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Admitted in Florida, Pennsylvania
and the District of Columbia

July 26, 1999

TRANSMITTAL LETTER

By Certified Mail #Z572 627 191

Ms. Bobbie Cox
Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

FILED
99 AUG -9 PM 6:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900002955179-4

RE: Tomodachi Judo Club of Boca Raton, Inc.

Dear Bobbie:

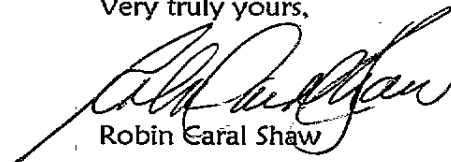
Enclosed (at long last) is an original and one (1) copy of the **Articles of Incorporation** for the Tomodachi Judo Club of Boca Raton, Inc. with attachments, and an **Order Approving Petition for Conversion** signed by Judge Jack H. Cook of the Circuit Court, Fifteenth Judicial Circuit.

As we have discussed in the past, the Department of State retains fees sufficient to cover the cost of filing these Articles and the issuance of a Certificate.

Thank you for your continued guidance and assistance in the conversion of this entity to a Florida non-profit corporation consistent with its federally tax exempt status. Your professionalism and patience were greatly appreciated.

Please contact me if you require any additional information. I look forward to working with you again. Thank you.

Very truly yours,


Robin Caral Shaw

Enclosures: Articles with attachments
Order Approving Petition for Conversion

REGISTER AUG 9 1999

IN THE CIRCUIT COURT OF THE
FIFTEENTH JUDICIAL CIRCUIT, IN
AND FOR PALM BEACH COUNTY,
FLORIDA

IN RE: CONVERSION TO CORPORATION
NOT FOR PROFIT,

CASE NO: CL 99 - 6586 AJ

Tomodachi Judo Club
of Boca Raton, Inc.,

Petitioner

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TALLAHASSEE, FLORIDA

ORDER APPROVING PETITION
FOR CONVERSION

THIS CAUSE came to be heard upon application of Petitioner and, the court having heard the argument of counsel and being otherwise fully advised in the premises it is:

ORDERED AND ADJUDGED AS FOLLOWS:

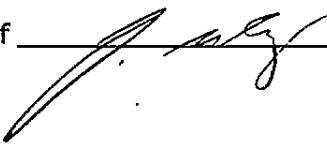
1. That the court has taken jurisdiction over Petitioner hereto and the subject matter hereof;
2. That the court has accepted the documents filed by Petitioner pursuant to Section 617.1806 of the Florida Statutes;
3. That the court has acknowledged Petitioner's federal tax exempt status;
4. That the court finds the articles of incorporation in proper form pursuant to Section 617.1805 *et seq.* of the Florida Statutes, and approves said articles;
5. That the court finds ~~Petitioner has indicated~~ that all property of the petitioning corporation shall become property of the successor corporation not for profit, subject to all indebtedness and liabilities of the petitioning corporation pursuant to Section 617.1805 *et seq.* of the Florida Statutes;

6. That the court finds the petition and proposed articles are in proper form;
and

7. The court hereby approves conversion of Petitioner from a Florida for profit corporation to a Florida not for profit corporation consistent with its federal tax status.

DONE AND ORDERED in West Palm Beach, Palm Beach County, Florida, this

21st day of July, 1999.



CIRCUIT COURT JUDGE

Copies to:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

Name

The name of the corporation shall be: The Tomodachi Judo Club of Boca Raton, Inc.

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of the corporation shall be: 2534 SW 12th Street, Boynton Beach, Florida 33426.

ARTICLE III

Purposes

The specific purposes for which the corporation is organized are: to promote goodwill, well being, exercise, self-defense and competitiveness through judo as a sport. The Club shall provide instruction and competition preparation; sponsor and hold local, regional and national tournaments; sponsor and hold clinics, workshops, and summer camps. The Club has no restrictions or limitations on eligibility. Tomodachi does not charge for judo instruction and provides financial assistance to those who cannot afford the monthly fee each student pays to the cities which provide practice locations. Tuition and entry fee assistance is available for those of limited means who wish to attend Judo Camp or compete in tournaments. Tomodachi also holds numerous public lecture/demonstration sessions at public locations throughout Broward and Palm Beach County. Preparation of instructional videotapes, handbooks, or manuals, or others activities reasonably related to the instruction of judo may be considered as the Club grows.

ARTICLE IV

Manner of election of directors; current directors

The manner in which the directors are elected is as follows: The Club shall have nine (9) directors who shall hold office for two years or until their successors are elected. Directors shall be elected at the Annual Meeting. Directors shall be nominated by current Board members and are subject to majority vote for approval. Vacancies shall be filled by nomination and election at the next regularly scheduled monthly Board meeting after a vacancy arises, or at such other time as the Board, by majority vote, may decide.

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The current Board of Directors consists of the following individuals:

Aaron Applebaum	474 Hardwood Place, Boca Raton, FL 33431
James DeGeorgia	1288 Hampton Blvd, Boca Raton, FL 33496
Michael Heilman	2150 SW 36 th Avenue, Ft Lauderdale, FL 33312
Garth Hinckle, Jr.	1301 SW 4 th Avenue, Boca Raton, FL 33432
Stephen C. Locke	513 Heron Drive, Delray Beach, FL 33444
Ernie Ojito	250 SW 6 th Street, Boca Raton, FL 33432
Robin Shaw	6503 N. Military Trail, #2000, Boca Raton, FL 33496
Michael Szrejter	2534 SW 12 th Street, Boynton Beach, FL 33426
Hans Vogt	10128 Country Brook Road, Boca Raton, FL 33428

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI

Initial registered agent and street address:

The name and the street address of the initial registered agent are: Michael Szrejter, 2534 SW 12th Street, Boynton Beach, Florida 33426.

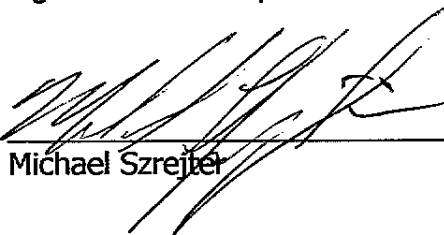
ARTICLE VII

Incorporator

The name and street address of the incorporator for these Articles of Incorporation are: Michael Szrejter, 2534 SW 12th Street, Boynton Beach, Florida 33426.

The undersigned incorporator has executed these Articles of Incorporation this 3 day of July, 1999.

Signature of Incorporator:


Michael Szrejter

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 3 day of July, 1999, by MICHAEL SZREJTER, President, Tomodachi Judo Club of Boca Raton, Florida.

Robin Carol Shaw, PA
Attorney At Law
6503 N. Military Trl. #2000
Boca Raton, FL 33496

Notary Public, State of Florida

Robin Carol Shaw

☒ Personally known to me

☐ Produced as Identification:

Robin Carol Shaw
ROBIN CAROL SHAW
Attorney for
Tomodachi Judo Club
Of Boca Raton, Inc.
6503 North Military Trail
#2000
Boca Raton, Florida 33496
561-912-0905

FL Bar# 140864

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

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.

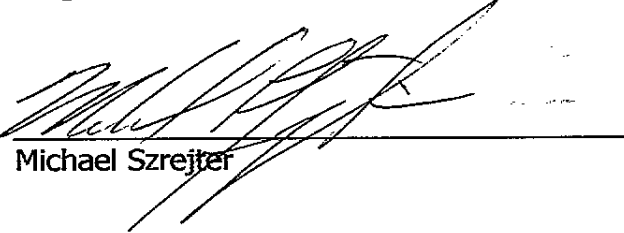
1. The name of the corporation is:

Tomodachi Judo Club of Boca Raton, Inc.

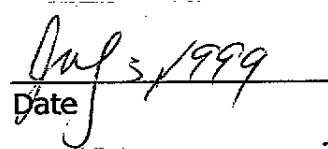
2. The name and address of the registered agent and office is:

Michael Szrejter
2534 SW 12th Street
Boynton Beach, Florida 33426

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.



Michael Szrejter



Date

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TALLAHASSEE, FLORIDA