

CAPITAL CONNECTION, INC.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 23 PM 1:34

P98000026776

Volusia Competitive
Youth Sports - Plex, Inc

- Art of Inc. File 100002465111--8
- LTD Partnership File 03/23/98 01073-009
- Foreign Corp. File ****122.50 ****122.50
- 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 _____

RECORDED
98 MAR 23 PM 12:45
DIVISION OF CORPORATIONS

Signature _____

Requested by: On

Name

Date

Time

30398 12:24

Walk-In _____

Will Pick Up _____

RP
03-23-98

ARTICLES OF INCORPORATION

OF

**VOLUSIA COMPETITIVE YOUTH SPORTS-PLEX, INC.
(A Florida Not For Profit Corporation)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 23 PM 1:34

ARTICLE I - NAME

The name of the Corporation shall be:

VOLUSIA COMPETITIVE YOUTH SPORTS-PLEX, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the corporation shall be:

500 Fentress Blvd.
Daytona Beach, FL 32114

ARTICLE III - PURPOSES

A. The specific and primary purpose for which this Corporation is formed is for the acquisition, funding, improving and maintaining of a competitive sports complex, to provide athletic fields and related facilities for the youth of Volusia County, Florida, and primarily the City of Port Orange, Florida, for softball, football, baseball, soccer and other field type events.

B. The general purpose for which this Corporation is formed is exclusively for non-profit purpose and to engage in all lawful acts pursuant to the Florida Corporation Not-For-Profit laws as set out as Chapter 617 of the Florida Statutes, as such law may be amended in the future.

ARTICLE IV - LIMITATIONS

The Corporation shall be governed by and shall enjoy all of the powers and authority conferred in the provisions of laws in the State of Florida applicable to corporations not for profit. In exercising its said powers, this Corporation shall do so only in furtherance of the exempt purpose for which has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986. No share of stock or certificates of participation shall be issued by the Corporation. No dividends or other distribution of

the income or profits of the Corporation shall be made to its members, directors or officers. The Corporation may pay reasonable compensation to its members, directors and officers for services rendered as an employee, consultant or any capacity other than as a member of the Board of Directors and may confer benefits upon its members in conformity with the purposes of the Corporation. Notwithstanding any other provisions of these Articles, the purpose for which this Corporation is organized is exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V - DIRECTORS

1. Number. The property, affairs and activities of the Corporation shall be managed by a Board of Directors which shall consist of not less than seven (7) nor more than nine (9) persons. The number of Directors may vary from time to time as prescribed under the By-laws of the Corporation but in no event shall the number be less than the required three (3).

2. Qualification For Membership on the Board of Directors. All members of the Board of Directors shall hold said position by virtue of being a representative of Blazers Softball Team, Inc., Football Club of Port Orange, Inc. and Port Orange Youth Football Association, Inc. each of which is a not-for-profit organization organized and existing under the laws of the State of Florida. Each corporation shall appoint not less than one (1) nor more than three (3) members of the Board of Directors of the Corporation. The manner of appointment shall be as determined by each of the respective corporations in the manner which each corporation shall determine based upon their respective governing instruments.

3. Initial Board of Directors. The name and addresses of the members of the initial Board of Directors and their representative entity shall be as follows:

<u>Entity Member</u>	<u>Representative Entity</u>
Frank R. Costa	Port Orange Youth Football Association, Inc. 1648 Taylor Road, #137 Port Orange, FL 32124
Jack D. Wiles	Blazers Softball Team, Inc. 6248 Palomino Circle Port Orange, FL 32127

Robert C. Rand

Football Club of Port Orange, Inc.
2748 Long Grove Lane
Port Orange, FL 32119

ARTICLE VI - AMENDMENTS

The By-Laws of the Corporation and these Articles of Incorporation may be amended by a 75% vote of the Directors present and voting at any regular or special meeting provided that there is a quorum of at least a simple majority of the members of record of the Corporation present, in person and voting at any such meeting. Amendments may be proposed by a petition signed by at least two (2) of the members of the Board of Directors of the Corporation. A statement of any proposed amendment shall accompany the notice at any regular or special meeting at which such amendment shall be voted upon and said notice shall be mailed not less than 20 days prior to such meeting.

ARTICLE VII - DISSOLUTION

1. Manner: The Corporation may be dissolved by a three-fourths (3/4) vote of those Directors present, but not less than 75% of the membership as a quorum, and voting at any meeting called for such purposes and notice thereof shall be given as provided in the By-Laws.

2. Distribution of Assets. In the event of a dissolution of the Corporation, no member, officer or director shall be entitled to receive, either directly or indirectly, any distribution of the assets of the Corporation, and the balance of all assets remaining after the payment of all debts, expenses and obligations of the corporation shall be distributed in equal shares to those corporations hereafter set forth, which are at such time exempt organizations as described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any future Internal Revenue Code:

Port Orange Youth Football Association
Blazers Softball Team, Inc.
Football Club of Port Orange, Inc.

If none of the organizations are so qualified, then the remaining assets shall be distributed to an organization(s) which is exempt under the same provisions or to a state or local government for a public purpose.

ARTICLE VIII - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent and initial registered office are:

Frank Costa
500 Fentress Blvd.
Daytona Beach, FL 32114

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator is:

Frank Costa
500 Fentress Blvd.
Daytona Beach, FL 32114

A handwritten signature in black ink, appearing to read 'Frank Costa', is written over a horizontal line.

Frank Costa, Incorporator

98 MAR 23 PM 1:34

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 617.02011, Florida Statutes, the undersigned not for profit 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:

VOLUSIA COMPETITIVE YOUTH SPORTS-PLEX, INC.
(A Florida Not For Profit Corporation)

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

Frank Costa
500 Fentress Blvd.
Daytona Beach, FL 32114



Frank Costa, Incorporator

Date: March 18, 1998

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.



Frank Costa

Date: March 18, 1998