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2008 NOV 12 PM 4:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 13 2008

COVER LETTER

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

SUBJECT: BAS-I KYOKUSHIN CULTURAL SOCIETY, INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

*of CERTIFY
copies
\$96.25*

FROM: R. PERSAD

Name (Printed or typed)

6501 NW 51 STREET

Address

LAUDERHILL, FL 33319

City, State & Zip

954-410-5316

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 17, 2008

R. PERSAD
6501 NW 51 STREET
LAUDERHILL, FL 33319

SUBJECT: BAS-I KYOKUSHIN CULTURAL SOCIETY, INC.
Ref. Number: W08000047847

We have received your document for BAS-I KYOKUSHIN CULTURAL SOCIETY, INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

An effective date may be added to the Articles of Incorporation if a 2009 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected 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) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 108A00054197



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 3, 2008

R. PERSAD 2ND ML
6501 NW 51 STREET
LAUDERHILL, FL 33319

SUBJECT: BAS-I KYOKUSHIN CULTURAL SOCIETY, INC.
Ref. Number: W08000047847

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Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 108A00054197

FILED

2008 NOV 12 PM 4: 20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

BAS-I KYOKUSHIN CULTURAL SOCIETY, INC.

PURSUANT TO CHAPTER 617.0202, F.S. OF THE NOT-FOR-PROFIT CORPORATION LAW

One: THE NAME OF THE CORPORATION IS

BAS-I KYOKUSHIN CULTURAL SOCIETY, INC.

Two: The principal place of business and mailing address of the corporation is:

**17030 SOUTH DIXIE HIGHWAY.
VILLAGE OF PALMETTO BAY, FLORIDA 33157**

Three: The purpose or purposes for which the corporation is formed are as follows:

a: To develop, promote, preserve, and sustain awareness and recognition of the influence and positive contributions of Bas-I Kyokushin to the cultural, social, economic and educational environment of the State of Florida, Miami Dade County and United States.

b: To foster suitable standards of free education and admission to society, and furnishing of funds for making grants and loans to qualified and worthy persons nationally and internationally for the admission into the mainstream of social life.

c: To engage in advocacy activities on behalf of the poor, hungry, homeless, infirmed, disable, battered spouses, and injured in order to preserve the rights afforded. Accordingly to have full and equal enjoyment of goods, services, facilities, privileges, advantages and accommodations offered therein. To administer aid and relief to impoverished individuals and elevation of human standards. The promotion of the study of the condition of impoverishment and research in alleviating conditions of impoverishment among the public everywhere, the diffusion of applicable knowledge and the education of impoverished individuals. To establish and maintain food banks, kitchens, pantries, and other mechanisms to provide meals for the aforementioned individuals.

d: To plan and implement regular programs in music, drama, and sports for our youths. To institute, participate in or otherwise support activities and project designed to minister to the spiritual, material, and physical needs of people.

e: To work in co-operation with other outreach and cultural bodies towards a deeper understanding and appreciation of each other's culture.

f: To raise funds without the assistance of professional fund raisers in order to build, purchase, lease, or rent a place solely for the purpose of mentoring and counseling and to maintain and manage the said property for improvement of our members and all interested individuals and groups in order to enhance their mental, spiritual, as well as physical development.

g: To have and exercise the general powers of a parent cultural organization, and not to be subjected to the jurisdiction of any other Not for Profit Corporation; and to have the power to establish and maintain branches within the State Of Florida, or any other State within the United States, and any foreign country.

h: To do everything and anything reasonably necessary, suitable, and proper, convenient or incidental to the aforesaid purposes and which may properly be done by cultural organization and Not-for-Profit Corporation, organized under the laws of the State Of Florida.

i: To purchase, lease or otherwise acquire, and sell, mortgage or lease property, whether improved or unimproved, or any interest thereof, to acquire associate houses, buildings, school houses for schools and property for the residence of its counselors, teachers and employees.

j: To do everything and anything reasonably necessary, suitable, and proper, convenient or incidental to the aforesaid purposes and which may properly be done by cultural organization and Not-for-Profit Corporation, organized under the laws of the State Of Florida.

k: To establish and maintain a Center for the purpose and intent of promoting safe haven for the underprivileged according to the tenents, precepts and belief of Bas-I Kyokushin Cultural Society, as indicated by the Board of Trustees of said organization.

1: To further the work of Culture in the light of the Precepts of the Organization , particularly the poor, hungry, homeless, and all other neglected classes.

Nothing herein shall authorize the corporation to operate or maintain a nursery school, elementary school or secondary school. Nothing herein shall authorize the corporation to operate or maintain an institution of higher learning or to grant degrees .The corporation, in furtherance of its corporate purposes set forth above, shall have all the powers enumerated in Chapter 617 of the Not-for-Profit Corporation Law, subject to any limitations provided in the Not-for-Profit Corporation Law or any other statute of the State of Florida. Nothing herein shall authorize this corporation, directly or indirectly, to engage in, or include among its purposes, any of the activities mentioned in Not-for-Profit Corporation Law, Chapter 617, Florida Statute.

Four: A meeting of Bas-I Kyokushin Cultural Society, an unincorporated Not For Profit Organization was held in conformity with the aforesaid articles of the Not For Profit Corporation Laws of the State of Florida at **17030 SOUTH DIXIE HIGHWAY, VILLAGE OF PALMETTO BAY, FLORIDA 33157**, on April 2nd, 2007. At said meeting, a majority of the organizing personnel, being at least Thirty Two were present. All personnel agreed and decided elections of Directors/Officers shall be held at an annual meeting of all personnel related to the organization. Notwithstanding any other provisions of these articles, no Director/Officer shall hold office for a period not exceeding one year. Said qualified personnel nominated, voted and elected the hereinafter

initial Directors/Officers for a term not exceeding ONE YEAR. The names and addresses of the initial Directors/Officers of this corporation are as follows:

James Newton
16110 SW 96th Court
Miami, Fl 33157

Neville Cohen
920 A SW 80th Avenue
N.Lauderdale, Fl 33068

Neville Thompson
7470 Miami Lakes Dr
Miami Lakes, Fl 33014

Yesenia Smith
11417 SW 150th Drive
Miami, Fl 33176

Ali Banisadr
15843 SW 84th Street
Miami, Fl 33193

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the by-laws, and by officers who shall be elected by the Board of Directors. The officers to be elected in such fashion shall be a president, a secretary and a treasurer and such other officers as may be provided for in the by-laws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the by-laws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the by-laws of this corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a

meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or outside of State of Florida. The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in

advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons. Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation

Five: The office of the corporation is to be located in the **COUNTY OF MIAMI DADE, STATE OF FLORIDA.**

Six: The name and Florida Street Address of the initial Registered Agent is as follows:

**Newton James
17030 South Dixie Highway
Village of Palmetto Bay, Fl 33157**

Seven: STATE AND FEDERAL EXEMPTION.

State and Federal Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in 501 © (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under IRC 501 © (3) or corresponding provision of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer, of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation exemption language for Religious Corporation seeking exemption.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501 (h)] or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC 501 © (3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Florida.

In any taxable year in which the corporation is a private foundation as described in IRC 509 (a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC 4941 (d), retain any excess business holdings as defined in IRC 4943 (c), (b) make any investments in such manner as to subject the corporation to tax under IRC 4944, or (c) make any taxable expenditures as defined in IRC 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

Eight: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Ninth: These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.


Tenth: The name and address of the incorporator is as follows:

Assam and Associates
6501 North West 51 Street
Lauderhill, Fl 33319

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Newton James, Registered Agent



Assam and Associates. By
R. Persad, Incorporator

Dated: October 5th, 2008