

N110000001174

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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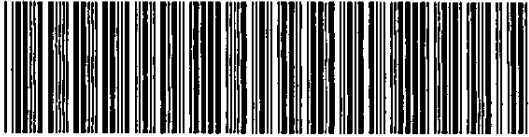
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 MAY - 6 PM @:35

Amend/cc
@ 5.14.13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: North American Jiteki Jyuku Association Corp

DOCUMENT NUMBER: N11000001174

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Geoffrey Crouse, President

(Name of Contact Person)

North American Jiteki Jyuku Association Corp

(Firm/ Company)

1805 Peppertree Drive

(Address)

Oldsmar, Florida 34677

(City/ State and Zip Code)

gcrouse@mac.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Geoffrey Crouse, President at (404) 841-5787
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed) |
|--|--|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

North American Jiteki Jyuku Association Corp

(Name of Corporation as currently filed with the Florida Dept. of State)

N11000001174

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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DIVISION OF CORPORATIONS
13 MAY -6 PM 3:35

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
 (Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:
 P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

Change PT John Doe
 Remove V Mike Jones
 Add SV Sally Smith

| <u>Type of Action</u> (Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|---|--------------|---------------------|-------------------------|
| 1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | <u>N/A</u> _____ | _____ _____ _____ |
| 2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Articles II through X have been revised and amended

See attached Amended Articles of Incorporation

UNANIMOUS CONSENT OF EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

IN LIEU OF MEETING

of North American Jiteki Jyuku Association Corp. (the "Corporation")

The undersigned, being the only Executive Committee Members of the Board of Directors of the Corporation authorized to vote, hereby approve and authorize the following:

RESOLVED, the Corporation shall adopt the attached Amended Articles of Incorporation in their entirety and cause them to be filed with the State of Florida in a timely manner.

RESOLVED, the Officers are empowered to take such actions as necessary and legal in furtherance of the business of the Corporation..

Dated 05/09/12

Member of the Executive Committee of the Board of Directors/ NAME/SIGNATURE

WM. KEVIN KILGORE

A handwritten signature in black ink, appearing to read 'Wm. Kevin Kilgore', written in a cursive style.

AMENDED ARTICLES OF INCORPORATION

NORTH AMERICAN JITEKI JYUKU ASSOCIATION CORP

PREAMBLE

The undersigned citizens of the United States, desiring to amend its articles of incorporation having formed a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, certify and acknowledge the following:

STATEMENT OF AUTHORITY TO AMEND THE ARTICLES

The following Amended Articles of Incorporation were adopted in their entirety by the Executive Committee of the Board of Directors of the North American Jiteki Jyuku Association Corp ("Corporation"), the Corporation having no members, all in accordance with the Bylaws of the Corporation, by Unanimous Written Consent in Lieu of a Meeting, in a Resolution dated

ARTICLE I. NAME

The name of the Corporation Not for Profit shall be the "NORTH AMERICAN JITEKI JYUKU ASSOCIATION CORP" ("Corporation"). The Corporation was formed on January 28, 2011, with an electronic filing of Articles of Incorporation, N11000001174.

ARTICLE II. DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE & MAILING ADDRESS

The principal office and mailing address of the Corporation shall be
1805 Peppertree Drive Oldsmar, Florida 34677

ARTICLE IV. PURPOSE

The purpose of the Corporation is to form a state and federally registered and recognized tax exempt, not-for-profit charitable and educational organization designed and developed to advance and to perpetuate the study, practice and cultural aspects of traditional Okinawan Uechiryu Karatedo as originally taught per Kanei Uechi through the present tutelage and guidance of Ken Nakamatsu and Frank Gorman, and to provide an opportunity to foster goodwill, intercultural relations and friendship with people nationally, internationally, and particularly with the people of Okinawa, as well as to provide an international platform to expose and offer teaching assistance of Uechiryu Karatedo to the rest of the martial art practitioners of the world.

This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code"), or by an organization, contributions to which are deductible under Code Section 170(c)(2). Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3).

ARTICLE V. ELECTION OF CORPORATE DIRECTORS

The Corporation shall have no members and Directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

ARTICLE VI. POWERS

This Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit. The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.
2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may amended.
- 4 In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.
5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992-

2 C.B. 411-12, as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.

ARTICLE VII. MEETINGS

1.) After incorporation, the appropriate members of the Corporation shall hold, or already have held following original incorporation, an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.

2.) The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

ARTICLE VIII. INCORPORATORS

The names and address of the Sole Incorporator is William Kevin Kilgore at the principal office of the Corporation 1805 Peppertree Drive Oldsmar Florida 34677.

ARTICLE IX. DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the Federal government for a public purpose.

ARTICLE X. REGISTERED AGENT AND OFFICE

The Registered Agent and Registered Office of the Corporation are
William Kevin Kilgore
1805 Peppertree Drive Oldsmar Florida 34677.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of the North American Jiteki Jyuku Association Corp, and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 9th day of MAY, 2012

By:


WILLIAM KEVIN KILGORE

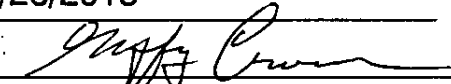
The date of each amendment(s) adoption: 5/09/2012

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors:

Dated 4/26/2013

Signature* 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Geoffrey Crouse
(Typed or printed name of person signing)

President
(Title of person signing)