

**AMENDED AND RESTATED BY-LAWS
OF
BREVARD YOUTH SOCCER LEAGUE, INC.**

These Amended and Restated Bylaws (the "Bylaws"), dated and effective as of August 13th 2008, is entered into by and among the **MEMBERS**, as herein defined and listed.

RECITALS:

A. The Members previously formed Brevard Youth Soccer League, Inc., as a Florida for-profit corporation on September 16, 1991; and

B. On August 25, 1995, the for-profit Brevard Youth Soccer League, Inc. was administratively dissolved for failure to file an Annual Report; and

C. On October 10, 2003, the Members elected to form Brevard Youth Soccer League, Inc., as a Florida not-for-profit corporation and entered into these certain Bylaws dated as of October 10, 2003, as amended (collectively, the "Original Bylaws"). These Amended and Restated Bylaws reflect the modification to and a restatement of the Original Bylaws to comply as an exempt organization under §501(c)(7) of the Internal Revenue Code of 1986 as amended.

BYLAWS:

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and on the terms and subject to the conditions herein set forth, the Members hereto agree as follows:

ARTICLE I - IDENTIFICATION AND AFFILIATION

Section 1.1 Recitals. The above recitals are true and correct and are incorporated herein by reference.

Section 1.2 Introduction. The Brevard Youth Soccer League, Inc., in keeping with its goals and objectives to promote the development of education and training for our youth in soccer programs for Brevard County and surrounding soccer clubs outside of Brevard County who desire to participate, hereby amend and restate the following Bylaws in support of Articles of Incorporation.

Section 1.3 Identification and Affiliation. The Brevard Youth Soccer League, Inc. ("BYSL") is hereby identified as BYSL for purposes of correspondence and in the daily conduct of its business.

Section 1.4 Purpose. The general purpose of BYSL is (i) to develop, promote and implement a regional youth soccer program through education, training, and experience, and (ii) to provide administration and oversight in the development and solidification of soccer clubs in and around Brevard and surrounding counties into a single league that shall be affiliated with FYSA. Pursuant to BYSL's Articles of Incorporation, which incorporates the purpose for which the Corporation is organized are exclusively religious, charitable, literary, scientific and educational within the 501(c)(3) of the Internal Revenue Code of 1986 as amended. Notwithstanding any provision hereinafter set forth, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax pursuant to 501(c)(3) of the Revenue Code of 1986 as amended.

Section 1.5 Membership. In keeping with its purpose to provide overall guidance and leadership for the advancement of youth soccer in and around Brevard County, Florida, BYSL shall offer membership to those clubs, leagues, and organizations interested in the responsibility for the administration of programs and services. Affiliates and Associate membership and registration requirements shall be enumerated within the Rules and Regulations ("Rules"), attached as Exhibit 1.5, and incorporated herein.

Section 1.5.1 Membership in BYSL, shall be open to all Clubs and their soccer players, coaches, trainers, managers, administrators, and officials not subject to suspension under FYSA, USSF Bylaw 241, Section 4 and to any amateur soccer organization within FYSA's jurisdiction. BYSL shall not discriminate against any individual or Club on the basis of race, color, religion, age, sex, or national origin.

Section 1.5.2 By registration with or application for membership with BYSL, any Club, their players, coaches, administrators, affiliates, associate affiliates, or other category as may be so designated hereby agrees to comply with all BYSL and FYSA bylaws, rules, regulations and policies as may now be in effect or may be instituted in the future as well as the bylaws, rules, regulations and policies of other organizations to which BYSL and/or FYSA may be affiliated both now or in the future.

Section 1.6 Administrative Offices. The official offices of BYSL shall be located in Brevard or Indian River County, Florida as designated by the Board of Directors. The official records of BYSL shall be maintained by the Secretary or at the offices of BYSL.

Section 1.7 Affiliation. BYSL shall be an affiliate of FYSA and shall comply with the authority, Rules and guidelines of the United States Soccer Federation ("USSF") and its Youth Division. This affiliation is predicated upon shared goals and

objectives leading to the advancement of youth soccer in all its forms throughout Florida and the United States.

Section 1.7.1 USSF's articles of incorporation, bylaws, policies, and requirements shall take precedence over and supersede the governing documents and decisions of FYSA and BYSL and its members to the extent applicable under Florida law. BYSL and its Members shall abide by those articles, bylaws, policies, and requirements.

