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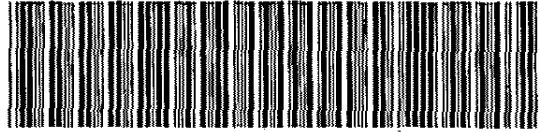
(Business Entity Name)

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2004 MAY -4 PM 2: 06
TALLAHASSEE FLORIDA

gg 5/7/04

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED

2004 MAY -4 PM 2:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: Seahawk Wrestling, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.50
Filing Fee, &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Robert G. Robinson
Name (Printed or typed)

2218 SW 43rd Terrace
Address

Cape Coral, Florida 33914
City, State & Zip

(239) - 541-1347
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

NOTE: The By-Laws follow the Charter below.

**Charter
of the
SEAHAWK WRESTLING, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

A Florida non-profit corporation
and an IRS 501(c)(3) charitable organization

The undersigned natural persons, having capacity to contract and acting as the incorporators of a corporation under the laws of the State of Florida adopt the following Charter for such Corporation:

1. The name of the Corporation is Seahawk Wrestling, Inc.
2. The duration of the Corporation is perpetual.
3. The address of the principal office of the Corporation in the State of Florida:

2218 SW 43rd Terrace
Coral, Florida 33914

4. The Corporation is not for profit.
5. The purposes for which the Corporation is organized are as follows:

To operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 by providing positive and active moral support and assistance for the benefit of the wrestling program of Cape Coral High School, a public high school in Cape Coral, Florida and by providing sound financial assistance through fund raising activities and by the acceptance of donations for the Cape Coral High School wrestling program; and to do all things incidental to or desirable in connection with the foregoing.

6. This Corporation is to have members.
7. No part of the net earnings of this corporation shall inure to the benefit of any private shareholder, member, or individual.

8. The Corporation shall not engage in any activities which consist of attempts to influence legislation or otherwise; nor shall it participate in or intervene in (including the publishing or distributing of statements) of any political campaign on behalf of any candidate for public office.

9. The Corporation shall be operated exclusively for exempt purposes within Section 501(c)(3) of the Internal Revenue Code of 1954, and any succeeding Federal Statutes prescribing the grounds for exemptions from federal taxation. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as:

(a) a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 or

(b) as a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.

10. In the event of dissolution of the Corporation, after paying or making provision for paying all liabilities of the Corporation, the residual assets of the Corporation shall be turned over to one or more corporations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, or correspondent sections of any prior or future Internal Revenue Code or to the Federal, State or Local government for exclusive public purposes.

11. Article II of the Bylaws provides for Officers and Elections:

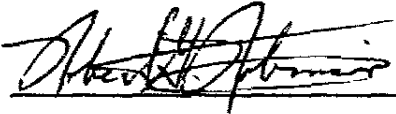
Sec. 1 - Officers shall include a president, one or more vice-presidents, a secretary, and a treasurer, and such others as the Executive Board shall find necessary and as shall be elected by the membership.

Sec. 2 - Officers shall be elected annually in the month of June from nominations made on the floor during the May monthly meeting. Newly elected officers will take office at the July meeting.

13. Initial Registered Agent and Street Address:

Robert G. Robinson
2218 SW 43rd Terrace
Cape Coral, Fl. 33914


Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



May 1, 2004

Robert G. Robinson
Signature/Registered Agent

Date



May 1, 2004

Robert G. Robinson
Signature/ Incorporator

Date

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**By-Laws
of
SEAHAWK WRESTLING, INC.**

A Florida non-profit corporation
and an IRS 501(c)(3) charitable organization

Article I - Membership

The membership of this organization shall include:

Student/Parent Participant Members – The parents of students participating in the wrestling program of Cape Coral High School are recognized as Student/Parent participant members.

Volunteers – Individuals including parents, students, school personnel, friends, or neighbors who contribute time supporting or assisting the Cape Coral High School wrestling program are volunteer members of Seahawk Wrestling, Inc.

Contributing Members – Individuals or businesses who have made a financial contribution to SEAHAWK WRESTLING, INC. thus supporting Cape Coral High School's wrestling program.

The parents of students participating in the wrestling program of Cape Coral High School shall automatically be voting members. Alumni and other persons interested in the progress and development of the Cape Coral High School wrestling program shall automatically be voting members. Student participants, coaches, and school personnel are non-voting members.

