

N 980000001278

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March 2, 1998

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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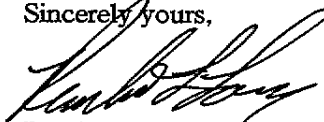
Re: Incorporation of Panther Wrestling Club, Inc.

Dear Madam Secretary:

Pursuant to your letter #898A00010318, dated February 24 last, a copy of which is enclosed, I am submitting a corrected Articles of Incorporation for the above referenced Panther Wrestling Club, Inc. together with a copy thereof and requesting you to file the same.

My name, address, and telephone number, including facsimile number, is shown on the letterhead of this page. If any further information is requested please do not hesitate to contact me.

Sincerely yours,


Rembert L. Lowery

98 MAR-4 PM 2:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/4/98 TLM



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1998

REMBERT L. LOWERY, ESQ.
3535 1ST AVE N
ST PETERSBURG, FL 33713

SUBJECT: PANTHER WRESTLING CLUB, INC.
Ref. Number: W98000004031

We have received your document for PANTHER WRESTLING CLUB, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the 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) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 898A00010318

ARTICLES OF INCORPORATION

OF

PANTHER WRESTLING CLUB, INC.
A Florida Not-For-Profit Corporation

FILED
98 MAR -4 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name, Principal Office, and Mailing Address

The name of this corporation is Panther Wrestling Club, Inc., and its principal office and mailing address shall initially be 4013 Fountainhead Circle, #119, Kissimmee, FL 33741.

ARTICLE II

Corporate Nature

This is a not-for-profit corporation organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not-For-Profit Law set forth in Chapter 617, Florida Statutes.

ARTICLE III

Duration

The term of existence of this corporation is perpetual.

ARTICLE IV

Purposes

The primary purposes for which this corporation is formed are:

1. For the advancement of sports and health education and any other related or corresponding charitable purpose by the distribution of its funds for such purposes.
2. To operate exclusively in any other manner for such educational or charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under said code, including private operating foundations.

The specific purpose of this corporation is to provide educational and sports forum for school age children and their parents or caregivers, and to provide such children and others a safe environment to participate in such activities.

ARTICLE V

Membership

This corporation shall not be authorized to issue shares of stock or membership certificates. Membership shall be as established in the corporate by-laws.

ARTICLE VI

Management of Corporate Affairs

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons, or in such other

number as may be set forth in its by-laws as they may be, from time to time, amended. The initial Board of Directors shall be

GORDON L. LOWERY
401 Fountainhead Circle #229
Kissimmee, FL 33741

BRIAN FLANIGAN
401 Fountainhead Circle #254
Kissimmee, FL 33741

SEAN PRIVETTE
3519 Fifth Street
St. Cloud, FL 34769

and shall hold office until the first meeting of corporate members, at which time an election of directors shall be held. Thereafter, directors shall serve and shall meet at times and places set forth in the corporation's by-laws. The directors shall be responsible for formulating and promulgating the policy of the corporation but may, at its option, relegate day-to-day operation of the corporation to corporate president, treasurer, secretary, and such other corporate officers as the Board of Directors deem just and necessary to fully implement their policies.

ARTICLE VII

Earnings and Activities of the Corporation

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 IV 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, any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements on behalf of such candidate.

Any other provision of the articles notwithstanding, 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, as amended (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under Section 170(c)(2) of said Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), nor shall it, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provision of any future

United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located. Such judicial disposition shall be exclusively for such purposes or to such organization or organizations as said court shall determine, which shall be organized and operated exclusively for the purposes set forth in this Article.

ARTICLE IX

Subscribers

The subscribers of this corporation are:

REMBERT L. LOWERY

3535 First Avenue North
St. Petersburg, FL 33713

ARTICLE X

Dedication of Assets

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI

Registered Agent and Office

The name of the Registered Agent of this corporation shall be Rembert L. Lowery and the office of the Registered Agent shall be 3535 First Avenue North, St. Petersburg, FL 33713.

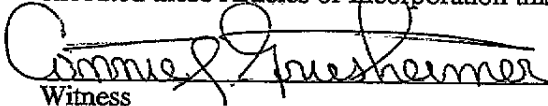
ARTICLE XII

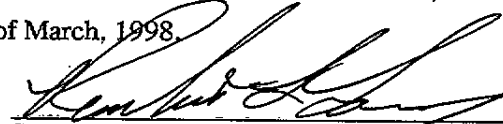
Amendment of Articles


Amendment to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to the members for their vote as set forth in the by-laws of this Corporation.

EXECUTION

I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 2nd day of March, 1998.


Witness


Subscriber


Registered Agent

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Chapter 617, Florida Statutes, the below named corporation, organized under the laws of the State of Florida, submits the following statement designating its Registered Agent and Registered Office within the State of Florida:

1. The name of the corporation is:

Panther Wrestling Club, Inc.

2. The name and address of the Registered Agent and office is:

Rembert L. Lowery
3535 First Avenue North
St. Petersburg, FL 33713

Having been named as Registered Agent and to accept service of process for the above-named corporation at the address 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.


Registered Agent

FILED
98 MAR -4 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA