

Charter Number Only

PA 7000101345

Requestor's Name  
Amador Cruz, Esq.

Address  
1740 Coral Way

City  
Miami, FL 33145

State ZIP Phone

860-0850B

VALIDATION ONLY

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-12/02/97--01039--026  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

SHOTOKAN KARATE ASSOCIATION, INC.



Empire Toll Free: 1-800-432-3028

FILED  
97 DEC -2 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 DEC -2 AM 10:18  
DIVISION OF CORPORATION

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| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation        | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies       | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem    | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Will Wait          | <input type="checkbox"/> Mail Out                   |
| <input checked="" type="checkbox"/> Walk In        | <input checked="" type="checkbox"/> Pick Up |   |

Name	
Availability	
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Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

Certified Copy

ARTICLES OF INCORPORATION OF SHOTOKAN KARATE ASSOCIATION, INC.

I, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I  
NAME AND ADDRESS OF CORPORATION

The name and address of the corporation shall be: SHOTOKAN KARATE ASSOCIATION, INC., Shotokan Karate Center, 1431-B Alton Road, Miami Beach FL 33139.

ARTICLE II  
DURATION OF CORPORATION

The duration of the Corporation is perpetual.

ARTICLE III  
PURPOSE

The corporation may engage in any activity or business permitted under the Laws of the United States of America and/or the State of Florida, as well as the laws of any foreign nation.

ARTICLE IV  
AUTHORIZED CAPITAL

The aggregate number of shares which the Corporation is authorized to issue is 2,500. Such shares shall be Common Stock of a single class and shall have \$1.00 par value.

ARTICLE V  
RIGHT OF TRANSFERABILITY

The Shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

ARTICLE VI  
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be: AMAURY CRUZ, 1740 Coral Way, Miami, FL 33145.

The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

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ARTICLE VII  
DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time. The names and address of each person who are to serve as members of the Initial Board of Directors are:

FRANCISCO HERRERA, Shotokan Karate Center, 1431-B Alton Road,  
Miami Beach FL 33139.

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until his successor is elected and qualified or appointed, or until his earlier resignation, removal from office, or death, whichever occurs first.

ARTICLE VIII  
INCORPORATORS

The name and address of each incorporator to these Articles of Incorporation is:

FRANCISCO HERRERA, Shotokan Karate Center, 1431-B Alton Road,  
Miami Beach FL 33139.

ARTICLE IX  
AMENDMENT OF BY-LAWS

The By-Laws of this Corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE X  
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI  
INFORMAL ACT OF DIRECTORS

If all the Directors severally or collectively consent, in

writing, to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII  
MEETING

The Corporation may hold its meetings of Stockholders and/or Directors either within or without the State of Florida.

ARTICLE XIII  
STOCKHOLDER'S AGREEMENTS

When any written agreement is made between Stockholders of the Corporation which involves the interests of the Corporation, such agreement shall be binding upon the Corporation provided a copy of same shall be filed with the Corporate Minutes. Thereafter, said agreement shall be recognized and observed by the Officers, Directors, and Agents of the Corporation.

Agreements between Stockholders shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, a written instrument, signed by the persons who originally created such Stockholder's agreement (or their successors in ownership, providing such succession shall have been accomplished in accordance with the terms of the Stockholder's agreements) consenting to the revocation and cancellation of the agreements among the Stockholders.

ARTICLE XIV  
INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, Partnership, Joint Venture, Trust, or other enterprise, against expenses (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action, or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors (subject to

approval by a majority of Stockholders) that indemnification is proper in the particular circumstances.


Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent, to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

The Corporation shall also indemnify any Director, Officer, employee, or agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in defense of any claim, issue, or matter of therein, against all expenses, including attorneys' fees and costs, actually and reasonably incurred by his or her in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent, met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any Resolution or Agreement duly adopted by a majority of Stockholders.


IN WITNESS WHEREOF, the undersigned, as Incorporator(s), have executed the foregoing Articles of Incorporation on the 26th day of November, 1997.

  
Francisco Herrera, Incorporator

DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

THAT SHOTOKAN KARATE ASSOCIATION, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, in Miami Beach, County of Dade, State of Florida, has named AMAURY CRUZ as its Agent to accept Service of Process within this State.

  
Francisco Herrera, Incorporator

DATE: November 26, 1997

ACKNOWLEDGMENT

Having been made to accept Service of Process for the above-named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

  
Amaury Cruz, Registered Agent

IN WITNESS THEREOF, the Incorporator has hereunto subscribed this name, on September 26, 1997.

  
FRANCISCO HERRERA, Incorporator

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