Article II - Officers and Elections

Sec. 1 - Officers shall include a president, one or more vice-presidents, a secretary, and a treasurer, and such others as the Executive Board shall find necessary and as shall be elected by the membership.

Sec. 2 - Officers shall be elected annually in the month of June from nominations made on the floor during the May monthly meeting. Newly elected officers will take office at the July meeting.

Sec. 3 - In the event the office of president shall become vacant, the vice-president shall become president. In the event any other office shall become vacant, it shall be filled at the next regular meeting by a majority vote of the membership present.

Article III - Amendments

The Charter may be amended by a two-thirds majority vote of the membership present at any regular meeting. The by-laws may be amended by a quorum as specified in Article VII, Sec. 3 of the by-laws. Amendments to either must have been presented in writing at the preceding regular meeting of Seahawk Wrestling, Inc. or shall have been mailed to all members of record prior to the regular meeting of the club.

Article IV - Duties of Officers

Sec. 1 - The president shall preside at all meetings of the organization, appoint all committee chairmen, and shall be an ex-officio member of all committees.

Sec. 2 - The vice-president shall assume all the duties of the president in his absence and other duties as may be assigned by the president.

Sec. 3 - The secretary shall keep the membership records and minutes of all meetings and attend to the correspondence.

Sec. 4 - The treasurer shall receive all monies accruing to the club and shall deposit same in an approved depository under the name of Seahawk Wrestling, Inc. The treasurer shall keep an accurate and complete record of all receipts and disbursements.

Article V - Executive Board

Sec. 1 - The Executive Board shall consist of the president, vice-president, secretary, treasurer, head coach, and school principal or athletic director.

Sec. 2 - The General Board shall include all appointed committee members under Article VI, Sec. 1.

Sec. 3 - The Executive Board shall have general supervision of the affairs of the organization, and shall meet at times determined by the president or by a majority of the Executive Board.

Article VI - Committees

Sec. 1 – The Executive Board and/or the membership by vote may establish from time to time various committees to facilitate the business of Seahawk Wrestling, Inc.

Article VII - Meetings

Sec. 1 - The regular meetings of Seahawk Wrestling, Inc. shall be once each calendar month.

Sec. 2 Special meetings may be called by the president or vice-president with a minimum notice of forty-eight (48) hours.

Sec. 3 A quorum for all meetings shall consist of at least ten (10) members present after members have been notified by telephone and/or newsletter prior to the meeting and must include the president and vice-president.

Article VIII - Funds

Sec. 1 - All funds created under the sponsorship of Seahawk Wrestling, Inc. shall be deposited by the treasurer in a depository approved by the Executive Board.

Sec. 2 - Approval of the Executive Board shall be required for the disbursement of any club funds other than those deemed to be emergency expense. All checks drawn upon the accounts of Seahawk Wrestling, Inc. shall be signed by the Treasurer and cosigned by any other officer of the Executive Board.

Sec. 3 - Emergency expense not included within the regular budget shall be approved by the president and/or any one officer of Seahawk Wrestling, Inc. in attendance at any event.

Such emergency expenditures shall be limited to an amount set by the Executive Board for emergency reimbursement. The amount set is to be predetermined prior to travel of team members to events within the District, without the District and without the state. These monies may be provided as an advance to the head coach prior to traveling out of state or authorized for reimbursement later.

Article X - Financial Reports

Sec. 1 - The treasurer shall be required to prepare a monthly financial report, and an annual financial report. These reports shall become a part of the permanent records of Seahawk Wrestling, Inc.

Sec. 2 - Copies of the above mentioned financial reports shall be filed by the treasurer with the Executive Board and available to the membership at each monthly meeting.

Sec. 3 - An independent review of the financial statements shall be made in June of each year. The Executive Board shall select a qualified individual to conduct the review of the financial records. This report shall be given by the treasurer to the board and general membership in the first regular meeting of the next fiscal year.

Sec. 4 - The year ending financial review will be submitted by the outgoing treasurer and given to the current fiscal year treasurer when turning over financial records. The fiscal year shall be July 1 to June 30th

The Charter and By-laws of Seahawk Wrestling, Inc. have been adopted by a two-thirds majority vote of the membership of record on Monday, September 3, 2003, and shall be effective upon incorporation. A copy of the Charter and By-laws and any amendment thereto shall be on file in the principal's office of Cape Coral High School.