Section 1.7.2 Upon request of either FYSA and/or USSF, BYSL shall permit review of the bylaws, rules, regulations, and procedures of BYSL, upon written request specifying the exact nature of the review of not less than once every four (4) years to determine BYSL's compliance with FYSA's and USSF's Bylaws, rules and regulations.

Section 1.7.3 BYSL shall not join any organization that has requirements that conflict with FYSA's or USSF's articles, bylaws, policies, and requirements.

Section 1.7.3 BYSL shall monitor the registration of all of its Member Club's players, coaches, teams, referees, and administrators at least once each year and pay all dues and fees to FYSA in a timely manner.

Section 1.8 Rules of play, except as modified herein and in the Rules and Regulations section, shall be FIFA "Laws of the Game."

Section.1.8.1 Competition sanctioned by BYSL shall be in compliance with mandated rules from FYSA and US Youth Soccer for any youth age group. Any recommended changes of the rules of play from US Youth Soccer approved by FYSA and their affiliates and initiated by the FYSA's Director of Coaching with the proper continuing educational process of it's affiliates, would go into effect for the next seasonal year or on a schedule.

Section 1.9 BYSL and its Members shall abide by FYSA's articles, bylaws, policies, and requirements on interplay.

Section 1.10 Player, Coach, and Volunteer Data.

Section 1.10.1 Player, coach and volunteer data are the property of BYSL. The sole purpose of this information is to assist BYSL in accomplishing its goals and objectives leading to the advancement of youth soccer and is not for personal gain. All information is protected information and shall not be utilized for private benefit or private inurement.

Section 1.10.2 BYSL shall adopt and administer the policies of FYSA prohibiting sexual and physical abuse that meet certain minimum criteria established by USSF (subject to any contrary requirements contained in Florida local law applicable to BYSL).

Section 1.11 Club Member Autonomy. BYSL shall not interfere or influence the internal operations of Member Clubs in the following: (i) coach selections; (ii) player and coach registrations and team assignments; (iii) dissemination of intra-club information; (iv) field selection and maintenance; (v) intra-club game schedules; (vi) scheduling of referees for games not within the jurisdiction of Region B-5 or BYSL referee assignors.

ARTICLE II-MEMBERS

Section 2.1 Members. BYSL Members shall consist of authorized representatives from each Club ("Club Member") in District B-5 or Guest Clubs from any Region as defined below that is a member of FYSA.

Section 2.2 General Powers. Members shall vote on all policies recommended for adoption by the Board of Directors. Each Club Member with registered players within the BYSL shall have one (1) Member vote.

Section 2.3 Number, tenure and Qualifications. The number of Club Members shall be a least ten (10) nor more than fifty (50), and there shall never be less than one (1) Club Member. Each Member shall be appointed by their respective Club, which shall be solely at the discretion of the Club. Club Members must be residents of the State of Florida and must be twenty one (21) years of age.

Section 2.4 Quorum. A simple majority, herein defined as fifty one percent (51%) of the Members in good standing with BYSL and FYSA shall constitute a quorum for the transaction of business at any meeting of the Members, provided, that if less than a majority of the Members are present at said meeting, a majority of the Members present may adjourn the meeting from time to time without further notice. All eligible votes shall consist of one (1) vote for each Member Club (not including Guest Clubs).

Section 2.5 Regular Meetings. A regular meeting of the Members shall be held monthly and without other notice and shall be the second Wednesday of each month. The Members may provide by resolution the time and place, either within or without the State of Florida, for the holding of additional regular meetings of the Members without other notice than such resolution.

Section 2.6 Special Meetings. A Special Meeting of the Members may be called by or at the request of the Chairman or any member of the Board of Directors or

by two (2) or more Members of Clubs in good standing with BYSL. The person or persons authorized to call a special meeting of the Members may fix any place, either within or without the State of Florida, as the place for holding any special meeting of the Members called by them.

Section 2.7 Notice. Notice of any special meeting of the Members shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail, overnight courier service by a nationally known carrier, telecopy, or electronic transmission to each Club Member at his or her address as shown by the records of BYSL. If mailed first class or registered mail, such notice shall be deemed to be delivered three (3) business days after being deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by overnight courier service or telecopy, such notice shall be deemed to be delivered the following business day. Any Member or Director may waive notice of any meeting. The attendance of a Member or Director at any meeting shall constitute a waiver of notice of such meeting, except when a Member or Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws, except that no special meeting of Members may remove a Member or Director, unless written notice of the proposed removal is delivered to all Members and Directors at least twenty (20) days prior to such meeting.

Section 2.8 Manner of Acting. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members, except where otherwise provided by law or by the Articles of Incorporation or by these Bylaws. Members or Director Members may participate in and act at any Member or committee meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with one another. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 2.9 Vacancies. Any vacancy occurring in the Membership by a Member shall be filled by the respective Club who is good standing with both BYSL and FYSA.

Section 2.10 Informal Action by Members. Any action required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of Members or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Members entitled to vote with respect to the subject matter thereof, or by all Members of such committee, as the case may be.

Section 2.11 Removal. A Club Member may be removed only for cause, at any time, by the affirmative vote of two-thirds (2/3rds) the votes present and voted at a meeting of Members entitled to vote, called for such purpose, at which a quorum is present. Such notice shall state a purpose of the meeting is to vote upon the removal of one or more Club Members named in the notice. Only the named Member or Members may be removed at such meeting.

Section 2.12 Guest Clubs and/or Teams.

i. The Board of Directors or any Member may recommend a Club from outside of Region B5 and the Members may by an affirmative vote of two-thirds (2/3rds) the votes present and voted at a meeting of Members entitled to vote, called for such purpose, at which a quorum is present, to participate in BYSL play. Guest Clubs and their teams remain eligible to participate in BYSL play for the remainder of the seasonal year unless their eligibility is revoked by the affirmative vote of two-thirds (2/3rds) the votes present and voted at a meeting of Members entitled to vote, called for such purpose, at which a quorum is present.

ii. All Guest Clubs and/or teams shall be required to post a Two Hundred Fifty and 00/100ths Dollars (**\$250.00**) **team bond** at the time of acceptance, of which Fifty and 00/100ths Dollars (\$50.00) for each team is non-refundable which is paid to initiate play in BYSL.

iii. The Board of Directors may recommend and the Members may approve a refund of Two Hundred Fifty and 00/100ths Dollars (\$250.00) team bond at the completion of BYSL play.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1 General Powers. The day to day affairs of BYSL shall be managed by its Board of Directors. The Directors may also be designated as Officers.

Section 3.2 Number, Tenure and Qualification. The number of Directors shall be at least three (3) and not more than seven (7), and never be less than one (1) member of the Board of Directors. Each Director shall hold office until the next annual meeting of the Members of BYSL and until his or her successor shall have been elected by the affirmative vote of a majority of Members of BYSL then entitled to vote, and qualified. Directors must be residents of the State of Florida and must be at least twenty-one (21) years of age.

Section 3.3 Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than Section 3.5 of these Bylaws. The Board of Directors may provide by resolution the time and place, either within or without the

State of Florida, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 3.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any Officer Director. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Florida, as the place for holding any special meeting of the Board called by them.

Section 3.5 Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail, overnight courier service by a nationally known carrier, telecopy, or electronic transmission to each Director at his or her address as shown by the records of BYSL. If mailed first class or registered mail, such notice shall be deemed to be delivered three (3) business days after being deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by overnight courier service or telecopy, such notice shall be deemed to be delivered the following business day. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws, except that no special meeting of Directors may remove a Director.

Section 3.6 Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 3.7 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by the articles of incorporation or by these Bylaws. Directors or non-Director committee members may participate in and act at any Board of Directors or committee meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with one another. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 3.8 Vacancies. Any vacancy occurring in the Board of Directors, or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Members. A Director elected by the Members to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3.9 Informal Action by Directors. Any action required to be taken at a meeting of the Directors of BYSL, or any other action which may be taken at a meeting of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors and all the non-Director committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be.

Section 3.10 Removal. A Director may be removed, with or without cause, at any time, by the affirmative vote of two-thirds the votes present and voted at a meeting of Members entitled to vote, called for such purpose, at which a quorum is present. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice. Only the named Director or Directors may be removed at such meeting.

Section 3.11 Committees.

Section 3.11.1 The Board of Directors by a vote of a majority of the Directors may create one or more committees and appoint Directors or such other persons or Members as the Board designates, to serve on the committee or committees. Each committee shall have two (2) more Directors, a majority of its membership shall be Directors, and all committee members shall serve at the pleasure of the Board.

Section 3.11.2 Unless the appointment by the Board of Directors requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and, subject to action by the Board of Directors, the committee by majority vote of its members shall determine the time and place of meetings and the notice required therefore.

Section 3.11.3 To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors under Section 617.0825, *Florida Statutes*; provided, however, a committee may not:

- (i) Adopt a plan for the distribution of the assets of BYSL, or for dissolution;

- (ii) Approve or recommend to Members any act Chapter 617, *Florida Statutes* requires to be approved by members of the Board of Directors;
- (iii) Fill vacancies on the Board of Directors or on any of its committees;
- (iv) Elect, appoint or remove any officer or Director or member of any committee, or fix the compensation of any member of a committee;
- (v) Adopt, amend, or repeal the Bylaws or the Articles or Incorporation;
- (vi) Adopt a plan of merger or adopt a plan of consolidation with another League, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of BYSL; or
- (vii) Amend, alter, repeal or take inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.
- (viii) The Board of Directors may create and appoint persons to a commission, advisory body or other such body which may or may not have Directors as members, which body may not act on behalf of BYSL or bind it to any action but may make recommendations to the Board of Directors.

ARTICLE IV. OFFICERS

Section 4.1 Officers. The officers of BYSL shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer, Disciplinary Chairman, Referee Liaison, and Master Scheduler of the Board, and such other officers as may be elected in accordance with the provisions of this Article IV. The Members may elect or appoint such other officers, including one or more vice presidents and assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Members. Any two (2) or more offices may be held by the same person.

Section 4.2 Election and Term of Office. The officers of BYSL shall be elected annually by the Members at the regular annual meeting of the Membership. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Members. Each officer, except the Chairperson who shall be elected for a two (2) year term, shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 4.3 Removal. Any officer or agent elected or appointed by the Members may be removed by the Members with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Members only for the unexpired portion of the term.

Section 4.5 Chairperson of the Board and President.

Section 4.5.1 The president shall be the principal executive officer of BYSL and shall in general supervise and control all of the business and affairs of the BYSL. The president shall preside at all meetings of the Members and of the Board of Directors, as chairperson of the Board of Directors. He or she may sign, with any vice president, the secretary or treasurer or any other proper officer of BYSL authorized by the Members, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Members or by these Bylaws or by statute to some other officer or agent of the BYSL; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Members or Board of Directors from time to time.

Section 4.5.2 Specific Duties. The president shall be responsible for the following:

- (i) Prepare agendas for and conduct all meetings of the Members and Board;
- (ii) Propose and form committees as necessary to efficiently conduct BYSL business;
- (iii) Serve as an ex-officio member on all committees;
- (iv) Submit an annual operating plan describing the general activities and operations of BYSL.
- (v) Serve as liaison officer representing the interest of BYSL at FYSA AGM.

Section 5.6 Vice Chairperson of the Board and Vice Presidents.

Section 5.6.1 In the absence of the president or in the event of his or her inability or refusal to act, the vice presidents, in the order of their seniority, shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice presidents shall perform such other duties as from time to time may be assigned to them by the president or by the Members.

Section 5.6.2 Specific Duties. The vice-president shall perform the following duties:

- (i) Conduct Member and Board meetings in the absence of the Chairman.
- (ii) Chair committees involving rule changes or BYSL operations.
- (iii) Support the Chairman in the development of the annual operating plan.
- (iv) Serve as a secondary liaison officer representing the interest of the League at FYSA AGM.
- (v) Act as the primary focal point for coordination of the "BYSL Bylaws, Rules and Regulations."

Section 5.7 Treasurer.

Section 5.7.1 If required by the Members, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Members and/or Board of Directors shall determine. The treasurer shall: have charge and custody of and be responsible for all funds and securities of BYSL; receive and give receipts for moneys due and payable to BYSL from any source whatsoever, and deposit all such moneys in the name of BYSL in such banks, trust companies or other depositories as shall be selected by the Board of Directors with approval of the Members; and in general perform all the duties incident to the offices of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the Members or Board of Directors.

Section 5.7.2 Specific Duties. The treasurer shall be required to perform the following:

- (i) Maintain records and receipts on all funds received, obligated, and expended or held in trust or savings deposit from any source.
- (ii) Report on the financial status of BYSL at all Member and Board meetings or as necessary.
- (iii) Serve as Chairperson of the Budget Committee.
- (iv) Compile an annual proposed budget, in conjunction with Budget Committee (or equivalent) to become effective at the May Board meeting.
- (v) Submit financial procedures and recommend policies for the collection of, and disbursement of BYSL funds.

Section 5.8 Secretary.

Section 5.8.1 The secretary shall keep minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the BYSL; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president, the Members or by the Board of Directors.

Section 5.8.2 Specific Duties. The secretary shall be required to perform the following:

- (i) Record, keep, maintain and report on all official actions of BYSL.
- (ii) Send all affiliated clubs and League officers any correspondence pertaining to the business of BYSL such as meeting minutes, special announcements, etc.
- (iii) Compile and maintain a list of all recognized BYSL club representatives.

Section 5.9 Assistant Treasurers and Assistant Secretaries. If required by the Members or at the request of the Board of Directors and approved by the Members, the assistant treasurers shall give bonds for the faithful discharge of their duties in such

sums and with such sureties as the Members and or Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

Section 5.10 Disciplinary Chairman.

Section 5.10.1 The Disciplinary Chairman must evaluate the incident as to intent, severity and past conduct to determine the appropriate disciplines and/or sanctions. More severe disciplines shall be imposed during a season and for misconduct directed towards officials or administrators.

Section 5.10.2 Specific Duties. The disciplinary chairman shall be required to perform the following:

- (i) Attend all BYSL meetings and provide a report of activities.
- (ii) Discipline players, coaches and spectators as needed using FYSA and BYSL guidelines..
- (iii) Set up appeals using a committee, if possible. Deal with appeals in a timely manner.
- (iv) Record all admonishments.
- (v) Educate coaches on proper behavior.
- (vi) Assist in education of referees on BYSL rules and expectations.

Section 5.11 Referee Liaison. The referee liaison shall communicate to the Member Clubs within BYSL and Region B-5 through the District Referee Administrator ("DRA"). The Referee Liaison shall report directly to the Board of BYSL and shall perform the following duties and shall have no vote:

- (i) Makes recommendations directly to the Board of BYSL;
- (ii) Communicates with Region B-5 Referees and Member Club referee assignors including but not limited to the following:
 - a. complaints about or by a referee by Member Clubs or Parents
 - b. assigned referee's who do not appear for a match

- c. failure by a referee turn in a match report
 - d. facilitating the appointment of certified referee assignors for Member Clubs who are not in possession of one
 - e. Makes public new referee certification and recertification courses and dates within BYSL and Region B-5
- (iii) Establishes a Referee fee structure for BYSL scheduled games.

Section 5.12 Master Scheduler. The master scheduler shall be required to perform the following and shall have no vote:

- (i) Establish policies and procedures necessary to generate season schedules.
- (ii) Train clubs on information required to generate season schedules.
- (iii) Collect information from clubs necessary to generate BYSL season schedules.
- (iv) Generate and distribute season schedules.

ARTICLE VI. MEMBER AND/OR DIRECTOR CONFLICT OF INTEREST

Section 6.1 If a transaction is fair to BYSL at the time it is authorized, approved or ratified, the fact that a Member of BYSL is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

Section 6.2 In a proceeding contesting the validity of a transaction described in 6.1, the person asserting validity has the burden of proving fairness unless;

(i) the material facts of the transaction and the Member's or Director's interest or relationship were disclosed or known to the Members and/or Board of Directors or committee consisting entirely of Members and the Members or committee authorized, approved or ratified the transaction by the affirmative votes of a majority of disinterested Members, even though the disinterested Members be less than a quorum; or

(ii) the material facts of the transaction and the Member's or Director's interest or relationship were disclosed or are known to the Members entitled to vote, if any, and they authorized, approved or ratified the transaction by affirmative vote of the Members without counting the vote of any Member or Director who is an interested Member or Director.

Section 6.3 The presence of the Member and/or Director, who is directly or indirectly a party to the transaction described in 6.1, or a Member and/or Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Member and/or Board of Directors or a committee of the Members takes action on the transaction.

Section 6.4 For purposes of this Article, a Member and/or Director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the Member and/or Director has a material financial interest or of which the Member and/or Director is an officer, Director or general partner.

