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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION
MIAMI CORAL PARK WRESTLING BOOSTER CLUB, INC.

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10/1/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 1, 1999

EMPIRE

SUBJECT: MIAMI CORAL PARK WRESTLING BOOSTER CLUB, INC.
REF: W99000022382

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

ARTICLE V (a) STATES THAT THERE WILL BE (2) DIRECTORS. PLEASE CHANGE THAT TO (3).

If you have any further questions concerning your document, please call (850) 487-6919.

Bath Register
Corporate Specialist Supervisor

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STATE OF FLORIDA
TALLAHASSEE

ARTICLES OF INCORPORATION
of
MIAMI CORAL PARK WRESTLING BOOSTER CLUB, INC
a Florida Not-For-Profit Corporation

ARTICLE I
Corporate Name and Principal Office and/or a Mailing Address

The name of this corporation is Miami Coral Park Wrestling Booster Club, Inc. The corporation's principal office and/or mailing address is 1108 Ponce de Leon Blvd., Coral Gables, FL 33134.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- a. for the advancement of the sport of amateur wrestling and any other related or corresponding purposes by the distribution of its funds for such purposes.
- b. to operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations

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under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

a. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be ~~three~~(3), provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term as provided in the Bylaws of this corporation. Annual meetings shall be held at such place or places as the Bylaws may designate.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the pro-ceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written

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consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Carol Mashburn	11191 S.W. 65 th Street, Miami, FL 33173
Ana Fors	1108 Ponce de Leon Blvd. Coral Gables, FL 33134
Fred Semino	7757 West Flagler St., Ste 230 Miami, FL 33144

b. Corporate Officers. The corporate officers of this corporation shall be the following: President, Vice-President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize. Initially, such officers shall be elected at the first annual meeting of the corporation. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Carol Mashburn	President	11191 S.W. 65 St. Miami, FL, 33173
Ana Fors	VP/Secty/Treas.	1108 Ponce de Leon Blvd. Coral Gables, FL 33134

ARTICLE VI

Earnings & Activities of Corporation

a. No part of the net earnings of the corporation shall

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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 purpose set forth in Article IV hereof.

b. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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.

c. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

d. 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.

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors

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shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation 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 for corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII**Membership**

a. The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

b. Any person paying the dues provided for by the Bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the Directors may from time to time adopt, is eligible for membership.

c. A prospective member shall be eligible for membership upon satisfaction of the requirements set forth in the Bylaws.

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ARTICLE IX

Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Carol Mashburn	11191 S.W. 65 St., Miami, FL 33173
Ana Fors	1108 Ponce de Leon Blvd., Coral Gables, FL 33134

ARTICLE X

Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws of this corporation may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated to promotion of the sport of amateur wrestling purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

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ARTICLE XII

Registered Agent and Office

The address of the corporation's registered office shall be 1108 Ponce de Leon Blvd., Coral Gables, FL 33134 and the name of its registered agent at said address shall be Ana Fors.

Amendment of Articles

Amendments of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of incorporation this 27 day of September, 1999.

Carol Mashburn
CAROL MASHBURN
Ana Fors
ANA FORS

STATE OF FLORIDA :
:
COUNTY OF DADE :

BEFORE me personally appeared CAROL MASHBURN who is personally known to me or who has produced as identification _____ and did take an oath and who executed the foregoing notice, and acknowledged to and before me that she executed the instrument for the purposes therein expressed.

WITNESS my hand and official seal on the 27 day of September, 1999.

Ana Fors
Name: ANA FORS
Notary Public, State of
Florida at Large

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Coral Gables, FL 33134; Tel. 305/448-5977

ANA LICAL FORS
COMMISSION # CC 4857
EXPIRES OCT 25, 1999
RENEWED THIS

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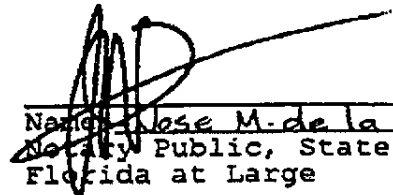
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My Commission expires:

STATE OF FLORIDA :
COUNTY OF DADE :

BEFORE me personally appeared ANA FORS, who is personally known to me or who has produced as identification FL Driver's Lic # FG20-012-6 and did take an oath and who executed the foregoing notice, and acknowledged to and before me that she executed the instrument for the purposes therein expressed.

WITNESS my hand and official seal on the 27 day of September, 1999.


Name: Jose M. de la O
Notary Public, State of
Florida at Large

My Commission expires:



Jose M. de la O
Commission # 00 859395
Expires Aug. 3, 2003
Banded Through
Atlantic Bonding Co., Inc.

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MIAMI CORAL PARK WRESTLING BOOSTER CLUB, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH APPLICABLE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: MIAMI CORAL PARK WRESTLING BOOSTER CLUB, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED ANA FORS LOCATED AT 1108 PONCE DE LEON BLVD., CITY OF CORAL GABLES 33134, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE Carol Mashburn
 CAROL MASHBURN
 TITLE INCORPORATOR
 DATE 9/27/99

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 STATE OF FLORIDA
 TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

H99000024275

SIGNATURE Ana Fors
 ANA FORS
 DATE 9/27/99