

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## FLORIDA NON-PROFIT CORPORATION

SPORTS PASSION FOUNDATION, INC.

Certificate of Status	0
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Page Count	05
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**ARTICLES OF INCORPORATION  
OF THE  
SPORTS PASSION FOUNDATION, INC.**

Under Chapter 617 of the Florida Not For Profit Corporation Law

The undersigned, desiring to form a corporation pursuant to the provisions of the Florida Not for Profit Corporation Law, does hereby certify:

1. The name of the Corporation is the SPORTS PASSION FOUNDATION, INC., hereinafter referred to as the "Corporation".

2. The principal office and the mailing address of the Corporation shall be:

11854 W. Dixie Highway  
Miami, Florida 33161

3. The street address of the initial registration office of the Corporation is: 11854 W. Dixie Highway, Miami, Florida 33161, and the name of the Corporation's initial registered agent at that address is Janine Durand.

4. . A) The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.
- B) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by any organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- C) Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusive of such purposes.

Stuart A. Lipson, Esq.  
Fla. Bar No. 885770  
13899 Biscayne Blvd. #404  
Miami, FL 33161  
(305) 947-3000

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D) In pursuit of its goals, the organization shall establish the following objectives:

- 1) To promote amateur soccer and sports in general in the State of Florida.
- 2) To establish after-school recreational activities for children.
- 3) To organize sports-related activities for youngsters to prevent truancy, youth crimes and school dropouts.
- 4) To assist public schools in Florida to organize soccer teams and to promote intercollegiate and intramural competition.
- 5) To organize fund-raising activities to establish sports-related programs for youngsters.

5. The Board of Directors of the Corporation shall consist of five (5) but in no event less than three (3) or more individuals who are at least eighteen (18) years of age and the members of the Board of Directors shall be elected in the manner and for terms as provided by the By-Laws of the Corporation. The names and addresses of the initial Board of Directors is as follow:

NAME: ERNEST JEAN-BAPTISTE

ADDRESS: C/O 11854 W. Dixie Highway.  
Miami, FL 33161

NAME: CARL CRAIG

ADDRESS: C/O 11854 W. Dixie Highway  
Miami, FL 33161

NAME: JANINE DURAND

ADDRESS: C/O 11854 W. Dixie Highway.  
Miami, FL 33161

NAME: MICHELE ISZMERY

ADDRESS: C/O 11854 W. Dixie Highway  
Miami, FL 33161

NAME: ALIX TIMMER

ADDRESS: C/O 11854 W. Dixie Highway  
Miami, FL 33161

6. In furtherance of the foregoing purposes, the Corporation shall have all the powers enumerated in Section 617.0302 of the Florida Not for Profit Corporation Law, together with the power to solicit and receive grants, bequests and contributions for the purposes of the

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Corporation and the power to maintain a fund or funds real or personal property in furtherance of the Corporation's purposes. The Corporation shall have the right to exercise all other powers which are, or hereafter may be, conferred by law upon a corporation organized for the above purposes or incidental to the conferred powers. Notwithstanding the foregoing, the Corporation shall not have the power to engage in any activities which are not in furtherance of its purposes as set fourth in Article 4 hereof or which would be inconsistent with or otherwise be prohibited or restricted by law.

7. Notwithstanding anything to the contrary in these Articles of Incorporation, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (A) as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (B) as a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

8. The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, net earnings, income or profit shall be distributed to or inure to the benefit of any member, trustee, director or officer of the Corporation or to any private individual. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes. No member, trustee, director or officer of the Corporation or any private person shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

9. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code) and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of any candidate for public office.

10. In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after payment of or due provision for all necessary expenses thereof, be distributed to organizations as shall then be in existence and qualify under Section 501(c)(3) of the Code in accordance with a plan approved by the Corporation and filed with the Department of State of the State of Florida.

11. In accordance with Section 508 (e) of the Code, if in any taxable year the Corporation is a private foundation as defined in Section 509 of the Code, then in such year:

(A) The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;

(B) The Corporation shall not engage in any act of self-dealing which is subject to tax under Section 4941 of the Code;

(C) The Corporation shall not retain any excess business holdings which are subject to tax under Section 4943 of the Code;

(D) The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code;

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(E) The Corporation shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

12. All references herein to the Code are to the Internal Revenue Code of 1986 and shall be deemed to include both amendments thereto and statutes which succeed the provisions thereof (i.e., the corresponding provisions of the future United States Internal Revenue Laws).

13. The name and address of the person signing these Articles of Incorporation is:

Ernest Jean-Baptiste  
11854 W. Dixie Highway  
Miami, Florida 33161

IN WITNESS WHEREOF this certificate has been signed and the statements made herein affirmed as true under the penalties of perjury this 13<sup>th</sup> day of July 1999

  
Ernest Jean-Baptiste

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

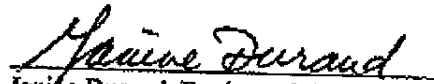
**WITNESSETH**

That the SPORTS PASSION FOUNDATION, INC. deciding to organize under the laws of the State of Florida, has named Janine Durand, located at: 11854 W. Dixie Highway Miami, Florida 33161, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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 607.325, Florida Statutes.

Dated this 13<sup>th</sup> day of July, 1999

  
Janine Durand, Registered Agent

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