ARTICLE VII. INDEMNIFICATION OF MEMBERS, DIRECTORS AND OFFICERS

Section 7.1 BYSL shall indemnify each Members and/or Director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of BYSL) by reason of the fact that he or she is or was a Member, Director or officer of BYSL, or who is or was serving at the request of the BYSL as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the BYSL, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the BYSL, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 7.2 The BYSL shall indemnify each Member and/or Director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the BYSL to procure a judgment in its favor by reason of the fact that such person is or was a Member, and/or Director or officer of the BYSL, or is or was serving at the request of the BYSL as a Member, and/or Director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the BYSL and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the BYSL unless and only to the extent that the

court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability but in view of all the circumstances of the case, such Member, and/or Director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 7.3 To the extent that a person who is or was a Member, and/or Director, officer, employee or agent of the BYSL, or of any other corporation, partnership, joint venture, trust or other enterprise with which such person is or was serving in such capacity at the request of the BYSL, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs 7.1, and 7.2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 7.4 Any indemnification under paragraphs 7.1, and 7.2 of this Article (unless ordered by a court) shall be made by the BYSL only as authorized in the specific case upon a determination that indemnification of the Member and/or Director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in paragraphs 7.1, and 7.2. Such determination shall be made:

- (1) by the Members and/or Board of Directors by a majority vote of a quorum consisting of Members who were not parties to such action, suit or proceeding; or
- (2) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested Members so directs, by independent legal counsel in a written opinion; or
- (3) by the Members who are entitled to vote.

Section 7.5 Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the BYSL in advance of the final disposition of such action, suit or proceedings, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the BYSL as authorized in this Article.

Section 7.6 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a Member and/or Director or officer seeking indemnification may be entitled under any statute, provision in the BYSL's articles of incorporation, bylaw, agreement, vote of members or disinterested Members, and/or Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Member and/or Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7.7 BYSL shall have power to purchase and maintain insurance on behalf of any person who is or was a Member and/or Director, officer, employee or agent of the BYSL, or is or was serving at the request of the BYSL as a Member, and/or Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the BYSL would have the power to indemnify such person against such liability under the provisions of this Article.

Section 7.8 The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS & FUNDS

Section 8.1 Contracts. The Members through the Board of Directors may authorize any officer or officers, agent or agents of the BYSL, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the BYSL, and such authority may be general or confined to specific instances.

Section 8.2 Checks, Draft, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the BYSL, shall be signed by such officer or officers, agent or agents of the BYSL and in such manner, as shall from time to time be determined by resolution of the Board of Directors approved by the Members. In the absence of such determination by the Members and/or Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the BYSL.

Section 8.3 Deposits. All funds of the BYSL shall be deposited from time to time to the credit of the BYSL in such banks, trust companies or other depositories as the Board of Directors with the approval of the Members may select.

Section 8.4 Gifts. Members and/or Board of Directors or the president may accept on behalf of the BYSL any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the BYSL.

ARTICLE IX. BOOKS AND RECORDS

BYSL shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members and Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the BYSL may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE X. FISCAL YEAR

The fiscal year of the BYSL shall end on the last day of the last month in each year.

ARTICLE XI. SEAL

The Members and/or Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the BYSL and the words "Corporate Seal, BREVARD YOUTH SOCCER LEAGUE, INC."

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or by the Bylaws of the BYSL, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds (2/3rds) majority of the Members present at any regular meeting or at any special meeting, provided that at least two (2) days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that I am the Secretary of **BREVARD YOUTH SOCCER LEAGUE, INC.**, and the foregoing Bylaws of said BYSL were duly adopted by the Members and Board of Directors of BYSL effective this 13 day of August, 2008.

BREVARD YOUTH SOCCER LEAGUE, INC.

By: Brian Eretina
Name: BRIAN ERETINA
Its: President

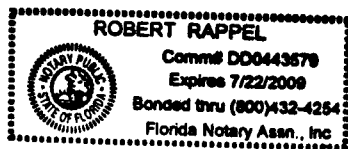
ADOPTED:

By: Frank Morreale
Name: Frank Morreale
Its: Secretary

ATTESTATION

COUNTY OF BREVARD)
STATE OF FLORIDA)

The foregoing instrument was acknowledged before me this 13th
day of August, 2008, by BRIAN STIMAN, Chairman of BREVARD
YOUTH SOCCER LEAGUE, INC. who is personally known to me and who did not take
an oath.

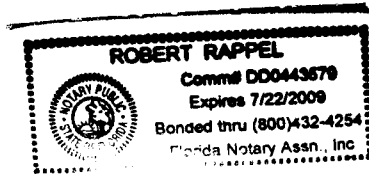


[Handwritten signature]

NOTARY PUBLIC
State of Florida at Large

COUNTY OF BREVARD)
STATE OF FLORIDA)

The foregoing instrument was acknowledged before me this 13th
day of August, 2008, by FRANK MORSALE Secretary of BREVARD
YOUTH SOCCER LEAGUE, INC. who is personally known to me and who did not take
an oath.



[Handwritten signature]

NOTARY PUBLIC
State of Florida at Large