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Special Instructions to Filing Officer:

John A. Dwyer GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Boosters to Booster  
DATE 8-8-04  
DOC. EXAM [Signature]

Office Use Only



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07/23/04--01049--004 \*\*122.50

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

[Signature] 8-7-04

284

**John A. Dwyer**  
**Attorney at Law**

Master of Laws in Taxation

506 North Alexander Street  
Post Office Box 848  
Plant City, Florida 33563

Tel: (813) 754-1198  
Fax: (813) 754-7759

May 13, 2004

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

Re: Earl Harris Karate Academy Booster Club, Inc.

Gentlemen:

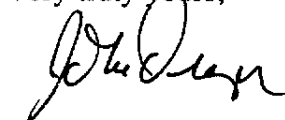
Please find enclosed original and one copy of Articles of Incorporation of Earl Harris Karate Academy Booster Club, Inc., which we would appreciate your filing in your records.

Also enclosed is my check for \$122.50 to cover the following costs:

Filing fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified copy	\$ 52.50
Total	\$122.50

Please return a certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,



JOHN A. DWYER

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 23, 2004

JOHN A. DWYER, ESQ.  
P O BOX 848  
PLANT CITY, FL 33563

SUBJECT: EARL HARRIS KARATE ACADEMY BOOSTERS CLUB, INC.  
Ref. Number: W04000028400

We have received your document for EARL HARRIS KARATE ACADEMY BOOSTERS CLUB, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

*The name of the entity must be identical throughout the document.*

*Article XI states there shall never be less than three directors, however there are only two listed.*

*Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.*

*If you have any questions concerning the filing of your document, please call (850) 245-6965.*

Dorine Martin  
Document Specialist  
New Filings Section

Letter Number: 204A00046772

FILED  
04 AUG -2 PM 3: 28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**EARL HARRIS KARATE ACADEMY BOOSTER CLUB, INC.**  
**A Florida Corporation Not For Profit**

**ARTICLE I - NAME**

The name of the corporation is EARL HARRIS KARATE ACADEMY BOOSTER CLUB,  
INC.

**ARTICLE II - DURATION**

The duration of the corporation is perpetual; and the corporate existence will commence upon  
the filing of these Articles b the Department of State.

**ARTICLE III - REGISTERED AGENT AND PRINCIPAL OFFICE**

The initial principal place and office of business shall be at 1273 Kingsway Road, Brandon,  
Florida 33510, with branch offices at such places as the Board of Directors may from time to time  
by resolution provide within and without the State of Florida and the United States of America.

The name of the corporation's registered agent and address is :

Deborah Harris, 1273 Kingsway Road, Brandon, Florida 33511

#### **ARTICLE IV - GENERAL PURPOSES**

The general nature and purpose for which this corporation is organized is to raise and receive funds or property for the students of Earl Harris Karate Academy for tournaments and all other associated activities.

#### **ARTICLE V - POWERS**

This corporation shall have all the rights and powers now or hereafter conferred upon not for profit corporations by the laws of the State of Florida.

The corporation shall not carry on activities that are prohibited for corporations exempt from Federal Income Tax under *Section 501(c)(3)* of the *Internal Revenue Code of 1986* (or in any other corresponding provisions of any future United States Internal Revenue Code.

#### **ARTICLE VI - NON PROFIT PURPOSES AND POWERS**

The purposes of which the Corporation is organized are:

1. To see that no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, members, 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 Corporation's purposes. No substantial part of the activities of the Corporation shall be the carrying on of any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under *§501(c)(3)* of the *Internal Revenue Code of 1986*, or (b) by a Corporation, contributions to which

are deductible under § 170(c)(2) of the *Internal Revenue Code of 1986* (or the corresponding provisions of any future United States Internal Revenue Law);

2. To conduct programs and activities; raise funds; request and receive grants, gifts, and bequests of money; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal, and make expenditures to or for the direct or indirect benefit of the Boosters Club.

3. If the Corporation shall be or become a private foundation as such term is defined by *Internal Revenue Code Section 509*, then the Corporation shall be required to distribute its income for each taxable year at such time and in such manner as not to subject it to tax under *Internal Revenue Code Section 4942*, and the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d), from retaining any excess business holdings (as defined in Section 4943(c), from making any investments in such manner to subject the Corporation to tax under Section 4944, and from making any taxable expenditures (as defined in Section 4945(d)). The statutory references in this Paragraph 3 are to the Internal Revenue Code of 1986, and the regulations thereunder, as they now exist and may hereafter be amended from time to time.

#### **ARTICLE VII - SUBSCRIBERS**

The name and address of the Subscriber of the Articles of Incorporation is:

NAME

ADDRESS

RICHARD CARTER

5007 Peeples Road , Plant City Florida 33565

#### **ARTICLE VIII - MEMBERSHIP**

Membership in this Corporation shall consist of those persons who are hereafter named as

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initial members of the Board of Directors of this Corporation, together with such other persons who from time to time hereafter, meet the requisite qualifications of membership in this Corporation as provided by the By-Laws of the Corporation, and who are elected to membership in this Corporation in the manner provided in the By-Laws of the Corporation.

### **ARTICLE IX - MANAGEMENT OF CORPORATE AFFAIRS**

#### **1. Board of Directors:**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The Directors named herein as the first Board of Directors shall hold office until the first meeting of the 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 until their successors have been elected. Annual meetings shall be held at the principal office of the Corporation, or a such other place as the Board of Directors may designate from time to time by resolution, in November of each year unless otherwise determined by the Board.

Any action required to 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 written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

It is also understood that any member of the Board of Directors may participate in regular or specially called meetings of the Board of Directors via conference call, and that such participation and action will be accepted and appropriately recorded as binding and legal as provided in the By-Laws of the Corporation.

The names and addresses of such first members of the Board of Directors and their addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD CARTER	5007 Peebles Road, Plant City, Florida 33567
DEBORAH HAYES	2803 Linden Tree Street, Seffner, Florida 33584

2. Corporate Officers

The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer and such other officers as the By-Laws of the Corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>NAME AND ADDRESS</u>	<u>OFFICE</u>
RICHARD CARTER	President
DEBORAH HAYES	Secretary



#### **ARTICLE X - BY-LAWS**

The Board of Directors of this Corporation may provide such By-Laws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the B-Laws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not For Profit Law of Florida concerning corporate action that must be authorized or approved by members of the Corporation.

#### **ARTICLE XI - AMENDMENTS TO ARTICLES OF INCORPORATION**

Any amendment to these Articles of Incorporation may be proposed by a any member of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

#### **ARTICLE XII - DISSOLUTION**

The Board of Directors alone has power to determine to dissolve this Corporation. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501( c)(3) of the *Internal Revenue Code of 1986* (or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of common pleas (Circuit Court) of the county in which the principal

office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE XIII - DISTRIBUTIONS, TAX EXEMPT STATUS**

#### **1. Distributions, Assets, Tax Treatment.**

During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to §509 of the *Code*, the Directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under §4942 of the *Code*, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in §4943(c) of the *Code*) which would subject the Corporation to tax under §4943 of the *Code*, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under §4943 of the *Code*, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under §4944 of the *Code*, from retaining any assets which would subject the Corporation to tax under §4944 of the *Code* if the Directors have acquired such assets, and from making any taxable expenditures (as defined in §4945(d) of the *Code*).

#### **2. Activities.**

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a Corporation described in §501(c)(3) of the *Code*, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a Corporation, contributions to which are deductible under §170(c)(2) of the *Code*.

**ARTICLE XIV - INDEMNIFICATION**

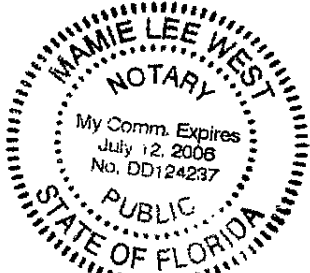
Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suite or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceedings, or at the time such costs or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such actions, suit or proceedings to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

IN WITNESS WHEREOF, I have hereunto subscribed my name to these Articles of Incorporation this 3rd day of May, 2004.

Richard Carter  
RICHARD CARTER

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged under oath before me this 3rd day of May, 2004, by RICHARD CARTER, who declared his identity and who has produced his Florida Drivers License as personal identification.



Mamie Lee West  
Notary Public, State of Florida  
My Commission expires:

**ACKNOWLEDGMENT**

Having been named as Registered Agent of the foregoing Earl Harris Karate Academy Booster Club, Inc., I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects.

  
DEBORAH HARRIS

jad\corp\Earl Harris Karate Academy Boosters Club-Articles-not for profit

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA