

798000078754

ATTORNEYS' TITLE

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

FILED  
98 SEP 11 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

- ☒ Walk in ☐ Pick up time ASAP ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

500002637375--8  
-09/11/98--01071--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
98 SEP 11 PM 1:22  
DIVISION OF CORPORATION

T. SMITH SEP 11 1998

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
BOCA GRANDE SOCCER CLUB, INC.

FILED  
98 SEP 11 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation for the purpose of incorporating a Florida not for profit corporation pursuant to Florida Statute 617 (1997) and do set forth as follows:

ARTICLE I.

NAME AND ADDRESS

The name of the corporation shall be BOCA GRANDE SOCCER CLUB, INC. The principal address for the office of this corporation shall be 333 Bailey Street, Boca Grande, Florida 33921, and the mailing address of this corporation shall be P.O. Box 121, Boca Grande, Florida 33921.

ARTICLE II.

OBJECTS AND PURPOSES

A. General Objects and Purposes. The objects and purposes for which this corporation is established are solely for those exempt purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, and specifically do not include pecuniary profit, gain or private advantage for the incorporators, directors, officers, or for the corporation, and it is organized solely for charitable, educational and athletic purposes. No part of the assets or income of the corporation shall inure to the benefit of any private individual, no substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding that this corporation shall be authorized to and shall make reasonable charges for any services rendered by it or for materials or publications furnished by it, all funds received by this corporation for its service, materials or publications or otherwise in excess of the cost of its operation shall be held in trust for the accomplishments of its objects and purposes. Such objects and purposes may include, insofar as they are within the limitations of

Section 501(c)(3) of the Internal Revenue Code of 1986, and the general nature of the business of the corporation shall be:

1. Purpose. The purpose of the BOCA GRANDE SOCCER CLUB, INC. is to promote the development of youth in the greater Boca Grande, Florida area, by providing instruction, coaching, training and organizing amateur soccer leagues and competitions for the youth of said area.

2. To aid, support and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or athletic purposes, no part of the net earnings of which inures to the benefit of any private individual, and no substantial part of the activities of which is carrying on of propaganda, or otherwise attempting to influence legislation.

3. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, institutions, foundations, or governmental bureaus, departments or agencies.

B. Powers. Subject to the limitations on powers set forth in the next succeeding paragraph hereof, the corporation shall have and exercise all powers necessary for, incidental to, desirable for, or useful or convenient in carrying out its objects and purposes. These powers, except as so expressly limited hereafter, shall include, but shall not be limited to, the following:

1. To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purposes above mentioned.

2. To borrow and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for monies borrowed, or in payment for property acquired or for any of the purposes of the corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon assignment of or agreement in regard to all or any part of the property rights or privileges of the corporation.

3. To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock, and any other securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible, all as the corporation's Board of Directors shall deem advisable and as may be permitted by law.

4. To purchase, contract for, or otherwise acquire in any manner, to hold, own and to sell, lease, rent, mortgage, pledge and otherwise dispose of or encumber any and all classes of property whatsoever, whether real, personal or mixed, or any interest therein, and to develop, improve, subdivide, cultivate, farm, and otherwise work, manage, operate and control the same.

5. To carry on athletic, educational and charitable work under the rules and regulations of the Bylaws and to donate any amount of money or property in the discretion of the Board of Directors to any institution or organization who, by reason of its charitable, athletic or educational nature has been held to be exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 or any amendment thereto.

6. To exercise all the powers conferred upon corporations under the laws of the State of Florida in order to accomplish its charitable, athletic and educational purposes, including but not limited to the power to accept donations of money or property or any interest therein, whether real or personal.

7. To have perpetual succession by its corporate name.

8. To sue, be sued, complain and defend in its corporate name.

9. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

10. To purchase, take, receive, lease or otherwise deal in and with real or personal property or in any other interest therein, wherever situated.

11. To sell, convey, mortgage, pledge, lease, exchange, transfer, option and otherwise dispose of all or any part of its property and assets.

12. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, non-profit corporations, associations, trusts, partnerships, limited partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

13. To make contracts, including contracts of guaranty, suretyship and indemnification and to incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage, deed of trust, security agreement, pledge or other encumbrance of all or any of its property, franchises and income.

14. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

15. To conduct its affairs, carry on its operations, and have offices and exercise its powers within or outside the State of Florida.

16. To elect or appoint officers and agents of the corporation, who may be directors, and to define their duties and to fix their compensation, if any.

17. To make and alter Bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration, regulation and management of the affairs of the corporation.

18. To make donations for the public welfare or for charitable, athletic or educational purposes.

19. To cease its corporate activities.

C. Related Objects and Purposes. The corporation shall engage in any and all other activities of any type whatsoever conferred by the laws of the State of Florida and growing out of, related to or in any manner whatsoever connected with any of the objects and purposes described in these Articles. Notwithstanding the foregoing, this corporation shall not have, nor exercise any power of authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity which would prevent it from qualifying and continuing to qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

### ARTICLE III.

#### DURATION

The duration of the corporation is perpetual.

### ARTICLE IV.

#### QUALIFICATIONS OF MEMBERS

Any person may be admitted as a member of the corporation who expresses a desire to do so and professes a willingness to help people in need of the services of the corporation. The qualifications of membership shall be nondiscriminatory as to religious preference, race, sex, sexual preference or otherwise.

### ARTICLE V.

#### REGISTERED AGENT

The initial registered office and the name of its initial registered agent is Miko P. Gunderson, Esq., at 1861 Placida Road, Suite 204, Englewood, Florida 34223.

ARTICLE VI.

BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of Directors and such officers, committees, agents and employees as the directors may from time to time appoint. The number of persons constituting the Board of Directors shall be three (3) and their names and addresses are as follows:

Director	Terry G. Bisset P.O. Box 121 Boca Grande, FL 33921
Director	William H. Baker, Jr. P.O. Box 1176 Boca Grande, FL 33921
Director	Christine M. Malasics P.O. Box 922 Boca Grande, FL 33921
Director	Colleen Burri P.O. Box 216 Boca Grande, FL 33921
Director	Diane Spraggins P.O. Box 5297 Englewood, FL 34224

ARTICLE VII.

OFFICERS

The names of the officers who are to serve until the first election at the annual meeting of the corporation are as follows:

President	Terry G. Bisset P.O. Box 121 Boca Grande, FL 33921
Vice President	William H. Baker, Jr. P.O. Box 1176 Boca Grande, FL 33921
Treasurer	Christine M. Malasics P.O. Box 922 Boca Grande, FL 33921
Secretary	Colleen Burri P.O. Box 216 Boca Grande, FL 33921

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator of the corporation is:

Miko P. Gunderson	Batsel, McKinley, Ittersagen, Gunderson & Berntsson, P.A. 1861 Placida Road, Suite 204 Englewood, Florida 34223
-------------------	--

ARTICLE IX.

DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, or, as the Board of Directors shall determine, transfer such assets to such organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; provided, however, that a description of the proposed manner of distribution, including the names of the organizations to which the Board of Directors proposes to distribute assets, shall be submitted to the members of the corporation for approval or rejection prior to the effectuation of the actual distribution, and no distribution shall be made without prior approval thereof by the members. Any such assets not disposed of shall be disposed of by the appropriate court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Subject to the further provisions hereof, the corporation shall indemnify any and all of its existing and former directors and officers against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action



brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director or officer of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is brought by or in the right of the corporation by any other person. Whenever such director or officer shall report to the president of the corporation or to the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a director or officer of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding had no reasonable cause to believe such conduct was unlawful in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

#### ARTICLE XI.

##### EXEMPTION OF PRIVATE PROPERTY

The incorporators, directors, officers, employees and agents of the corporation and their property shall be forever exempt from liability or assessment for its debts, obligations or engagements.

ARTICLE XII.

LIMITATION OF LIABILITY

No director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for (i) any breach of the director's duty of loyalty to the corporation or its members; (ii) acts or omissions which are not in good faith or which involve violation of Florida Statutes - prohibition against issuance of stock and payment of dividends; (iii) any transaction from which the director derived an improper personal benefit; or (iv) any violation of Florida Statutes - director conflicts of interest.

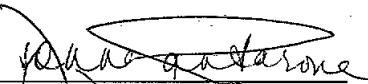
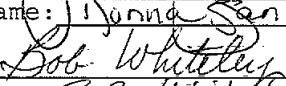
ARTICLE XIII.

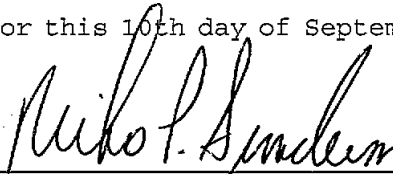
DISSOLUTION

In the event that the Board of Directors deems it impractical for any reason for the corporation to pursue further its objects and purposes, the Board of Directors may, by the affirmative vote of two-thirds of their number present at a regular or special meeting of the Board, declare the corporation dissolved and take such steps as may be necessary under the laws of the State of Florida and Article IX hereof to effect the orderly dissolution of the corporation.

Executed by the incorporator this 10th day of September, 1998.

Witnesses:

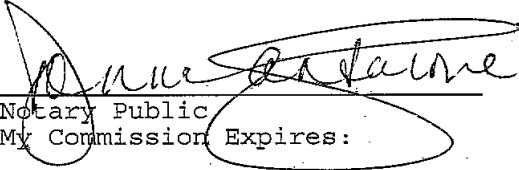
  
Name: Donna Santarone  
  
Name: Bob Whitley

  
MIKO P. GUNDERSON

STATE OF FLORIDA :  
COUNTY OF CHARLOTTE :

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Miko P. Gunderson, to me known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein stated.

WITNESS my hand and official seal in the State and County aforesaid this 10th day of September, 1998.

  
Notary Public  
My Commission Expires:



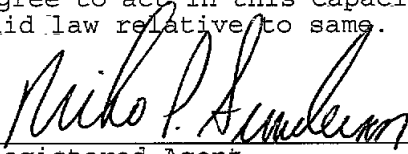
CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS

In compliance with Section 48.091, Florida Statutes, the following is submitted:

BOCA GRANDE SOCCER CLUB, INC., a Florida not for profit corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Boca Grande, County of Lee, State of Florida, has designated MIKO P. GUNDERSON, whose street address is 1861 Placida Road, Suite 204, Englewood, Florida 34223, as its agent to accept service of process within this state.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named not for profit corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

  
\_\_\_\_\_  
Registered Agent

52388A01

FILED  
98 SEP 11 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA