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**FLORIDA PROFIT/NON PROFIT CORPORATION  
USA JIU JITSU, INC.**

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USA JIU JITSU, INC.

**ARTICLES OF INCORPORATION****OF****USA JIU JITSU, INC.****FILED**  
**17 MAY 17 PM 2:57**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

We, the undersigned, do hereby associate ourselves together for the purpose of forming a Not-For-Profit Corporation, under and by virtue of Chapter 617 Florida Statutes, and do hereby adopt as and for the corporation charter of said corporation, the following articles of incorporation:

**ARTICLE I: NAME**

The name of the corporation shall be:

**USA JIU JITSU, INC.**

**ARTICLE II: PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation shall be:

**2125 FEAST RD  
MELBOURNE, FL 32904**

**ARTICLE III: PURPOSE**

This corporation is a not-for profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes for which this Corporation is organized are:

1. To spread the art and sport of jiu jitsu and instill the martial arts values of honor, respect and integrity throughout the United States and abroad.
2. To serve as a resource to the community by sponsoring the promotion of amateur jiu jitsu sports competition, nationally and internationally, and to provide information on the value of the art and sport of jiu jitsu.
3. To conduct any legal activity permitted to be conducted by nonprofit Corporations under the laws of the State of Florida and Section 501(c)(3) of the United States Internal Revenue Code. More specifically, but without reservation or restriction, this Corporation shall be organized and operated exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or any superseding section.

**USA JIU JITSU, INC.**

4. To do such other things as may be necessary and proper to carry out and accomplish the above objects and purposes, and to exercise all rights and powers conferred by the State of Florida upon non-profit corporations.
5. All property shall be irrevocably dedicated to charitable purposes and shall be held in the corporate name of USA JIU JITSU, INC. which is a nonprofit corporation organized and operated exclusively for charitable, scientific, literary and educational purposes, which qualifies for exemption from Federal Income Tax under provision of Section 501(c)(3) of the Internal Revenue Code. The purchase, sale lease, mortgage or alienation of said real property shall be transacted according to the by-laws of the corporation.

**ARTICLE IV: DISTRIBUTION OF CORPORATE FUNDS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE V: MANNER OF ELECTION OF DIRECTORS**

The business and affairs of this corporation shall be conducted by a Board of Directors who shall number not less than 3, nor more than 9 members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits provided above. The Board of Directors may fill any vacancy which may occur on the Board of Directors prior to the next annual meeting of either the members or the Board of Directors or the first annual meeting of this corporation as herein provided for and until their successors are elected and qualified. The Method used to elect Board of Directors is so stated in the By-laws of the Corporation.

**ARTICLE VI: LIMITATION OF CORPORATE POWERS**

The corporate powers of this corporation are as provided in section 617.0302 of the Florida

USA JIU JITSU, INC.

Statutes.

### **ARTICLE VII: TERM**

The term for which this corporation shall exist shall be perpetual.

### **ARTICLE VIII: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the initial registered agent is:

MITCHEL MILLER  
2125 FEAST RD.  
MELBOURNE, FL 32904

### **ARTICLE IX: INCORPORATOR**

The names and address of the person who is the initial incorporator of the corporation is as follows:

MITCHEL MILLER  
2125 FEAST RD.  
MELBOURNE, FL 32904

### **ARTICLE X: OFFICERS AND DIRECTORS**

The names and street addresses of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successors are elected, is/are:

MITCHEL MILLER- Director & President  
2125 FEAST RD.  
MELBOURNE, FL 32904

JORGE GARCIA- Director & Vice-President  
443 MELROSE LANE  
SABASTIAN, FL 32958

GIANGHAC FLORA BUTLER- Director & Secretary  
PO BOX 120884  
MELBOURNE, FL 32912

### **ARTICLE XI: BYLAWS**

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USA JIU JITSU, INC.

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

### **ARTICLE XII: DISSOLUTION**

In the event of dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned incorporators have executed these Articles of Incorporation.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on **MAY 17, 2017**.

  
\_\_\_\_\_  
**MITCHEL MILLER**, Incorporator

USA JIU JITSU, INC.

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

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:  
USA JIU JITSU, INC.
2. The name and address of the registered agent and office is:

MITCHEL MILLER  
2125 FEAST RD.  
MELBOURNE, FL 32904

**ACKNOWLEDGMENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
MITCHEL MILLER, Registered Agent