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**FLORIDA PROFIT/NON PROFIT CORPORATION**

jj's / gym academy, Inc.

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February 16, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: JJ'S BOXING GYM ACADEMY, INC.  
REF: W11000009327

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**Articles of Incorporation of  
JJ'S BOXING GYM ACADEMY, INC.**

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida Non-Profit Corporation Act, do hereby adopt the following articles of incorporation for such Corporation.

**ARTICLE ONE  
Name and principal office**

The name of the corporation is JJ'S BOXING GYM ACADEMY, INC. The principal office will be located at

3327 13<sup>TH</sup> ST  
ST CLOUD, Florida 34769

**ARTICLE TWO  
Nonprofit Corporation**

The Corporation is a nonprofit corporation.

**ARTICLE THREE  
Duration**

The period of the Corporation's duration is perpetual.

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**ARTICLE FOUR**  
**Purposes**

Section 4.01. The Corporation is organized exclusively for charitable, scientific, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. These activities shall include but not be limited to acquiring by gifts and donations funds to be donated to other charitable entities as defined in Section 501 (c)(3).

Section 4.02. Notwithstanding any other provision of these articles of incorporation:

a. No part of the net earnings of the Corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

b. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended; or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

c. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

d. The Corporation is organized pursuant to the Florida Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

**ARTICLE FIVE**  
**Membership**

The Corporation shall have no voting members.

**ARTICLE SIX**  
**Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is 3327 13<sup>TH</sup> ST ST CLOUD, Florida 34769 and the name of its initial registered agent is MIRIAM ROMAN.

**ARTICLE SEVEN**

**Directors**

The number of Directors constituting the initial Board of Directors of the corporation is FIVE(5), and the names and addresses of those people who are to serve as the initial Directors are:

<b>Name</b>	<b>Address</b>
MIRIAM ROMAN President	3327 13 <sup>TH</sup> ST ST CLOUD, Florida 34769
MILDRED GARCIA TRUSTEE	3327 13 <sup>TH</sup> ST ST CLOUD, Florida 34769
MARIO FELICIANO TREASURER	3327 13 <sup>TH</sup> ST ST CLOUD, Florida 34769
MARIE MCNAIR SECRETARY	3327 13 <sup>TH</sup> ST ST CLOUD, Florida 34769
ALEX ROMAN TRUSTEE	3327 13 <sup>TH</sup> ST ST CLOUD, Florida 34769

The manner in which directors will be elected or appointed is stated in the bylaws.

**ARTICLE EIGHT**  
**Indemnification of Directors and Officers**

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state.

**ARTICLE NINE**  
**Limitation on Scope of Liability**

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an

act or omission that involves intentional misconduct or knowing violation of the law by the Director;

c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or

d. An act or omission by the Director for which liability is expressly provided by statute.

#### **ARTICLE TEN DISSOLUTION**

The Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the Board of Directors. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of 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 or educational, purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the country in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE ELEVEN Incorporator**

The name and street address of the Incorporator is:

**Name**  
MIRIAM ROMAN

**Address**  
3327 13<sup>TH</sup> ST  
ST CLOUD, Florida 34769

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ARTICLE TWELVE  
AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

The undersigned constituting the subscriber of the Corporation, for the purposes of forming the Corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 15TH day of FEBRUARY 2011.

Miriam Roman  
MIRIAM ROMAN

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ACKNOWLEDGMENT

Having been named above as registered agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in the capacity, and agree to comply with the provision of said act relative to keeping open said office.

Miriam Roman  
MIRIAM ROMAN

Prepared By: Freedomtax, Accounting & Multiservices, Inc  
Julian Vasquez  
1016 East Osceola Parkway  
Kissimmee, Florida 34744

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