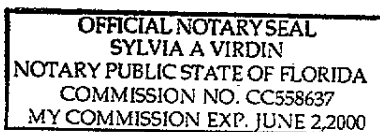


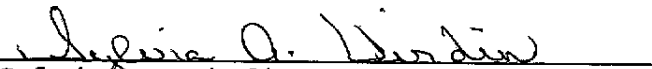

Sylvia A. Virdin
Signature of Notary Public

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 24th day of June, 1999, by SHEILA KELLY, Secretary of BONITA SPRINGS YOUTH SOCCER ASSOCIATION, INC., a Florida corporation. She is personally known to me or has produced a driver's license as identification.




Sylvia A. Virdin
Signature of Notary Public

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

FILED
99 JUN 28 PM 6:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

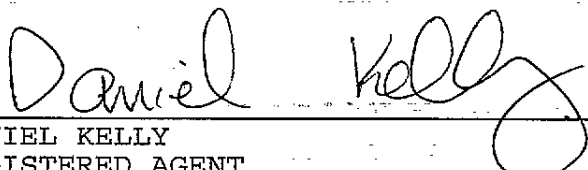
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS SHALL BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That BONITA SPRINGS YOUTH SOCCER ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Lee County, State of Florida, has named DANIEL KELLY as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



DANIEL KELLY
REGISTERED AGENT