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Mark C Rudow
610 S Palmway
Lake Worth, FL 33460

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. Howell NOV 22 1999

ARTICLES OF INCORPORATION
OF
BRAZILIAN FUTBOL ACADEMY, INC.
A Not-for-Profit Corporation

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ARTICLE 1

The name of the corporation shall be BRAZILIAN FUTBOL ACADEMY, INC.

ARTICLE 2

The purpose for which the corporation is organized is to serve as a mechanism to teach, train and discipline soccer players and coaches who wish to improve their skills so that they may play competitively at the highest levels of the game. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE 3

The principal place of business and mailing address of the corporation shall be 610 S. Palmway, Lake Worth, Florida.

ARTICLE 4

This corporation shall have a perpetual existence.

ARTICLE 5

This corporation is not a membership corporation. If membership is instituted at a later date, the authorized number, qualifications, manner of admission, different classes, rights, privileges and liability for dues and assessments shall be set forth in the by-laws.

ARTICLE 6

The initial registered agent is Pamela Wynn, Esquire whose address is 521 Lake Avenue, Suite 1, Lake Worth, FL 33460.

ARTICLE 7

The name and address of the incorporator is Mark C. Rudow, 610 S. Palmway, Lake Worth, FL 33460.

ARTICLE 8

(A) BOARD OF DIRECTORS. The powers of this corporation shall be exercised, its properties controlled and its affairs directed by a board of directors. The number of directors shall be five (5); provided however, that such number may be changed by duly adopted bylaw. The minimum number of directors shall be three. The method of election and appointment of directors shall be set forth in the bylaws.

The incorporator shall be the initial director of the corporation and shall hold office until the organizational meeting of the corporation, which shall occur no later than three (3) months after incorporation.

Directors elected or appointed at the organizational meeting and at all times thereafter shall serve a term of one year or until the next annual meeting, whichever occurs first, except that three of the directors elected at the organizational meeting shall serve terms of two years.

Annual meetings shall be held at such time and place as the board designates by resolution.

Any action required to be taken by the directors under the provisions of law may be taken without a meeting, if all members of the board shall collectively consent to such action. Such consent shall be recorded with the minutes of the proceedings of the board and any such action taken shall have the same effect as if taken by a unanimous vote of the board.

(B) OFFICERS. The board of directors shall elect the following officers: Chairperson, Treasurer and Secretary, and any other such officers as the bylaws of this corporation may authorize the board of directors to elect. Initially, such officers shall be elected at the organizational meeting of the corporation. Until such election is held, the following persons shall serve as corporate officers:

Chairperson: Mark C. Rudow
Treasurer: Mark C. Rudow
Secretary: Joffre Pereira

ARTICLE 9

Subject to the limitations contained in the bylaws and any limitation set forth by law, the bylaws of this corporation may be made, altered, rescinded, added to or new bylaws may be adopted by a majority of those directors present and voting at a meeting called for such purpose.

ARTICLE 10

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or any assets of this corporation shall ever inure to the benefit of any director, officer or member or to the benefits of any private individual.

Upon the dissolution or winding up of this corporation, its assets remaining after payment of all debts and liabilities shall be distributed to a non-profit fund, foundation or corporation which is organized for the same or similar purposes as this corporation and which has been established as an organization exempt from taxation under Section 501(c) of the Internal Revenue Code of 1954, as amended, or any corresponding subsequent federal law.

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ARTICLE 11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendments to the articles of incorporation may be proposed by resolution of the directors and presented to a quorum of directors for a vote. Amendments may be adopted by the vote of a majority of a quorum of directors of the corporation.

The undersigned incorporator has executed these Articles of Incorporation this 14 day of ~~July~~, 1999.

November


MARK C. RUDOW

CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT

Brazilian Futbol Academy, Inc., a not-for-profit corporation organized under the laws of the State of Florida, submits the following designation of its registered agent in the State of Florida:

Pamela Wynn, Esquire
521 Lake Avenue, Suite 1
Lake Worth, FL 33460

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 am familiar with and accept the obligations of my position as registered agent.

DATED this 14 day of ^{NOVEMBER} ~~July~~, 1999.


PAMELA WYNN