



Department of State

**CERTIFICATE OF INCORPORATION
OF**

INTERNATIONAL CULTURAL EXCHANGE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of INTERNATIONAL CULTURAL EXCHANGE, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated June 3, 1988.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

JUN 3 10 50 AM '88

INTERNATIONAL CULTURAL EXCHANGE, INC. SECRETARY OF STATE

The undersigned, who are citizens of the United States, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for said corporation and do hereby certify:

FIRST

The name of the corporation is International Cultural Exchange, Inc.

SECOND

The corporation is a non-profit corporation. Said corporation is organized exclusively for, and will be operated exclusively for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of The Internal Revenue Code, or corresponding section of any future tax code.

THIRD

The period of duration is perpetual.

FOURTH

This corporation is organized for the following purposes:

- A. To establish a permanent center to cultivate and nurture human development by offering a broad spectrum teaching program in the practice of Aikido and similar harmonious arts.
- B. To serve the community by promoting self-awareness and human potential through the practice and training of Aikido; catering to the needs of the physically challenged, as well as children and adults from all walks of life.
- C. To engage in any activity conducive to the attainment of the purposes of this corporation.
- D. To engage in any or all lawful purposes for which the corporation may be incorporated under the Idaho Nonprofit Corporation Act.

FIFTH

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two above. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on the behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

SIXTH

The place in the state where the principal office of the corporation is to be located is in the city of Boise, Ada County, Idaho. The location of the initial registered office of the corporation is 2100 Ridgpoint Way, Boise, Idaho, and the name of its initial registered agent is J. Chris Kantarian.

SEVENTH

The corporation shall have members with eligibility requirements and rights of membership set forth in the bylaws. The number of directors and incorporators constituting the initial board of directors is seven(7) and the names and addresses of the persons who are to serve until time of resignation or end of tenure as determined by the bylaws are as follows:

- | | |
|-----------------------|--------------------------------------|
| 1) Robert Baxter | 1005 N. 9th Apt.6, Boise, ID 83707 |
| 2) William Misson | 1119 Blanca, Boise, ID 83709 |
| 3) J. Chris Kantarian | 2100 Ridgpoint Way, Boise, ID 83712 |
| 4) William Kelley | 1028 Denver Ave, Boise, ID 83706 |
| 5) Dennis Dean | 1014 Thatcher, Boise, ID 83702 |
| 6) Robert E. Vestal | 1905 Montclair Dr., Boise, ID 83702 |
| 7) Jackie L. Smith | 1256 Shenandoah Dr., Boise, ID 83712 |

EIGHTH

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Tax Code, or corresponding section of any future code or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed shall be disposed of by the Court of Common Pleas of Ada County exclusively for such purposes or to such organizations as said court shall determine.

NINTH

The board of directors is expressly authorized to alter, amend or repeal bylaws and adopt and create new bylaws and policy.

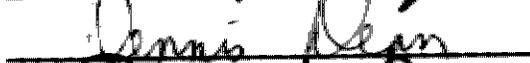
In WITNESS WHEREOF, We have hereunto set our hands and seals this 3rd day of June, 1988.

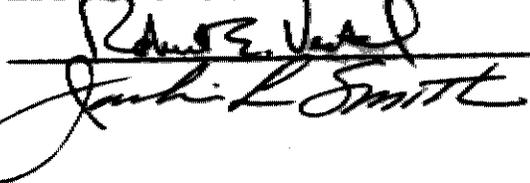


William W. Mission


J. