

N990000004836

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Hillsborough County
United S.C., Inc.

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*****78.75 *****78.75

☒ Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

T BROWN AUG 13 1999

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 13 PM 1:38

FILED

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 12, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET, SUITE 1
TALLAHASSEE, FL 32302

SUBJECT: HILLSBOROUGH COUNTY UNITED S.C., INC.
Ref. Number: W99000018701

We have received your document for HILLSBOROUGH COUNTY UNITED S.C., 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):

You must list the corporation's principal office and/or a mailing address in the document.

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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 299A00040814

corrected

**ARTICLES OF INCORPORATION
OF
HILLSBOROUGH COUNTY UNITED S.C., INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

This organization shall be known as Hillsborough County United S.C., Inc., hereinafter referred to as the Club. It is a nonprofit educational organization.

ARTICLE II- OBJECTIVE

Section 1. The objective of the Club shall be to promote and foster the growth of youth soccer as a form of recreational physical development and a character building experience, and to provide equal opportunity for all youth to participate at their skill and ability levels.

Section 2. To achieve this objective, the Club will provide a supervised program under the proper rules and regulations of soccer. In accordance with Section 501(c)(3) of the Internal Revenue Code, the Club shall operate exclusively as a nonprofit organization providing a supervised program of soccer. No part of the net earnings shall inure to the benefit of any Member. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III - TERM

This corporation shall have a perpetual existence.

ARTICLE IV - MEMBERSHIP

Section 1. ELIGIBILITY. Any person sincerely interested in active participation to effect the objectives of the Club may apply to become a Member.

Section 2. Until such time as the Club has solicited and accepted members for its recreational soccer program, every member of the Northdale Soccer Club, Inc., Carrollwood Soccer Club, Inc. and Greater North Tampa Youth Soccer League, Inc., in good standing shall be a member of the Club.

Section 3. CLASSES. There shall be the following classes of Members which classes may be changed by the Board of Directors at anytime:

(a) **PLAYER MEMBER.** Any player or candidate meeting the requirements of the Club shall be eligible to compete for participation, but shall have no rights, duties, or obligations in the management or in the property of the Club.

(b) **REGULAR MEMBER.** Regular Members will consist of the parents and/or guardian of the Player Members who meet the requirements of the Club. Additionally, volunteers who are actively involved in the Club, upon application for Regular Member status and approval by the Board of Directors, may become Regular Members. Since Regular Members may include multiple parents of the same Player Member, only one vote per family will be allowed.

(c) **HONORARY MEMBERS.** Any person meeting the requirements of the Club may be elected as an Honorary Member by the majority vote of the Board of Directors of the Club. Honorary members shall have no voting privileges in the Club.

As used herein, the word "Member(ship)" shall mean a Regular Member(s) unless otherwise stated. All Officers, Board Members, and other elected or appointed officials must be Regular Members in good standing.

Section 3. **MEMBERSHIP ROLE.** The Secretary of the Club shall maintain the membership role of qualifying Members.

Section 4. **SUSPENSION OR TERMINATION.** Membership may be terminated by resignation and/or action of the Board of Directors as follows:

The Board of Directors, by a two-thirds vote of the entire Board at any duly constituted meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to the best interest of the Club. The Member involved shall be notified of such meeting, informed of the general nature of the charges, and given an opportunity to appear at the meeting to answer such charges.

ARTICLE V - DUES OF MEMBERS

Section 1. Dues for all classes of Members shall be fixed at such times and in such amounts as the Board of Directors shall determine prior to the beginning of any Membership period; however, the dues shall not exceed the prorata cost associated with providing the program for said member together with prorata portion for approved capital improvements.

Section 2. Members who fail to pay, their fixed dues within thirty (30) days from the time the same become due may, by vote of the Board of Directors, be dropped from the roles and shall forfeit all rights and privileges of Membership.

ARTICLE VI - MEETINGS

Section 1. ANNUAL MEETING. The Annual meeting of the Members, for the purpose of electing Directors and transacting such other business as may come before the meeting, shall be held on such date and at such time and place during the first four (4) months of each calender year of the Club as may be fixed by the Board of Directors and stated in the notice of the meeting. The Annual meeting shall not be on a date declared a legal holiday by the State of Florida.

Section 2. NOTICE OF MEETINGS. Notice of each meeting of the Members shall be mailed or otherwise delivered to each Member at the recorded address at least ten (10) days in advance thereof, setting forth the place, time, and purpose of the meeting; or in lieu thereof, notice may be given in such form as may be authorized by the Board of Directors from time to time, at a regularly convened Board meeting.

