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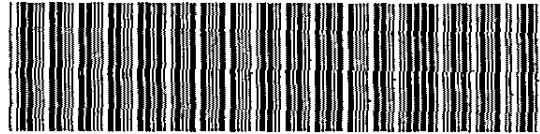
(Business Entity Name)

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07 FEB -9 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

W075529

B. McKnight FEB 09 2007

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Martial Arts Center for Students with Special Needs, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation an a check for:
\$78.75 Filing Fee & Certificate of Status.

From: Svetlana Smirnova
11040 SW 196 St. #404
Miami, FL 33157
305-794-8529



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 2, 2007

SVETLANA SMIRNOVA
11040 SW 196 ST #404
MIAMI, FL 33157

SUBJECT: MARTIAL ARTS CENTER FOR STUDENTS WITH SPECIAL
NEEDS, INC.
Ref. Number: W07000005529

We have received your document for MARTIAL ARTS CENTER FOR STUDENTS WITH SPECIAL NEEDS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 607A00008108

ARTICLES OF INCORPORATION
OF
MARTIAL ARTS CENTER FOR STUDENTS
WITH SPECIAL NEEDS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 FEB -9 PM 3:10

APPROVED
AND
FILED

ARTICLE ONE
PURPOSE

Section One. Martial Arts Center for Students with Special Needs, Inc. ("Corporation") is organized and shall be operated exclusively for charitable, educational, community development and other related purposes, including, but not limited to, sponsoring, organizing, administering, enhancing and operating activities for the benefit of the Miami, Florida and surrounding communities.

Section Two. Martial Arts for Students with Special Needs, Inc. is a non-for-profit corporation organized under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under the Articles of Incorporation and Bylaws, under law and under 26 U.S.C.A. §501 ©(3) of the Internal Revenue Code. No private individual shall have any vested right, interest or privilege in or to the assets, income, or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of private individual, except to the extent permissible under the Articles of Incorporation, Bylaws, under law and under 26 U.S.C.A. §501 ©(3) of the Internal Revenue Code.

ARTICLE TWO
OFFICES

Section One. Principal Office. The principal office of this Corporation in the State of Florida shall be located at Martial Arts Center for Students with Special Needs, Inc., 11040 SW 196 St. #404, Miami, Florida, 33157. Mailing address of Corporation is P.O. Box 560366, Miami, FL 33256-0366.

Section Two. Other Offices. Martial Arts Center for Students with Special Needs, Inc., may have other offices, either within or without the County of Miami Dade, State of Florida, as the board of directors may determine.

ARTICLE THREE
DIRECTORS

Section One. Number. The authorized number of directors of this Corporation shall be three (3).

Section Two. Term of Office. The directors shall be divided into three (3) classes and hold office for a term of two (2) years and elections shall be held annually. With the exception of the President and Secretary of the board of directors, who shall serve

permanently, the initial directors shall be elected so that the term of the first class expires at the annual meeting; the term of the second class expires one year later; and the term of the third class expires two years later. Directors shall hold office until their successors have been elected and have qualified.

Section Three. Powers.

- a) Except as otherwise provided in the Articles of Incorporation, or by law, the powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the board of directors, which may, however, delegate the performance of any duties or the exercise of any powers to officers and agents designated by resolution of the board of directors.
- b) The board of directors shall appoint an Executive Director to oversee the day-to-day affairs of the Corporation. Terms of employment shall be determined by the majority vote of the board of directors.

Section Four. Replacement of Directors.

- a) Whenever a vacancy exists on the board of directors, whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a new director of a new director by the president of the Corporation, and if that power is not exercised within thirty (30) days after the president receives notice of the vacancy, by appointment by a majority of the remaining directors at a regular or special meeting of the board. Any person appointed or elected to fill the vacancy of a director must have the same qualifications as were required of the director whose office was vacated.
- b) Any person appointed or elected to fill a vacancy in the board of directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated in the Articles of Incorporation of the Corporation or at law.

Section Five. Compensation. No member of the board of directors shall receive compensation from the Corporation, except for reimbursement of reasonable expenses incurred in the performance of his or her duties.

Section Six. Meetings.

- a) Annual meetings shall be held at any place or places designated by resolution of the board of directors, or, in the absence of designation, at the principal office of the Corporation.
- b) Regular meetings shall be held and subsequent meetings shall be held from time to time as determined by Resolution of the Board of Directors as soon as convenient after the first annual meeting of Members. Notice of meetings shall be signed by the secretary and mailed to each director at the address last recorded on the books of the Corporation, not less than ten (10), nor more than sixty (60) days before the date of the meeting. However, this requirement may be waived by resolution of the board of directors.
- c) The president may, as the president deems necessary, and the secretary shall, if so requested in writing by four (4) members of the board of directors, call a special meeting of the board. In this event, five (5) days written notice to each director shall be deemed sufficient.
- d) A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. However, if less than a majority of the

directors are present at any meeting, a majority of the directors present may adjourn the meeting without further notice.

- e) Except as otherwise provided in these Bylaws, or in the Articles of Incorporation of this Corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.

Section Seven. Action Without Meeting. No meeting need be held by the board to take any action required or permitted to be taken by law, provided all members of the board individually or collectively consent in writing to the action, and the written consent or consents is filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the Bylaws authorize the directors to act in this manner. The statement shall be prima facie evidence of the board's authority.

Section Eight. Liability of Directors. The directors of this Corporation shall not be personally liable for its debts, liabilities, or other obligations.

Section Nine. Annual Report. The directors shall be responsible for making an annual report at the annual meeting on the business and affairs of Martial Arts Center for Students with Special Needs, Inc.

Section Ten. Names and Addresses of Directors. The names and addresses of the persons who are to serve as the initial board of directors are:

President
Svetlana Smirnova
11040 SW 196 St. #404
Miami, FL 33157

Vice-President, Secretary
David Miranda Jr.
11040 SW 196 St. #404
Miami, FL 33157

Treasurer
Willie Avillas
729 SW 7 Terr.
Florida City, FL 33034

ARTICLE FOUR OFFICERS

Section One. Designation of Officers. The office of the Corporation shall be a president, one vice-president, a secretary, a treasurer. Any two offices may be held by the same person, except the offices of president and secretary.

Section Two. Election and Term of Office. The officers of this Corporation shall be elected annually by the board of directors at the regular annual meeting of the board of

directors. New offices may be created and filled at any meeting of the board. Each officer shall hold office until his or her successor has been duly elected and has been qualified.

Section Three. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the interests of the Corporation would be best served. Any removal shall be without prejudice to the contract rights, if any, of the officer removed.

Section Four. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualifications, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section Five. President. The president shall be the chief executive officer of the Corporation, and shall exercise general supervision and control over all activities of the Corporation. Further, the president:

- a) Shall preside at all meetings of directors;
- b) May sign, with the secretary or other officer duly authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of these instruments has been expressly delegated by the board of directors by these Bylaws, or to some other officer or agent of the Corporation by law; and
- c) Shall perform all other duties generally incident to the office of president and any other duties prescribed by the board of directors.

Section Six. Vice-President. In the absence of the president or in the event of the president's inability or refusal to act, the vice-president shall perform the duties of the president, and shall have all the powers of, and be subject to all the restrictions on, the president. Vice-president shall perform additional duties assigned to him or her by the president or by the board of directors.

Section Seven. Treasurer. Treasurer shall:

- a) Have charge and custody of and be responsible for, all funds and securities of the Corporation;
- b) Receive and give receipts for moneys due and payable to the Corporation from any source and deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories selected by the board of directors; and
- c) Perform all duties generally incidental to the office of treasurer and any other duties assigned to the treasurer by the president or by the board of directors.

Section Eight. Secretary. The secretary shall:

- a) Keep the minutes of meetings of the board of directors, in one or more books provided for that purpose;
- b) See that all notices are duly given in accordance with these Bylaws or as required by law;
- c) Be custodian of the corporate records and of the seal of the Corporation;
- d) Keep a membership book containing the names and addresses of all Members and directors of the Corporation, and with respect to any membership which has been terminated, record that fact together with the date of termination; and
- e) Exhibit to any director of the Corporation, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on

demand, these Bylaws, the Articles of Incorporation, the membership book, the minutes of any meeting and the other records of the Corporation.

Section Nine. Executive Director. The Executive Director is the salaried staff head of the Corporation with responsibility for the management of administrative affairs. In consultation with the President, he or she shall employ and may terminate the employment of all professional and administrative staff necessary to carry on the work of the Corporation. The Executive Director shall manage and direct all functions of the Corporation and perform such other duties as may be specified by the Board of Directors.

ARTICLE FIVE

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section One. Contracts. The President and Vice President may, by resolution duly adopted, enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be general, or confined to specific instances.

Section Two. Gifts and Contributions. The board of directors or an executive committee may:

- a) Accept on behalf of the Corporation any contributions, gift, bequest, or devise of any type of property ("donations") for the general and special charitable purposes of the Corporation on term approved by the board or committee;
- b) Hold funds or property in the name of the Corporation or of nominee or nominees appointed by the board or committee;
- c) Collect and receive the income from funds or property;
- d) Devote the principal or income from donations to benevolent and charitable purposes designated by the board or committee; and
- e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to a particular purpose designated by the donor and after approval of the agreement by the board or committee devote the principal or income from that donation according to the agreement.

Section Three. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories selected by the board of directors.

Section Four. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by an officer or officers, agent or agents of the Corporation and in a manner determined by resolution of the board of directors. In the absence of this determination, the instruments shall be signed by the treasurer and countersigned by the president of the Corporation.

ARTICLE SIX

INDEMNIFICATION

In accordance with these Bylaws and section 617.0831, Florida Statutes, the Corporation shall indemnify and hold harmless any directors, officers, agents, or representatives acting on behalf of Martial Arts Center for Students with Special Needs, Inc. from and against any and all claims and demands whatsoever arising in connection with the Corporation, including costs and reasonable attorneys' fees.

ARTICLE SEVEN CONFLICTS

In accordance with section 617.0832, Florida Statutes, any transaction between the Corporation and an entity in which one (1) or more of its directors are financially interested shall not be void or voidable in such transaction is approved by an informed, disinterested board, and if the transaction is fair and reasonable as to the Corporation at the time it is authorized.

ARTICLE EIGHT MISCELLANEOUS

Section One. Books and Records. The Corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meeting of its board of directors, and committees. All books and records of the Corporation may be inspected by any director, or the agent or attorney of either, or any proper person, at any reasonable time.

Section Two. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section Three. Corporate Seal. The board of directors shall provide a corporate seal that shall contain the name of the Corporation and the words "corporation non-for-profit".

Section Four. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, a written waiver signed by the person or persons entitled to notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice.

Section Five. In accordance with section 607.0850(12), Florida Statutes, the Corporation shall purchase and maintain insurance covering the officers and directors with respect to actions or omissions taken in their capacities as directors or officers.

ARTICLE NINE AMENDMENTS

Section One. Power of Directors To Amend Bylaws. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by the directors of The Corporation, the Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws may be adopted, by a resolution of the board of directors.

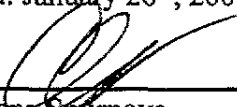
Approved by the Board of Directors of the Martial Arts Center for Students with Special Needs, Inc. this 26th day of January, 2007.

Incorporator
Svetlana Smirnova
11040 SW 196 St.#404
Miami, FL 33157

CONCENT TO APPOINTMENT OF REGISTERED AGENT

I, Svetlana Smirnova, mailing address 11040 SW 196 St. #404, Miami, FL 33157, tel (305) 794-8529, hereby consent to serve as registered agent, in the State of Florida, for Martial Arts Center for Students with Special Needs, Inc. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Dated: January 26th, 2007



Svetlana Smirnova
11040 SW 196 St #404
Miami, FL 33157

07 FEB -9 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED