

**FREDERICKSBURG SOCCER CLUB, INCORPORATED**  
**ARTICLES OF INCORPORATION**

Adopted January 2009  
Restated June 2020

**Article I – Name**

The name of the organization is the Fredericksburg Soccer Club, Incorporated, hereinafter referred to as the "club". The corporation is located in Spotsylvania County, Virginia.

**Article II - Mission Statement**

Said corporation is organized exclusively for charitable and educational 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, or the corresponding section of any future federal tax code. The corporation's activities shall include, but not be limited to:

1. Establish and supervise a program of soccer education for children and adults by ensuring that instructors are licensed, qualified, and able to instruct children in a developmentally appropriate manner within an established curriculum.
2. Build character by educating youth on the benefits of work ethic, resiliency, teamwork, sportsmanship, and life lessons through sports competition.
3. Promote the social welfare of the community by providing an environment for kids that keeps them out of trouble, combats juvenile delinquency, and combats drug abuse.
4. Provide children the opportunity to compete with other organized regional, national, or international associations.
5. Sponsor, manage, and operate exhibitions, clinics, tournaments, contests, or other educational activities to promote participation in youth soccer programs.
6. Develop a program to keep fees relatively low so that as many children as possible can participate in the club.
7. Promote general health and physical fitness through exercise.
8. Establish a competitive travel soccer program that provides players with opportunities to play beyond the youth level.

**Article III - Prohibited Activities**

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation

for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the promotion of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, including the publishing or distribution of political statements, any political campaign on behalf of or in opposition to any candidate for public office.

2. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.
3. The club will not discriminate against any individual based on race, color, religion, age, sex, or national origin.

#### **Article IV – Members**

The club shall consist of two (2) types of members - Class “A” and Class “B”.

1. Class “A” Member: A soccer player that participates in any of the club’s programs shall be designated as a non-voting member provided that the individual is in good standing as defined in the bylaws. Membership does not convey to a parent, guardian, or any individual that makes payment on behalf of the soccer player.
2. Class “B” Member: Each individual that is either a club director, employee with an active employment agreement, or volunteer that holds an active volunteer agreement as defined in the club bylaws is entitled to one (1) vote in the election of each of the club’s non-appointed Directors and on any matter requested by the Board of Directors.

#### **Article V – Directors**

1. A Board of Directors shall govern the affairs of the corporation. The Board of Directors is responsible for financial oversight, legal oversight, and oversight of the corporation’s executive director to whom it has delegated the authority and responsibility of the day-to-day operations. Specific responsibilities shall be defined in the bylaws of the club.
2. The number of directors shall never exceed nine (9) or fall below one (1).
3. The Founder shall serve perpetually on the Board of Directors. The Founder shall have the discretion to appoint no more than 50% of the maximum number of directors including the Founder himself. The remaining directors shall be elected by the Class “B” voting members. Upon death or resignation of the Founder, the board shall be 100% elected by the Class “B” voting members.
4. Any duality of interest or possible conflict of interest on the part of any director shall be disclosed to the other directors and made a matter of record. Any director having such duality or possible conflict of interest shall not vote or use his/her influence on such matter in question, nor be counted in determining a quorum for the meeting.

5. Any parent, guardian, sibling, or the immediate family of a Class "A" member is ineligible to serve on the Board of Directors.

#### **Article VI – Dissolution**

Upon the dissolution of the corporation, assets shall be distributed 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 VII - Registered Office and Registered Agent**

The name of the corporation's registered agent is Cervantes & Cervantes, PLC, whose address is the registered office at 1010 Prince Edward Street Fredericksburg, Virginia 22401, located in the City of Fredericksburg. The registered agent is a domestic professional limited liability company that is authorized to transact business in Virginia.

#### **Article VIII – Founder**

The name of the Founder and original incorporator is Rodrigo Marcello Manzano.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26th day of June, 2020.

Rodrigo Marcello Manzano, Incorporator and Founder



A handwritten signature in cursive script, appearing to read "Manello Manzano", written in black ink. The signature is positioned above a horizontal line that serves as a signature line.