

Division of Corporations

Page 1 of 2

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FLORIDA NON-PROFIT CORPORATION

The Wrestling Club of the Palm Beaches, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
THE WRESTLING CLUB OF THE PALM BEACHES, INC.**

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby executes and adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be THE WRESTLING CLUB OF THE PALM BEACHES, INC. ("Corporation"). Its principal office shall be at 900 E. Indiantown Road, Suite 308, Jupiter, Florida 33477 or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is organized is to further the interests of the members, including, but not limited to, the development and promotion of youth wrestling.

**ARTICLE IV
POWERS**

The powers of the Corporation shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Corporation shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles.

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Section 2. Necessary Powers. The Corporation shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

- a. The power to expend monies collected for the purpose of paying the expenses of the Corporation.
- b. The power to employ and enter into agreements with persons for the operation and management of the Corporation.
- c. The power to enforce by any legal means the provisions of these Articles and the Corporation's By-Laws.
- d. The power to appoint committees as the Board of Directors may deem appropriate.
- e. The power to bring suit and to litigate on behalf of the Corporation and the Members.
- f. The power to adopt, alter and amend or repeal the By-Laws of the Corporation as may be desirable or necessary for the proper management of the Corporation.
- g. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Corporation and the proceeds thereof shall be held in the name of the Corporation for the benefit of the members. No part of the income, if any, of the Corporation shall be distributed to the members, directors, or officers of the Corporation. Nothing herein shall prohibit the Corporation from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Corporation.

ARTICLE V QUALIFICATIONS OF MEMBERSHIP

The qualifications for membership and the manner of admission shall be as provided by the By-Laws of the Corporation.

FAN: H03000068240 8

**ARTICLE VI
VOTING RIGHTS**

The right to vote on Corporation matters shall be exercised by the Members as provided in the By-Laws.

**ARTICLE VII
LIABILITY FOR DEBTS**

Neither the members nor the officers or directors of the Corporation shall be liable for the debts of the Corporation.

**ARTICLE VIII
BOARD OF DIRECTORS**

Section 1. The number of directors constituting the initial Board of Directors of the Corporation is one (1) and the name of the person who will serve as the initial Board of Directors of the Corporation is:

Joseph Raich
900 E. Indiantown Road, Suite 308
Jupiter, Florida 33477

Nicholas S. Raich, Sr.
900 E. Indiantown Road, Suite 308
Jupiter, Florida 33477

Rummy Macias
900 E. Indiantown Road, Suite 308
Jupiter, Florida 33477

Mike Chesnes
900 E. Indiantown Road, Suite 308
Jupiter, Florida 33477

Ramie Mohlman
900 E. Indiantown Road, Suite 308
Jupiter, Florida 33477

Sam Agresti
900 E. Indiantown Road, Suite 308
Jupiter, Florida 33477

Section 2. The Board of Directors shall be the persons who will manage the corporate affairs of the Corporation and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Corporation and will have the authority to control the affairs of the Corporation, as are more fully set forth in the By-Laws of the Corporation.

FAN: H03000068240 8

Section 3. The method of election and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of the Corporation.

ARTICLE IX BY-LAWS

The By-Laws of the Corporation may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation.

ARTICLE X CONSTRUCTION

In the event of any conflict between the terms of these Articles of Incorporation or the By-Laws, the following order of priority shall apply: the Articles of Incorporation and the By-Laws.

ARTICLE XI SOLE INCORPORATOR

The name and address of the sole incorporator is as follows: Theodore T. Tarone, Jr. Esq., 180 Royal Palm Way, Suite 201, Palm Beach, Florida 33480.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by applicable Florida Statutes, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members or disinterested directors, officers 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 director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive

The Wrestling Club of the Palm Beaches, Inc.
Articles of Incorporation
Page 4

FAN: H03000068240 8

FAN: H03000068240 8

of all other rights to which such officer, director or committee member of the Corporation may be entitled.

ARTICLE XIII OFFICERS

The affairs of the Corporation shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one (1) year, a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time determine appropriate.

ARTICLE XIV REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Theodore T. Tarone, Jr. and the street address of the registered office of the Corporation shall be 180 Royal Palm Way, Suite 201, Palm Beach, FL 33401.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of March, 2003.



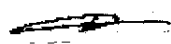
THEODORE T. TARONE, JR.
INCORPORATOR

FAN: H03000068240 8

ACCEPTANCE OF REGISTERED AGENT

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

SIGNATURE


Theodore T. Tarone, Jr.

DATE: March 4, 2003

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