Section 3. SPECIAL MEETINGS. Special meetings of the Members may be called by the Board of Directors or by the President at his/her discretion. Upon the written request of one hundred Members, the President shall call a special meeting to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Members.

Section 4. QUORUM. The presence in person, or by proxy, of one-tenth of the Members shall constitute a quorum for the transaction of business, except when a greater number is required by law.

Section 5. VOTING. Only active dues paying Members shall be entitled to vote at any meeting of the Club, and voting shall be limited as indicated under Article V, Section 2.

Section 6. PROXIES. Each Member shall be entitled to one vote in person, or by proxy. All proxies must be in written form, signed by the person giving the proxy and naming the person entitled to use the proxy and may be withdrawn at any time prior to the meeting.

Section 7. RULES OF ORDER. Roberts Rule of Order shall govern the proceedings of all meetings.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. BOARD. The management of the property and affairs of the Club shall be vested in the Board of Directors. The number of Directors shall be not less than three (3) nor more than thirty (30); as determined by the Board of Directors. The Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors have been duly elected and qualified.

Section 2. **BOARD OF DIRECTOR NOMINATIONS.** Nominations for the Board of Directors shall follow specific nomination guidelines. The Nominating Committee shall solicit from the General Membership nominations for the Board of Directors. All nominations will be reviewed by the Nominating Committee and presented to the Board of Directors for selection and presentation to the General Membership for vote. The Nominating Committee has the responsibility of placing in nomination only those candidates that have exhibited a willingness to contribute toward the betterment of the Club. The slate of candidates will be presented to the General Membership for vote. The slate will consist of the minimum required number of names necessary to fill all positions on the Board of Directors. Prior to the Annual Meeting of Membership, write-in candidates will be added to the list of candidates if there nomination is proposed by 20 or more subscribing members in good standing and received by the Club no later than 14 days before the date set for the Annual Meeting. Nominees receiving the highest number of votes shall be selected as Directors.

Section 3. **ANNUAL ELECTION AND TERM OF OFFICE.** All elected Directors will hold their office until the earlier of the resignation, termination, replacement or until their successors have been duly elected and qualified. The number of Directors may be increased or decreased at any regular or special meeting of the Board of Directors. If the number is increased, the additional Directors will be elected at next Annual Meeting.

Section 4. **VACANCIES.** If any vacancy occurs in the Board of Directors, by death, resignation, or otherwise, it may be filled by a majority vote of the remaining Directors at any regular meeting or at any special meeting called for that purpose.

Section 5. **MEETINGS, NOTICE, AND QUORUM.** Regular meetings of the Board of Directors shall be held immediately following the annual election and on such days thereafter as shall be determined by the Board of Directors. The President may, whenever he/she deems it advisable, or the Secretary shall, at the request of not less than 20 per cent of the Directors, issue a call for a Special meeting of the Board. Notice of each meeting shall be given by the Secretary to each Director either by mail, or by telephone or telegraphic or personal notice given at least 72 hours preceding the meeting. In the case of Special meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting. One half of the members of the Board of Directors shall constitute a quorum for the transaction of business. Meetings of the Board of Directors shall be held at such place or places as may from time to time be determined by Board of Directors or as shall be specified or fixed in the notice of the meeting.

Section 6. **WRITTEN CONSENT OF DIRECTORS IN LIEU OF MEETING.** Any action required or permitted to be taken at any meeting of the Board of Directors, or any

Committee of the Board, may be taken without a meeting if all members of the Board or Committee, as the case may be, if consent to such action is in writing, and consents are filed with the minutes of proceedings of the Board or Committee.

Section 7. DUTIES AND POWERS. The Board of Directors shall elect the officers of the corporation and have the power to appoint such standing committees as it shall determine and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Club as it may deem proper.

The Board shall have the power by a *two-thirds* vote of the entire Board at any regular or special meeting to discipline, suspend, or remove any Director or Officer or Committee Member of the Club in accordance with the procedure set forth in Article III, Section 4.

The Board of Directors shall receive, at the Annual meeting of the Members of the Club a report verified by the President and Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by it, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition, the amount applied, appropriated, or expended during the year immediately preceding such date, and the purposes, objects, or persons to or for which such applications, appropriations, or expenditures have been made, and the names and places of residence of the persons who have been admitted to Membership in the Club during such year, which report shall be filed in the official records of the Club and an abstract thereof entered in the minutes of the Annual meeting.

Section 8. The initial directors shall be:

James S. Renaldo
4219 Carrollwood Village Drive
Tampa, FL 33624

Tim Farrell
4220 Meadow Hill Drive
Tampa, FL 33624

A. J. Musial, Jr.
13127 Tifton Drive
Tampa, FL 33618

all of whom shall serve until their successors shall be elected.

ARTICLE VIII - COMMITTEES

Section 1. The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee and any other committee or committees and shall appoint all committee members. Each committee shall serve at the pleasure of the Board of Directors, shall act only in the intervals between meetings of the Board of Directors, and shall be subject to the control and direction of the Board of Directors. The Directors may adopt or authorize the committees to adopt provisions with respect to the operations of any such committee or committees which are not inconsistent with applicable law, the Articles of Incorporation and any amendments thereto. An act or authorization of any act by any such committee within the authority properly delegated to it by the Directors, shall be as effective for all purposes as the act or authorization of the Board of Directors.

Section 2. Committees which may be established include the following:

(a) Executive Committee. The Board of Directors may appoint an Executive Committee which shall consist of not less than five (5) Directors, one of whom shall be the President of the Club.

The Executive Committee shall advise with and assist the officers of the Club in all matters concerning its interest and the management of its affairs, and shall have such other powers as *may* be delegated to it by the Board.

At any meeting of the Executive Committee a majority of the total number of members then in office shall constitute a quorum for the transaction of business.

ARTICLE IX - OFFICERS, DUTIES AND POWERS

Section 1. Officers. The Officers of the Club shall consist of a President, a Vice-President, a Secretary, and a Treasurer, elected by the Board of Directors, all of whom shall hold office for the ensuing year or until their successors are duly elected.

The Board of Directors may appoint such other Officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy which may occur in any office.

Section 2. President. The President shall:

- (a) Conduct and affairs of the Club and execute the programs and policies established by the Board of Directors.
- (b) Present a report of the condition of the Club at the Annual meeting.
- (c) Communicate to the Board of Directors, such matters as deemed appropriate, and make such suggestions, as will promote the welfare of the Club.
- (d) Be responsible for the conduct of the Club in strict conformity to the policies, principles, and By-Laws.
- (e) Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.
- (f) Investigate complaints, irregularities, and conditions detrimental to the Club and report thereon to the Board of Directors or Executive Committee as circumstances warrant.

Section 3. Vice-President. In case of the absence or disability of the President, and provided he is authorized by the President or the Board of Directors so to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of that office, and shall have such other duties as from time to time may be assigned by the Board of Directors or by the President.

Section 4. Secretary. The Secretary shall:

- (a) Be responsible for recording the activities of the Club and maintain appropriate files, mailing lists, and necessary records.
- (b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of the Secretary or as may be requested by the Board of Directors.
- (c) Maintain a list of all Members, Director's, and committee members and give notice of all meetings of the Club, the Board

of Directors, and Committees.

- (d) Keep the minutes of the meeting of the Members and the Board of Directors, and cause them to be recorded in a book kept for that purpose.
- (e) Notify Members Directors, Officers, and committee members of their election or appointment.

Section 5. Treasurer. The Treasurer shall:

- (a) Perform such duties as are herein specifically set forth and such other duties as are customarily incident to the Office of Treasurer or which may be assigned by the Board of Directors.
- (b) Receive all moneys and securities and deposit same in a depository approved by the Board of Directors.
- (c) Keep all records for the receipt and disbursement of all moneys and securities of the Club, and approve all payments from allotted funds.
- (d) Prepare an annual budget, under the direction of the President, for submission to the Board of Directors at the Annual meeting.

Section 6. The initial officers of the corporation are:

President: A. J. Musial, Jr.

Vice-President: Tim Farrell

Secretary/Treasurer: James S. Renaldo

who shall serve until their successors are elected by the Board of Directors.

ARTICLE X - FINANCIAL AND ACCOUNTING

Section 1. The Board of Directors shall decide all matters pertaining to the finances of the Club and it shall place all income in a common treasury.

Section 2. The Board shall not permit the solicitation of funds in the name of the Club unless all of the funds so raised be placed in the Club treasury.

Section 3. The Board shall not permit the disbursement of the Club funds for other than the conduct of the Club's activities in accordance with the rules and policies of the Club.

Section 4. No Director, Officer, or Member of the Club shall receive, directly or indirectly any salary, compensation or emolument from the Club for services rendered as a Director, Officer, or Member. However, any Director, Officer, or Member who provides professional, business, or additional services for or to the Club may be compensated for that service by the Club, provided that such compensation be reviewed and approved by a majority of the Board of Directors at a regularly scheduled meeting.

Section 5. The fiscal and organizational year of the Club shall begin on July 1 and shall end on the last day of June.

Section 6. Distribution of Property upon Dissolution. Upon dissolution of the Club and after all outstanding debts and claims have been satisfied, the Directors shall distribute the property of the Club to qualified 501(c)(3) organizations in accordance with Florida and federal law.

ARTICLE XI - AMENDMENTS

These Articles may be amended, repealed, or altered in whole or in part proposed by a resolution adopted by a majority of the Board of Directors and approved by a vote of a two-thirds vote of the membership in attendance at the annual meeting or a special meeting called for the purpose of considering the amendment provided that all members are mailed a copy of the resolution and notice of meeting at least 30 days prior to said meeting.

ARTICLE XII - BY-LAWS

The Board of Directors shall adopt such by-laws as are necessary to promote purpose and policies of the Club. The By-Laws may be amended by a resolution adopted by a majority of the Board of Directors at a duly scheduled meeting, provided that the Board members are given written notice of the proposed resolution at least 20 days prior to the date set for the meeting as which the resolution is to be voted upon.

ARTICLE XIII - INCORPORATORS

The names and resident addresses of the incorporators of this corporation are as follows:

A. J. Musial, Jr. 13127 Tifton Drive, Tampa, FL 33618

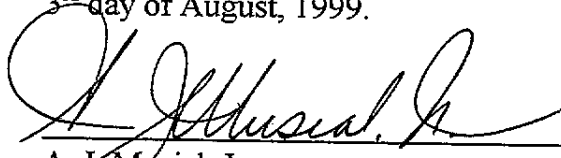
James S. Renaldo 4219 Carrollwood Village Drive, Tampa, FL 33624


Tim Farrell 4220 Meadow Hill Drive, Tampa, FL 33624

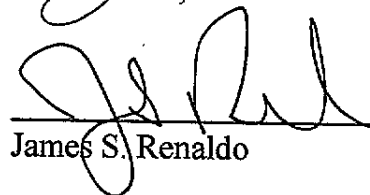
ARTICLE XIV - PRINCIPAL PLACE OF BUSINESS AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation is Suite 750, 4830 W. Kennedy Blvd. Tampa, Florida 33609 although the corporation may change its principal place of business. The name of the corporation's initial registered agent and his address are A. J. Musial, Jr., Suite 750, 4830 W. Kennedy Blvd., Tampa, Florida 33609. The address of the registered agent shall also serve as the address of the principal place of business of the corporation.

The undersigned incorporators have executed these Articles of Incorporation on this 3rd day of August, 1999.


A. J. Musial, Jr.


Tim Farrell


James S. Renaldo

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

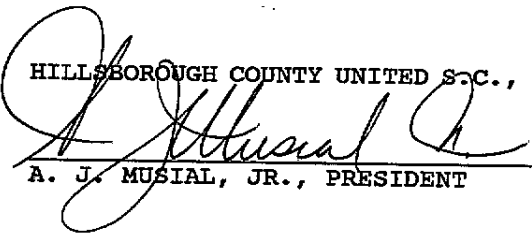
PURSUANT TO THE PROVISIONS OF FLORIDA STATUTES SECTIONS 607.0501 OR 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is HILLSBOROUGH COUNTY UNITED S.C.,
INC.

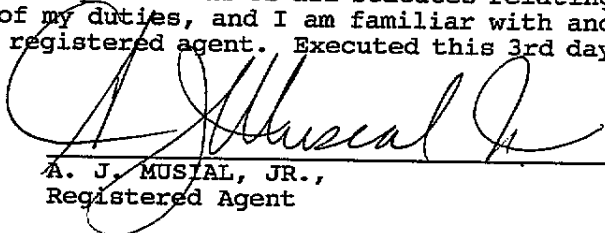
2. The name and address of the registered agent and office is:

A. J. MUSIAL, JR.
Suite 750
4830 W. Kennedy Blvd.
Tampa, FL 33609

HILLSBOROUGH COUNTY UNITED S.C., INC.


A. J. MUSIAL, JR., PRESIDENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. Executed this 3rd day of July, 1999.


A. J. MUSIAL, JR.,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA