

## TRANSMITTAL LETTER

P9900031776

FILED  
99 APR -2 PM 1:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDADepartment of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314400002827674--5  
-04/02/99--01027--003  
\*\*\*\*131.25 \*\*\*\*\*87.50SUBJECT: FLORIDA TRADITIONAL KARATE ASSOCIATION, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee☐ \$78.75  
Filing Fee  
& Certificate☐ \$122.50  
Filing Fee  
& Certified Copy☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ANTONIO ROSA & Myrtelina Soto  
Name (Printed or typed)109 NORTH KROME AVE.  
AddressHOMESTEAD FL 33030  
City, State & ZipAntonio Rosa (305) 258-7450  
Daytime Telephone number  
GAVE

AUTHORIZATION BY PHONE TO

CORRECT Verified thatDATE CORP IS TO BE PROFITDOC. EXAM. PA

NOTE: Please provide the original and one copy of the articles.

2099-7989  
4/7/99



**ARTICLES OF INCORPORATION  
OF  
FLORIDA TRADITIONAL KARATE ASSOCIATION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, for the purposes of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
THE NAME OF THIS CORPORATION SHALL BE:**

FLORIDA TRADITIONAL KARATE ASSOCIATION, INC.

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

**ARTICLE II  
PRINCIPAL OFFICE**

The initial street address of the principal office of this corporation in the State of Florida shall be:

109 North Krome Avenue  
Homestead, Florida 33030

The Board of Directors may, from time to time, move the principal office to any other address to which it seems pertinent in the interest of the corporation, either within or without the State of Florida.

**ARTICLE III  
SHARES**

This corporation is authorized to issue par value voting common stock as described below, and none other:

Maximum Number of Shares	50,000
Par Value Per Share	\$.01

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.



Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

#### **ARTICLE IV INITIAL REGISTERED AGENT**

The resident and registered agent shall be:

Myrtelina Soto  
109 North Krome Avenue  
Homestead, Florida 33030

#### **ARTICLE V INCORPORATOR**

The incorporator to the Articles of Incorporation are:

Antiono Rosa  
109 North Krome Avenue  
Homestead, Florida 33030

#### **ARTICLE VI CAPITAL**

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred and No/100 Dollars (\$500.00)

#### **ARTICLE VII DIRECTORS**

This corporation shall have two (2) directors initially. The Stockholders may, from time to time and at any time, raise or lower the number of directors of this corporation by so providing in the By-Laws of the corporation or by amending the By-Laws of the corporation, provided that there shall always be at least one director and said director need not be a citizen of the United States of America.

#### **ARTICLE VIII INITIAL DIRECTORS**

The name and street address of the first directors shall be as follows:

Antiono Rosa  
109 North Krome Avenue  
Homestead, Florida 33030

Myrtelina Soto  
109 North Krome Avenue  
Homestead, Florida 33030



**ARTICLE IX  
PREEMPTIVE RIGHTS**

No holder of stock of any class of this corporation (or any subscriber) shall be entitled as of right, merely because he is a shareholder, to purchase any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right to purchase stock of the corporation; by any such unissued stock or such issued of new stock or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firms, corporation or associations, and upon such terms as the Board of Directors may, in its absolute discretion, determine without offering to the stockholders then of record, of any class, any thereof, on the same terms of on any terms, with all preemptive or preferential right of purchase of every kind being waived by each and every stockholder.

**ARTICLE X**

1. The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either stockholder or the directors. The Stockholders may amend, alter or repeal by Bylaw adopted by the stockholders, and the directors may not adopt By-Laws that would be in conflict with the By-Laws adopted by the stockholders.

2. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objections at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be deemed present at a meeting of such Board of Directors if a conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.

3. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or party by reason of his being or having been a director or officer of the corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of this duty as such officer or director.








By: Myrtelina Soto, Registered Agent

Date \_\_\_\_\_

**NOTARY PUBLIC**  
**STATE OF FLORIDA**



**OFFICIAL NOTARY SEAL**  
**SHELIA E DOVE**  
**COMMISSION NUMBER**  
**CC723512**  
**MY COMMISSION EXPIRES**  
**MAR. 9, 2002**

FILED  
99 APR -2 PM 1:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA