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Requester's Name

Marion Neil  
5155 Imperial Dr.  
New Port Richey, Fl. 34652

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-08/09/01--01078--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

8-23-01  
1000  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 14, 2001

MARION NEIL  
5155 IMPERIAL DR.  
NEW PORT RICHEY, FL 34652

SUBJECT: MARION NEIL & GEORGE TRIMM, INC.  
Ref. Number: W01000018698

We have received your document for MARION NEIL & GEORGE TRIMM, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 245-6995.

Wanda Cunningham  
Document Specialist  
New Filing Section

Letter Number: 201A00046416

*please note Article VII  
Thank You.*

**CERTIFICATE AND ARTICLES OF INCORPORATION  
OF  
MARION NEIL AND GEORGE TRIMM, INC.**

FILED  
01 AUG 23 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby certify that we have associated ourselves together for the purpose of forming a corporation in accordance with the provisions of the laws of the State of Florida, and to that end we here and now subscribe, declare and acknowledge the following to be the articles of incorporation under which we shall act in accordance with the provision of said laws.

**Article I**

**The name of this Corporation shall be:  
Marion Neil & George Trimm, INC.**

**Article II**

The general nature of the business to be transacted by the Corporation shall be as follows:

1) To establish and operate a Martial Arts Academy for the training and teaching of Trimm No Shin Karate Do.

(A) To take, own, receive, Purchase, Hold mortgage, sell, convey, lease, transfer, assign, or otherwise accrue lands or interests in land of any kind whatsoever, and to improve, develop and manage any real estate so acquired, and erect or cause to be erected on any land owned or occupied by the cooperation, buildings or other structures, now or erected on any lands so owned, held or occupied.

(B) To build and construct buildings of every kind and character for residential, commercial, industrial or other purposes, upon lands owned by the cooperation, or in which it has interest, and upon lands owned by others.

(C) To own or otherwise acquire by deed, lease or agreement of any kind, the necessary property, buildings, furnishings, machinery and other equipment necessary or incidental to the business herein enumerated, and for the carrying out of any of the purpose of this cooperation.

(D) To acquire and own, by purchase or lease or manufacture, or otherwise, any personal property deemed necessary or proper or useful in the equipment, furnishing, improvement, development or management of any property real or personal, at any time owned, held or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the cooperation, and to mortgage, pledge, sell, let or otherwise dispose of any personal property at any time owned or held by the cooperation.

**(E) To take, acquire, purchase, own, hold, sell, convey, develop, mortgage, transfer, exchange or otherwise deal in, or dispose of, real estate, or any interest therein, or any kind or character whatsoever and whatever situated.**

**(F) To take, acquire, purchase, own, hold, sell, convey, assign, mortgage, pledge, transfer or dispose of and deal in personal property of every kind and character whatsoever and wherever situated.**

**(G) To buy, own, mortgage, sell, assign, pledge, and deal in notes, stocks, bonds, and commercial securities of all kinds.**

**(H) To borrow money and from time to time, to make, accept, endorse, execute and issue bonds, debenture promissory notes, bills of exchange and other obligations of the cooperation for Moines borrowed or in payment of any such obligations by mortgage, pledge, deed, indenture, agreement or rather instrument of trust, or by other lien upon, assignment of or agreement of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights, or privileges of the cooperation wherever situated, whether now owned or hereafter to be acquired.**

**(I) To Purchase , hold, own and reissue the shares of its capital stock; and to take acquire and hold stock in other cooperation.**

**(J) To do all and everything necessary and proper for this accomplishment of the objects enumerated in this certificate of incorporation, or any amendment thereof, necessary of incidental for the protection or benefit of the cooperation, whether or not such business in similar in nature to the objects set forth in the certificate of incorporation or any amendment thereof. In general, to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, and either alone or in company with others.**

**(K) To have, in addition to the rights and powers herein above specified, all of the rights and powers provided by the general corporation laws of the State of Florida and any and all amendments and additions thereto.**

**(L)The foregoing clauses shall be constructed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this cooperation.**

### **Article III**

The authorized capital stock of this cooperation shall be represented by 1000 shares of \$5.00 par value common stock. All of said stock shall be voting stock and shall be entitled to one vote for each share. Full right and authority is reserved in the corporation to increase the amount of par value common stock, at any time in the manner provided for by the laws of the State of Florida. All stocks of this corporation which is duly authorized to be issued, may be paid for in lawful Moines of the United States of America or by exchange of property, real, personal or mixed, or by personal services, the value of said property or services to be fixed and determined by the directors of the corporation at and before the issuing of said stock, and the stock thus issued and paid for shall be deemed fully paid and non-assessable.

### **Article IV**

The amount of capital with which this corporation shall commence business shall be one hundred dollars (\$100.00).

### **Article V**

This corporation shall have perpetual existence.

### **Article VI**

The principal place of business of this corporation shall be in Port Richey Florida, but it shall have the right and privileges of establishing branch offices at such other place, or places, ether within, or without, the State of Florida, as to the stockholders may deem desirable. The address of the principle office of this corporation shall be: 9743 US highway 19 Port Richey, Florida 34668

### **Article VII**

The register agent for this corporation will be Mr. Marion M Neil  
9743 US Highway 19 Port Richey Florida 34668

*I Marion M. Neil hereby accept  
The duties & responsibilities as the register agent for  
this cooperation.  
3 on this 20 day of  
August 2001.*

## **Article VIII**

The number of directors of this corporation shall be not less than one, nor more than six and said directors shall not necessarily be stockholders. The names and addresses of the first board of Directors who shall hold office until the next regular annual meeting of the stockholders, and until their successors are chose, and who shall have the management and control of this corporation, shall be:

<u>Marion Neil</u>	5155 Imperial Drive New Port Richey, Florida 34652
<u>George R. Trimm</u>	5111 Pleasant place New Port Richey, Florida 34652
Jane Smith	58 Seawanhaka Avenue Nesconset, New York, 11767
<u>Richard Smith</u>	7251 Royal Palm Drive New Port Richey, Florida 34652
Darrel Neil	PO Box 34 Ozona, Fl. 34660

## **Article IX**

Director's meeting shall be held subject to call at such place as designated by the notice. The annual meeting of the stockholders shall be held in November of each year, subject to call by either the president or Secretary, at such place as designated by the notice.

## **Article X**

The name and address of each subscriber hereto and the number of shares of stock which each subscriber agrees to take are as follows:

<u>Marion Neil</u>	5155 Imperial Drive	10 Shares
	New Port Richey, Florida 34652	
<u>George R. Trimm</u>	5111 pleasant place	10 Shares
	New Port Richey, Florida 34652	

For which each subscriber has paid \$5.00 per share.

## **Article XI**

The names and addresses of the officers of this corporation who shall hold offices for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>Marion Neil</u>	<u>5155 Imperial Drive</u>	<b><u>Chairman of the board</u></b>
	New Port Richey, Florida 34652	

<u>George R. Trimm</u>	<u>5111 pleasant place</u>	<b><u>President</u></b>
	New Port Richey, Florida 34652	

Jane Smith	<u>58 Seawanhaka Avenue</u>	
	Nesconset, New York, 11767	<b><u>Secretary</u></b>

<u>Richard Smith</u>	<u>7251 Royal Palm Drive</u>	<b><u>Treasurer</u></b>
	New Port Richey, Florida 34652	

Darryl Neil	<u>PO Box 34</u>	
	Ozona, Fl. 34660	<b><u>Asst. Treasurer</u></b>

## **Article XII**

This corporation reserves for itself the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner and for the purpose as are now provided by law, and all rights which the stockholders have shall exist and be held subject to this reservation.

## **Article XIII**

We, the undersigned, being all of the original subscribers to the capital stock as herein above designated, for the purpose of forming a corporation to do business under the terms and provisions of the Articles of the incorporation as herein above set out, and pursuant to the provision of the general corporation laws of the State of Florida as above specified and referred to, do make and file this our certificate, hereby declaring and certifying that the facts herein stated are true, and we do respectively agree to take the number of shares of stock herein above set out our respective names and accordingly we have hereunto set our respective hands and seals this 4th day of August A.D. 2001

**BOARD OF DIRECTORS:**

Marion M. Neil (SEAL)  
Marion M. Neil  
Director & Chairman of the board  
5155 Imperial Drive  
New Port Richey, Florida 34652

George R. Trimm (SEAL)  
George R. Trimm  
Director & President  
5111 Pleasant Place  
New Port Richey, Florida 34652

Jane M. Smith (SEAL)  
Jane Smith  
Secretary of Neil-Trimm Inc.  
58 Seawanhaka Avenue  
Nesconset, New York, 11767

Richard Smith (SEAL)  
Richard Smith  
Treasurer  
7251 Royal Palm Drive  
New Port Richey, Florida 34652

State of New York  
County of Suffolk

Subscribed to and sworn (or affirmed) before me  
on this 4th August 2001 by

Jane M. Smith provided  
Notary Public

Notary's Signature  
DAWN M. BLANKENHORN  
Notary Public, State of New York  
No. 01BL5013915  
Qualified in Suffolk County  
Commission Expires July 15, 2003

Darrel Neil (SEAL)  
Darrel Neil  
Asst. Treasurer  
PO Box 34  
Ozona, FL 34660

STATE OF FLORIDA  
COUNTY OF Pinellas  
THE FOREGOING INSTRUMENT  
WAS ACKNOWLEDGED BEFORE ME  
THIS 8-6 2001 BY Darryl Neil  
NAME OF PERSON ACKNOWLEDGING  
WHO IS PERSONALLY KNOWN TO ME  
OR WHO HAS PRODUCED FL. D. L.  
TYPE OF IDENTIFICATION AS  
IDENTIFICATION WHO WHO DID  
OR DID NOT TAKE AN OATH

STATE OF FLORIDA  
COUNTY OF pasco

The foregoing instrument was acknowledged before me this  
8-6-01 by Marion M. Neil and George Trimm and Richard Smith  
who is personally known to me, or has produced drivers  
license identification & who did (did not) take an oath.

