

NO1000000089

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***ALSO ADMITTED IN MICHIGAN

December 22, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-12/28/00--01021--004
*****78.75 *****78.75

RE: Marathon Jiu Jitsu, Incorporated A Florida Nonprofit Corporation

Dear Division of Corporations:

Please find enclosed the Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$78.75 for the filing fee. Please file the enclosed and return to the above address.

Thank you for your assistance with this matter.

Very truly yours,



Robert K. Miller

FILED
00 DEC 27 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 4 2001

**ARTICLES OF INCORPORATION
of
MARATHON JIU JITSU, INCORPORATED
A FLORIDA NONPROFIT CORPORATION**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name, Principal Office and Mailing Address

The name of this Corporation is: MARATHON JIU-JITSU, INCORPORATED. The principal office of this corporation is 8151 Overseas Highway, Marathon, Florida 33050. The mailing address of this corporation is 8151 Overseas Highway, Marathon, Florida 33050.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general social and athletic purposes, pursuant to the Florida Corporations Non for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purpose for which this corporation is formed is to promote and encourage all forms of athletic sports; to promote and encourage the sport, pleasure, exercise and recreation of its members; to promote sociability and friendship among its members; and to manage and conduct entertainments, excursions and social meetings of its members.

ARTICLE V

Authorized Membership Certificates

The qualification of members and the manner of their admission shall be as follows: Any adult person over the age of eighteen years shall be eligible for membership. Persons may be elected to membership upon making written application and upon receiving the approval of a majority of members.

- A. This corporation shall be authorized to issue fifty membership certificates.
- B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such certificate shares are restricted as to their sale or purchase, the membership certificate shall bear a legend stating that such certificates are restricted in the manner described in the By-Laws or any agreement between the members, and that a copy of such By-Laws or agreement shall be provided to all members.

- C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

ARTICLE VI

Management of Corporate Affairs

A. Board of Directors. 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. The initial number of Directors of the corporation shall be three (3), provided however that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held at 6:00 P.M., on the first day of December of each year at 12650 Overseas Highway, Marathon, Florida, or such other time or place as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VII

Earnings and Activities of Corporation

A. No part of the net earnings of the 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.

B. Notwithstanding any other provision of these Articles, this corporation shall not, 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 the liabilities of the corporation, dispose of all of the assets of the

corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for athletic purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX **Membership**

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

ARTICLE X **Subscribers/Officers**

The names and addresses of the Subscribers/Officers of this corporation are, as follows:

John O'Connor, Incorporator/Director/President
12650 Overseas Highway, Marathon, Florida 33050

Jeff Mulligan, Incorporator/Director/Secretary
8151 Overseas Highway, Marathon, Florida 33050

Chris James, Incorporator/Director/Treasurer
6600 Overseas Highway, Marathon, Florida 33050

ARTICLE XI **Amendment of By-Laws**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII **Dedication of Assets**

The property of this corporation is irrevocably dedicated to general social and athletic 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 XIII
Registered Agent and Office

The address of the corporation's registered office shall be 2975 Overseas Highway, Marathon, Florida, and the registered agent at said address shall be Robert K. Miller.

ARTICLE XIV
Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purposes of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 28 day of November, 2000.

WITNESSED BY:

Jim Manquist
John O'Connor

John O'Connor, Incorporator/Director/President

Jeff Mulligan
Jeff Mulligan, Incorporator/Director/Secretary

Chris James
Chris James, Incorporator/Director/Treasurer

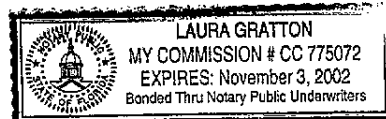
STATE OF FLORIDA)
)
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 28 day of ~~September~~ ^{November}, 2000, by John O'Connor, who produced DL# 0256 475 5936 as identification; Jeff Mulligan, who produced DL# M425439641740 as identification; and Chris James, who produced who produced DL# J520 20355099 as identification.


My Commission Expires:

November 3, 2002

Laura Gratton
Notary Public, State of Florida



Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



ROBERT K. MILLER, ESQ.
REGISTERED AGENT

November 28, 2000