

FL SOCCER SRC INC

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON SATURDAY, FEBRUARY 20, 2015

The meeting of the Board of Directors of FL Soccer SRC Inc. (FLSRC) was held at 11:00 a.m. on Saturday, February 20, 2016, at the Coral Springs Marriott, 11775 Heron Bay Boulevard, Coral Springs, FL 33076.

Call to order by the Chairman Richard Moeller. Richard Moeller, Marino Torrens and Nick Calabro as the initial members of the Board elected by the two Sponsors were present. Tommy Thompson was absent. The newly appointed SRA Abrom Douglas Jr, and the newly appointed SDA Raymond Slowinski, SDI William Wagner and SD Assignors Anthony Damoulis, having been previously appointed by the SRA with the concurrence of the two Sponsors and elected to the Board of Directors in compliance with the Federation Policy, having accepted their positions, were immediately seated.

With seven of the eight directors present, quorum was established. The Chair then addressed the matter of Notice and by motion duly made, seconded and unanimously approved, the members voted to waive notice for this meeting. The matter of the agenda for the meeting was raised and a discussion ensued regarding additional items that should have made the agenda. By motion duly made, seconded and unanimously approved, the members voted to amend the agenda for this meeting by the addition of a number of items. A copy of the amended agenda for this meeting is attached to these minutes.

Minutes from the Organizational Meeting of 12/5/2015

The members discussed the minutes from the Organizational Meeting. Corrections were made to these previous minutes and following a motion duly made, seconded and unanimously approved, the minutes of the Organizational Meeting of the FLSRC from 12/5/2015 were unanimously ratified by the members, as corrected.

Election of Chairperson

In accordance with the ratified Organizational Minutes and the Initial Bylaws, the president of FSSA, Richard Moeller remained as the Chairperson and the president of FYSA Marino Torrens assumed the position of Vice Chairperson. They will serve their terms until August 2016. Mr. Moeller continue to Chair this meeting.

Initial Bylaws of FLSRC

In accordance with the minutes of the Organizational Meeting, the draft copy of the company's Initial Bylaws which had been provided to all directors with the meeting notice was reviewed and discussed. After considerable discussions and corrections, by motion duly made, seconded and unanimously approved, the Initial Bylaws of the FL Soccer SRC Inc. were ratified by the members, as corrected.

Appointment of Officers and Committees

The matter of appointment of Officers was discussed and in accordance with the ratified Organizational

Minutes and the Initial Bylaws, Richard Moeller assumed the position of President. Marino Torrens assumed the position of Vice President. They will serve their terms until August 2016. By motion duly made, seconded and unanimously approved, the DS Assignors Anthony Damoulis was appointed as Secretary. By motion duly made, seconded and unanimously approved, the SRA Abrom Douglas Jr. was appointed as Chief Operating Officer. By motion duly made, seconded and unanimously approved, the SDI William Wagner was appointed as Treasurer. The terms of Secretary, Chief Operating Officer and Treasurer expire in December 2017.

The Chair appointed Nick Calabro to establish and head an Audit Committee whose term will expire in December 2017.

Conflict of Interest Forms

Conflict of Interest forms were executed by each and every director and officer and are made part of the records of this corporation.

Ratification of Previous Actions of Board Members

By motion duly made, seconded and unanimously approved, the members ratified all past actions of the Board and its Officers. These actions include but are not limited to all actions reasonably undertaken by all directors and officers in good faith and in a manner which the director and or officer reasonably believed to be in or not opposed to the best interests of the corporation.

Old Business

By motion duly made, seconded and unanimously approved, the members voted to change the corporate address to FL Soccer SRC Inc 13727 SW 152 Street #111 Miami FL 33177 and the Secretary was directed to file any form required by any regulatory or licensing authority, including the preparation of new Bank Resolutions.

By motion duly made, seconded and unanimously approved, the members voted to change the Registered Agent with the Division of Corporations of the State of Florida to Abrom Douglas Jr.

The matter of FSR Inc. was discussed and the affect it may have on the administration, management and operations of FLSRC. The Chair directed that this matter be addressed by the Audit Committee as quickly as reasonably possible and in the best interests of FLSRC. In addition, the Chair directed all members to prepare a list of unresolved issues which will be reviewed for possible action.

The SRA discussed the emergency actions that directors and officers undertook and their cost in an attempt to resolve operational obstacles placed there during the transition period between FSR and FLSRC. The SRA, SDA and SDI discussed their respective policies and the preparation of their budgets.

The SRA discussed an invoice from EIS the owner of our LeagueGM System which dated in 2014-2015. All members recognized the invoice pre-exists this company's existence, however, they acknowledged that some expenses and income is part of this transition period. By motion duly made, seconded and unanimously approved, the members approved payment of this invoice, provided the SRA can confirm its legitimacy.

New Business

By motion duly made, seconded and unanimously approved, the members voted to obtain appropriate insurance coverage for the company's directors and officers and any other insurance protection that may be required. The Chair directed the Secretary to act on this motion.

The members discussed the retention of a CPA to assist with the IRS application for a 501(c) certification. The Chair directed that this matter be immediately addressed by the Audit Committee as quickly and as reasonably possible and in the best interests of FLSRC.

The SRA requested approval to execute the Car Leasing Agreement he obtained from Enterprise. By motion duly made, seconded and unanimously approved, the members extended this authority to the SRA.

Discussion ensued regarding the Referee Program's ability to continue in the steps of the current success enjoyed by Florida on the national level. The SRA, SDA, SDI and SD Assignors confirmed that, when this transition is successfully completed, the Program will be much more flexible and able to meet all needs of the Sponsors. In addition the Program will offer its Sponsors the administrative and fiscal checks and balances missing from the previous arrangement.

For The Good Of The Game

The members discussed items of interest, assistance and cooperation between the Sponsors and the Referee Program.

The next meeting of the Board of Directors was tentatively scheduled for Sunday, August 14, 2016 at the same place as the FYSA AGM, subject to change depending on ability to obtain quorum.

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On a motion duly made, seconded and unanimously approved, the members voted to adjourn this meeting.

AJDamoulis

Secretary
For And On Behalf Of
The Board Of Directors
FL Soccer SRC Inc
Dated: February 23, 2016