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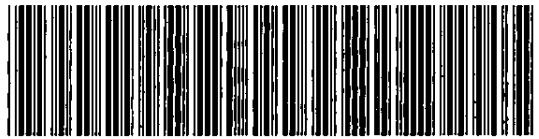
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2010 APR 26 P 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 27 2010
D.A. WHITE

CYNTHIA I. RICE, P.A.

CYNTHIA I. RICE
ATTORNEY AT LAW

1744 NORTH BELCHER ROAD
SUITE 150
CLEARWATER, FL 33765
(727) 799-1277

FAX: (727) 799-1276
crice@cricelaw.com

April 23, 2010

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Via Federal Express

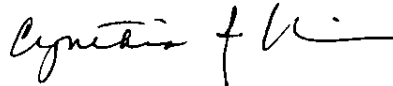
Re: *Articles of Incorporation of WILDCAT WRESTLING CLUB, INC.*

Dear Sir:

Enclosed is an original copy of the *Articles of Incorporation* of WILDCAT WRESTLING CLUB, INC., together with a check for the filing fee (\$70.00). It would be appreciated if these *Articles* would be filed as soon as possible.

Thank you for your assistance in this matter. Should you have any questions, please call me at 727-799-1277.

Very truly yours,



Cynthia I. Rice

CIR:kk
Enclosures

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

WILDCAT WRESTLING CLUB, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

I.

NAME AND PRINCIPAL OFFICE

The name of the corporation (hereinafter, the "Corporation") shall be **WILDCAT WRESTLING CLUB, INC.**, and the street address and mailing address of the initial principal office of the Corporation is: 1744 North Belcher Road, Clearwater, Pinellas County, Florida 33765.

II.

PURPOSE

The purposes for which the Corporation is to be organized are exclusively for exempt purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code of 1986*, as amended, and to that end, to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation

as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as in the judgment of the Directors will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these *Articles of Incorporation*, the *Bylaws* of the Corporation, or any laws applicable thereto; to promote, advance, and sponsor recreational and amateur athletics by specifically:

1. Promoting the sport of wrestling for children up to eighteen (18) years of age);
2. Fostering the development of youth wrestling programs for the Pinellas County, Florida area; and
3. Fostering participation of youth in amateur wrestling events such as those sanctioned by USA Wrestling, the Florida Amateur Wrestling Association, and other similar governing bodies,

and to conduct any and all lawful business and activity as permitted by Section 501(c)(3) of the *Internal Revenue Code of 1986*, as amended; and to do any other act or thing incidental to or connected with the foregoing purposes and objectives or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the provisions of Chapter 617, Florida Statutes.

III.

REGISTERED OFFICE AND AGENT

The registered office of the Corporation and its registered agent located at that address to

accept service of process within the State is Cynthia I. Rice, Esquire, CYNTHIA I. RICE, P.A., 1744 North Belcher Road, Suite 150, Clearwater, FL 33765.

IV.

LIMITATIONS AND RESTRICTIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the Corporation's purposes. Notwithstanding the foregoing, however, 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.

B. 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 distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. No part of the Corporation's activities shall involve the provision of athletic facilities or equipment.

D. Notwithstanding any other provision of these *Articles*, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the *Internal Revenue Code*

of 1986, or the corresponding section of any future Federal Tax Code, and its Regulations, or (b) by a corporation, the contributions to which are deductible under Section 170(c)(2) of the *Internal Revenue Code of 1986*, or the corresponding section of any future Federal Tax Code, and its Regulations.

E. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations, or other organizations fostering amateur sports competition so long as no part of its activities involve the provision of athletic facilities or equipment, which would then qualify under the provisions of Section 501(c)(3) of the *Internal Revenue Code of 1986* or the corresponding section of any future Federal Tax Code, and its Regulations, and none of the assets will be distributed to any member, officer or director of the Corporation, or to any private individual.

V.

TERM

This Corporation shall exist perpetually, unless terminated by due process of law.

VI.

MEMBERS

The members of the Corporation shall constitute all persons hereinafter named as subscribers and directors and such other persons as, from time to time hereafter, may become members, in the

manner provided in the *Bylaws* of the Corporation or as may be elected by the members at each annual meeting.

VII.

INCORPORATOR

The name and address of the incorporator to these *Articles of Incorporation* are:

Cynthia I. Rice

1744 N. Belcher Rd., Suite 150
Clearwater, FL 33765

VIII.

DIRECTORS

A. The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of the number of Directors determined by the *Bylaws*, but not less than three (3) Directors, and in the absence of such determination, the Board shall consist of three (3) Directors. Directors need not be members of the Corporation.

B. Directors of the Corporation shall, at the annual meeting of the members of the Corporation, be elected and hold office in the manner determined by the *Bylaws* of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the *Bylaws*.

C. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are:

Christopher McClure

1744 N. Belcher Rd., Ste. 150
Clearwater, FL 33765

Jason Reynolds

1744 N. Belcher Rd., Ste. 150
Clearwater, FL 33765

Robin Grueninger

1744 N. Belcher Rd., Ste. 150
Clearwater, FL 33765

IX.

OFFICERS

A. The affairs of the Corporation shall be administered by the officers designated in the *Bylaws* of the Corporation.

B. The officers of the Corporation shall be the President, one (1) or more Vice Presidents, Secretary, Treasurer (which may be combined with another office as allowed by law), and such other officers as may be provided in the *Bylaws* of the Corporation.

C. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors.

D. The names of the officers who shall serve until their successors are elected by the Board of Directors are:

Christopher McClure

- President

Jason Reynolds

- Vice President

Robin Grueninger

- Secretary/Treasurer

X.

BYLAWS

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The *Bylaws* may be altered, amended or repealed at any meeting of members of the Corporation in the manner provided in the *Bylaws*.

XI.

AMENDMENT

The *Articles of Incorporation* may be amended by a two-thirds (2/3rds) vote of the membership of the Corporation at a regular meeting or at a duly called special meeting of the membership upon notice given, as provided by the *Bylaws*, of intention to submit such amendments to the membership of the Corporation.

XII.

DEFENSE AND INDEMNIFICATION OF
OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to

which he or she may be made a party by reason of his or her having been a director or officer of this corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

IN WITNESS WHEREOF, the undersigned subscriber has executed these *Articles of Incorporation* this 23rd day of April, 2010.

Cynthia I. Rice

CYNTHIA I. RICE

Registered agent/incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared CYNTHIA I. RICE, to me known to be the person described in and who executed the foregoing *Articles of Incorporation*, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 23rd day of April, 2010.

Sandra L. Yancey
Notary Public

My Commission Expires:

