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2016 DEC - 8 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

V HERRING  
DEC - 8 2016

COVER LETTER

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

SUBJECT: Venice Takedown Club, 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

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: David Vischulis  
Name (Printed or typed)

11811 Granite Woods Loop  
Address

Venice, FL 34292  
City, State & Zip

941-234-0326  
Daytime Telephone number

Wrestle2Win@Comcast.net  
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 6, 2016

DAVID VISCHULIS  
11811 GRANITA WOODS LOOP  
VENICE, FL 34292

SUBJECT: VENICE TAKEDOWN CLUB, INC.  
Ref. Number: W16000081343

We have received your document for VENICE TAKEDOWN CLUB, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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) 245-6052.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 416A00025825

FILED

**ARTICLES OF INCORPORATION  
OF  
VENICE TAKEDOWN CLUB, INC.**

2016 DEC -8 PM 3: 53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers to these Articles of Incorporation, each a natural person competent to contract, do hereby associate themselves together for the purpose of forming a corporation not-for-profit, without capital stock, under the provisions of Chapter 617, Florida Statutes (2016).

**ARTICLE I  
NAME AND ADDRESS**

The name of this corporation is VENICE TAKEDOWN CLUB, INC. [hereinafter, the "Corporation"], and the principal address is 9100 Deer Court, Venice, Florida, 34293.

**ARTICLE II  
DURATION**

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

**ARTICLE III  
PURPOSES**

The primary purposes for which this corporation is organized are to:

- a) Promote interest in youth wrestling activities;
- b) Aid in the provision of coaching of, and of equipment for, youth wrestling;
- c) Give and promote lectures, social affairs, celebrations, and youth wrestling-related functions for the general enjoyment and instruction of its members;
- d) Coordinate youth wrestling-related events among its own members and with other similarly constituted organizations for the benefit, enjoyment, instruction, and well-being of its members.
- e) Acquire, by gift purchase or otherwise, own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer and dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Corporation.

g) Participate in mergers and/or consolidations with other non-profit corporations organized for the same purposes, provided that any merger and/or consolidation shall have the assent by vote or written instrument by two-thirds (2/3rds) of the Corporation's membership.

h) Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter exercise-- so long as such activities are permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future Internal Revenue Code).

The Corporation is organized and shall be operated exclusively for the purposes set forth hereinabove. The activities of the Corporation shall be financed by voluntary membership dues and/or such other legally permissible sources of revenue as may, from time-to-time, become available. No part of any net earnings of the Corporation shall inure to the benefit of any member, director, or officer.

#### ARTICLE IV MEMBERSHIP

##### *Section 1: Initial Membership*

The initial membership of the corporation shall consist of those persons who have signed these Articles of Incorporation as incorporators, together with all persons who are hereafter received or elected into membership as hereinafter provided.

##### *Section 2: Eligibility*

The membership of the Corporation shall be composed of individuals who have evidenced concern and interest in its purposes.

##### *Section 3: Election*

Eligible individuals may become members at any annual, special or regular meeting of the Board of Directors upon a two-thirds (2/3rds) favorable vote of those Directors present and voting at such meeting.

##### *Section 4: Removal*

Any member of the corporation may be removed from membership at any annual, special or regular meeting of the Board of Directors upon a two-thirds (2/3rds) vote of the Directors present and voting at such meeting.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation shall be 9100 Deer Court, Venice, Florida 34293, and the name of the initial Registered Agent at that address shall be Erin Moline.

ARTICLE VI  
DIRECTORS

Section 1: *Initial Directors*

The Corporation shall have four (4) Directors initially. The names and addresses of the initial Directors of the corporation are:

<u>Names</u>	<u>Addresses</u>
Paige Balsinger	5864 Viola Road Venice, Florida 34293
Erin Moline	9100 Deer Court Venice, Florida 34293
Lori Stone	706 Shadow Bay Way Osprey, Florida 34229
David Vischulis	11811 Granite Woods Loop Venice, Florida 34292

Section 2: *Number*

The property, effects, actions and concerns of the Corporation shall be vested in a Board of Directors, the number of which may be increased or decreased from time-to-time pursuant to the By-Laws, but which shall never be less than four (4). The members of the Board shall, upon election, immediately enter into the performance of their duties and shall continue in office until their successors are duly elected and qualified.

Section 3: *Election and Term*

At each annual meeting of the Corporation held after the filing of these Articles of Incorporation there shall be an election by ballot for four (4) Directors who shall serve for a term of one (1) year. At the expiration of his or her term, any Director may be re-elected.

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ARTICLE VII  
OFFICERS

Section 1:     *Officers*

The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be provided for in the By-Laws.

Section 2:     *Initial Officers*

The names and addresses of the persons who are to serve as the initial officers of the Corporation until the first meeting of the Board of Directors are:

Erin Moline 9100 Deer Court Venice, Florida 34293	President
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Lori Stone 706 Shadow Bay Way Osprey, Florida 34229	Vice President
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David Vischulis 11811 Granite Woods Loop Venice, Florida 34292	Treasurer
--	-----------

Paige Balsinger 5864 Viola Road Venice, Florida 34293	Secretary
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Section 3:     *Election*

The officers shall be selected at the annual meeting of the Board of Directors, or as provided by the By-Laws of the Corporation.

ARTICLE VIII  
INCORPORATORS

The name and address of the incorporator executing these Articles is:

David Vischulis	11811 Granite Woods Loop Venice, Florida 34292
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ARTICLE IX  
BY-LAWS

The By-Laws of the Corporation shall be adopted by the initial Board of Directors, as named in these Articles. Thereafter, the By-Laws of the Corporation may be amended, rescinded or replaced at any time by two-thirds (2/3rds) vote of the corporate membership present, or voting by proxy at any properly convened corporate meeting: provided that the notice of any meeting wherein such a vote is to be taken, shall include a text of the proposed amendment to the By-Laws and shall have been furnished by hand or United States Mail, to each member of the Corporation at least twenty-one (21) days prior thereto.

ARTICLE X  
AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles may be proposed by any member of the corporation. These Articles of Incorporation may be amended by a two-thirds (2/3rds) vote of those members of the Corporation present, or voting by proxy, at any meeting thereof: provided that notice of any meeting wherein such a vote is to be taken, shall include a text of the proposed amendment of the Articles and shall have been furnished either by hand or United States Mail, to each member of the Corporation at least twenty-one (21) days prior thereto.

ARTICLE XI  
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by the Florida General Corporations Act.

ARTICLE XII  
CORPORATE ACTIVITY RESTRICTED TO NOT-FOR-PROFIT CHARACTER

Notwithstanding any provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by a corporation not-for-profit under the laws of the State of Florida, or which would cause it to lose its right to elect, under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code), to receive certain tax benefits in effect, permitting the exclusion of its exempt function from its gross income; nor shall any part of the net earnings of the Corporation be permitted to inure to the benefit of any member, director or officer.

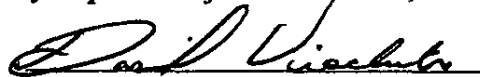
ARTICLE XIII  
DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the purposes set forth in Article III hereinabove. In the event of dissolution or other termination of the Corporation, no part of the property of the Corporation nor any of the proceeds thereof, shall be distributed to the members of the Corporation as such, but all such property and proceeds shall, subject to the



discharge of all valid obligations of the Corporation, be distributed to an exempt organization under Section 501 (c)(3) of the Internal Revenue Code for 1954 (or the corresponding provision of any future United States Internal Revenue Code) or to the federal government or to a state or local government, for a public purpose, as the Board of Directors shall determine. 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, to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

  
(David Vischulis, Incorporator)

STATE OF FLORIDA  
COUNTY OF Sarasota

The foregoing Articles of Incorporation were acknowledged before me this the 30<sup>th</sup> day of NOV, 2016 by David Vischulis, who is personally known to me or who produced \_\_\_\_\_ as identification.



JENNIFER PAIGE BALSINGER  
MY COMMISSION # FF 950162  
EXPIRES: January 13, 2020  
Bonded Thru Budget Notary Services

  
NOTARY PUBLIC  
My Commission expires: 1/13/20

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.

  
Erin Moline, Registered Agent

STATE OF FLORIDA  
COUNTY OF Sarasota

The foregoing Articles of Incorporation were acknowledged before me this the 30<sup>th</sup> day of NOV, 2016 by Erin Moline, who is personally known to me or who produced \_\_\_\_\_ as identification.

FILED  
2016 DEC -8 PM 3:53  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA



JENNIFER PAIGE BALSINGER  
MY COMMISSION # FF 950162  
EXPIRES: January 13, 2020  
Bonded Thru Budget Notary Services

*Jennifer Paige Balsinger*  
NOTARY PUBLIC  
My Commission expires: 1/13/20