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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRP
8/25

6-108-35015

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

Subject: The Guardian Wrestling Club, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 for the filing fee, a certified copy and Certificate of Status.

From: Richard Lewis
14511 Clifty Court
Tampa, FL 33624
(813) 453-2781



RECEIVED

08 AUG 18 AM 8:00

FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 24, 2008

RICHARD LEWIS
14511 CLIFTY COURT
TAMPA, FL 33624

SUBJECT: THE GUARDIAN WRESTLING CLUB, INC.
Ref. Number: W08000035015

We have received your document for THE GUARDIAN WRESTLING CLUB, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 108A00043019

**ARTICLES OF INCORPORATION
OF
THE GUARDIAN WRESTLING CLUB, INC.**

A Florida Not-For-Profit Corporation

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08 AUG 18 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit, non-stock, perpetually existing corporation pursuant to Florida Statutes Chapter 617, as amended.

ARTICLE 1 – NAME AND PRINCIPAL ADDRESS

The name of this Corporation is **THE GUARDIAN WRESTLING CLUB, INC.** The street address of the initial principal office and the mailing address of the Corporation are 14511 Clifty Court Tampa, FL 33624.

ARTICLE II – PURPOSES

(a) The specific purpose for which this Corporation is organized is to foster, encourage and promote youth wrestling and academic excellence through the provision of support and assistance to its programs, activities and personnel, and for the acquisition and maintenance of its facilities, equipment and materials. The general nature objects and purposes for which this Corporation is exclusively organized and operated are to receive and administer funds for scientific, literary, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This Corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusive for its charitable, scientific, literary or educational purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and 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. 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 any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an Organization except under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the Corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state or local government for exclusive public purpose.

ARTICLE III – POWERS

This Corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to those as provided in Section 617.0302, Florida Statutes, and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific, literary and educational purposes for which the Corporation is organized, subject, however, to the following:

(a) This Corporation shall be operated exclusive for, and shall only have the power to perform activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.

(b) This Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.

(c) This Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(d) This Corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(e) This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(f) This Corporation shall not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(g) This Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV – MEMBERS

All persons who have made a contribution to the Corporation during the fiscal year of the Corporation shall be members (“Members”) of the Corporation for such fiscal year and the succeeding fiscal year. Membership in the Corporation shall be nontransferable. No Member, as such, shall have the right or be entitled to vote on any action required or permitted to be taken by the Corporation.

ARTICLE V – TERM OF EXISTENCE

The term for which this Corporation is to exist shall be perpetual.

ARTICLE VI – INCORPORATOR

The name and address of the Incorporator is as follows:

Richard Lewis
14511 Clifty Court
Tampa, Florida 33624

ARTICLE VII – OFFICERS AND DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the Corporation. The number shall not be less than three (3), but may be any number in excess thereof. Meeting of the Directors may be held within or without the State of Florida, who, except for the initial Board of Directors named in Article VIII hereof, shall be elected annually by a majority of the then existing Board of Directors voting in such election, at a duly called meeting, as provided in the bylaws; and by officers who shall be elected annually by majority vote of the Board of Directors.

The officers to be elected shall be a president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the Corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the Corporation shall be provided in the bylaws.

Directors and officers of this Corporation may be removed, with or without cause, by the Directors at a meeting duly called in the manner set out in the bylaws.

ARTICLE VIII – DIRECTORS

The name and address of the members of the initial Board of Directors, who, subject to these Articles, the bylaws of this Corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this Corporation or until an election is held by the Board for the election of permanent Directors or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Richard Lewis – President	14511 Clifty Court Tampa, Florida 33624
Gerry Brisco – Vice President	8618 Tarpon Springs Road Odessa, Florida 33556
Brad Silverman – Secretary	19701 Wyndmill Circle Odessa, Florida 33556
Howard Rafsky – Treasurer	3726 Cypress Meadows Road Tampa, Florida 33624

ARTICLE IX – REGISTERED OFFICE AND REGISTERED AGENT

The name of the Corporation's initial registered agent is **Christopher L. Petruccelli, P.A.**, and the street address of the Corporation's initial registered office is **5121 Ehrlich Road, Suite 102-B, Tampa, Florida 33624, Attention Christopher L. Petruccelli, Esquire**. The Corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

ARTICLE X – BYLAWS

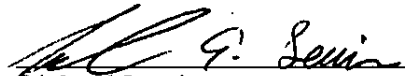
The bylaws of this Corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Directors of this Corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this Corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

ARTICLE XI – AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended by resolution adopted by the majority vote of the Directors of the Corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the Directors of the Corporation or ten (10) days' advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each Director of the Corporation prior to such meeting.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 15th day of August, 2008.

“INCORPORATOR”


Richard Lewis

ACCEPTANCE OF INITIAL REGISTERED AGENT

Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Dated this 15 day of August, 2008.

CHRISTOPHER L. PETRUCCELLI, P.A.

By: 

Christopher L. Petruccelli
Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA