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BLALOCK, LANDERS, WALTERS AND VOGLER, P.A.

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Division Corporations

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FLORIDA NON-PROFIT CORPORATION
FOUNDATION FOR THE ADVANCEMENT OF YOUTH, INC.

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**ARTICLES OF INCORPORATION
OF
FOUNDATION FOR THE ADVANCEMENT OF YOUTH, INC.**

A Not-for-Profit Corporation

We, the undersigned, do hereby subscribe our names to these Articles of Incorporation for the purpose of creating a Corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

ARTICLE I

NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE

The name of this Corporation shall be **FOUNDATION FOR THE ADVANCEMENT OF YOUTH, INC.** The address of the Corporation's principal place of business is 2402 Manatee Avenue East, Bradenton, Florida 34208, and the mailing address is 2402 Manatee Avenue East, Bradenton, Florida 34208. The street address of the initial registered agent is 802 11th Street West, Bradenton, FL 34205, and the name of the initial registered agent is **Blalock, Walters, Held & Johnson, P.A.**

ARTICLE II

OBJECTIVES AND PURPOSES

The general objectives and purposes of this Corporation shall be:

A. To establish and operate a nonprofit organization organized and operated exclusively for the purpose of interesting and uniting children in the martial arts and to provide the opportunity for children to participate in martial arts classes and events, and to engage exclusively in work calculated to improve the moral, mental, social and physical betterment of children. Further to provide scholarships for the study and practice of martial arts and for traveling martial arts teams to pursue the study and practice of martial arts through attendance at seminars, tournaments, competitions and demonstrations.

Prepared by:
Mary Fabre Levine, Esq.
Blalock, Walters, Held & Johnson, P.A.
802 11th Street West
Bradenton, FL 34205
(941) 748-0100
Florida Bar No. 0540048

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Notwithstanding the foregoing, the purposes for which the corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law).

B. To establish and publish rules and regulations governing the exercise of all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, within the restrictions of Section 501(c)(3) of the Internal Revenue Code, including without limitation, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

D. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE III

QUALIFICATION OF MEMBERS

The membership of the Corporation shall consist of two classes: player members, who are non-voting members, and regular members, who may be eligible to vote. Membership is subject to the limitations and qualifications set forth in the Bylaws.

ARTICLE IV

TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its membership as provided in the Bylaws of this Corporation.

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ARTICLE V

NAME AND ADDRESS OF INCORPORATOR

Joseph Ward
5915 Laurel Creek Trail
Ellenton, Florida 34222

ARTICLE VI

DIRECTORS AND OFFICERS OF THE CORPORATION

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than five (5) nor more than seven (7) Directors who shall be elected, qualified as to their membership, and hold office in accordance with the provisions of the Bylaws of this Corporation. The Board of Directors shall elect its Chairman.

The Officers of this Corporation shall be as follows: President, Vice President, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the Bylaws of the Corporation.

ARTICLE VII

NAMES OF INITIAL BOARD OF DIRECTORS AND OFFICERS
TERM AND MANNER OF ELECTION

A. Directors:

Joseph Ward, 5915 Laurel Creek Trail, Ellenton, Florida 34222
Rob LeVine, 7320 5th Avenue N.W., Bradenton, Florida 34209
Lauren McCreary, 11006 4th Avenue East, Bradenton, Florida 34212
M. Lee Peterson, 7516 Abbey Glen, Bradenton, Florida 34202
Kimberly Hicks, 7960 Cypress Lake Drive, Sarasota, Florida 34243
Patrick Ward, 45 Circle Drive, Ephrata, Pennsylvania 17522

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B. Officers:

President:	Joseph Ward
Vice President:	Rob LeVine
Treasurer:	Nicola Peterson
Secretary:	Lauren McCreary

The officers and directors shall be elected for a one (1) year term during or before the second week of December each year. Any officer or director may be removed by a majority vote.

ARTICLE VIII**AMENDMENT OF THE ARTICLES OF INCORPORATION**

The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida, and upon filing in the office the said Secretary of State of Florida, and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

Notwithstanding the foregoing, the membership, officers or directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles IX and X of these Articles of Incorporation.

ARTICLE IX**RESTRICTIONS**

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

A. Is a not-for-profit corporation. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal

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Revenue Code (or corresponding section of any future Federal tax code).

C. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

D. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE X

DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means, all residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 107(c)(2) of the Internal Revenue Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the federal government, or to a state or local government for public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein.

ARTICLE XI

NON STOCK BASIS

The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE XII

INDEMNIFICATION

The Corporation shall have the power to indemnify each officer and director, including former officers and directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not for Profit Corporation Act.

ARTICLE XIII

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the


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members, directors and officers are subject to this reservation.



Joseph Ward
Incorporator

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

BLALOCK, WALTERS, HELD &
JOHNSON, P.A., Registered Agent

By: 
Name: John Johnson
Its: VP & Sec

FILED
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TALLAHASSEE, FLORIDA