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T. SCOTT



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2018 JUL 11 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 3, 2018

DONALD KERNER
112 SOUTH WALK PLACE
ST AUGUSTINE, FL 32086

SUBJECT: AMERICAN TAEKWON-DO FEDERATION INTERNATIONAL, INC.
Ref. Number: W18000047213

We have received your document for AMERICAN TAEKWON-DO FEDERATION INTERNATIONAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 618A00013076

LAW OFFICE OF JOHN GALLETTA JR., P.L.L.

FACSIMILE TRANSMISSION

TO: TYRONE SCOTT
FROM: JOHN GALLETTA, JR., ESQ.
DATE: JULY 11, 2018
FAX #: 850-245-6804
RE: AMERICAN TAEKWON-DO FEDERATION INTERNATIONAL, INC.
PAGES: 2 (including cover page)

Message: REFERENCE NUMBER: W18000047213

Mr. Scott, please find enclosed revised first page of Articles of Incorporation for American Taekwon-Do Federation International, Inc. I have added the principal place of business and mailing address to the first paragraph. Please contact me if you need any additional information. Thank you in advance for your assistance in this matter.

STATEMENT OF CONFIDENTIALITY

This message is from the LAW OFFICE OF JOHN GALLETTA, JR., P.L.L. The message and any attachments may be confidential or privileged and are intended only for the individual or entity identified above as the addressee. If you are not the addressee, or if this message has been addressed to you in error you are not authorized to read, copy, or distribute this message or any attachment, and we ask that you please delete this message and any attachments and notify the sender by return e-mail or by phone at (904) 461-6644. Delivery of this message and any attachments to any person other than the intended recipient(s) is not intended in any way to waive confidentiality or privilege. All personal messages express views only of the sender, which are not to be attributed to the LAW OFFICE OF JOHN GALLETTA, JR., P.L.L. and may not be copied or distributed without this statement.

COMMUNICATIONS SERVICES

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LAW OFFICES OF JOHN GALLETTA JR., P.L.L.

June 19, 2018

Secretary of State of Florida
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: AMERICAN TAEKWON-DO FEDERATION INTERNATIONAL, INC.

Please find enclosed the original corrected Articles of Incorporation and the original Certificate of Designation of Registered Agent/Registered Office for the above referenced corporation, along with one (1) copy of each of the above referenced documents together with a copy of your letter. Kindly return a copy to this office at 1095 Anastasia Boulevard, St. Augustine, Florida 32080.

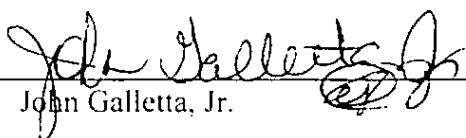
Please file the original Articles of Incorporation upon receipt.

Please contact the undersigned should there be any problems or questions regarding these documents.

Sincerely,

LAW OFFICES OF JOHN GALLETTA, JR., P.L.L.

By: _____

John Galletta, Jr. 

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
AMERICAN TAEKWON-DO FEDERATION INTERNATIONAL, INC.**

The undersigned DONALD KERNER and FABIAN NUNEZ acting as incorporators of a corporation under the Laws of the State of Florida adopt the following articles of incorporation:

Article I: Name

The name of the corporation is AMERICAN TAEKWON-DO FEDERATION INTERNATIONAL, INC. whose principal place of business and mailing address is: 500 Outlet Mall Boulevard, #55, St. Augustine, Florida 32084.

Article II: Purpose

This corporation is organized exclusively for the practice, teaching and promotion of Chang Hon Taekwon-do, the Original art of Taekwon-Do, and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

Notwithstanding any of the statements of purposes and powers of this corporation contained herein, the corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the specific purposes of this corporation.

Article III: Duration

The corporation shall have perpetual duration.

Article IV: Tax Exemption Requirements

- (a) The corporation is organized and operated exclusively for the purposes set forth herein.
- (b) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

Article V: Restrictions on Private Foundations

Notwithstanding any other provision in these Articles, if this corporation is deemed or determined to be a "private foundation" within the meaning of section 509 of the Internal Revenue Code, then this corporation shall be subject to the following limitations and restrictions:

- (a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (d) The corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VI: Members

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation; the manner of their admission; the different classes of membership, if any; the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof; shall be set forth in the bylaws. The corporation shall be nonstock and no dividends or pecuniary profits shall be declared or inure to the members. There shall be no personal liability of members for corporate obligations. The membership shall have no voting rights, unless specifically granted under the By-laws.

Article VII: Statement of Members' Rights

Any member who shall fail to comply with the requirements of the bylaws or the rules and regulations made pursuant to the bylaws shall, if the Board of Directors by majority vote determine, forfeit his or her membership and all rights and interest in this corporation and its property. Membership Rights shall be further set out in the By-laws.

Article VIII: Classes of Members

Membership classes shall be determined by the by-laws. Membership classes shall be non-voting except otherwise specified in the By-laws.

Article IX: Registered Office and Agent

The street address of the initial registered office of the corporation is: 1095 Anastasia Boulevard, St. Augustine, Florida 32080. The name of the original registered agent at such address is Law Offices of John Galletta, Jr., P.L.L.

Article X: Board of Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted, by a Board of Directors. The number of directors of the corporation shall be nine; provided, however, that the number of directors can be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The term of the Directors and the place and time of the annual meeting dates as well as the full powers and authority of the Board of Directors shall be set out in the By-laws.

Unless modified or amended by the by-laws, any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if FIFTY-ONE PERCENT (51%) the members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the Board. Such action by written consent will have the same force and effect as if taken by the majority vote of the directors.

The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
DONALD KERNER	112 South Walk Place St. Augustine, Florida 32086
FABIAN NUNEZ	500 Outlet Mall Boulevard, #55 St. Augustine, Florida 32084
FRANK PRIMM	314 S. 17th Street Nashville, Tennessee 37206
JOHN CACIOLI	79 State Street North Haven, Connecticut 06473
JON C. UNDERWOOD	5006 Rainbow Road Midland, Texas 79707
TRAVIS YOUNG	1415 Justin Lane Austin, Texas 78757
CARLOS PATALINGHUG, JR.	8120 Ritchie Highway Pasadena, Maryland 21122

BEN LYAS

79 State Street
North Haven, Connecticut 06473

CAL HENDRICK

700 N. Grate, Suite 201
Odessa, Texas 79760

Article XI: Incorporators

The names and addresses of the incorporators are:

Name

Address

DONALD KERNER

112 South Walk Place
St. Augustine, Florida 32086

FABIAN NUNEZ

500 Outlet Mall Boulevard, #55
St. Augustine, Florida 32084

Article XII: Officers

The Board of Directors shall elect the president, vice president, treasurer, secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. The initial officers are:

Name

Address

Office

FABIAN NUNEZ

500 Outlet Mall Boulevard, #55
St. Augustine, Florida

President/
Treasurer

JOHN CACIOLI

79 State Street
North Haven, Connecticut

Vice-President

DONALD KERNER

112 South Walk Place
St. Augustine, Florida 32086

Secretary

Article XIII: Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Laws of the State of Florida concerning corporation action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the Board of Directors or by following the procedures set forth for such action in the bylaws.

Article XIV: Property and Profits

The property of this corporation is irrevocably dedicated to the purposes set forth in Article II herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article II herein.

Article XV: Distribution Upon Dissolution

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 such court shall determine, that are organized and operated exclusively for such purposes.

Article XVI: Amendments

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a majority of the Board of Directors.

Article XVII: Limited Liability of Directors and Officers

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of Florida shall not be denied or limited by the bylaws.

We, the undersigned, being the incorporators of this corporation for the purpose of forming this nonprofit charitable corporation under the laws of Florida have executed these articles of incorporation on March _____, 2018.

By: 
DONALD KERNER

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

This instrument was acknowledged before me on this 18th day of March,
2018 by DONALD KERNER.

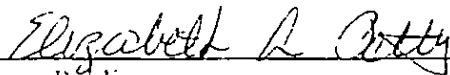

Notary Public

My Commission Expires: May 23, 2020

By: 
Fabian Nunez

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

This instrument was acknowledged before me on this 18th day of March,
2018 by Fabian Nunez.


Notary Public

My Commission Expires: May 23, 2020

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, 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: American Taekwon-do Federation International, Inc., a Florida Non-Profit Corporation.

2. The name and address of the registered agent and office is:

Law Offices of John Galletta Jr., P.L.
1095 Anastasia Boulevard
Saint Augustine, Florida 32080

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Law Offices of John Galletta, Jr., P.L.



It's Managing Member
John Galletta, Jr.

May 31, 2018