



# Eisenmenger & Berry P.A.

Gregory W. Eisenmenger

Robert R. Berry

The Huntington Bank Building, Viera  
8226 N. Wickham Road, Suite 202  
Melbourne, Florida 32940

Telephone: (407) 757-5211

Titusville: (407) 264-8999

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November 2, 1998

N9900000241

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-11/05/98-01021-008

\*\*\*\*122.50 \*\*\*\*78.75

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: **Shorin-Ryu Karate Learning Annex and Museum, Inc.**

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced not for profit corporation. Please file the original Articles and forward the undersigned a certified copy of said filing. I have enclosed a check in the amount of \$122.50 for your services in that regard.

I would also appreciate if you could provide me with information with which to obtain a tax exempt identification number for the above-referenced corporation.

Your assistance in this regard is greatly appreciated. If you should have any questions please do not hesitate to contact me.

Sincerely,

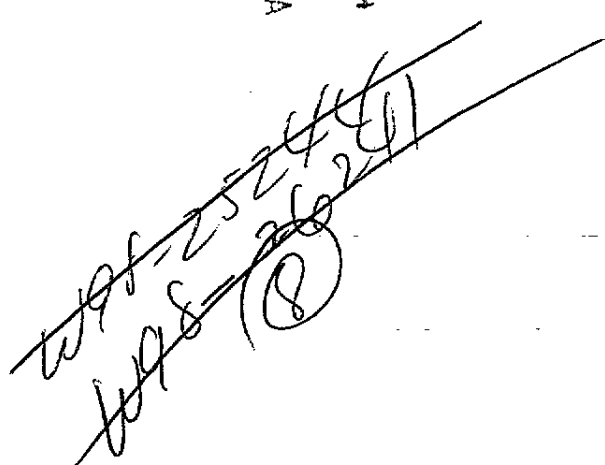
  
Gregory W. Eisenmenger

GWE:bk  
Enclosures

FILED  
99 JAN -8 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P. Hall

JAN 13 1999





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 20, 1998

GREGORY W. EISENMENGER, ESQ.  
8226 W WICKHAM RD, SUITE 202  
MELBOURNE, FL 32940

SUBJECT: SHORIN-RYU KARATE LEARNING ANNEX AND MUSEUM, INC.  
Ref. Number: W98000026241

We have received your document for SHORIN-RYU KARATE LEARNING ANNEX AND MUSEUM, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

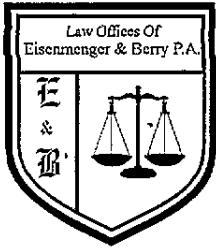
Your document is being returned as requested.

Please return the 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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 598A00055807



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8226 N. Wickham Road, Suite 202  
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January 8, 1999

Secretary of State  
Division of Corporations  
Attn: Pamela Hall, Document Specialist  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: Shorin-Ryu Karate Learning Annex and Museum, Inc.**

Dear Ms. Hall:

Enclosed please find the original Articles of Incorporation for the above-referenced not for profit corporation which have been changed in accordance with your prior direction. Please file the original Articles and forward the undersigned a certified copy of said filing. If at all possible, my client would like to effective date of the corporation to be January 1, 1999.

I would also appreciate if you could provide me with information with which to obtain a tax exempt identification number for the above-referenced corporation.

Your assistance in this regard is greatly appreciated. If you should have any questions, please do not hesitate to contact me.

Sincerely,

Gregory W. Eisenmenger

GWE:bk  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**SHORIN-RYU KARATE LEARNING ANNEX AND MUSEUM, INC.**

FILED  
99 JAN -8 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**a Florida corporation not for profit**

We, the undersigned, hereby subscribe to these Articles of Incorporation, under and by virtue of the laws of the State of Florida, for the purpose of forming a corporation not for profit, pursuant to the following Articles of Incorporation.

**ARTICLE I.**

The name of the corporation shall be: **SHORIN-RYU KARATE LEARNING ANNEX AND MUSUEM, INC.**

**ARTICLE II.**

This is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III.**

The period of duration of this corporation not for profit shall be perpetual.

**ARTICLE IV.**

The specific and primary purposes for which this corporation is formed is to provide, promote, and protect the art of karate in the United States and as such shall include:

1. Any or all lawful business for which corporations not for profit may be organized; notwithstanding the foregoing, however, that the purposes for which Shorin-Ryu Karate Learning Annex and Museum, Inc., is organized are exclusively religious, scientific literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

**ARTICLE V.**

The qualification of members of this corporation and the manner of their admission shall be as set forth in the by-laws of the corporation.

**ARTICLE VI.**

This corporation shall be nonstock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

**ARTICLE VII.**

The name and subscriber of this corporation is as follows:

Gregory W. Eisenmenger  
8226 N. Wickham Road, Suite 202  
Melbourne, Florida 32940

**ARTICLE VIII.**

The number of directors constituting the initial Board of Directors is three (3) and the name and address of the persons who are to serve initially are as follows:

Judy Barnhart  
1755 S. Tropical Trail  
Merritt Island, Florida 32952

Gregory W. Eisenmenger  
8226 N. Wickham Road, Suite 202  
Melbourne, Florida 32940

Jay N. Edinger  
700 S. Plumosa Avenue  
Merritt Island, Florida 32952

The number of directors may be changed from time to time by the by-laws, and the method of election of the directors shall be as stated in the by-laws.

**ARTICLE IX.**

The by-laws of this corporation shall be approved by a majority vote of the Board of Directors. The by-laws may be amended or rescinded in the same manner.

**ARTICLE X.**

The Articles of Incorporation may be amended by a majority vote of the Board of Directors.

**ARTICLE XI.**

Notwithstanding any other provisions of these articles, this organization shall not carry on any 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 1986 or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE XII.**

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, 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 organization is then located, exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and hereby executes the foregoing Articles of Incorporation under the laws of the State of Florida, this 1<sup>st</sup> day of January, 1999.

  
**GREGORY W. EISENMENGER**  
Incorporator/Director

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME personally appeared GREGORY W. EISENMENGER, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 1<sup>st</sup> day of January, 1999.

  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA  
BRONWYN S. KENNEDY  
COMMISSION # CC641606  
EXPIRES 7/29/2001  
BONDED THRU ASA 1-888-NOTARY1

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE**

FILED

99 JAN -8 AM 11:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


Pursuant to Chapters 48, Florida Statutes, the following is submitted in compliance with  
said Chapter:

That **SHORIN-RYU KARATE LEARNING ANNEX AND MUSEUM, INC.**, a  
Florida corporation not for profit, having been organized under the laws of the State of Florida,  
with its principal office at 1755 S. Tropical Trail, Merritt Island, Florida 32952, has named  
Gregory W. Eisenmenger of 8226 N. Wickham Road, Suite 202, Melbourne, Florida 32940, as  
agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the  
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.

By:

  
**GREGORY W. EISENMENGER**  
Registered Agent/Incorporator

Dated:

Jan. 1, 1999