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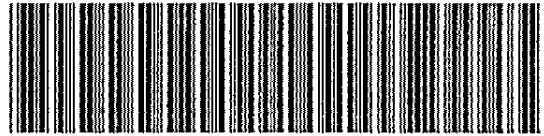
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05 JAN 26 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.F. 2-1

11-25- 2004

Department of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

SUBJECT: NEW NOT FOR PROFIT CORPORATON:

Re: EXPLORERS WRESTLING CLUB, INC.

Enclosed is an Original and one (1) copy of the articles of incorporation for the above named corporation and a check made payable to *Department of State* for

[☒] \$78.75 Filing fee, Registered Agent fee and Certificate of Status

Thank you for your attention to this matter,

Respectfully yours,

Sign:
Print:


JAMES A. HUSE

Address:

8311 SW 96 PLACE
MIAMI, FL 33173

Telephone: (305) 279-4183

ARTICLES OF INCORPORATION
OF

EXPLORERS WRESTLING CLUB, INC.

FILED
05 JAN 26 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under Section 617 of the laws of the State of Florida, the undersigned, for the purpose of forming a not-for-profit Corporation under the laws of the State of Florida, certifies:

Article 1. Corporate Name, Principal Office and Mailing Address:

The name of the Corporation is: **EXPLORERS WRESTLING CLUB, INC.**

The principal office is: 8311 S.W. 96 PLACE MIAMI, FLORIDA 33173

The mailing address is: SAME AS ABOVE

Article 2. Corporate Nature:

This is a nonprofit Corporation which is organized and shall be operated to promote and introduce amateur wrestling programs to children at pre-high school and high school ages; to educate the members of the club in the sport of amateur wrestling; to foster and promote statewide and national amateur sports competition; and to engage in other such general pursuits within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code") and pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes. It is not organized for the private gain of any person.

Article 3. Duration:

The term of existence of the Corporation is perpetual.

Article 4. Purpose:

(a) The purposes for which the Corporation is to be formed are exclusively to operate for charitable, religious, scientific, literary, and education purposes, and in furtherance of such goals, to receive, hold and administer funds and other property, as may from time to time be given, bequeathed, devised, sold or leased to it, for charitable, religious, scientific, literary, and educational purposes and in connection with the fostering and promoting of safe and enjoyable statewide and national amateur sports competition all within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers except as permitted under the laws of the State of Florida.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officer, or any 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 Section 501(c)(3) purposes. No member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Explorers Wrestling Club, Inc. Articles

(c) 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) Notwithstanding any other provision of these articles, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (1) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist (or to the corresponding section of any future Federal tax code) or (2) by a Corporation, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(e) Upon the dissolution or liquidation of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the 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 so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of this Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes. In any event, no part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member, director or officer of this Corporation.

Article 5. Directors.

A Board of Directors shall manage the property and affairs of the Corporation. Initially there shall be three (3) Directors and thereafter the Directors then in office shall elect the Directors of the Corporation for a term of one (1) year. The Board of Directors shall have at least three (3) Directors, provided however, that such number may be changed by a By-Law duly adopted by a decision of a majority of the Directors. Each member of the Board of Directors shall be a natural person, twenty-one years of age or older. In the event that a vacancy occurs during the term of a Director, whether caused by resignation, removal or death of such Director, or because of an increase in the number of Directors, or for any reason whatsoever, such vacancy shall be filled by vote of the remaining Director(s) or appointment by the remaining Directors, as the case may be. Any Director may resign by delivering a written notice of such resignation to the Board of Directors and it is contemplated that in order to be effective the delivery of any such resignation may be by hand-delivery of a writing, or by mail, or by e-mail, or by FAX or by any other means of delivery.

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 Board members shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings 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 consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

Explorers Wrestling Club, Inc. Articles

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

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

<u>Name:</u>	<u>Address:</u>
<u>JAMES A. HUSK</u>	<u>8311 SW. 96 PLACE MIAMI FLORIDA 33173</u>
<u>STUART MAHLER</u>	<u>4320 NELSON AVE. MARIANNA FLORIDA 32446</u>
<u>BRITTAIN BENTLEY</u>	<u>221 S.W. 25TH ROAD MIAMI FLORIDA 33129</u>

Article 6. Membership - Non-Voting Members

Membership of the Corporation shall consist of non-voting members and membership shall be open to any person who enjoys the sport of amateur wrestling and who is interested in the furtherance of the sport and who has the desire to promote the goals of the Corporation. Members shall be admitted to the Corporation upon application to the Board of Directors of the Corporation in the manner prescribed by the By-Laws of the Corporation.

Article 7. Officers

The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer. Other officers may be provided for in the By-Laws. Each officer shall be elected by the Board of Directors and may be removed at any time and in such manner as may be prescribed by the By-Laws. The name and address of the initial officers of the Corporation are:

<u>JAMES A. HUSK</u> President	Address: <u>8311 SW. 96 PLACE MIAMI, FLORIDA 33173</u>
<u>STUART MAHLER</u> Vice President	Address: <u>4320 NELSON AVE. MARIANNA, FLORIDA 32446</u>
<u>BRITTAIN BENTLEY</u> Secretary	Address: <u>221 S.W. 25TH ROAD MIAMI, FLORIDA 33129</u>
<u>BRITTAIN BENTLEY</u> Treasurer	Address: <u>221 S.W. 25TH ROAD MIAMI, FLORIDA 33129</u>

Article 8. Incorporator:

The name and address of the Incorporator of this Corporation is:

JAMES A. HUSK, Address: 8311 SW 96 PLACE MIAMI, FL. 33173

Article 9. Registered Agent And Office:

The address of the Corporation's initial registered office and the name of its initial registered agent at said address shall be: 8311 SW 96 PLACE MIAMI, FL. 33173 JAMES A. HUSK

Article 10. Amendments to Articles and Corporation's By-Laws:

These Articles and By-Laws may be altered or amended by a vote of the majority of the Board of Directors at any regular or special meeting duly convened after notice to all Board Members of that purpose.

IN WITNESS WHEREOF, the undersigned Incorporator of said not-for-profit corporation has executed these Articles of Incorporation on 11-25-, 2004.

Sign:
Print:

James A. Husk
JAMES A. HUSK

STATE OF FLORIDA:
COUNT OF DADE:

The foregoing Articles of Incorporation were acknowledged before me on 11-25, 2004 by JAMES A. HUSK, who acknowledged executing the foregoing document for the uses and purposes therein expressed, and who is personally known to me or who produced the following identification: Florida Driver's License

Commission Expiration/No.:



Stuart A. Mehler
My Commission D0848738
Expires August 18, 2008

Notary Public

STUART MEHLER

FILED
05 JAN 26 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **EXPLORERS WRESTLING CLUB, INC.**
2. The name and address of the registered agent and office is:

JAMES A. HUSK
(Name)

8311 SW 96 PLACE MIAMI, FLORIDA 33173
(Address - P. O. Box or Mail drop box NOT acceptable)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

James A. Husk
(signature)

Dated 11-25-04