

P98000090468

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Center of Life Martial
Arts Inc.

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*****70.00 *****70.00

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CLM. DIVISION OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: ED

Name _____

Date 10-23-98

Time 11:00

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File Photo
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
☒ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

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5. Payment OCT 23 1998

ARTICLES OF INCORPORATION

OF

**CENTER OF LIFE MARTIAL ARTS, INC.,
a Florida corporation**

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is Center of Life Martial Arts, Inc.

ARTICLE II

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV

The Corporation is authorized to issue One Thousand (\$1,000.00) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the Corporation is 118 Kirtland Drive, Naples, Florida 34110 and the name of its initial Registered Agent at such address is Richard J. Joudrey. The principal office of the corporation is located at 12820 Tamiami Trail N, Ste. 3, Naples, Florida 34110.

ARTICLE VI

The Corporation shall have at least one (1) Director. The initial Board of Directors of the Corporation shall be comprised of two (2) Directors whose names and addresses are:

Richard J. Joudrey
118 Kirtland Drive
Naples, Florida 34110

Deborah Joudrey
118 Kirtland Drive
Naples, Florida 34110

ARTICLE VII

The name and address of the incorporator is:

Richard J. Joudrey
118 Kirtland Drive
Naples, Florida 34110

ARTICLE VIII

These Articles of Incorporation may be amended by the assent of fifty-one percent (51%) of the shareholders of the Corporation.

ARTICLE IX

The powers of the Corporation shall be as follows:

1. To engage in any activity or business authorized under the Florida General Corporation Act or Florida Statutes including, but not limited to, the operation of a martial arts instruction studio and related retail supply sales.
2. In general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers or purposes herein set forth, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or purposes or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
5. To indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.
6. To do all acts necessary or reasonable to effectuate the provisions of the Bylaws of this Corporation.

ARTICLE X

The Corporation may be dissolved with the assent of not less than fifty-one percent (51%) of the shareholders.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 21 day of October, 1998.

INCORPORATOR:

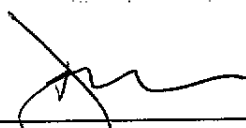


Richard J. Joudrey

STATE OF FLORIDA)
)SS:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 21st day of October, 1998, by Richard J. Joudrey who () is personally known to me, or who X has produced FDL# J360-750-55- as identification.

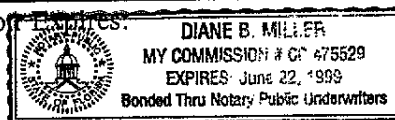
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NOTARY PUBLIC

Name: _____

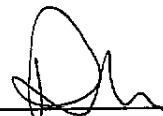
My Commission Expires: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

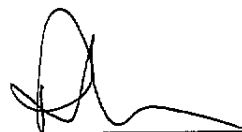
In compliance with Section 607.0501, Florida Statutes, the following is submitted: That Center of Life Martial Arts, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Collier County, State of Florida, has named Richard J. Joudrey, as its agent to accept service of process within Florida.

CENTER OF LIFE MARTIAL ARTS, INC., a
Florida corporation

By: 
Richard J. Joudrey, Incorporator

Date: October 21, 1998

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Richard J. Joudrey

Date: October 21, 1998

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