

N9900004491

SALLEY, FEINBERG, HAMES & HINTZE, P. A. FILED

ATTORNEYS AT LAW

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99 JUL 14 AM 8:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STEPHEN DAVID FEINBERG
LAURENCE CLIFFORD HAMES
RUSSELL PATRICK HINTZE*
STEPHEN GAINES SALLEY*

MARK ROBERT MOHLER
ANTHONY JOSEPH SCALETTA

*BOARD CERTIFIED
TAX ATTORNEY

PLEASE REPLY TO:

POST OFFICE BOX 3829
ORLANDO, FL 32802-3829

July 12, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-07/14/99--01006--005
*****78.75 *****78.75

Re: Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing with your Department is a copy of the Articles of Incorporation for Port St. John Soccer Club, Inc., along with a certified copy of the Petition for Conversion which has been filed in the Eighteenth Judicial Circuit in and for Brevard County, Florida, regarding said Articles of Incorporation for Port St. John Soccer Club, Inc. Judge Tonya Rainwater has signed Page 5 of the Articles of Incorporation giving her approval and endorsement to the conversion. Also enclosed please find our firm check in the amount of \$78.75 to cover the cost of filing fees.

If you have any questions on the enclosed, please do not hesitate to contact me immediately.

Sincerely Yours,



Nancy J. Calhoun
Assistant to Stephen G. Salley

/njc
Enclosures

~~WJG 7/16/99~~
PH 7/29/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 21, 1999

SALLEY, FEINBERG, HAMES & HINTZE, P.A.
ATTN: NANCY J. CALHOUN
390 N ORANGE AVE, SUITE 2500
ORLANDO, FL 32801

SUBJECT: PORT ST. JOHN SOCCER CLUB, INC.
Ref. Number: W99000016819

We have received your document for PORT ST. JOHN SOCCER CLUB, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Please return the original and one copy of 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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 699A00037368

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RECEIVED 10746
JUL 12 1999

Salley, Feinberg, Hames & Hintze

IN THE CIRCUIT COURT OF THE
EIGHTEENTH JUDICIAL CIRCUIT
IN AND FOR BREVARD COUNTY, FLORIDA

IN RE:

CASE NO.: 99-22237-CA-X

PORT ST. JOHN
SOCCER CLUB, INC.,

a Florida corporation

FILED IN OFFICE
99 JUN -3 AM 9:41
99 JUL 14 AM 8:30
SANDY CRAWFORD
CLERK OF CIR. CT.
BREVARD CO. FLA.
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PETITION FOR CONVERSION
TO A CORPORATION NOT FOR PROFIT
PURSUANT TO FLORIDA STATUTE SECTION 617.1805

COMES NOW, Petitioner, Port St. John Soccer Club, Inc. (hereinafter referred to as the "Club"), by and through its undersigned President, and hereby files this Petition to change the nature of the Club from a for-profit corporation to a not-for-profit corporation under Chapter 617 of the Florida Statutes, and as grounds therefore states as follows:

1. The principle place of business of the Club is Brevard County, Florida.
2. Petitioner is President of the Club, and has personal knowledge of all facts contained herein.
3. The sole purpose and object of the Club is to teach the fundamental skills of soccer to area children through the organization and operation of a recreational and competitive youth soccer program.
4. Since its inception, the Club has been operated exclusively to teach the fundamental skills of soccer to area children.

STATE OF FLORIDA, COUNTY OF BREVARD
I HEREBY CERTIFY that the above and foregoing is a true copy of the original filed in this office.
SANDY CRAWFORD, Clerk, Circuit and County Court
DATED 7/9/99 Lettes D.C.

ND Summary

2

5. Solely to minimize costs, the Club was formed under Chapter 607 of the Florida Statutes.

6. The Club proposes to enact Articles of Incorporation under Chapter 617 of the Florida Statutes; said proposed Articles of Incorporation are attached hereto as Exhibit "A".

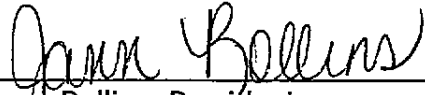
7. This Petition is not accompanied by a written consent of all shareholders authorizing the change in the corporate nature, because no shares of the Club were ever issued. Attached hereto as Exhibits "B", "C" and "D" are the affidavits of Leland Wooten, James J. McGrory, and Jann Rollins, respectively.

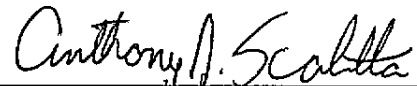
8. Attached hereto as Exhibit "E" is the written consent of all of the Club's directors authorizing the corporate nature of the Club to be changed, directing an officer of the Club to file this petition before this Court, and authorizing the Port St. John Soccer Club, Inc., a Florida not for profit corporation, to accept all of the Club's assets and assume and pay all of the Club's indebtedness and liabilities.

9. Attached hereto as Exhibit "F" is a statement by the Port St. John Soccer Club, Inc., a Florida not for profit corporation, agreeing to accept all of the Club's assets and assume and pay all of the Club's indebtedness and liabilities.

WHEREFORE, Petitioner requests that this Court approve the proposed Articles of Incorporation of the Club, endorse the proposed change in the nature of the Club to a not-for-profit corporation on the attached Articles of Incorporation, and grant any further and additional relief this Court deems just and proper.

PORT ST. JOHN SOCCER CLUB, INC.

By: 
Jann Rollins, President


Anthony J. Scaletta, Esq.
SALLEY, FEINBERG HAMES
& HINTZE, P.A.
P.O. Box 3829
Orlando, Florida 32802-3829
Florida Bar No. 0058246
Telephone: (407) 426-2360
Florida Bar No. 212326

ARTICLES OF INCORPORATION
OF
PORT ST. JOHN SOCCER CLUB, INC.

FILED
99 JUL 14 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to form a not for profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation in accordance with the laws of the United States of America and the State of Florida.

ARTICLE I

Name and Principal Address

The name of this Corporation shall be PORT ST. JOHN SOCCER CLUB, INC. and its principal address shall be 7439 Glenwood Road, Port St. John, Florida 32927.

ARTICLE II

Term and Commencement

This Corporation shall have perpetual existence unless dissolved according to law. Corporate existence shall commence with the filing of these Articles of Incorporation.

ARTICLE III

Purposes

The purposes of this Corporation shall be:

A. To operate exclusively for charitable purposes, and in furtherance of such goals it is authorized to accept, hold, administer, invest and disburse for charitable purposes such funds and other property, real, personal or mixed, as may from time to time be given, bequeathed, devised, sold or leased to it, absolutely or in trust, by any other individual, individuals, firm or corporation for such objects and purposes, or any of them, and for no other purposes; to receive gifts and give and make financial and other types of contributions and assistance to charitable organizations; to receive any property, real, personal or mixed, in trust, under the terms of any wills, deeds of trust, or other trust instruments, for the foregoing purposes, and in administering the same, to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income for one or more such purposes authorized or directed in the trust instrument under which it is received; to receive, take title to, hold and use the proceeds and income of stocks,

bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes; and in general to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set forth.

B. To carry on any and all activities permitted to a corporation not for profit under the laws of the State of Florida as may be helpful or appropriate for the achievement of the foregoing goals and purposes; provided, however, that the corporation shall not engage in any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) and 170(b)(1)(A)(iii) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time; but if at any time the corporation be deemed to be a private foundation as defined by Section 509 of the Internal Revenue Code of 1986 as amended from time to time, then so long as the corporation is deemed a private foundation, it shall not, as provided in Section 508(e) of the Internal Revenue Code of 1986 as amended from time to time, fail to require its income for each taxable year to be distributed at such time and in such manner as to not subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1986 as amended from time to time, engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 as amended from time to time, retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 as amended from time to time, make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986 as amended from time to time, and make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 as amended from time to time.

C. To have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE IV

Members

The Corporation shall have no members.

ARTICLE V

Board of Directors

The method of election of Directors is as stated in the Bylaws. The names and addresses of the initial Directors, who shall serve until the first election of Directors or until their earlier resignation, removal from office or death, are:

Jann Rollins	7349 Glenwood Road, Port St. John, FL 32927
Sharon Harvey	7040 Cairo Road, Port St. John, FL 32927
Shelly Gardner	6190 Corsica Road, Port St. John, FL 32927
Bonnie Halle	7100 Ackerman Avenue, Port St. John, FL 32927
Robert Harrison	3905 Kings Highway, Port St. John, FL 32927
Bob Franz	4748 W. Little Court, Cocoa, FL 32926
Mike Soares	5158 Mayflower Street, Port St. John, FL 32927
Sheri Miller	1021 Galleon Street, Port St. John, FL 32927
Sheila Holmes	5465 Fishtail Palm Avenue, Cocoa, FL 32926
Cathy Lewandowski-Scoggins	4465 Shawnee Place, Cocoa, FL 32926
Bob Fox	6082 Sunflower Drive, Port St. John, FL 32927
Gary Falga	5529 Flint Road, Port St. John, FL 32927
Gary Richardson	4695 Nader Lane, Titusville, FL 32780
Barbara Arroyo	6593 Betty Avenue, Port St. John, FL 32927
Bob Dewitt	5910 Barranco Avenue, Port St. John, FL 32927
Tiffany Scarboro	2324 Talmadge Drive, Titusville, FL 32780
Jill Hill	5723 Ada Street, Cocoa, FL 32926

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of this Corporation is 7439 Glenwood Road, Port St. John, Florida 32927 and the name of the initial registered agent of this Corporation is Jann Rollins.

ARTICLE VII

Restrictions and Interpretation

Section 1. 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.

Section 2. 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.

Section 3. 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 Code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

Section 4. Notwithstanding any other provision of these articles, if the Corporation is ever determined to be a private foundation, as defined in section 509 of the Code, then so long as the corporation is a private foundation it shall distribute its income for each tax year at such time and in such manner as to not subject the corporation to the tax on undistributed income imposed by section 4942 of the Code, shall not engage in any act of self-dealing as defined in section 4941(d) of the Code, shall not retain any excess business holdings as defined in section 4943(c) of the Code, shall not make any investments in a manner that would subject it to tax under section 4944 of the Code, and shall not make any taxable expenditures as defined in section 4945(d) of the Code.

Section 5. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

ARTICLE VIII

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 of the assets of the Corporation exclusively for one or more of the purposes of the Corporation, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the Corporation to the federal government, or to a state or local government, for a public purpose. Any assets not so 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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for one or more of the purposes of the Corporation.

ARTICLE IX

Incorporator

The name and residence of the incorporator of the Corporation is as follows:


Jann Rollins 7439 Glenwood Road, Port St. John, Florida 32927

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of May, 1999.




Janni Rollins

Pursuant to Florida Statute Section 617.1806, the undersigned President and Secretary of Port St. John Soccer, Inc. hereby sign these Articles of Incorporation.



Janni Rollins, President of
Port St. John Soccer, Inc.




Shelly Gardner, Secretary of
Port St. John Soccer, Inc.

APPROVAL AND ENDORSEMENT BY CIRCUIT JUDGE

The undersigned circuit judge, having examined the Petitioner's Petition for Conversion to a Corporation Not For Profit Pursuant to Florida Statute Section 617.1805 and the proposed Articles of Incorporation, and having found that said petition and said articles are in proper form, does hereby APPROVE the proposed Articles of Incorporation and ENDORSES said approval below. Further, the undersigned circuit judge hereby rules, as a condition to said approval, that all of the property of the Port St. John Soccer Club, Inc., a Florida corporation, shall become the property of Port St. John Soccer Club, Inc., a Florida not for profit corporation; said property being subject to all indebtedness and liabilities of Port St. John Soccer Club, Inc., a Florida corporation (the petitioning corporation).

This approval and endorsement by the undersigned circuit judge is pursuant to the requirements set forth in Florida Statute Section 617.1807.

This approval and endorsement is given this 8 day of July, 1999.



Circuit Judge

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

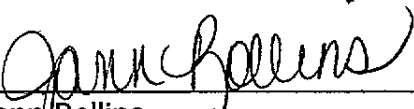
In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

PORT ST. JOHN SOCCER CLUB, INC. (the "Corporation"), desiring to organize as a Florida corporation not for profit, has named and designated Jann Rollins as its Registered Agent to accept service of process within the State of Florida with its registered office located at 7349 Glenwood Road, Port St. John, FL 32927.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0501, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, all as the same apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 25 day of May, 1999.



Jann Rollins
Registered Agent

FILED
99 JUL 14 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA