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September 16, 1999

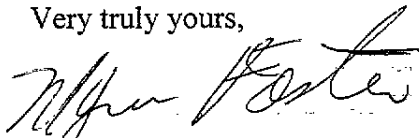
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: COCOA EXPO SOCCER CLUB, INC.

Enclosed is an original and one copy of the Articles of Incorporation of Cocoa Expo Soccer Club, Inc. (A Florida Nonprofit Corporation) and a check for \$78.75.

Filing fee and Certificate \$78.75.

Very truly yours,



Myrna Foster
500 Friday Road
Cocoa, Fl. 32936
(407-639-3976)

Myrna Foster GAVE

AUTHORIZATION BY PHONE TO
CORRECT Article VI & X
DATE 9/22
DOC. EXAM Tea

FILED
99 SEP 20 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COCOA EXPO SOCCER CLUB, INC.
(A Florida Nonprofit Corporation)**

FILED
99 SEP 20 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Corporate Name**

The name of this corporation is COCOA EXPO SOCCER CLUB, INC.

**ARTICLE II
Corporate Nature**

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE III
Duration**

This corporation shall have a perpetual existence.

**ARTICLE IV
General and Specific Purposes**

The specific and primary purposes for which this corporation is formed are:

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE V
Management of Corporate Affairs**

Board of Trustees. The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be four, provided, however, that such number may be changed by a bylaw duly adopted by the members. The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

ARTICLE V
Management of Corporate Affairs
(continued)

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of trustees and until the qualification of the successors in office. Annual meetings shall be held at 500 Friday Road, Cocoa, Florida on September 1st of each year, or at such other place or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorized the Trustees to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such initial members of the Board of Trustees are as follows:

Giles Malone	2315 Sykes Creek Dr., Merritt Island, Fl. 32953
Myrna Foster	3104 Winchester Dr., Cocoa, Fl. 32926
Richard Sharpe	13022 Prairie Meadows Dr., Orlando, Fl. 32837
James Phillips	1001 N. Ferncreek Ave., Orlando, Fl. 32803

(b) **Corporate Officers.** The Board of Trustees shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

President:	GILES MALONE
Vice President:	HOMER BOZORG
Secretary and Treasurer:	MYRNA FOSTER

ARTICLE VI
Earnings & Activities of Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 purpose set forth in Article IV hereof.

(b) 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.

ARTICLE VI
Earnings & Activities of Corporation
(continued)

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE VII
Distribution of Assets

Upon dissolution of the corporation, the Board of Trustees shall after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Trustees, or by following the procedure set forth therefore in the Bylaws.

ARTICLE IX
Dedication of Assets

The property of this corporation is irrevocably dedicated to the promotion of social welfare pursuant to the Florida Corporations Not for Profit law set forth in Section 617, and no part of the income, or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.


ARTICLE X
Registered Agent and Office

The address of the corporation's registered office ^{and principal office} shall be 500 FRIDAY ROAD, COCOA, FL. 32926, and the name of its registered agent at said address shall be MYRNA FOSTER.

ARTICLE XI
Amendment of Articles

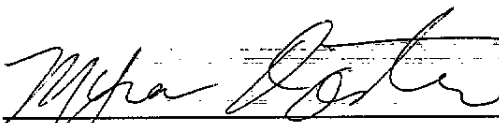
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

IN WITNESS WHEREOF, I the undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 1ST DAY OF SEPTEMBER, 1999.



MYRNA FOSTER (Sign here)

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.



Myrna Foster, Secretary/Treasurer
Registered Agent

FILED
99 SEP 20 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA