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LAW OFFICES

LARRY A. KARNS

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August 4, 1999

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

200002952312--1

-08/06/99-01025--009

*****70.00 *****70.00

Re: The Florida Rangers Supporters Club, Inc.

Dear Ladies and/or Gentlemen:

I enclose original Articles of Incorporation for The Florida Rangers Supporters Club, Inc., together with check to the order of the Secretary of State in the amount of \$70.00 to cover the following:

1. Filing Fees	\$ 35.00
2. Registered Agent Fee	<u>35.00</u>
	\$ 70.00

Please provide me with confirmation that this corporation has been filed as soon as possible.

Sincerely yours,

Larry Karns

Larry A. Karns

LAK/ck
Enclosures

FILED
99 AUG -6 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolf

AUG 12 1999

FILED
99 AUG -6 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

THE FLORIDA RANGERS SUPPORTERS CLUB, INC.
A corporation not for profit

ARTICLE I
NAME

The name of the corporation is THE FLORIDA RANGERS SUPPORTERS CLUB, INC.

ARTICLE II
PURPOSE

The purposes for which this corporation is organized are as follows:

- a. To assist in the promotion and support of the Florida Rangers Supporters Club in the South Florida area.
- b. To obtain and facilitate transmissions of soccer games in the South Florida area.
- c. To foster and promote fellowship among the members of the Association.
- d. To provide for social functions for supporters of the Florida Rangers Supporters Club.

ARTICLE III
MEMBERS

Members of the corporation shall be determined in accordance with the By-Laws.

ARTICLE IV
TERM

The existence of the corporation shall be perpetual.

ARTICLE V
NAMES AND RESIDENCES OF INCORPORATORS

The name and residence of the incorporator to these Articles of Incorporation are:

LACHLAN MACRAE

865 Waterview Drive
Weston, Florida 33326

ARTICLE VI
DIRECTORS

a. The affairs of the corporation shall be managed by its Board of Directors.

b. The Board of Directors shall consist of not less than three (3), nor more than twelve (12) persons. The initial Board shall consist of six (6) persons.

c. The Directors of the corporation shall be elected in the manner determined by the By-Laws. Directors may be removed, and vacancies on the Board filled, in the manner provided by the By-Laws. All directors must be members of the corporation.

d. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Lachlan MacRae
865 Waterview Drive
Weston, Florida 33326

Alistair Anderson
1304 5 Terrace N.W.
Largo, Florida 34640

David Robertson
6740 Bull Run Road
Apt. H154
Miami Lakes, Florida 33014

Peter Buchanan
611 N.W. 85th Terrace
Plantation, Florida 33322-5542

Gavin Bruce
869 N.W. 97th Avenue
Plantation, Florida 33324

Robert Potter
3000 N.W. 120th Way
Sunrise, Florida 33322

ARTICLE VII
OFFICERS

The Officers of the corporation shall be a President, Vice-President, Treasurer, and Secretary, who shall be elected in the manner determined by the By-Laws. The names and addresses of the Officers who shall serve until their successors are elected are as follows:

President

Lachlan MacRae
865 Waterview Drive
Weston, Florida 33326

Vice-President

Alistair Anderson
1304 5 Terrace N.W.
Largo, Florida 34640

Treasurer

Peter Buchanan
611 N.W. 85th Terrace
Plantation, Florida 33322-5542

Secretary

David Robertson
6740 Bull Run Road
Apt. H154
Miami Lakes, Florida 33014

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) The Corporation hereby indemnifies any officer or director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the Corporation, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actual and reasonable expenses, incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interest of the Corporation or that he had

reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the Corporation, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

(b) Any indemnification under section (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such termination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not

parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of subsection (a)(1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in subsection (a)(1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this action. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this section.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE IX
BY-LAWS

The original By-Laws shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by the By-Laws.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in accordance with the By-Laws.

ARTICLE XI
POWERS

The corporation shall have all of the following powers:

a. All of the powers now or hereafter conferred upon corporations not for profit under the laws of Florida and not repugnant to any of the provisions of these Articles of Incorporation.

b. All of the powers and duties reasonable necessary to carry out the purposes of the organization.

ARTICLE XII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the

corporation is 865 Waterview Drive, Weston, Florida, 33326, which is the same address as the corporation's principal office and mailing address, and the name of the initial registered agent of the corporation at that address is Lachlan MacRae. By signing as the incorporator in this document the incorporator accepts to act in the capacity as registered agent and agrees to comply with the provision of the Act relative to keeping open said office.

ARTICLE XIII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 II hereof.

ARTICLE XIV

Upon the dissolution of the corporation, assets held and received by the corporation for charitable, eleemosynary, benevolent, educational, or similar purposes shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 the Circuit Court for Broward County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV

The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned being the original subscribing incorporator of the foregoing Articles of Incorporation, has hereunto set his hand and seal this 4 day of AUGUST, 1999.



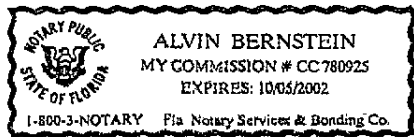
LACHLAN MACRAE

STATE OF FLORIDA)
 :ss
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, LACHLAN MACRAE, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my

official seal on this 4 day of AUGUST, 1999.



Alvin Bernstein
Notary Public, State of Florida

My Commission Expires:

10-05-2002

b:rangers.art

FILED
99 AUG -6 AM 8:44
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 MAY BE SERVED.

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

First--That The Florida Rangers Supporters 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 Weston County
of Broward, State of Florida
has named Lachlan MacRae
located at 865 Waterview Drive, Weston, Florida, 33326
(Street address and number of building,
Post Office Box address not acceptable)
City of Weston, County of Broward,
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (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.

THE FLORIDA RANGERS SUPPORTERS CLUB, INC.

By

Lachlan MacRae
LACHLAN MACRAE

(Resident Agent)