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FILED

99 FEB -3 AM 10:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 18, 1998

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

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-02/03/99--01023--016
****122.50 *****78.75

Attn: New Filings

Re: Yoshukai International Karate Association, Inc.

Gentlemen:

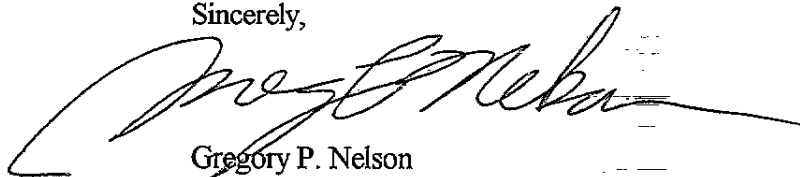
Enclosed are an original and a copy of the Articles of Incorporation of the above-referenced not for profit corporation. Please file the original, certify and indicate the filing date on the copy, and return the certified copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

- | | | |
|----|------------------------------------------------------------------------------------|----------|
| A. | Articles Of Incorporation Filing Fee &
Registered Agent Designation Filing Fee: | \$ 70.00 |
| B. | Certified copy of Articles of Incorporation: | 8.75 |
| | | \$122.50 |

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,



Gregory P. Nelson

GPN/jw
Enclosures

P. Hall

FEB - 5 1999

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ARTICLES OF INCORPORATION

OF

YOSHUKAI INTERNATIONAL KARATE ASSOCIATION, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a not for profit corporation pursuant to the Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is YOSHUKAI INTERNATIONAL KARATE ASSOCIATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 7275 Glentry Avenue, Port-St-John, Florida 32927.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing as of the date of filing of these Articles of Incorporation with the Department of State in the State of Florida.

ARTICLE IV - PURPOSE

The purposes for which this corporation is organized are:

A. Exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. Notwithstanding any other provision of these Articles, this organization shall not carry on any other 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 V - RESTRICTIONS

A. This corporation is a non-profit corporation organized pursuant to the Florida Not for Profit Corporation Act, and is created, organized, and shall be operated exclusively for educational and charitable purposes.

B. This corporation is one that does not contemplate pecuniary gain or profit to members, directors or officers thereof and no part of any net earnings of the corporation shall inure to the benefit of any member, director, officer or other individual; however, nothing herein shall prohibit the corporation from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the corporation.

C. The Board of Directors shall at all times endeavor to operate and conduct the affairs of the corporation so that each contribution to it shall qualify and be allowable to the donor thereof as a charitable deduction for federal income and state tax purposes under the Revenue Laws in effect at the time of such donation.

D. No substantial part of the activities of the corporation shall include or consist of the carrying on of propaganda, or of otherwise attempting to influence legislation. This corporation shall not participate in or intervene in or do any act in connection with any political campaign on behalf of any candidate for public office.

E. All of the property of this corporation is and shall be

irrevocably dedicated to charitable or educational purposes, and in the event of a dissolution of this corporation, the assets shall be distributed to one or more organizations which are organized and exist exclusively for educational or charitable purposes and that qualify for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, or to the United States of America, the State of Florida, the County of Brevard or other local government. In no event shall the assets or the property of the corporation, or the proceeds of any of such assets or property, upon dissolution, go or be distributed to members, either for reimbursement of any sums subscribed, donated or contributed by such members, or for any other purpose.

ARTICLE VI - CAPITAL STOCK

The corporation shall have no capital stock.

ARTICLE VII - MEMBERS

The corporation shall have members, unless the By-Laws shall provide that the corporation shall have no members. Qualification, voting and other rights of such members and the manner of their election or appointment shall be as set forth in the By-laws. Such members may be composed of one or more classes with such differences and qualification, voting rights and manner of election or appointment as shall be set forth in the By-laws. If the By-laws provide that the corporation shall not have members, the Board of Directors shall have all of the powers that the members would otherwise have, including, but not limited to the power to elect directors and the power to amend these Articles of Incorporation.

ARTICLE VIII - LIABILITY

None of the members, directors or officers of this corporation shall be personally liable for its debts, liabilities or obligations.

ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of this corporation is Mr. Michael G. Foster, 7275 Glentry Avenue, Port-St-John, Florida 32927.

ARTICLE X - BOARD OF DIRECTORS

The Directors shall be elected as in the manner as stated in the Bylaws. The corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws of this corporation. The name and address of the initial Directors of this corporation are:

Michael G. Foster	7275 Glentry Avenue Port-St-John, Florida 32927
Jeanette D. Foster	7275 Glentry Avenue Port-St-John, Florida 32927
William T. Moore	1301 Oak Forrest Drive Ormond Beach, Florida 32174

ARTICLE XI - OFFICERS

The following named persons shall be officers of this corporation from its inception and until their successors are duly elected and qualified:

Michael G. Foster	President
Jeanette D. Foster	Secretary
Jeanette D. Foster	Treasurer

ARTICLE XII - INDEMNIFICATION

1. This corporation shall indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida General Corporation Act and the Florida Not for Profit Corporations Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

2. The corporation hereby indemnifies any Officer or Director made a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act

alleged to have been committed by such person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation, against judgment, fines, amount paid in settlement and reasonable expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interest of the corporation and in criminal action or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer was in or not opposed to the best interest of the corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the corporation to procure a judgment in its favor by reason of such person's being or having been a director or officer of the corporation, or by reason of such person's service or having served at the request of the corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interest of the corporation. Such person shall not be entitled to indemnification

in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the corporation.

3. Any indemnification under paragraph 1 above shall be made by the corporation only as authorized in the specific case upon a determination that the amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had not reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding.

4. The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 2(a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 2(a) above, and upon receipt of an undertaking by such person to repay all amount expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this Article. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the corporation elects to assume the defense of any such person and retain such counsel, such

person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interest as between the corporation and such person, or conflicting interest between or among such persons and other parties represented in the same action, suit or proceeding by such counsel retained by the corporation, that are valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

5. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the corporation to indemnify under applicable law.

ARTICLE XIII - AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the entire Board of Directors at any regular or special meeting where such proposed action has been incorporated in the notice of the meeting or referred to in a waiver of such notice duly signed by all the Directors of the Corporation. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under section 501(c)(3) of the Internal Revenue Code of 1954, as amended), Director, or Officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

ARTICLE XIV - INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

Michael G. Foster

7275 Glentry Avenue
Port-St-John, Florida 32927

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st, day of October, 1998.



Michael G. Foster
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 617.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designation of the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Yoshukai International Karate Association, Inc.

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

Mr. Michael G. Foster
7275 Glentry Avenue
Port-St-John, Florida 32927

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Signature

Date

Michael G. Foster
October 31, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA