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## CONLIN & MAC MAHON, P.A.

P.O. BOX 500097 63 53RD STREET, OCEAN

MARATHON, FLORIDA 33050-0097

JOHN W. CONLIN DERMOT P. MAC MAHON

TELEPHONE (305) 743-7999 FAX (305) 743-7241

\*\*\*\*122.50

August 25, 1997

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

Attention: New Filings

Aikido School of Self Defense of Marathon, Inc. RE:

Dear Corporation Specialist:

Enclosed please find the original and one copy of the Articles of Incorporation for filing with the State of Florida in regard to the above referenced new corporation.

Also enclosed is our firm's check payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Thank you for your assistance in this matter.

Sincerely, Danvil P oras mohen

DERMOT P. MAC MAHON

DPM/pas **Enclosures** 

JN 8/28/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

## <u>FOR</u>

# AIKIDO SCHOOL OF SELF DEFENSE OF MARATHON, INC.

These Articles of Incorporation are signed by the incorporators for the purpose of forming a profit corporation pursuant to Chapter of the Florida Statutes, known as the Florida General Corporation Act.

## ARTICLE I

## NAME OF CORPORATION

The name of the Corporation is AIKIDO SCHOOL OF SELF DEFENSE OF MARATHON, INC.

## ARTICLE II

## PURPOSES

The purpose or purposes for which the corporation is organized are as follows:

The corporation may engage in any and all aspects incidental to the promotion and teaching of the Aikido martial arts self defense or activities ancillary and incidental thereto.

The corporation may engage in any and all lawful activities, or businesses, permitted under the laws of the United States, State of Florida or any other state or country.

The corporation may lease, buy, sell, use, mortgage, improve, and otherwise deal in, and dispose of all such property, real and

personal, as may be necessary or convenient in connection with the business of the Corporation.

The corporation may enter into, make and perform contracts of any kind, with any person, firm, or corporation, municipality, state, country, or dependency thereof.

The corporation may acquire, and make payment therefor in cash or in the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, corporation, or association, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

IN GENERAL, the corporation may to do any and 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, trustees, or otherwise, either alone or in company with others, and to carry on any other business in connection therewith, and to do all things not forbidden and with all the powers conferred upon corporations by the laws of the State of Florida.

## ARTICLE III

#### CAPITAL STOCK

The total authorized capital stock is:

1,000 common shares, with par value of \$1.00

## ARTICLE IV

## VOTING RIGHTS OF STOCKHOLDERS

Each share of common stock shall be entitled to one vote on all matters that may properly come before the corporation. At each meeting for the election of Directors, each stockholder shall have as many votes as the number of shares of common stock owned by him, multiplied by the number of Directors to be elected at such meeting. These votes may be divided among the number of Directors to be elected by the stockholders in such proportion as the holder may desire.

## ARTICLE V

## **DIVIDENDS**

Each share of common stock shall share equally in any dividend, and any whole or partial liquidation of the corporation, voluntary or otherwise. Such dividends may be paid out of any fund legally available for such purpose.

## ARTICLE VI

## STOCK RESTRICTIONS

No stockholder shall sell, offer for sale, or attempt to transfer any of his stock, or mortgage, pledge, hypothecate or otherwise encumber any of his stock, nor shall the corporation be required to transfer any stock on the books of the corporation, except to other stockholders, (unless all the stockholders shall have first consented to such transfer), unless said stockholder shall have first offered his stock, in writing, to the corporation. The Corporation shall have a period of 120 days after such offer within which to elect to acquire the stock at a price equal to the book value of the stock on the date it is offered for sale.

## ARTICLE VII

## REGISTERED CORPORATE OFFICE AND RESIDENT AGENT

The address of the principal office is 11400 Overseas Highway, Suite 105-106, Marathon, FL 33050. The mailing address of the corporation is also at 11400 Overseas Highway, Suite 105-106, Marathon, Florida 33050.

The name of the registered agent is GABRIEL SCAUZILLO, JR., whose address is 11400 Overseas Highway, Suite 105-106, Marathon, FL 33050.

### ARTICLE VIII

## INCORPORATOR

The name and address of the incorporator is as follows:

GABRIEL SCAUZILLO, JR. 11400 Overseas Highway Suite 105-106 Marathon, FL 33050

#### ARTICLE IX

## STOCKHOLDERS PRIVATE PROPERTY

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever, except as otherwise provided by statute.

## ARTICLE X

## **AMENDMENTS**

The corporation reserves the right to alter, amend, or repeal any provisions contained herein, and all right and powers herein conferred on the directors and stockholders herein are granted subject to this reservation.

### ARTICLE XI

## SECTION 1244 INTERNAL REVENUE CODE

The capital stock of the corporation shall be issued in accordance with a written plan whereby such stock shall qualify as "Section 1244 Stock" under Section 1244, of the United States Internal Revenue Code, and the corporation shall qualify as a "Small Business Corporation" under said Section 1244.

These Articles of Incorporation are hereby executed this 20th day of August, 1997.

GÅBRIEL SCAUZILLO, JF

**ACKNOWLEDGMENT** 

STATE OF FLORIDA)

)ss.

COUNTY OF MONROE)

I HEREBY CERTIFY that GABRIEL SCAUZILLO, JR., who is personally known to me, personally appeared before me and acknowledged before me that he is the Incorporator of AIKIDO SCHOOL OF SELF DEFENSE OF MARATHON, INC., a Florida corporation; that he executed the foregoing Articles of Incorporation for and on behalf of said corporation, and that the statements contained therein are true and correct.

WITNESS my hand and official seal in the State of Florida and County aforesaid, this 20 day of August, 1997.

Merot P. Men orale

My commission expires:

DERMOT P. MACMAIK
Notary Public, State of FloridMy Comm. expires Aug. 27, 1999
No. CC 491674
Bonded Thru Cliffidal Riesery Serbirs
1-(800) 723-0121

## ACCEPTANCE BY REGISTERED AGENT

The undersigned, the designated resident agent for this corporation, hereby acknowledges that he is familiar with, and accepts the duties and responsibilities as registered agent for said corporation.

GABRIEL SCAUZILLO, JR. 11400 Overseas Highway

Suite 105-106

Marathon, FL 33050

DATED: <u>20</u> August 1997

FILED

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SECRETARY OF STATE