

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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TALLAHASSEE, FLORIDA 32301  
(904) 224-9111 FAX (904) 222-7556

June 20, 1997

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-06/20/97--01001--023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Via Hand Delivery

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, FL 32314

Re: North Florida Professional Soccer, Inc.

Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Incorporation for the above-referenced corporation, along with our check for \$78.75 to cover the filing fee and the fee to obtain a Certificate of Good Standing.

If you have any questions or if any additional information is required, please do not hesitate to give me a call. Your assistance in this matter is appreciated.

Sincerely,

  
Emily S. Waugh

ESW:gd  
Enclosures

soccer\mod.620

6/20

FILED  
97 JUN 20 AM 10:33  
SECTION OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
97 JUN 20 AM 10:16  
SECTION OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
NORTH FLORIDA PROFESSIONAL SOCCER, INC.**

**FILED**  
**97 JUN 20 AM 10:33**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective June 20, 1997.

**ARTICLE I.  
Name and Principal Office**

The name of this Corporation shall be **NORTH FLORIDA PROFESSIONAL SOCCER, INC.** The principal place of business and mailing address of this Corporation is 1325 E. Tennessee Street, #3, Tallahassee, Florida 32308.

**ARTICLE II.  
Nature of Business**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III.  
Stock**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock with a par value of \$1.00 per share. The class of common stock shall be composed of 100 shares of voting stock and 9900 shares of non-voting stock. The common stock, both voting and non-voting, have identical rights except for the right to vote.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

#### **ARTICLE IV.**

##### **Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

#### **ARTICLE V.**

##### **Incorporators**

The names and street addresses of the Incorporators of this Corporation are as follows:

|                     |   |
|---------------------|---|
| Joao A. B. Santos   | 1325 E. Tennessee Street, #3, Tallahassee, FL 32308 |
| Jose M. P. da Silva | 1325 E. Tennessee Street, #3, Tallahassee, FL 32308 |

#### **ARTICLE VI.**

##### **Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

#### **ARTICLE VII.**

##### **Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1325 E. Tennessee Street, #3, Tallahassee, Florida 32308. The name of the initial Registered Agent of the Corporation at the above address shall be Jose M. P. da Silva. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.**  
**Number of Directors**

This Corporation shall have two Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**ARTICLE IX.**  
**Initial Board of Directors**

The initial Board of Directors shall consist of two persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

|                     |   |
|---------------------|---|
| Joao A. B. Santos   | 1325 E. Tennessee Street, #3, Tallahassee, FL 32308 |
| Jose M. P. da Silva | 1325 E. Tennessee Street, #3, Tallahassee, FL 32308 |

**ARTICLE X.**  
**Officers**

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

|                |  |
|----------------|--|
| President      | Joao A. B. Santos, 1325 E. Tennessee Street, #3, Tallahassee, FL 32308   |
| VP/Sec./Treas. | Jose M. P. da Silva, 1325 E. Tennessee Street, #3, Tallahassee, FL 32308 |

**ARTICLE XI.**  
**Transactions In Which Directors**  
**Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**ARTICLE XII.**  
**Financial Information**

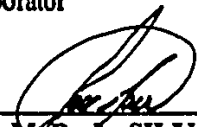
The Corporation shall be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders on an annual basis or as otherwise directed by the Board of Directors. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

**ARTICLE XIII.**  
**Amendment**

These Articles of Incorporation may be amended only by: (a) a unanimous affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b) as otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporators to the foregoing Articles of Incorporation, have executed these Articles of Incorporation as of June 20, 1997.

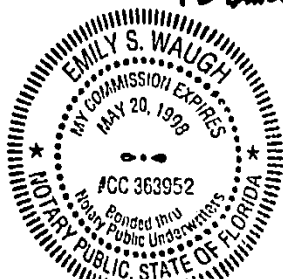
  
\_\_\_\_\_  
JOAO A. B. SANTOS  
Incorporator

  
\_\_\_\_\_  
JOSE M. P. da SILVA  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of June, 1997, by Joao A. B. Santos, who is personally known to me and who did not take an oath.

*FL Director's License # 5532-421-57-091-0*



STATE OF FLORIDA  
COUNTY OF LEON

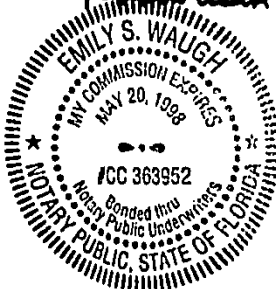
A handwritten signature of Emily S. Waugh in cursive script.

Signature of Notary Public

Notary Seal/Stamp:

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of June, 1997, by Jose M. P. da Silva, who is personally known to me and who did not take an oath.

*FL Director's License # 0241-431-48-417-0*



A handwritten signature of Emily S. Waugh in cursive script.

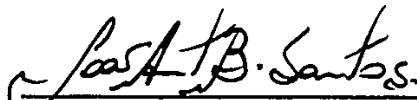
Signature of Notary Public

Notary Seal/Stamp:

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

**North Florida Professional Soccer, Inc.**, desiring to organize as a corporation under the laws of the state of Florida, has designated 1325 E. Tennessee Street, #3, Tallahassee, Florida 32308, as its initial registered office and has named Jose M. P. da Silva, located at said address, as its initial Registered Agent effective June 20, 1997



JOAO A. B. SANTOS

Incorporator

Dated as of June 19<sup>th</sup>, 1997


  
JOSE M. P. da SILVA

Incorporator

Dated as of JUNE 19<sup>th</sup>, 1997



Having been named Registered Agent and to accept service of process for North Florida Professional Soccer, Inc., at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective June 20, 1997. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.

  
\_\_\_\_\_  
JOSE M. P. de SILVA  
Registered Agent  
Dated as of June 19<sup>th</sup>, 1997

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FILED  
97 JUN 20 AH 10:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA