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CAPITAL CONNECTION

NO. 8007

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**FLORIDA PROFIT/NON PROFIT CORPORATION
TRADITIONAL MARTIAL ARTS of SARASOTA, INC.**

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**ARTICLES OF INCORPORATION
OF
TRADITIONAL MARTIAL ARTS of SARASOTA, INC.**

I, the undersigned hereby mutually agree to unite and associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit under Section 617.013 of the Florida Statutes, and for this purpose, I hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is the TRADITIONAL MARTIAL ARTS of SARASOTA, INC.

ARTICLE II. TERM OF EXISTENCE

The term of existence is perpetual. Corporate existence will begin when the corporation is filed with the Secretary of State.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are:

- A. To provide an organization which will encourage and support the teaching and practice of traditional martial arts . To receive contributions under Internal Revenue Code Section 170 during life and Section 2055 at death.

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- B. To receive and maintain a fund or funds of real and personal property, or both, subject to the restrictions and limitations hereinafter set forth; to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, literary, or educational purposes, to achieve the purposes of this organization within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.**
- C. To make donations to existing and deserving exempt organizations described in Section 501(c)(3) and Section 170(c)(2) in order to benefit the community through donations to such organizations.**
- D. To operate a school to teach martial arts with a regular faculty and curriculum and a regular body of students. No part of the organization's net earnings inures to the benefit of any individual.**

Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(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 Internal Revenue Code Section 501(c)(3) or corresponding provisions of any subsequent Federal tax law.

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.

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 Internal Revenue Code Section 501(h) or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event of dissolution, the residual assets of the organization will be turned over to organizations that further the teaching and practice of martial arts which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it

to tax under Internal Revenue Code Section 4942, and the Corporation shall not (A) engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d) or retain any excess business holdings as defined in Internal Revenue Code Section 4943(c); (B) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code Section 4944; or (C) Make any taxable expenditure as defined in Internal Revenue Code Section 4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

(A) The initial registered office of the corporation is to be located at 46 N. Washington Blvd. No. 27, Sarasota, FL 34236 and the initial resident agent is George Browning III.

(B) The territory in which its activities are principally to be conducted is Sarasota, Florida.

(C) The initial directors of the corporation will be elected at the organizational meeting of the Corporation.

The Board of Directors shall not be less than three nor more than five members.

ARTICLE V. POWERS

A. This corporation shall have the power to do any and all things necessary or expedient for the accomplishment of the objects and purposes of this corporation, including, but not limited to, the power to acquire and dispose of real and personal property, to enter into contracts and to incur obligations in the name of the corporation, and in general to possess all rights, privileges and immunities, and to enjoy all of the benefits granted to corporations not for profit under the laws of the State of Florida and now enacted or hereafter amended, and in particular, Section 617.013, Florida Statutes.

B. The Corporation shall be able to receive bequests from wills or trusts as well as donations from the general public.

C. The corporation shall have the power to retain original assets and other property transferred, devised or bequeathed for such time, to invest and reinvest corporate assets in any type of property or security or accounts including margin accounts, to exchange property, and acquire or retain any investment the officers of the corporation deem advisable although such property may not be of the character usually held by trustees or fiduciaries under trust investment law.

D. The corporation may make grants or otherwise encourage and support other organizations, engaged in similar activities.

ARTICLE VI. SUBSCRIBERS

The name and residence address of the subscriber to these Articles of Incorporation is:

George Browning III, 46 N. Washington Blvd, No. 27, Sarasota, FL 34236.

ARTICLE VII. OFFICERS

The affairs of the corporation shall be conducted and managed by a Board of Directors. The officers of the Corporation shall be President, a Secretary and a Treasurer, who will be elected annually in accordance with the By-laws of the Corporation. The initial officers shall be:

President: RICO BOERAS

Treasurer: ROBERT FERRIS

Secretary: George Browning III

ARTICLE VIII. BY-LAWS

The By-laws of the Corporation are to be made and adopted by the original incorporator and may be altered or rescinded by two-thirds of the Directors.

ARTICLE IX. AMENDMENTS

The Articles of Incorporation of the Corporation may be amended by the affirmative vote of two-thirds majority of the Directors of the Corporation present and voting at any regular meeting called for that purpose.

ARTICLE X. LIMITATIONS

A. The purposes for which the Corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

B. Notwithstanding any other provision of these articles, this organization shall be carry on any other activities not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

These amendments were made in accordance with the Articles and By-laws of the Corporation.

IN WITNESS WHEREOF, the undersigned, as subscribing Officer, has hereunto set his hand and seal this 5th day of December, 2011.


George Browning III.

STATE OF FLORIDA

COUNTY OF *San Mateo*

Before me, the Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared George Browning III to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this *5* day of December, 2011.



Peggy Howser

Peggy Howser
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of chapter 617, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST—That ~~TRADITIONAL MARTIAL ARTS of SARASOTA, INC.~~ desiring to organize under the laws of the State of Florida with its principal office at 46 N. Washington Blvd. #27, Sarasota, Florida 34236 has named George Browning III as its Registered Agent to accept service of process within this state.

OFFICERS:

President, RICO BOERAS, 1616 Oak Street, Sarasota, FL 34236

Secretary George Browning III, 46 N. Washington Blvd. #27, Sarasota, FL 34236

Treasurer ROBERT D. FERRIS, 1800 2ND Street, Sarasota, FL 34236

DIRECTORS:

The business of this Foundation shall be managed by its Directors.

The initial director is: George Browning III, 46 N. Washington Blvd. #27, Sarasota, FL 34236

The remaining directors will be elected at the first meeting of Directors.

ACKNOWLEDGMENT:

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


George Browning III

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