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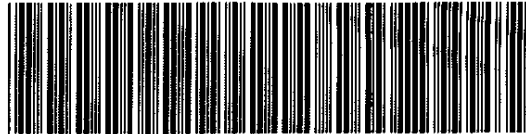
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DIVISION OF CORPORATIONS  
11 JUL 15 AM 11:03

**BRYAN K. McLACHLAN**

*Attorney at Law*

*10823 70<sup>th</sup> Avenue No.  
P.O. Box 7427  
Seminole, FL 33775*

*Telephone  
(727)398-0086  
Facsimile  
(727)398-1896*

July 7, 2011

Florida Department of State  
DIVISION OF CORPORATIONS  
ATTN: Valerie Herring, Regulatory Specialist II  
New Filing Section  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation for Kinney Karate, Inc.  
Ref. Number: W11000035102

Dear Ms. Herring:

Pursuant to your letter of June 30, 2011, a copy of which is attached) enclosed are duplicate original Articles of Incorporation for the above referenced corporation. I have previously submitted the appropriate fee of \$125.00 in payment of same.

If the Articles of Incorporation are in order, would you please cause the certified copy to be returned to the attention of the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,



Bryan K. McLachlan

BKM/ams  
Encs.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 30, 2011

BRYAN K. MCLACHLAN  
10823 70TH AVENUE NORTH  
SEMINOLE, FL 33775

SUBJECT: KINNEY KARATE, INC.  
Ref. Number: W11000035102

We have received your document for KINNEY KARATE, INC. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted the document and fees to form a Florida corporation; however, your name implies you wish to form a limited liability company. The name of a corporation cannot contain a limited liability company suffix. Limited Liability Company, Ltd. Liability Co., and L.L.C. are all limited liability company suffixes. The name of a corporation must contain Corporation, Corp., Incorporated, Inc., Company or Co.

Please correct the suffix or, if you wish to form a limited liability company, submit "Articles of Organization" along with the additional fee(s). Any fees previously submitted with your corporate filing will be applied to your limited liability company filing.

Please return the corrected 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) 245-6962.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 511A00015799

**ARTICLES OF INCORPORATION**

**OF**

**KINNEY KARATE, INC.**

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DIVISION OF CORPORATIONS  
11 JUL 15 AM 11:03

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the *Florida Statutes*, hereinafter referred to as the Corporation, hereby agree to the following:

**ARTICLE I**

**Name and Address**

The name of the Corporation shall be **KINNEY KARATE, INC.**, and its mailing address is 13064 - 66th Street North, P.O. Box 1721, Pinellas Park, FL 34664..

**ARTICLE II**

**Purpose and Powers**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III**

**Purpose and Powers**

Section 1. The Corporation is formed for the purpose of:

(a) To provide karate training; and

(b) Engaging in other lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE IV**  
**Term of Existence**

The Corporation shall have perpetual existence. Corporate existence shall commence on May 10, 2011, the date of execution and acknowledgment of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

**ARTICLE V**  
**Capital Stock**

The authorized capital stock of the Corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

**ARTICLE VI**  
**Preemptive Rights Granted**

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation or securities convertible into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

**ARTICLE VII**  
**Board of Directors**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one Director, whose name and address is as follows:

<u>Name</u>	<u>Address</u>
MICHAEL KINNEY, President	1885 Shore Drive South, #438 So. Pasadena, FL 33707
ELIZABETH KROESEN, Vice President	7974 Sailboat Key Blvd. South #704 So. Pasadena, FL 33709
GARY HOFFMEYER Secretary/Treasurer	6036 2nd Avenue No. St. Petersburg, FL 33710

Section 3. The initial Board of Directors of the Corporation shall consist of three (3) Directors, whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
MICHAEL KINNEY, President	1885 Shore Drive South, #438 So. Pasadena, FL 33707
ELIZABETH KROESEN, Vice President	7974 Sailboat Key Blvd. South #704 So. Pasadena, FL 33709
GARY HOFFMEYER Secretary/Treasurer	6036 2nd Avenue No. St. Petersburg, FL 33710

Section 4. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 5. Directors shall be elected and hold office as provided in the Bylaws.

**ARTICLE VIII**  
**Cumulative Voting**

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

**ARTICLE IX**  
**Bylaws**

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

**ARTICLE X**  
**Amendments**

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

**ARTICLE XI**  
**Registered Office and Agent**

Section 1. The street address of the initial registered office of the Corporation shall be 10823 70th Avenue North, P.O. Box 7427, Seminole, FL 33772.

Section 2. The name and address of the initial registered agent of the Corporation shall be Bryan K. McLachlan, Esq., 10823 70th Avenue North, P.O. Box 7427, Seminole, FL 33772.

**ARTICLE XII**  
**Incorporator**

The name and address of the incorporator is:

Name

Address

MICHAEL KINNEY

1885 Shore Drive South #438  
So. Pasadena, FL 33707

*IN WITNESS WHEREOF*, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 21 day of May, 2011.

  
MICHAEL KINNEY

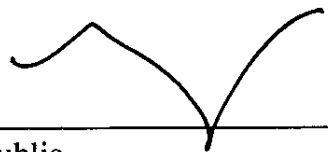
STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 21 day of May, 2011, by **MICHAEL KINNEY**, who ☒ is personally known to me or ☐ has produced ☐ a Florida driver's license or ☐ \_\_\_\_\_ as identification.



BRYAN K. MCLACHLAN  
MY COMMISSION # DD 928986  
EXPIRES: October 26, 2013  
Bonded Thru Budget Notary Services

My Commission Expires:

  
\_\_\_\_\_  
Notary Public (SEAL)

(Print Name of Notary Public on this line)



ACCEPTANCE

I hereby accept to act as initial Registered Agent of KINNEY KARATE, INC., a Florida corporation, as stated in these Articles of Incorporation.



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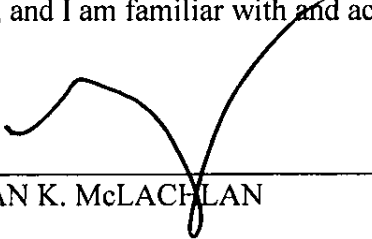
BRYAN K. McLACHLAN

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

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 KINNEY KARATE, INC.
2. The name and address of the registered agent and office is BRYAN K.  
McLACHLAN, ESQ., 10823 70<sup>th</sup> Avenue North, Seminole, FL 33772.

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

  
\_\_\_\_\_  
BRYAN K. McLACHLAN

5.10.11  
\_\_\_\_\_  
Date

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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