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*Amend.*  
O. Conditto NOV 15 2004

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** The Wrestling Club of the Palm Beaches, Inc.

**DOCUMENT NUMBER:** N03000001900

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Theodore T. Tarone, Jr.

(Name of Contact Person)

Stambaugh & Tarone, P.A.

(Firm/ Company)

180 Royal Palm Way, Suite 201

(Address)

Palm Beach, FL 33480

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Theodore T. Tarone, Jr.

(Name of Contact Person)

at (

561

) 832-0272

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

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**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

**The Wrestling Club of the Palm Beaches, Inc.**  
a Florida Non-Profit Corporation

Document No. N03000001900

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FALL ARMY

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*Pursuant to the provisions Section 617.1006, Florida Statutes, this Florida Non-Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation:*

**Amendments Adopted:** The following Article XV is being added to the Articles of the above-named corporation and were duly adopted:

Article XV

IRS 501(c)3 Requirements

Said Corporation is organized exclusively for charitable, religious, 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, or corresponding section of any future federal tax code.

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 the purpose clause hereof. 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 distributions of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not have any other purpose and shall not carry on any other activities not permitted to be carried on (a) by an Corporation exempt from federal income tax under section 501(c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an Corporation, contributions to which are deductible under section 170 (c) 2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

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 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the

principal office of the Corporation is then located, exclusively for such purposes or to such Corporation or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The date of adoption of the amendment was: October 1, 2004

Effective Date, if applicable:

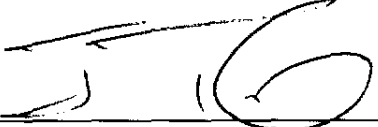
Adoption of Amendment:

\_\_\_\_\_ The Amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

  X   There are no members or members entitled to vote on the Amendment. The Amendment was adopted by the Board of Directors.

Signed this 27 day of October, 2004.

Signature:

  
\_\_\_\_\_  
Joseph Raich, Chairman of the Board of  
Directors