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Account Number : 119990000150
Phone : (813) 224-9255
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**FLORIDA PROFIT/NON PROFIT CORPORATION
JAPAN ASSOCIATION OF ORLANDO, INC.**

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ARTICLES OF INCORPORATION

OF

JAPAN ASSOCIATION OF ORLANDO, INC. (A FLORIDA NOT FOR PROFIT CORPORATION)

The undersigned, hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a not for profit corporation under Chapter 617, *Florida Statutes*, and to that end do hereby set forth the following:

"ARTICLE I NAME

The name of the corporation is JAPAN ASSOCIATION OF ORLANDO, INC. Pending any change authorized by the Corporation's Board of Directors, its mailing address shall be 3956 Town Center Boulevard, Suite 477, Orlando, Florida 32837.

ARTICLE II ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 1801 N. Highland Avenue, Tampa, Florida 33602, and the name of the Registered Agent of this Corporation at that address is BUSH ROSS REGISTERED AGENT SERVICES, LLC.

ARTICLE III PURPOSE

The Corporation shall be organized exclusively as a non-profit, tax exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended, and shall be operated exclusively for the following exempt purposes:

(a) to promote the education of and cultural appreciation of Japanese art, music and other traditions in the greater Orlando community through conducting Japanese festivals and other cultural events;

(b) to create enhanced opportunities and provide support to persons and organizations engaged in Japanese art, cultural events and educational events that promote the appreciation and celebration of the Japanese culture in the greater Orlando community;

(c) to establish an organization that will enhance the support and furtherance of Japanese cultural and educational events and provide assistance to exchange students from Japan and other Asian countries that participate in exchange student programs in the Orlando community;

(d) to support educational programs in the greater Orlando community that promote and carry out teaching students about the language, arts and culture of Japan;

Facsimile Audit No.: H11000164449 3

(e) the Corporation shall have the powers to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of said Corporation;

(f) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a Corporation Not for Profit under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended;

(g) to collect funds in furtherance of the Corporation's objectives, to prudently expend all funds received and disburse the net interest and other earnings that may be received in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives; and

(h) to perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and this charter.

ARTICLE IV MEMBERSHIP

The Corporation shall be organized as an entity without members.

ARTICLE V INCORPORATORS

The names and addresses of the Incorporators of this Corporation are:

| NAME | ADDRESS |
|-----------------|---|
| Randy K. Sterns | 1801 N. Highland Avenue Tampa, Florida 33602 |

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ARTICLE VI BOARD/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, who shall elect officers as follows: President, Vice-President, Secretary and Treasurer, which officers shall be provided for

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in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

The names and addresses of the initial Board and the office which they will respectively hold until their successors are elected and qualified are as follows:

Mr. Takemasa Ishikura
5577 Deer Creek Drive
Orlando, Florida 32821

Ms. Yuko Amemiya Harold
8749 Alegre Circle
Orlando, Florida 32836

Mr. Shunsuke Matsumoto
12826 Grovehurst Avenue
Winter Garden, Florida 34787

Mr. Tony Takehara
2712 Stone Oak Drive
Orlando, Florida 32837

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ARTICLE VII AMENDMENTS

The Articles of Corporation and Bylaws of this Corporation may be amended, altered or rescinded at any regular meeting or a special meeting of the membership of the Board of Directors, by a majority vote of the board membership present.

ARTICLE VIII BYLAWS

Subject to any limitations set forth in the laws of Florida, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE IX TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE X DISTRIBUTION OF ASSETS

In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations

Facsimile Audit No.: H11000164449 3

described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of the Internal Revenue Code, or to the Federal, State or Local government for exclusive public use.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) an entity exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code or (b) an entity to which contributions are deductible under Section 170(c)(2) of the United States Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Code.

ARTICLE XI
DEFENSE AND INDEMNIFICATION
OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct."

IN WITNESS WHEREOF, the undersigned, being the subscribers of this Corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 21ST day of June, 2011.


Randy K. Sterns, Incorporator

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Facsimile Audit No.: H11000164449 3

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as registered agent and agrees to act in this capacity. BUSH ROSS REGISTERED AGENT SERVICES, LLC further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.

BUSH ROSS REGISTERED AGENT
SERVICES, LLCBy: Randy K. Stern
Randy K. Sterns, Vice PresidentRECEIVED
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