

MORAN & SHAMS, P.A.
ATTORNEYS AT LAW

N9600000006318

KELLY E. JOHNSON

JAMES E. KIRBY

ROBERT A. MACDONALD

BRYAN E. MORAN

THOMAS P. MORAN

ROBERT W. RASCH

MICHAEL SHAMS

SYDNEY H. SHAMS

CHRISTOPHER C. SHAMIRIN

December 9, 1996

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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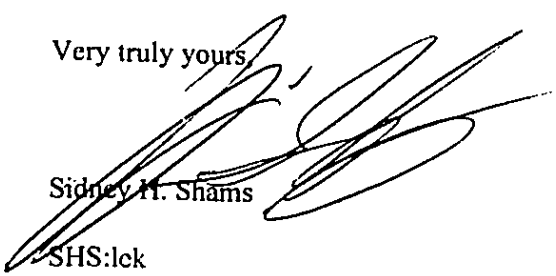
Re: Filing Articles of Incorporation
Shindai Aikikai, Inc. of Central Florida,
a Florida Corporation, Not-for-Profit

Dear Division of Corporations:

Enclosed herewith is our firm check in the amount of \$122.50 for filing of the Articles of Incorporation of the referenced not-for-profit corporation. Also enclosed is a copy of the Articles for certification and return to us in the self-addressed stamped envelope provided for that purpose.

Should you have any questions regarding this filing, please contact me.

Very truly yours,


Sidney H. Shams

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Enclosures

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DIVISION OF CORPORATIONS
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cf 12/12/96

PO BOX 472 ORLANDO, FL 32802-0472
111 N. ORANGE AVE. SUITE 1200 ORLANDO, FL 32801
PH. 407 841 4141 FX. 407 841 4148

**ARTICLES OF INCORPORATION
OF**

SHINDAI AIKIKAI, INC. OF CENTRAL FLORIDA

a Florida Corporation, Not for Profit

The undersigned, desiring to form a Corporation not for profit under the Laws of the State of Florida, do hereby make, subscribe and acknowledge the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be Shindai Aikikai, Inc. of Central Florida

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of filing of these Articles by the Secretary of State of Florida.

ARTICLE III - PURPOSE

The purposes of this Corporation are and shall be:

1. Nonprofit purpose. The Corporation is formed exclusively for purposes for which a corporation may be formed under the not for profit Corporation laws of the State of Florida and not for pecuniary profit or financial gain. No part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of its members, Directors or officers.

2. General purposes. The general purposes of the Corporation shall be:

- (a) To make available in Central Florida the training and practice of Aikido, a traditional Japanese martial art, including the mental and physical process for training the mind, the body and the spirit.
- (b) To encourage and motivate individuals to develop basic self-defense skills, enhance physical health and endurance, build strength of character and self reliance and create an awareness of traditional Japanese culture.
- (c) To develop programs to encourage young people to participate in Aikido through classes and demonstrations at educational institutions.

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- (d) To engage in all other endeavors as may be essential, necessary or incidental to the pursuit of or in connection with any of the purposes and objectives of the Corporation and to exercise all the powers conferred upon Corporations not for profit in the State of Florida.

ARTICLE IV - POWERS

This Corporation shall have all of the power, directly and indirectly either alone or in conjunction and cooperation with others to do any and all lawful acts and things and to engage in any and all lawful activities to which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment or attainment of any and all of the purposes for which the Corporation is organized, and to aide or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise such powers only in furtherance of its nonprofit purposes under Florida Law and the exempt purposes of organization set forth in Section 501(c) of the Internal Revenue Code of 1986 and the regulations thereunder, as the same now exists or as may be hereafter amended. In addition, but not by way of limitation, the Corporation shall have the following specific powers:

- (a) Succession by its corporate name for a period set forth in these Articles of Incorporation.
- (b) Appear and defend in all actions and proceedings and to sue and be sued in its corporate name to the same extend as a natural person.
- (c) Adopt and use a corporate seal and alter the same, provided however that such seal shall always contain the words "Corporation Not For Profit."
- (d) Elect or appoint such officers and agents as its affairs shall require.
- (e) Make and enter into contracts and incur liabilities, borrow monies at such rates of interest as the Corporation may determine, issue its notes, bonds or other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property.

- (f) Purchase, lease, take by gift, devise or bequest or otherwise acquire, hold, own, improve, use or deal in or with real or personal property or any interest therein wherever situated as the Corporation may require to accomplish its objectives and purposes and not for pecuniary profit.
- (g) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
- (h) Engage in all business endeavors which may be essential, necessary or incident to the pursuit of or in connection with any of the purposes or objectives of the Corporation.
- (i) Have and exercise all powers granted under law and powers that may be necessary or convenient to effect any and all of the purposes and objectives for which the Corporation is organized.

ARTICLE V - MEMBERSHIP

The Corporation shall have members as provided in the Bylaws. The Corporation is organized upon a non-stock, certificate of membership basis. Such membership shall be nonredeemable, non-transferrable and non-dividend bearing. All memberships of the Corporation shall be subject to review and approval by the Board of Directors.

ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

The powers, properties and affairs of the Corporation shall be exercised, controlled, conducted by and vested in a Board of Directors. The Board of Directors shall be composed of at least three (3) directors or such number as shall be determined by the Board of Directors then serving in such capacity or by a majority of the members. The members of the Board of Directors shall serve in such capacity until the selection of their successors by majority vote of all the members of the Corporation. The names and addresses of the first Board of Directors who shall serve until their successors are duly elected or appointed are as follows:

Dennis Hooker, 1940 Brengle Avenue, Orlando, Florida

David Jones, Ph.D., 1940 Brengle Avenue, Orlando, Florida

Brian Canin, 1940 Brengle Avenue, Orlando, Florida

Brian Davis, 1940 Brengle Avenue, Orlando, Florida

Stephen Fasen, 1940 Brengle Avenue, Orlando, Florida

ARTICLE VII - OFFICERS OF THE CORPORATION

The officers of this Corporation shall be a President, Vice President, Secretary and Treasurer. Other offices may be established by the Board of Directors at any regular annual meeting or any meeting pursuant to due notice as provided in the Bylaws. The duties of each officer, the terms of office and the method of removing officers shall be set forth in the Bylaws or if not provided in the Bylaws as provided under Florida Law. The names and addresses of the initial officers of the Corporation who shall manage the affairs of this Corporation until their successors are duly elected and qualified are:

President:	Dennis Hooker
Vice President:	Brian Canin
Secretary:	Brian Davis
Treasurer:	Stephen Fasen

ARTICLE VIII - BYLAWS

The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of the purposes as they may deem necessary from time to time. The Bylaws of this Corporation shall be adopted, altered, amended or repealed by majority vote of the Board of Directors present upon proper notice as may be provided by the Bylaws or otherwise by law, at any regular meeting or special meeting called for that purpose. At any regular or special meeting of the members of the Corporation, upon proper notice as may be provided by the Bylaws or otherwise by law, Bylaws may be adopted, amended or repealed by a majority vote of the membership present at such meeting provided a quorum is present. No Bylaw shall be in conflict with the Articles of Incorporation.

ARTICLE IX - TERMINATION OF MEMBERSHIP

Membership in this Corporation may be revoked or terminated by the Board of

Directors for violation of these Articles of Incorporation, the Bylaws, or any Rule or Regulation prescribed by the Board of Directors or officers of the Corporation.

ARTICLE X - SUBSCRIBERS

The names and addresses of the subscriber(s) to these Articles of Incorporation are:

Dennis Hooker, 1940 Brengle Avenue, Orlando, FL 32801

ARTICLE XI - OFFICE AND REGISTERED AGENT

The initial street address of the principal office and place of business of this Corporation is 1940 Brengle Avenue, Orlando, FL 32801, which address and place of business however is subject to change from time to time by the Board of Directors.

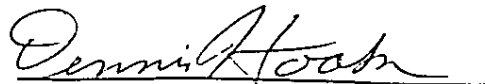
ARTICLE XII - DISSOLUTION

This Corporation may be dissolved and its affairs wound up by two-thirds vote of the Board of Directors or the members of the Corporation. In the event of dissolution, the property of the Corporation shall be distributed to an organization which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended upon amendment proposed by the Board of Directors and adopted by a majority of the Board of Directors pursuant to the Bylaws or by a majority of votes of the membership of this Corporation present at any regular or special meeting, provided a quorum is present, and after proper notice, as may be provided by the Bylaws.

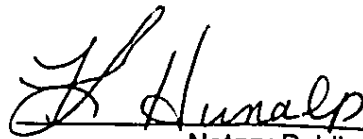
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 14 day of November, 1996.


DENNIS HOOKER, Incorporator

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

BEFORE ME, a Notary Public, personally appeared Dennis Hooker, who being by me first duly sworn, acknowledged that they executed the foregoing instrument voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 14 day of November, 1996.



Notary Public

Print Name: Teri L. Hunalp
My Commission Expires: 18 July, 1998



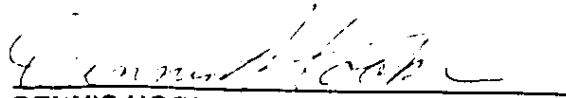
TERI L. HUNALP
My Commission CC393415
Expires Jul. 18, 1998
Bonded by HAI
800-422-1555

FILED
SECRETARY OF STATE
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ACCEPTANCE BY REGISTERED AGENT

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HAVING BEEN NAMED AS REGISTERED AGENT FOR ALL PURPOSES PROVIDED UNDER LAW INCLUDING ACCEPTANCE OF SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE XI OF THESE ARTICLES OF INCORPORATION, I HEREBY 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.


DENNIS HOOKER, Registered Agent

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