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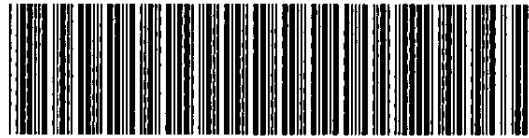
(Business Entity Name)

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TALLAHASSEE, FL 32310

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COVER LETTER

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

SUBJECT: The Miami Fencing Club, Inc.

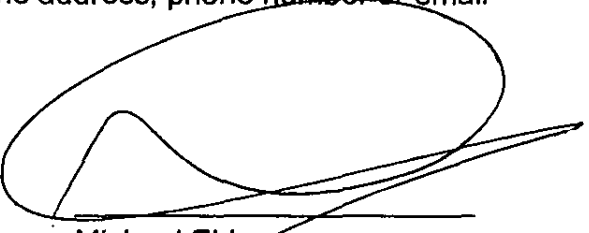
Enclosed are an original and one (1) copy of the proposed Articles of Incorporation and a check for \$78.75 representing the filing Fee and Certified Copy.

Also enclosed herewith you will find an original and duplicate original of an Affidavit by Michael Elder transferring the trademark interest in the Name "Miami Fencing Club", slogan "Honor, Chivalry and Sportsmanship", and the design of a distinctive "Blue and Gold Shield" with the words "Miami Fencing Club" and the words "Honor Chivalry and Sportsmanship" as well as the letters & numbers "Est. 1987" set forth therein, to the not for profit corporation being filed.

FROM: Michael Elder, President
Upwind Investments, Inc.
P.O. Box 331879
Miami, Florida 33233-1879
Tel: 305-992-1946
Email: admin@miamifencingclub.com

If you have any questions please contact me at the address, phone number or email indicated above.

Thank you.



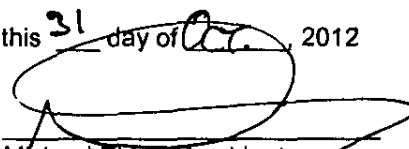
Michael Elder
President
Upwind Investments, Inc.

Affidavit

I, Michael Elder, being president of Upwind Investments, Inc., who does solemnly swear the following that:

1. I am the president of Upwind Investments, Inc., a Florida corporation.
2. On August 10, 2012, an application to Trademark the name "Miami Fencing Club", and slogan: "Honor, Chivalry, and Sportsmanship", and design of a distinctive Blue and Gold Shield with the words "Miami Fencing Club" and the words "Honor Chivalry and Sportsmanship" as well as the letters & numbers "Est. 1987" set forth therein were filed with Secretary of State of Florida, Division of Corporations as document T12000000762, a copy of which is attached hereto.
3. The Expiration Date for said Trademark is August 10, 2017, and said trademark is presently active.
4. Upwind Investments, Inc., seeks to form a not for profit corporation with the name "**The Miami Fencing Club, Inc.**" and therefor grants, sells, assigns and transfers all of its rights and interests in the name, slogan and distinctive shield that is subject to the trademark to the not for profit corporation that has been submitted to the Division of Corporations, State of Florida for filing together herewith.

In Witness whereof, the Affiant has set forth his signature on this 31 day of Oct., 2012


Michael Elder, President
Upwind Investments, Inc.

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 31 day of Oct, 2012, by Michael Elder as President of Upwind Investments, Inc., a Florida for-profit corporation, on behalf of the said Upwind Investments, Inc. He is personally known to me or has produced _____ as identification and did not (did) take an oath.

(SEAL)


Notary Public, State of Florida
(Signature of Notary taking Acknowledgment)

Name of Notary Typed,
Printed or Stamped

My Commission Expires:

Commission Number

NOTARY PUBLIC-STATE OF FLORIDA
Peggy Otano
Commission # EE093200
Expires: MAY 12, 2015
BONDED THRU ATLANTIC BONDING CO., INC.

ARTICLES OF INCORPORATION
OF
The Miami Fencing Club, Inc.
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE 1

NAME

The name of this corporation is:

The Miami Fencing Club, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office:

**90 Edgewater Drive
Apartment 626
Miami, Florida 33133**

And mailing address of the Corporation is:

**P.O. Box 331879
Miami, Florida 33233-1879**

ARTICLE 3

PURPOSES

This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes. This corporation is non-profit whose purposes are to serve as a resource for promoting, teaching and developing the sport of fencing in the State of Florida and in particular, Miami-Dade County, to organize and foster local,

regional, national and international amateur sporting competitive opportunities for fencers of all levels and to disseminate information about fencing so that people may be exposed to and enjoy its many physical, mental and social benefits, to provide support in the form of information and programs to fencing students, instructors and to organizations and groups that offer fencing opportunities, to make available information, training and other opportunities that will allow fencing practitioners to enhance their skills and to increase the enjoyment and benefit they derive from the sport, to foster good will and harmonious relationships amongst fencers, fencing organizations and the general public for the betterment of the sport of fencing, the community that the corporation serves.

A. The purposes of the corporation shall however, be limited in all events to exempt purposes described in Section 501(c) (3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

(1) To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated;

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law;

(3) To borrow money but only as authorized by its Board of Directors, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated;

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift;

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities;

(6) To contract with for profit or other not-for profit entities and individuals in order to accomplish its mission and goals; and

(7) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations operated exclusively for charitable and educational that foster Amateur Fencing among its or their purposes, which are then described in Sections 501(c)(3) and 509(a)(1) or 509(a) (2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

ARTICLE 4

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE 5

DIRECTORS

All Directors of the Corporation shall be elected as provided in the Bylaws; provided that this Corporation shall have at least three (3) directors, who shall be appointed at the initial meeting of the corporation in accordance with the bylaws. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Directors of the corporation. The Directors shall have the sole voting power. The name and address of the persons appointed to act as the initial Directors of this corporation are:

NAME	ADDRESS
Michael Elder	90 Edgewater Drive, Apartment 626 Miami, Florida 33133
Alfredo Faubel	P.O. Box 566066 Miami, Florida 33256
Chali Roché García	14501 SE 139 Avenue Circle East Miami, Florida 33186

ARTICLE 6

REGISTERED AGENT

The name and address of the registered agent of the corporation is:

<u>Name</u>	<u>Address</u>
Chali Roché García	14501 SE 139 Avenue Circle East Miami, Florida 33186

ARTICLE 7

INCORPORATOR

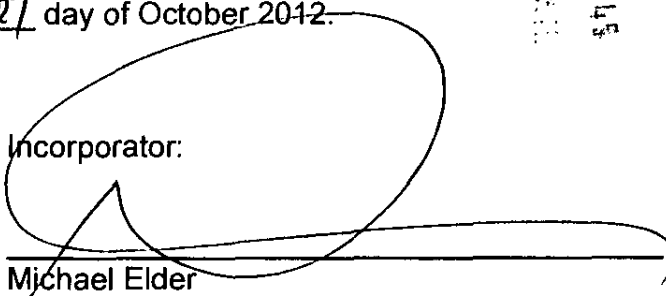
The name and address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Michael Elder	90 Edgewater Drive Apartment 626 Miami, Florida 33133

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TALLAHASSEE, FLORIDA

Executed at Miami, Florida, this 27 day of October 2012.

Incorporator:

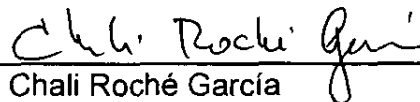


Michael Elder

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **The Miami Fencing Club, Inc.**, a Florida not-for-profit corporation, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 617.023.

Date: October 27, 2012



Chali Roché García