

# N220000008384

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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP    ☐ WAIT    ☐ MAIL

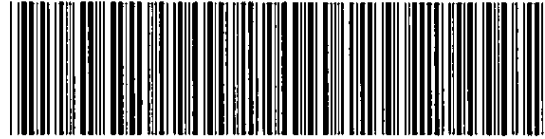
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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RECEIVED JUL 25 2022  
ALLIANCE, LLC  
2022 JUL 25 AM 8:42  
2022 JUL 25 PM 1:46

FLORIDA CAPITAL COURIER SERVICES, INC  
2330 CLARE DRIVE  
TALLAHASSEE, FL 32309  
(850) 524-5437  
(850) 524-6243

**PLEASE USE FUNDS FROM ACCT: I20210000160 AMOUNT: \$78.75**

Authorization Signature: James Felt

W.G.N.F. Inc.

Business Name

Document Number, (if known):

☐ Walk in ☐ Pick up time

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certified Copy

☒ Certificate of Status

**NEW FILINGS**

☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

☒ CORP

**AMMENDMENTS**

☐ Amendment  
☐ Resignation of R.A. Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger  
☐ Conversion

**OTHER FILINGS**

☐ Annual Report  
☐ Fictitious Name

☐ APOSTIL ( ) Country

**REGISTRATION/QUALIFICATIONS**

☐ Foreign filing  
☐ Limited Partnership  
☐ Reinstatement  
☐ Other

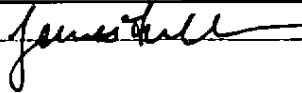
EXAMINER'S INITIALS: \_\_\_\_\_

22 JUL 25 PM 1:46

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**W.G.N F, Inc.**

**Business Name**

**Document Number, (if known):**

\_\_\_ Walk in

\_\_\_ Pick up time \_\_\_\_\_

\_\_\_ Mail out

\_\_\_ Will wait

\_\_\_ Photocopy

\_\_\_ **Certified Copy**

**\_\_X\_ Certificate of Status**

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\_\_\_ Not for Profit

\_\_\_ Limited Liability

\_\_\_ Domestication

\_\_\_ Other

**\_\_X\_ CORP**

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**Country**

**REGISTRATION/QUALIFICATIONS**

\_\_\_ Foreign filing

\_\_\_ Limited Partnership

\_\_\_ Reinstatement

\_\_\_ Other

**EXAMINER'S INITIALS: \_\_\_\_\_**

## COVER LETTER

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

SUBJECT: WGNF, 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: Charles W. Cramer  
Name (Printed or typed)

1420 Edgewater Drive, Suite 200  
Address

Orlando, FL 32804  
City, State & Zip

407-843-3300  
Daytime Telephone number

cramer@cramerprice.com

E-mail address: (to be used for future annual report notification)

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

22 JUL 25 PM 1:46

**ARTICLES OF INCORPORATION**  
**OF**  
**WGNF, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a Corporation for non-profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I: NAME**

The name of this Corporation shall be WGNF Inc.

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

A. Principal Office. The principal office of this Corporation shall be located at 1420 Edgewater Drive, Suite 200, Orlando, FL 32804.

B. Mailing Office. The mailing address of this Corporation shall be P.O. Box 1620, Tempe, Arizona 85280.

**ARTICLE III: PURPOSE**

The Corporation is organized exclusively for charitable, religious and educational purposes, including, without limitation, receiving and administering funds for charitable and educational purposes and to foster national amateur sports competition, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the purposes of making 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 federal tax code.

**ARTICLE IV: INITIAL REGISTERED**  
**OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida

shall be 1420 Edgewater Drive, Suite 200, Orlando, Florida, 32804. The name of the initial registered agent of this Corporation at that address is Charles W. Cramer.

#### **ARTICLE V: RESTRICTIONS**

A. No Private Inurement. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 III hereof. The Corporation shall not have capital stock or shareholders.

B. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

C. No Political Campaigning. 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.

D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

#### **ARTICLE VI: DIRECTORS**

A. Number. The Directors of the Corporation shall consist of not fewer than three (3) Directors and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

B. Initial Directors. The initial Board of Directors are as follows:

Sean Rodriguez  
P.O. Box 1620  
Tempe, Arizona 85280

Giselle Rodriguez  
P.O. Box 1620  
Tempe, Arizona 85280

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Jessica Diane Davis  
P.O. Box 1620  
Tempe, Arizona 85280

Ronald Wayne Davis II  
P.O. Box 1620  
Tempe, Arizona 85280

Tim Fowler  
P.O. Box 1620  
Tempe, Arizona 85280

C. Powers. The Board of Directors shall govern the Corporation, and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.

D. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

E. Election. The method of electing the Board of Directors shall be contained in the Bylaws.

#### **ARTICLE VII: INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Charles W. Cramer, Esq.  
1420 Edgewater Drive  
Suite 200  
Orlando, Florida 32804

#### **ARTICLE VIII: DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed to an exempt organization(s) described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

#### **ARTICLE IX – MEMBERS**

The Corporation shall have no members.

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## **ARTICLE X – POWERS**

A. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

## **ARTICLE XI – LIMITATION OF LIABILITY**

A. Limitation. The personal liability is hereby eliminated entirely of a director to the Corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv) for any transaction from which the director derived an improper personal benefit; or (v) for any excise tax prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

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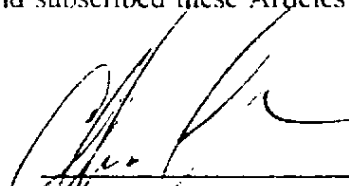


B. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of the Articles of Incorporation when such provision becomes effective.

C. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by ninety percent (90%) of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

D. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

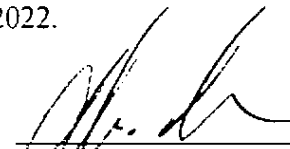
The undersigned incorporator has made and subscribed these Articles of Incorporation this 22 day of July, 2022.

  
\_\_\_\_\_  
Charles W. Cramer, Incorporator

**ACCEPTANCE AS REGISTERED AGENT**

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §617.0503 of the Florida Statutes.

Done this 22 day of July, 2022.

  
\_\_\_\_\_  
Charles W. Cramer, Registered Agent

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