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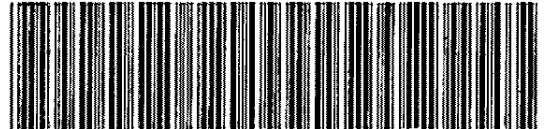
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2004 JUN -9 P 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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June 7, 2004

By Federal Express

Registration Section  
Division of Corporations  
Florida Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Five Points Soccer Center, Inc.

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation of Five Points Soccer Center, Inc.

Also enclosed is a check in the amount of \$70.00 for the filing fees.

Please return the copy with the filing information stamped thereon to the undersigned at the address above.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,



Richard D. Baxter, Esq.

**ARTICLES OF INCORPORATION**  
**OF**  
**FIVE POINTS SOCCER CENTER, INC.**

**FILED**

2004 JUN -8 P 2:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby subscribes to and adopts these Articles of Incorporation for the purpose of organizing a business corporation for profit under the Florida Business Corporation Act, Florida Statutes Chapter 607.

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation shall be:

Five Points Soccer Center, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 601 Pine Hill Blvd, Geneva, FL 32732.

**ARTICLE III**  
**NATURE OF CORPORATE BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be ten thousand (10,000) shares of common stock having a par value of ten (\$0.10) cents per share, five thousand (5,000) shares of which shall be non-voting stock without voting rights, but all of which shares shall otherwise have equal rights, including equal rights with respect to distributions.

**ARTICLE V**  
**EFFECTIVE DATE; TERM OF EXISTENCE**

The effective date of these Articles of Incorporation and the date on which the Corporation's existence shall begin is June 8, 2004. This Corporation shall have perpetual existence.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of this Corporation is 2699 Lee Road, Suite 120, Winter Park, FL 32789. The name of the initial Registered Agent of this Corporation at that address is Miller, South, Milhausen & Carr, P.A., c/o Richard D. Baxter, Esq.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The business of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The name and address of the member of the first Board of Directors is:

Michael W. Harward  
601 Pine Hill Blvd.  
Geneva, FL 32732

The member of the First Board of Directors shall hold office until his successor is elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation.

**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Michael W. Harward

601 Pine Hill Blvd.  
Geneva, FL 32732

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation for profit to do business under the laws of Florida, have executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, on this 7th day of June, 2004.

  
Michael W. Harward, Incorporator

**FIVE POINTS SOCCER CENTER, INC.  
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is: Five Points Soccer Center, Inc.
2. The name and address of the Registered Agent and Registered Office of the Corporation is:

Miller, South, Milhausen & Carr, P.A.  
c/o Richard D. Baxter, Esq.  
2699 Lee Road, Suite 120  
Winter Park, FL 32789  
Telephone (407) 539-1638  
Facsimile (407) 539-2679

Five Points Soccer Center, Inc.

By: Michael W. Hayward  
Michael W. Hayward, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Miller, South, Milhausen & Carr, P.A. (c/o Richard D. Baxter, Esq.), having a business address identical with the registered office of Five Point Soccer Center, Inc., 2699 Lee Road, Suite 120, Winter Park, FL 32789, and having been named the Registered Agent of Five Point Soccer Center, Inc., the above stated Corporation, at the place designated in this certificate, hereby accepts the appointment as Registered Agent, agrees to act in this capacity and is familiar with and accepts the obligations of the position of Registered Agent under Florida Statutes Section 607.0505.

Dated: June 7, 2004

Miller, South, Milhausen & Carr, P.A.

By: Richard D. Baxter  
Richard D. Baxter, Esq.  
Attorney