

**WAIVER OF NOTICE OF ORGANIZATIONAL MEETING  
OF BOARD OF DIRECTORS OF  
THE ST. LOUIS WRESTLING OFFICIALS ASSOCIATION  
AND MINUTES OF ORGANIZATIONAL ACTION  
BY CONSENT UNANIMOUS OF ALL DIRECTORS**

We, the undersigned, being all of the Board of Directors of The St. Louis Wrestling Officials Association, a Missouri Nonprofit Corporation, hereby waive all notice, whether required by Statute or otherwise, of the meeting of the Board of Directors of the Corporation, and pursuant to the Missouri Nonprofit Corporation Act, Section 355 RSMo., hereby consent that the actions hereinafter set forth shall be deemed to have been taken at a duly convened meeting of the Board of Directors on the 13 day of May, 2013, and the Secretary or other appropriate corporate officer shall be authorized so to certify the resolutions hereinafter set forth to any interested party:

**DISCUSSION AT MEETING:**

The St. Louis Wrestling Officials Association was originally formed with the Missouri Secretary of State on March 30, 1992 as a Missouri Nonprofit Corporation. On or about December 31, 1999, for failing to file a correct annual report to the Secretary of State, the Association was administratively dissolved and revoked. On or about October 13, 2010, in an attempt to address the corporate status of the administratively dissolved Association, Articles of Organization for the St. Louis Wrestling Association LLC were filed with the Secretary of State. Thereafter, the Association, upon obtaining professional advice from legal counsel, CPAs and other professionals, dissolved the Limited Liability Company on or about November 7, 2012 as a LLC is the incorrect type of entity for a Missouri Nonprofit. Articles of Termination for Limited Liability Company and Notice of Winding Up for Limited Liability Company were filed with the Secretary of State. Articles of Incorporation for the Missouri Nonprofit Corporation known as The St. Louis Wrestling Officials Association (hereinafter, "Association" and/or "Corporation") were filed with the Secretary of State on November 13, 2012.

In addition to the above corporate formalities and acts, the Association has taken certain steps to obtain tax exempt status with the Internal Revenue Service (hereinafter, "IRS") and, among other things, to clarify the tax identification number for said entity (whether to use an old or new number) and the type of annual tax filing for the Association.

The Association filed Form 1024 Application for Recognition of Exemption Under Section 501(c)(4) of the Internal Revenue Code. The Association awaits a response from the IRS to said application.

**RESOLUTIONS:**

**RESOLVED:** that the Articles of Incorporation of this Corporation as filed in the Office of the Secretary of State of Missouri on November 13, 2012, be and the same are hereby approved, ratified and confirmed.

**RESOLVED:** that the Bylaws attached hereto and incorporated by reference herein be and are hereby declared to be the Bylaws of the Corporation.

**RESOLVED:** that Mark Watkins, Nicholas Rallo, Brian Britton, Dirk L. Dietz, Chip Haring, Vincent LoBosco and David Roberts are unanimously elected, ratified and confirmed as the Board of Directors of the Corporation.

**RESOLVED:** that the following persons be and they are hereby elected, ratified and confirmed as Officers of the Corporation in the respective capacities set forth after their several names, the term of office of each person to be until the first annual meeting of the Board of Directors and until their respective successors shall be elected and qualified:

<u>Name</u>	<u>Position</u>
Mark Watkins	Chairman/President
Nicholas Rallo	Secretary
Brian Britton	Treasurer

**RESOLVED:** that the Board of Directors and Officers are hereby authorized and directed to pay and/or reimburse all fees and expenses incident to and necessary for the organization and qualification of the Association, including, without limitation, all legal and accounting fees and costs to procure proper corporate books.

**RESOLVED:** that the Board of Directors and Officers caused to be prepared and filed the Application for Recognition of Exemption Under Section 501(a) of the Internal Revenue Code (Form 1024) and User Fee for Exempt Organization Determination Letter Request with a User Fee in the amount of \$400.00, requesting tax exempt status under Section 501(c)(4) of the Internal Revenue Code, which action is hereby ratified, approved and confirmed.

**RESOLVED:** that the Board of Directors and Officers shall be authorized to take all such acts, do such things and execute such documents as may be necessary for the Corporation to qualify and maintain qualification as a Tax Exempt Corporation under the Internal Revenue Code, including filing Form 1024 with the IRS and related supplemental filings, if any, and to communicate with the IRS and State of Missouri relating to other matters including but not limited to the Corporation's tax identification number (EIN) and annual corporate tax matters and filings to be made, and that any acts made to date are hereby ratified, approved and confirmed.

**RESOLVED:** that New Frontier Bank, 1771 Zumbahl Road, St. Charles, MO 63306 (the "Bank"), be and it hereby is designated as a depository of this Corporation and that the standard corporate banking and borrowing resolutions of the Bank be and the same are hereby unanimously adopted and approved as if fully set forth herein, and the Secretary shall be authorized so to certify such resolutions as if fully set forth herein.

**RESOLVED:** that the Board of Directors approves and is hereby authorized, directed, and empowered to employ or contract for reasonable compensation such person or persons as is necessary for the day-to-day and annual activities of the Association, including but not limited to person or persons employed or contracted to set the Missouri State High School Activities Association annual referee schedules, and that said schedulers are to be

compensated at a reasonable rate of \$60.00 per school scheduled or as otherwise determined and approved by the Board of Directors.

**RESOLVED:** that the Directors hereby elect and appoint Nicholas Rallo, as qualified with past experience and expertise, to set the 2013-2014 Missouri State High School Activities Association annual referee schedules, and that he is to be compensated at a reasonable rate of \$60.00 per school scheduled or as otherwise determined and approved by the Board of Directors.

**RESOLVED:** that any and all actions taken or contracts entered into heretofore by an Officer and/or Director for the Corporation be and the same are hereby ratified, approved and confirmed by the Corporation, and all such contracts adopted as though said individual had at such time full power and authority to act for the Corporation and in the same manner as if each and every act had been done pursuant to the specific authorization of the Corporation.

**RESOLVED:** that this consent shall be filed with the minutes of the Corporation.


**RESOLVED:** that all acts of the Directors and Officers of the Corporation from the date of Incorporation are hereby ratified, approved and confirmed.

The foregoing resolutions are hereby approved as actions of the Board of Directors of this Corporation without formal meeting, all as of the date first above written.


**WITNESS** our signatures the day and year first above written.


**DIRECTORS:**

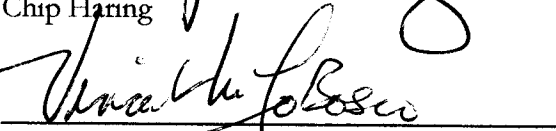
  
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Mark Watkins, Chairman/President

  
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Dirk L. Dietz

  
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Nicholas Rallo, Secretary

  
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Chip Haring

  
\_\_\_\_\_  
Brian Britton, Treasurer

  
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Vincent LoBosco

  
\_\_\_\_\_  
David Roberts

**BEING ALL THE DIRECTORS AND OFFICERS OF THE CORPORATION**