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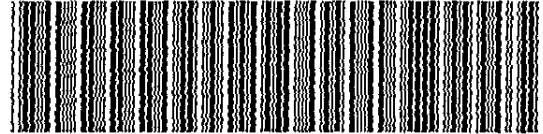
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TALLAHASSEE, FLORIDA

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[Signature]

MCWHIRTER REEVES
ATTORNEYS AT LAW

TAMPA OFFICE:
400 NORTH TAMPA STREET, SUITE 2450
TAMPA, FLORIDA 33602-5126
P.O. BOX 3350 TAMPA, FL 33601-3350
(813) 224-0866 (813) 221-1854 Fax

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TAMPA

TALLAHASSEE OFFICE:
117 SOUTH GADSDEN
TALLAHASSEE, FLORIDA 32301
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(850) 222-5606 Fax

25 July 2003

Via Federal Express Overnight Courier – TRK No. 7922 9488 6717

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Re: *THE WOMEN'S' FRIENDSHIP TOUR ASSOCIATION, INC.*
Our File No. H190-15285

Gentlemen:

Enclosed for filing please find the articles of incorporation for THE WOMEN'S FRIENDSHIP TOUR ASSOCIATION, INC. Also enclosed is a conforming copy of the articles that we would ask you certify and return to our office, as well as our check, payable to "The Florida Department of State," in the total amount of \$87.50 to cover the following fees:

Filing Fee for Articles of Incorporation	\$35.00
Fee for Designation of Registered Agent	\$35.00
Fee for Optional Certified Copy	\$8.75
Fee for Optional Certificate of Status	\$8.75
TOTAL FEES	\$87.50

Kindly note that the articles specify that the corporation shall commence existence five days prior to the date they are filed with your office. Should you require anything further, or have any questions, feel free to contact us.

Yours sincerely,



Sidney W. Kilgore

Enclosures

**ARTICLES OF INCORPORATION OF
THE WOMEN'S FRIENDSHIP TOUR ASSOCIATION, INC.
a Florida Corporation Not For Profit**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Article I
Name**

The name of the corporation is THE WOMEN'S FRIENDSHIP
TOUR ASSOCIATION, INC. 3576 NE Skyline Drive
Jensen Beach, Florida, 34957

**Article II
Date of Commencement and Duration**

The corporation shall commence five (5) days prior to the filing of these articles of incorporation with the Florida Department of State, and shall have a perpetual duration.

**Article III
Not For Profit Status**

The corporation is a corporation not for profit. The purposes for which the corporation is organized are as follows:

(a) The specific and primary purposes for which this corporation is formed are to operate for the international advancement of womens' education and training in traditional Okinawan karate, to promote a better understanding of Okinawan history and culture among teachers and students of karate, to enhance international understanding, peace, and friendship through cross-cultural exchanges, and for other charitable purposes, by the distribution of its funds for such purposes, and particularly for the establishment and operation of subsidized international educational and cross-cultural exchange tours for teachers and students of karate throughout the world;

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 and corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code;

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article IV

Non-Stock Basis; Membership

The corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes (2003). The sole class of membership of this corporation shall be its directors. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

Any action required, or permitted to be taken, by the members of the corporation under any provision of law may be taken without a meeting, if all the members 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 membership, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the members. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the membership without a meeting and that the articles of incorporation of this corporation authorize the members to so act. Such a statement shall be *prima facie* evidence of such authority.

Article V
Registered Office and Agent

The street address of the initial registered office of the corporation shall be 3576 NE Skyline Drive, Jensen Beach, Florida, 34957. The name of its initial registered agent at such address is Marguerite A. Hess.

Article VI
Board of Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall, at all times, be no less than three; provided, however, that such number may be changed from time to time by any by-law or amendment to the by-laws duly adopted. The directors named herein as the first board of directors shall hold office until the members, in accordance with any bylaws requirements, elect new directors.

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 the 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 document filed under any provision of law that 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 of this corporation authorize the directors to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

- | | | |
|----|--------------------|--|
| 1. | Marguerite A. Hess | 3576 NE Skyline Drive
Jensen Beach, Florida 34957 |
| 2. | Douglas F. Hess | 3576 NE Skyline Drive
Jensen Beach, Florida 34957 |

3. Stephen H. Banchick 21 Ride Street
Brockton, Massachusetts 02302

The name and address of the incorporator is:

Marguerite A. Hess 3576 NE Skyline Drive
Jensen Beach, Florida, 34957

Article VII Officers

The board of directors may elect a president, vice-president, secretary, and treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time to oversee the day-to-day affairs of the corporation. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

President Marguerite A. Hess 3576 NE Skyline Drive
Jensen Beach, Florida, 34957

Article VIII

Bylaws

Subject to the limitations contained in any existing bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefore in the bylaws.

Article IX
Income and Assets for Charitable and Educational Purposes Only

The property of this corporation is irrevocably dedicated to charitable and educational 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 X
Distribution of Assets on Dissolution or Winding Up

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for educational or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, and corresponding provisions of any subsequent federal tax laws.

Article XI
Amendments to Articles of Incorporation

Amendments to these articles of incorporation may be adopted by a vote, or with the written consent, of at least two-thirds of a quorum of directors of the corporation.

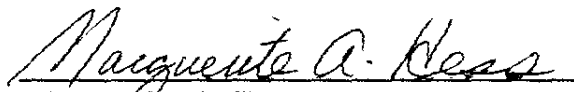
I, Marguerite A. Hess, being the sole incorporator of this corporation, for the purpose of forming a not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation this 24th day of July 2003.


Marguerite A. Hess

Certification of Registered Agent

Pursuant to Florida Statutes Section 617.0501, the undersigned hereby certifies that she accepts appointment as the registered agent for The Women's Friendship Tour Association, Inc., and that she is familiar with, and accepts, the obligations of that position as provided in Chapter 617, Florida Statutes.

Dated this 24th day of July 2003.


Marguerite A. Hess

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