

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF FL SOCCER SRC INC.**

The undersigned acting as Secretary under the Florida not for profit Corporation Act, adopts the following Amended and Restated Articles of Incorporation for such Corporation:

ARTICLE I NAME

The name of this Corporation is **FL SOCCER SRC INC.** For convenience, **FL SOCCER SRC INC.** is hereinafter referred to as the "Association."

ARTICLE II DURATION AND COMMENCEMENT

The duration of the Association shall be perpetual and the commencement of the corporate existence shall be as of the time of filing of the Articles of Incorporation.

ARTICLE III PURPOSES, NATURE AND POWERS

The purpose for which the Association is organized and the general nature of the activities shall be:

A. This is a non-stock, not for profit Association organized solely for the public interest of its members, pursuant to Florida Statutes, Chapter 617.

B. This Association shall not engage in any activity for pecuniary profit.

C. The Association is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code).

D. The Association is organized to engage in activities as a private Association under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code); including without limitation, to administer the USSF Referee Program for their two (2) State Associations (as defined in the By-Laws) that

qualify under Section 501(c)(3) of the Internal Revenue Code, as well as other eligible charitable institutions that qualify under Section 501(c)(3) of the Internal Revenue Code.

E. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth herein. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on:

- (1) by an Association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code); or
- (2) by an Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code).

F. The Association will endeavor to distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

G. The Association will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

H. The Association will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

I. The Association will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. The Association will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV MEMBERSHIP AND ADMISSION

Membership and manner of admission of members of the Association shall be as set forth in the By-Laws of the Association.

ARTICLE V DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association to any successor not for profit corporation providing substantially the same permitted uses as this Association created within six (6) months of such dissolution, and if such organization does not timely exist, then equally to the Florida State Soccer Association, Inc., a Florida not for profit corporation and the Florida Youth Soccer Association, Inc. a Florida not for profit corporation exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or other corresponding provision of any future United States Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in and for Palm Beach County, Florida, or such other Circuit Court in which the principal office of the Association 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 VI DIRECTORS

A. Number of Directors: The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of as many persons as the

Board of Directors shall from time to time determine but not less than five (5) or more than nine (9) persons.

B. Election of Directors. Election of Directors of the Association shall be as set forth in the By-Laws of the Association. Notwithstanding the foregoing, the immediate past president of the Association shall automatically serve as Director for the year after the end of said past-president's term, unless said past-president has been removed from office.

C. Original Board of Directors: The names and addresses of the first Board of Directors of the Association are as follows:

Richard Moeller
13727 SW 152 Street, Suite 111
Miami, FL 33177

Marino Torrens
13727 SW 152 Street, Suite 111
Miami, FL 33177

William Wagner
13727 SW 152 Street, Suite 111
Miami, FL 33177

Anthony J. Damoulis
13727 SW 152 Street, Suite 111
Miami, FL 33177

Abrom Douglas, Jr.
13727 SW 152 Street, Suite 111
Miami, FL 33177

Nicholas Calabro
13727 SW 152 Street, Suite 111
Miami, FL 33177

Raymond Slowinski
13727 SW 152 Street, Suite 111
Miami, FL 33177

Tommy Thompson
13727 SW 152 Street, Suite 111
Miami, FL 33177

ARTICLE VII OFFICERS

A. Subject to overall supervision of the Board of Directors of the Association and to any special provisions of the By-Laws of the Association, the affairs of the Association are to be managed by the following officers (who will be elected at the annual meeting of the said Board of Directors to be held at such time as may be determined by the By-Laws):

A. President, Chief Operating Officer, one or more Vice Presidents; Secretary; and Treasurer. The office of Secretary and Treasurer may be held by one (1) person.

B. The names of the persons to serve as officers until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
Marino Torrens	President
Abrom Douglas, Jr.	Chief Operating Officer/SRA
Richard Moeller	Vice President
William Wagner	Treasurer/SDI
Anthony J. Damoulis	Secretary/SDA
Raymond Slowinski	SDA

ARTICLE VIII BY-LAWS

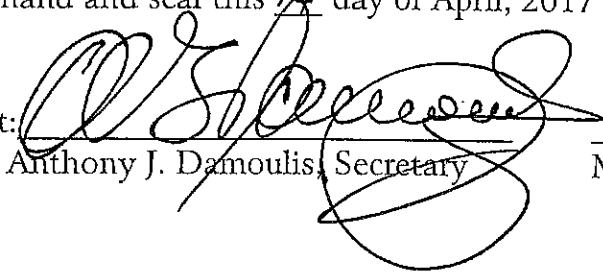
The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the Membership in the manner set forth in the By-Laws.

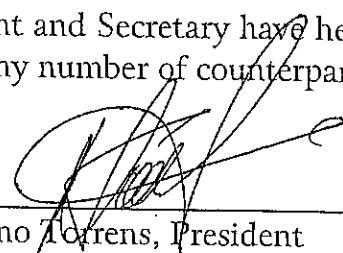
ARTICLE IX REGISTERED OFFICE, AGENT AND ADDRESS

The registered office of this Association shall be at 4420 Beacon Circle, Suite 100, West Palm Beach, Florida 33407 with the privilege of having its office and branch offices at other places within or without the State of Florida. The registered agent at that address shall be Michael J Posner, Esq. The principal office of the Association shall be at 13727 SW 152 Street, Suite 111, Miami, FL 33177.

IN WITNESS WHEREOF, the said President and Secretary have hereunto set their hand and seal this 14th day of April, 2017 in any number of counterparts.

Attest:


Anthony J. Damoulis, Secretary

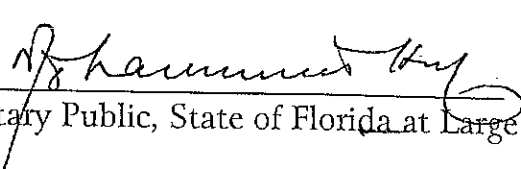

Marino Torrens, President

(Corporate Seal)

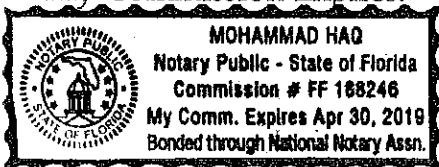
STATE OF FLORIDA)
) ss:
COUNTY OF Miami Dade) ~~ss:~~

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Marino Torrens, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of April, 2017.


Notary Public, State of Florida at Large

My Commission Expires:

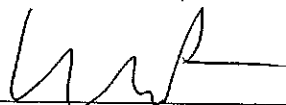


Prepared by: Michael J Posner
4420 Beacon Circle, Suite 100.
West Palm Beach, FL 33407
Florida Bar No: 525685

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Anthony J. Damoulis, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of April, 2017.



Notary Public, State of Florida at Large

My Commission Expires:



Prepared by: Michael J Posner
4420 Beacon Circle, Suite 100.
West Palm Beach, FL 33407
Florida Bar No: 525685