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CORPORATIONS  
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## FLORIDA PROFIT/NON PROFIT CORPORATION KARLAN DREAMS FOUNDATION, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be: Karlan Dreams Foundation, Inc.

**ARTICLE II PRINCIPAL OFFICE**

Principal street address:  
805 E. Marks Street

Mailing address, if different is:

Orlando, Florida 32893

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: The purposes for which the Corporation is formed are as follows:

(a) to provide a mechanism to fund underprivileged children to participate in nationally recognized athletic programs, specifically including wrestling, (b) to foster national or international amateur sports competition, specifically including wrestling, (c) to do any and all acts and things necessary, convenience and expedient to the accomplishment of the foregoing, (d) to engage in any lawful act or activity for which corporations may be formed under the Nonprofit Corporation Law of Florida. To assist in conducting the Corporation's activities in furtherance of the foregoing purpose, the Corporation shall possess all of the powers necessary, proper or incident thereto, including, without limitation, those powers provided in the Florida Nonprofit Corporation Law, as codified in Chapter 617 of the Florida Statutes.

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed: directors are elected annually by the members.

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: James C. Ramey - Director

Address: 805 E. Marks Street  
Orlando, Florida 32893

Name and Title: James C. Ramey - President

Address: 805 E. Marks Street  
Orlando, Florida 32893

Name and Title: Kelli Wilt-Ramey - Director

Address: 805 E. Marks Street  
Orlando, Florida 32893

Name and Title: Kelli Wilt-Ramey - Secretary

Address: 805 E. Marks Street  
Orlando, Florida 32893

Name and Title: Kelli Wilt-Ramey - Treasurer

Address: 805 E. Marks Street  
Orlando, Florida 32893

Name and Title: Karli Cate Ramey - Director

Address: 805 E. Marks Street  
Orlando, Florida 32893

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Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

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\_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_**ARTICLE VI REGISTERED AGENT**The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: John W. Hilbert II \_\_\_\_\_

Address: 17056 Marina Cove Lane \_\_\_\_\_

Fort Myers, FL 33908 \_\_\_\_\_

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**ARTICLE VII INCORPORATOR**The **name and address** of the Incorporator is:

Name: John W. Hilbert II \_\_\_\_\_

Address: 17056 Marina Cove Lane \_\_\_\_\_

Fort Myers, FL 33908 \_\_\_\_\_

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

For Articles IX through XIV, see Attachment A hereto.

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*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*

/s/ John W. Hilbert II  
 Required Signature of Registered Agent

April 7, 2022  
 \_\_\_\_\_  
 Date

*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.*

/s/ John W. Hilbert II  
 Required Signature of Incorporator

April 7, 2022  
 \_\_\_\_\_  
 Date

**KARLAN DREAMS FOUNDATION, INC.****ARTICLES OF INCORPORATION****ATTACHMENT A**

**ARTICLE IX:** The Corporation shall have Members, consisting of a single class, who shall have the right to vote in the election of Directors and officers as provided in the Bylaws. The further rights of Members, their manner of election or appointment, and their qualifications shall be as provided in the Bylaws.

**ARTICLE X:** All of the assets, property, income, revenue, and earnings of the Corporation shall be held, used, managed, devoted, expended, and applied at the discretion and judgment of the Board of Directors, subject to the Bylaws, to carry out the objectives and purposes of the Corporation. No part of the net earnings, if any, of the Corporation shall inure to the benefit of or be distributable to any private member, director, officer or other private person; provided, however, that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article Third hereof; and provided, further, that nothing herein contained shall be construed to prevent the payment of fees, salaries or other remunerations to the Directors, officers or other persons, firms or corporations. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; and no activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE XI:** It is intended that the Corporation shall have the status of an organization which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, (i) contributions to which are deductible for federal income tax purposes under Section 171(c)(2) of the Internal Revenue Code and (ii) gifts and bequests to which are deductible for federal gift tax and federal estate tax purposes under Section 2522(a)(2) and Section 2055(a)(2) of the

Internal Revenue Code, respectively, for so long as such taxes apply. These Articles of Incorporation shall be construed, and all authority and activities of the Corporation shall be limited, accordingly.

Upon the dissolution of this Corporation, assets remaining shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 by a Court of Competent Jurisdiction of the county in which the principal office of the organization 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 XII:** Any person who at any time is or was a Director, officer, employee or agent of or a volunteer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of or a volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, trust or other enterprise, and said person's heirs, executors and administrators, shall be indemnified by the Corporation in accordance with and to the full extent permitted by the Florida Nonprofit Corporation Law, Chapter 617 of the Florida Statutes, as in effect at the time of the adoption of these Articles or as may be amended from time to time thereafter.

**ARTICLE XIII:** No contract or transaction shall be void or voidable with respect to this Corporation for the reason that it is between the Corporation and one or more of this Corporation's Directors or officers, or between the corporation and any other person in which one or more of the Corporation's Directors or officers, or in which one or more of the Corporation's Directors or officers have a financial or personal interest; or because one or more interested Directors or officers participate in or vote at the meeting of the Directors or a

committee of the Directors that authorizes the contract or transaction, if any of the following is applicable:

1. The material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the Directors or the committee; and the Directors or the committee, in good faith, reasonably justified by such facts, authorize the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors constitute less than a quorum; or
2. The material facts as to his or their relationship or interest as to the contract or transaction are disclosed or are known to the Members entitled to vote thereon and the contract or transaction is specially approved at a meeting of the Members held for such purpose by the affirmative vote of a majority of the voting Members of the Corporation who are not interested in the contract or transaction; or
3. The contract or transaction is fair as to the Corporation as of the time it is authorized or approved by the Directors, a committee thereof, or the Members.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Directors, or a committee of the Directors that authorize the contract or transaction.

**ARTICLE XIV:** Any action which may be authorized or taken at any meeting of the Members or Directors may be authorized or taken without a meeting in a writing or writings signed by the Members or Directors who would be entitled to notice of a meeting of the Members or Directors held for such purpose. Such writing or writings shall be filed with or entered upon the records of the Corporation.