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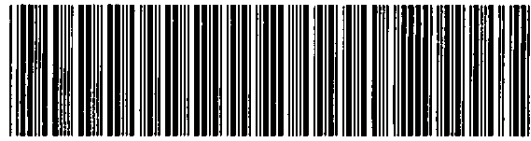
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**Top-Knotch Wrestling Club, Inc.**  
Post Office Box 15371  
St. Petersburg, Florida 33733-5371

April 4, 2011

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**RE: Top-Knotch Wrestling Club, Inc.**  
**Articles of Incorporation**

To whom it may concern:

Please find enclosed the Articles of Incorporation for **Top-Knotch Wrestling Club, Inc.**  
A money order in the amount of \$78.75 for the corporate filing fee and certified copy is enclosed  
for processing.

Thank you for your time and cooperation in this matter. Please do not hesitate to contact us  
should you have further questions and/or concerns. Once again, your assistance is greatly  
appreciated.

Sincerely,

Dana A. Harrington Sr., President

CC: Enclosure(s)

kds/DAH

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**ARTICLES OF INCORPORATION  
OF  
TOP-KNOTCH WRESTLING CLUB, INC.  
(A FLORIDA NOT FOR PROFIT CORPORATION)**

**ARTICLE I: NAME**

The name of the corporation shall be: Top-Knotch Wrestling Club, Inc.

**ARTICLE II: PRINCIPAL OFFICE/MAILING ADDRESS**

The principal place of business and the mailing address of the corporation shall be:

**Principal Address:** 1201 22<sup>nd</sup> Street South  
St. Petersburg, Florida 33712

**Mailing Address:** Post Office Box 15371  
St. Petersburg, Florida 33733-5371

**ARTICLE III: PURPOSE**

This corporation is organized exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Revenue Law.

This corporation will endeavor to further the interest of its members in the fundamentals, development and promotion of youth wrestling; teach, implement, supervise, sponsor and financially assist a disciplined and competitive program of wrestling as a positive alternative; and instill the ideals of good sportsmanship, values and morals that in turn will strengthen familial and community relationships as a whole.

**ARTICLE IV: CORPORATE POWERS/RESTRICTIONS**

This corporation shall have all corporate powers set forth under the provisions of the State of Florida, including the power to raise and expend funds for the carrying out of the purpose of this corporation, including mail solicitation, advertising campaigns in any of the media, fund-raising by personal solicitation and otherwise; the borrowing of money, pledging of property as security; the right to own personal property and real property in this State or any other State or Country; the power to sign and enter into contracts and all other legal instruments; and the right to sell any of its property at any time upon such terms as the corporation deems desirable.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or 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 the purposes set forth in Article Three hereof.

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

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (iii) by a corporation organized under Part I of Chapter 617 of Florida Statutes.

#### **ARTICLE V: TERM**

The corporation shall have perpetual existence.

#### **ARTICLE VI: INITIAL BOARD OF DIRECTORS/OFFICERS**

The Corporation shall be governed by a Board of Directors each of whom shall be a member of the Corporation and shall be elected or appointed in accordance with the Bylaws of this Corporation. The initial directors/officers, their specific titles and addresses are as follows:

<b><u>NAME</u></b>	<b><u>TITLE</u></b>	<b><u>ADDRESS</u></b>
Dana A. Harrington Sr.	Director/President	P.O. Box 15371; St. Petersburg, Florida 33733-5371
Donald A. Marshall	Director/Vice President	P.O. Box 15371; St. Petersburg, Florida 33733-5371
Teketa M. Marshall	Director/Recording Secretary	P.O. Box 15371; St. Petersburg, Florida 33733-5371
Devon R. Peterson	Director/Financial Secretary	P.O. Box 15371; St. Petersburg, Florida 33733-5371
Kadija S. Kennedy	Director/Treasurer	P.O. Box 15371; St. Petersburg, Florida 33733-5371
Cleo Harrington	Director/Parliamentarian	P.O. Box 15371; St. Petersburg, Florida 33733-5371
Dana A. Harrington Jr.	Director/Member	P.O. Box 15371; St. Petersburg, Florida 33733-5371

Other members of the Board of Directors and/or Officers shall be elected or appointed as necessary and hold office as well as serve in accordance with the bylaws. The total number of directors/officers of the corporation shall not be less than three (3) at all times.

#### **ARTICLE VII: MANAGEMENT OF CORPORATE AFFAIRS**

The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors as determined by the incorporator and specified in its Bylaws.

#### **ARTICLE VIII: QUALIFICATION OF MEMBERSHIP**

The qualifications for membership and manner of admission shall be as provided by the Bylaws of the corporation.

**ARTICLE IX: ADOPTION AND AMENDMENT OF BYLAWS**

Subject to any limitations set forth in the laws of Florida, the corporation's bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded in a manner provided in the Bylaws.

**ARTICLE X: AMENDMENT OF ARTICLES OF INCORPORATION**

The Articles of Incorporation of this corporation may be amended, altered or rescinded at any regular or special meeting of the Board of Directors as determined in the Bylaws.

**ARTICLE XI: DEFENSE AND INDEMNIFICATION/EXEMPTION OF DIRECTORS AND/OR OFFICERS**

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 private property of the directors, officers and employees of this corporation shall be forever exempt from corporate debts and liabilities.

**ARTICLE XII: DISSOLUTION**

Upon dissolution of the corporation, assets shall be distributed for 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 the 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.

**ARTICLE XIII: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida Street address of the registered agent is:

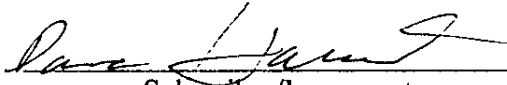
New Life Paralegal and Financial Services, L.L.C.  
5691 4<sup>th</sup> Street South  
St. Petersburg, Florida 33705

**ARTICLE XIV: SUBSCRIBER/INCORPORATOR**

The names and addresses of the subscribers and/or incorporators to these Articles are:

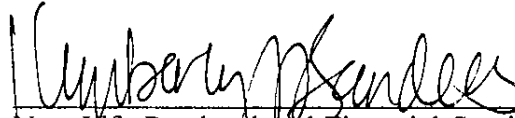
Name	Address
Dana A. Harrington Sr.	P.O. Box 15371 St. Petersburg, Florida 33733-5371

IN WITNESS WHEREOF, the undersigned, being the subscribers of this Corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 4<sup>th</sup> day of April, 2011.

  
 \_\_\_\_\_  
 Subscriber/Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

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. 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.

  
 \_\_\_\_\_  
 New Life Paralegal and Financial Services, L.L.C.,  
 Registered Agent

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 SECRETARY OF STATE  
 DIVISION OF CORPORATE AFFAIRS