

NO1000003988

ADDISON E. WALKER

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June 1, 2001

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*****78.75 *****78.75

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

Re: THE TAO CHI FOUNDATION, INC.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above-named Florida corporation. Also enclosed is my check in the amount of \$78.75, representing payment for the filing fee. Please file the enclosed Articles of Incorporation, and return a certified copy to the undersigned.

Thank you for your help with this matter.

Very truly yours,

Addison E. Walker

ADDISON E. WALKER

AEW/mw
Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6/8/01

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE TAO CHI FOUNDATION, INC.
a non-profit Florida corporation

(Pursuant to Chapter 617, Florida Statutes)

The undersigned hereby adopts the following Articles of Incorporation.

1. **Name.** The name of this corporation is THE TAO CHI FOUNDATION, INC.
2. **Existence.** Corporate existence shall commence on the date that these Articles of Incorporation are filed with the Secretary of State. The duration of the corporation shall be perpetual.
3. **Non-Profit Status.** This corporation shall be a non-profit corporation and shall have no capital stock, and no dividends or pecuniary profits shall be declared or paid to the directors, officers, or members thereof. No part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member of this corporation or any private individual; provided, however, that reasonable compensation may be paid for services rendered to this corporation, in the furtherance of its purposes.
4. **Purposes.** The purposes of this corporation are educational, cultural, social, charitable, benevolent, and philanthropic.
 - A. The corporation shall establish, organize, equip, manage, control, provide, carry on, own, lease or otherwise maintain and operate a facility to provide an educational environment in which to teach, train, and instruct Tai Chi Chuan (taijiquan) and Chi Kung (qigong) to persons of all ages, to include exercise and meditation practices, together with Chinese or Asian cultural matters involving arts, crafts, music, traditional Chinese medicine (including acupuncture and herbology), diet and nutrition, martial arts, philosophy, and languages, specifically contemplating exchange students and visiting instructional staff, all of which shall take place in a manner conducive to social and fraternal endeavors.
 - B. The corporation shall promote friendship and understanding between persons of different nationalities, and will seek to establish and maintain schools and orphanages, to further the purposes expressed in the preceding section, and shall otherwise undertake and support efforts to provide shelter, and reduce hunger and illness, particularly in regard to children, and to engage in all other worthwhile charitable and philanthropic undertakings.

5. **Powers.** In furtherance of its objectives, and to provide funds therefor, this corporation shall have the capacity and power to do any and all things necessary and appropriate to their accomplishment, as follows:

- a. To obtain and acquire funds and assets, including real and personal property of every kind and description, and to then hold, manage, use, and apply the whole or any part thereof, for the purposes of this corporation.
- b. To collect dues, to engage in fund-raising activities, and to borrow money and to issue notes and other evidences of indebtedness and obligations from time to time for any lawful corporate purpose or objective, and to mortgage, pledge, and otherwise charge any or all its properties, rights, privileges, and assets to secure the payment thereof.
- c. To accept and receive by gift, devise, bequest or otherwise for the uses and purposes of this corporation, any property -- real, personal or mixed -- of any kind, nature or description.
- d. To acquire by purchase, lease or otherwise; to own, hold, maintain and improve; to sell, exchange, mortgage, license, lease or otherwise dispose of, such real and personal property as may be necessary to further accomplish this corporation's purposes.
- e. To invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest or grant; provided, however, that such limitations and conditions are not in conflict with the provisions of §501(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
- f. To make and enter into contracts and agreements of every kind and description necessary to further the purposes of this corporation and to apply for, receive, contract, administrate, and perform gifts, grants, awards, contracts, and programs to accomplish its purposes, through any and all governmental or private organizations.
- g. To lend its funds upon adequate security and to borrow for its corporate purposes and secure the same by mortgage or pledge of any and all its corporate real or personal property or both.
- h. To exercise all rights and privileges appurtenant to any securities or any property held by this corporation, including, but without limitation to, the right to vote any share of stock which may be held by this corporation.
- i. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an

organization exempt under §501(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

j. To hold meetings, lectures, and other educational, business, and social programs, to engage speakers, to compile and distribute information, and to provide printed material, forms, recordings, and other presentations or materials for the benefit of the members and/or the public.

k. To act as trustee of funds for trusts created solely for charitable, religious, scientific, literary or educational purposes as shall be in furtherance of the purposes and objectives of this corporation.

l. This corporation shall not attempt to influence legislation, and this corporation shall not participate in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

m. To establish terms and conditions of membership in the corporation.

n. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

6. **Tax-Exempt Status.** The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds for the educational, cultural, and social purposes of this corporation. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in §501(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. This corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax-exempt status of the corporation under §510(c)(6) of the Internal Revenue Code and its regulations, as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted. No part of the assets or the net earnings of the corporation, current or accumulated, shall inure to the benefit of any private individual.

7. **Membership.** Any person may become a member of this corporation, under the terms and conditions established in the by-laws.

8. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the by-laws. There shall never be less than three directors.

9. **Manner of Election.** The manner in which the directors are elected or appointed shall be regulated by the by-laws for this corporation.

10. **Principal Office.** The principal place of business and mailing address of the corporation shall be THE TAO CHI FOUNDATION, INC., 4313 Neptune Road, St. Cloud, FL 34769. The corporation may move its principal place of business and mailing address to any location within the State of Florida.

11. **Registered Office and Agent.** The address of the corporation's registered office shall be 4313 Neptune Road, St. Cloud, FL 34769, and the name of its registered agent at that address is ADDISON E. WALKER.

12. **Incorporator.** The name of the incorporator is Addison E. Walker, and the address of the said incorporator is 4313 Neptune Road, St. Cloud, FL 34769.

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation this date: May 31, 2001.

Addison E. Walker
Addison E. Walker

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

THE TAO CHI FOUNDATION, INC., desiring to organize under the laws of the State of Florida, and having its principal office as indicated in the ARTICLES OF INCORPORATION, has named ADDISON E. WALKER, located at 4313 Neptune Road, St. Cloud, Florida 34769, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law, relative to keeping the designated office open.

May 31, 2001
Date

Addison E. Walker
ADDISON E. WALKER
Registered Agent

01 JUN -4 PM 12:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA