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LAW OFFICES OF  
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JOHN D. SPEAR  
BOARD CERTIFIED REAL ESTATE ATTORNEY  
JAMES E. KERR

(941) 947-1102  
FAX (941) 947-5055

April 1, 1999

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

300002829163--8  
-04/05/99--01089--017  
\*\*\*122.50 \*\*\*\*\*78.75

RE: SAN CARLOS TAE KWON DO, INC.

Dear Sir or Madam:

Enclosed are two originals of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,

John D. Spear

JDS/sav

Enclosures

FILED  
99 APR -5 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
4-8-99

**FILED**  
99 APR -5 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**SAN CARLOS TAE KWON DO, INC.**

The undersigned incorporators, natural persons competent to contract, hereby form and establish a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation is **San Carlos Tae Kwon Do, Inc.**

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV. TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

**ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation shall be located at the following address:

8024 Alico Rd., Alico Plaza, B2  
Ft. Myers, FL 33912

The mailing address of the Corporation is as follows:

8024 Alico Rd., Alico Plaza, B2  
Ft. Myers, FL 33912

**ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

Susan J. Foanio  
17408 Braddock Road  
Ft. Myers, FL 33912

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE VII. BOARD OF DIRECTORS**

The Corporation shall have three (3) directors initially. The number of directors may be decreased or increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VIII. INITIAL DIRECTORS**

The name of the initial directors of this Corporation and their street addresses are:

Richard L. Thomas  
17565 Homewood Road  
Ft. Myers, FL 33912

Jack C. Scott  
PO Box 1172  
Estero, FL 33928

Jamie A. Fitzgerald  
20821 Coconut Drive  
Estero, FL 33928

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

Susan J. Foanio  
17408 Braddock Road  
Ft. Myers, FL 33912

James J. Tous  
11340 Zellner Lane  
Ft. Myers, FL 33908

Alan R. Bradford  
18542 Rosewood Road  
Ft. Myers, FL 33912

Richard L. Thomas  
17565 Homewood Road  
Ft. Myers, FL 33912

Jack C. Scott  
PO Box 1172  
Estero, FL 33928

Jamie A. Fitzgerald  
20821 Coconut Drive  
Estero, FL 33928

ARTICLE X. AMENDMENT

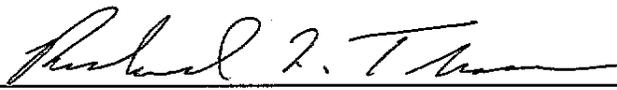
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and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

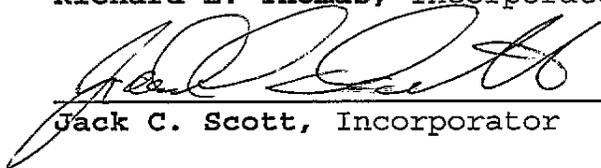
IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this 31st day of March, 1999.

  
\_\_\_\_\_  
Susan J. Fozario, Incorporator

  
\_\_\_\_\_  
James J. Tous, Incorporator

  
\_\_\_\_\_  
Alan R. Bradford, Incorporator

  
\_\_\_\_\_  
Richard L. Thomas, Incorporator

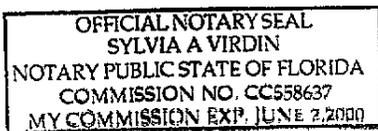
  
\_\_\_\_\_  
Jack C. Scott, Incorporator

  
\_\_\_\_\_  
Jamie A. Fitzgerald, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of March 1999, by Susan J. Foanio, James J. Tous, Alan R. Bradford, Richard L. Thomas, Jack C. Scott, and Jamie A. Fitzgerald. They are personally known to me or have produced driver's licenses as identification.



Sylvia A. Virdin  
Signature of Notary Public

SYLVIA A. VIRDIN

Printed Name of Notary Public

Commission Expires:

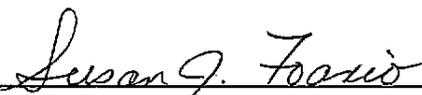
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS SHALL BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **SAN CARLOS TAE KWON DO, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at **LEE** County, State of Florida, has named **SUSAN J. FOANIO** as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named 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.

  
\_\_\_\_\_  
**SUSAN J. FOANIO**  
REGISTERED AGENT

**FILED**  
99 APR -5 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA