

N96000003317

Thomas E. Krause  
Attorney at Law

June 18, 1996

SECRETARY OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE; CORAL REEF WRESTLING CLUB, INC.

Dear Clerk:

Enclosed find original and one copy of Articles of Incorporation and Registered Agent Designation Form for the above referenced corporation along with my check in the sum of \$122.50 as your fee for filing, certification and registered agent designation.

Upon certification of the corporation, please forward a copy to me at the address on my letterhead.

Very truly yours,

  
THOMAS E. KRAUSE

TEK:ma  
Enclosures

JUN 21 1996

BSB

200001869532  
-06/20/96--01047--009  
\*\*\*122.50 \*\*\*122.50

FILED  
JUN 20 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9700 South Dixie Highway  
Suite 550  
Miami, Florida 33156  
305-670-6238/Fax: 305-670-6167

**ARTICLES OF INCORPORATION**

**FOR**

**CORAL REEF WRESTLING CLUB, INC.**

**FILED**

96 JUN 20 AM 10:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

**ARTICLE I NAME**

The name of the corporation shall be:

CORAL REEF WRESTLING CLUB, INC.

**ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

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

c/o Thomas E. Krause, Attorney

9700 South Dixie Highway, Suite 550, Miami, Florida 33156.

**ARTICLE III PURPOSE(S)**

The specific purpose(s) for which the corporation is organized is (are):

To promote youth wrestling.

**ARTICLE IV MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is as follows:

The officers shall be elected from among the Executive Committee or Board of Directors of the corporation at the board meeting.

Officers shall be elected for a term of one (1) year and may not serve more than six (6) consecutive years. Candidates filling a vacancy of less than half a term shall be considered eligible for the second term.

Vacancies of offices shall be filled by the Board of Directors.

**ARTICLE V LIMITATION OF CORPORATE POWERS**

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the initial registered agent is:

THOMAS E. KRAUSE, ESQUIRE  
 9700 South Dixie Highway #550, Miami, FL 33156

**ARTICLE VII INCORPORATORS**

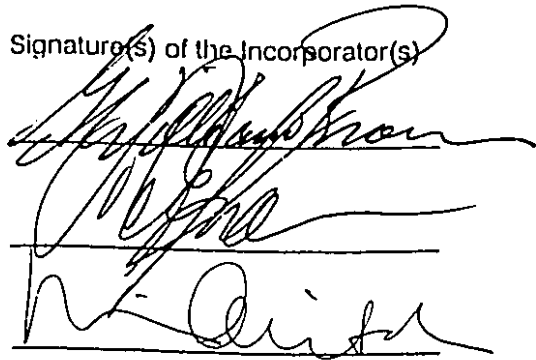
The name(s) and street address(es) of the incorporator(s) for these Articles of Incorporation is(are):

G. William Brown, c/o 9700 South Dixie Highway, #550, Miami, FL 33156

Thomas E. Krause, 9700 South Dixie Highway #550, Miami, FL 33156

Maria Arintok, c/o 9700 South Dixie Highway, #550, Miami, FL 33156

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 18<sup>th</sup> day of June, 19 96.

Signature(s) of the Incorporator(s)  


G. WILLIAM BROWN  
 \_\_\_\_\_  
 Typed name of incorporator signing

THOMAS E. KRAUSE  
 \_\_\_\_\_  
 Typed name of incorporator signing

MARIA ARINTOK  
 \_\_\_\_\_  
 Typed name of incorporator signing

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CORAL REEF WRESTLING CLUB INC.

2. The name and address of the registered agent and office is:

THOMAS E. KRAUSE

(NAME)

9700 South Dixie Highway #550

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33156

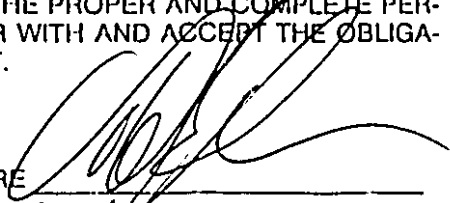
(CITY/STATE/ZIP)

**FILED**  
96 JUN 20 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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.

SIGNATURE

DATE

  
6/18/96

REGISTERED AGENT FILING FEE: \$35.00

N96000003317

Thomas E. Krause  
Attorney at Law

November 18, 1996

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

200002009622--6  
-11/20/96--01052--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Coral Reef Wrestling Club, Inc.  
Our File no. F1459

Gentlemen:

Enclosed find original and one copy of Articles of Amendment to Articles of Incorporation of Coral Reef Wrestling Club, Inc., together with my check in the sum of \$87.50. Said check represents your filing fee and the fee for a certified copy back to my office.

Thanking you for your prompt attention.

Very truly yours,

  
THOMAS E. KRAUSE

TEK:ma  
Enclosures  
check no. 13311, \$87.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 NOV 20 PM 3: 30

*Amend*  
NOV 25 1996

9700 South Dixie Highway  
Suite 550  
Miami, Florida 33156  
305-670-6238 / Fax: 305-670-6167

**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**

FILED  
SECRETARY OF CORPORATION  
DIVISION OF CORPORATION  
96 NOV 20 PM 3: 30

CORAL REEF WRESTLING CLUB, INC.,

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

ARTICLE III of the Articles of Incorporation of Coral Reef Wrestling Club shall be amended as follows:

Coral Reef Wrestling Club Inc., is a non-profit organization for the purpose of promoting youth wrestling.

All activities of this organization shall conform to Section 501 (c) 3 of the Internal Revenue Code, per attached Exhibit "A".

**SECOND:** The date of adoption of the amendment(s) was: November 18, 1996

**THIRD:** Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

CORAL REEF WRESTLING CLUB, INC.,

Corporation Name

  
Signature of Chairman, Vice Chairman, President or other officer

G. WILLIAM BROWN

Typed or printed name

President

Title

Nov. 18, 1996

Date

continuation of Amendment to Article-III of Coral Reef Wrestling Club Inc.,

- a. Said organization is organized exclusively for charitable, religious, and educational purposes, 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 corresponding section of any future federal tax code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this

document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- c. Upon the dissolution of the organization, assets 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 disposed of shall be disposed of by the Court of Common Pleas 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.

EXHIBIT "A"