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November 20, 2000

FILED  
00 NOV 27 PM 12:10  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

**Re: Incorporation of Sidekick Foundation, Inc.**  
**Our File No.: 00-308**

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-11/27/00--01116--013  
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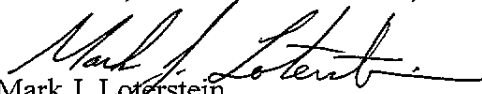
To Whom it May Concern:

Please find enclosed herewith the original and one copy of the Articles of Incorporation for Sidekick Foundation, Inc. (the "Articles"), a not for profit corporation, to be filed with your office. Additionally, we enclose our Attorney Trust check in the amount of \$87.50 representing the requisite filing fee and certified copy fee.

Please return a certified copy of the Articles in the self-addressed, stamped envelope provided for your use. Thank you for your cooperation in this matter.

Very truly yours,

BENSON, MOYLE & MUCCI, LLP

  
Mark J. Loterstein  
For the Firm

MJL/fmc  
enclosures  
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**ARTICLES OF INCORPORATION  
OF  
SIDEKICK FOUNDATION, INC.  
(A Non-Profit Corporation)**

FILED  
00 NOV 27 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, in order to form a non-profit corporation under the laws of the State of Florida, in compliance with Chapter 617, F.S., adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation is SIDEKICK FOUNDATION, INC.

**ARTICLE II: PRINCIPAL OFFICE**

The initial principal place of business and mailing address of this corporation shall be 8210 Wiles Road, Coral Springs, Florida 33067.

**ARTICLE III: DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV: PURPOSES**

(a) This corporation is organized and formed exclusively for general charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). At all times, including upon dissolution, the assets of the corporation shall be distributed for an exempt purpose.

(b) The purpose of this corporation shall be to provide relief to the distressed and/or the underprivileged by: (i) increasing awareness of the benefits of martial arts training to improve mental and physical health; (ii) providing scholarships for training; and (iii) the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the

Code, or corresponding section of any future federal tax code.

(c) None of the earnings of this corporation shall inure to any private shareholder or individual.

(d) This corporation shall not influence legislation as a substantial part of its activities, or participate at all in campaign activity for or against political candidates.

(e) Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(f) In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Code, the corporation: (i) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code; (ii) shall not engage in any act of self-dealing as defined in Section 4941 of the Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (iv) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### **ARTICLE V: MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors. The number of directors constituting the initial Board of Directors is seven (7), whose names and addresses are:

Arthur Pryor  
6557 Windsor Drive  
Parkland, Florida 33067

Greg A. Lewen  
11908 Royal Palm Boulevard  
Coral Springs, Florida 33065

Pat Pryor  
6557 Windsor Drive  
Parkland, Florida 33067

Rose Sheehan  
6480 N.W. 105<sup>th</sup> Terrace  
Parkland, Florida 33076

Esther Allen  
212 Tern Lane  
Altamonte Springs, Florida 32701

Gerald Gluck  
1212 N.W. 126<sup>th</sup> Terrace  
Sunrise, Florida 33323

Jon Johnson  
2515 Jamacha Road, #502  
PMB #64  
El Cajon, CA 92019

The number of directors may be increase or decreased from time to time by amendment to these Articles, but in no event shall the corporation have fewer than three (3) directors.

B. Corporate Officers. The Board of Directors shall elect the officers in the manner described in the By-Laws of the corporation.

#### **ARTICLE VI: MEMBERSHIP**

The qualifications for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

#### **ARTICLE VII: AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the majority of the Board of Directors.

**ARTICLE VIII: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the registered agent is:

Rose Sheehan, Esq.  
2900 University Drive, #76  
Coral Springs, Florida 33065

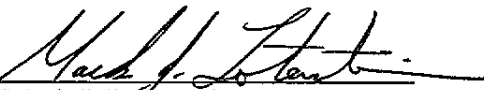
**ARTICLE IX: INCORPORATOR**

The name and address of the Incorporator is:

Mark J. Loterstein, Esq.  
Benson, Moyle & Mucci, LLP  
One Financial Plaza, Suite 1600  
Ft. Lauderdale, Florida 33394

The undersigned being the incorporator of this non-profit corporation, hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

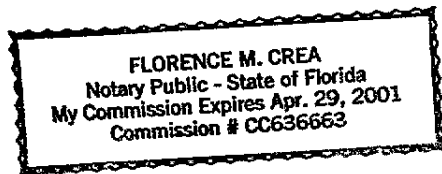
Dated this 16<sup>TH</sup> day of NOVEMBER, 2000.

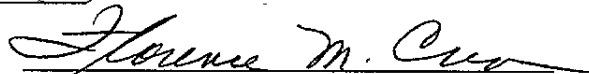
By:   
Mark J. Loterstein, Esq.  
Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Mark J. Loterstein, Esq., who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation as the Incorporator thereof, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 16 day of November, 2000.



  
Notary Public, State of Florida

My Commission Expires:

**Acceptance of Registered Agent**

Having been named as registered agent to accept service of process for the above stated non-profit corporation at the place designated in this certificate, I am familiar with and freely and voluntarily accept the appointment as registered agent and agree to act in this capacity.

Dated this 16 day of November, 2000.

By: Rose Sheehan  
Rose Sheehan, Esq.  
Registered Agent

**ACKNOWLEDGMENT OF REGISTERED AGENT**

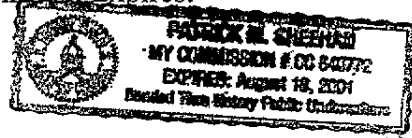
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Rose Sheehan who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she has authorized said corporation to name her as its initial Registered Agent for the purposes mentioned and set forth in Article V. She did further agree to comply with the provisions of Section 617.0203(1) Florida Statute (1999) all statutes relating to the proper and complete performance of her duties, and she is familiar with and accepts the obligations of her position as Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 16 day of November, 2000.

[Signature]  
Notary Public, State of Florida

My Commission Expires:



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