

CONSTITUTION

(ARTICLES OF INCORPORATION)

GAINESVILLE SOCCER ALLIANCE, INC.

ARTICLE I INTRODUCTION

The name of this corporation shall be **Gainesville Soccer Alliance, Inc.** The mailing address of the corporation is **P.O. Box 14685, Gainesville FL 32604.** The Board of Directors from time to time may move the mailing address of the corporation to any other address in the State of Florida.

ARTICLE II PURPOSE

This corporation is organized exclusively for charitable purposes as a qualified amateur sports organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall provide an environment for the development of amateur soccer athletes and to foster amateur soccer competition for its members. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation; and

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

The corporation shall not lend any of its assets to any officer or director of this corporation (unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members), or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV DIRECTORS/ MEMBERS

The corporation shall have a voting membership and may have classes of membership as defined in the corporation's Bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's Bylaws. This corporation shall have three (3) Directors initially. The number of Directors may be increased from time to time as set forth in the Bylaws of the corporation, but shall never be less than three. The Board of Directors shall be elected as outlined in the corporation's Bylaws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

The corporation's initial Board of Directors shall be comprised of the following six (6) individuals:

President: Norman Fitz-Coy
Treasurer: Sergio J. Quintana
Director of Competition: Richard Fethiere

Vice-President: Darryl Butt
Secretary: Marc Ketchel
Registrar: Aimee Womack

ARTICLE V BYLAWS

The initial Board of Directors shall adopt Bylaws at the first organizational meeting. The proposed Bylaws shall be approved by two-thirds vote of the initial Board of Directors before becoming the law of the corporation. Subsequent amendments to the Bylaws of the corporation shall be in accordance to the procedures outlined in the said document.

ARTICLE VI TERM OF EXISTENCE

The corporation shall exist perpetually until and unless dissolved according to law.

ARTICLE VII DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities,

costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 VIII DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE IX INDEMNIFICATION

This corporation shall indemnify and hold harmless any and all of its present or former directors, officers, employees, or agents to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his/her legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE X REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be located at **3702 SW 82nd Street, Gainesville FL 32608**. The initial registered agent of the corporation at that address shall be **Norman Fitz-Coy**. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE XI AMENDMENTS

The Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds (2/3rd's) vote of those present.

Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

**ARTICLE XII
INCORPORATORS**

The incorporators of this corporation are:

Darryl P. Butt
8203 SW 16th Place
Gainesville, FL 32607

Norman Fitz-Coy
3702 SW 82nd Street
Gainesville FL 32608

Marc Ketchel
10105 NW 156th Avenue
Alachua, FL 32615

Sergio J. Quintana
700 SW 16th Place
Gainesville, FL 32601

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the 23rd day of October, 2002.

Darryl P. Butt

Norman Fitz-Coy

Marc Ketchel

Sergio J. Quintana

STATE OF FLORIDA *
COUNTY OF ALACHUA *

I HEREBY CERTIFY that on this 23rd day of October, 2002, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Darryl P. Butt, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his/her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid.

_____ To me personally known

_____ Identified by Driver's License Number _____
issued by the State of _____.

Notary Public
Typed Name: _____
My Commission Expires:
Commission No.:

STATE OF FLORIDA *
COUNTY OF ALACHUA *

I HEREBY CERTIFY that on this 23rd day of October, 2002, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Norman Fitz-Coy, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his/her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid.

_____ To me personally known

_____ Identified by Driver's License Number _____
issued by the State of _____.

Notary Public
Typed Name: _____
My Commission Expires:
Commission No.:

STATE OF FLORIDA *
COUNTY OF ALACHUA *

I HEREBY CERTIFY that on this 23rd day of October, 2002, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Marc Ketchel, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his/her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid.

_____ To me personally known

_____ Identified by Driver's License Number _____
issued by the State of _____.

Notary Public
Typed Name: _____
My Commission Expires:
Commission No.:

STATE OF FLORIDA *
COUNTY OF ALACHUA *

I **HEREBY CERTIFY** that on this 23rd day of October, 2002, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **Sergio J. Quintana**, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his/her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid.

_____ To me personally known

_____ Identified by Driver's License Number _____
issued by the State of _____.

Notary Public
Typed Name: _____
My Commission Expires:
Commission No.:

I, **Norman Fitz-Coy**, am hereby familiar with and accept the duties and responsibilities as Registered Agent for **Gainesville Soccer Alliance, Inc.**

Registered Agent

BYLAWS

ARTICLE I INTRODUCTION

1.1 Adoption of Bylaws. These Bylaws were initially adopted by the Board of Directors (BOD) on July 16, 2003.

1.2 Purposes. This corporation will have the purposes stated in its Articles of Incorporation, as they now exist or are later amended by two-thirds vote of the BOD.

ARTICLE II NOT FOR PROFIT

2.1 Nonprofit Operations. The corporation is a Florida not-for-profit corporation. No dividend will be paid, and no part of the income or assets of this corporation will be distributed, to its directors or officers. However, the corporation may contract in due course of business with its officers or directors for services rendered to the extent permissible under the Articles of Incorporation, under law, and under §501(c)(3) of the IRS code.

2.2 No Stock. The corporation shall not issue shares of stock.

2.3 No Loans to Directors or Officers. This corporation will loan no money to any of its directors or officers.

2.4 No Vested Rights. No director or officer of this corporation has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the corporation.

ARTICLE III MEMBERSHIP

3.1 Members. The corporation shall have two classes of membership, voting and nonvoting. Voting members in the GSA shall be defined as coaches, volunteers, and players properly registered with FYSA; each player shall be represented by one of said player's parent(s)/guardian if player is under eighteen years of age. Nonvoting members shall include club employees, club sponsors and other allied individuals with an interest in furthering the club's objectives.

3.2 Voting Rights. Member voting rights shall only be granted when all team dues, fees, and/or assessments have been paid in full.

3.3 Representation. Voting members are represented by their designated Team Representative who serves on the BOD. All members may attend and speak at any meeting of the BOD however only Officers and Team Representatives are permitted to vote (see Article 6.2 of Bylaws).
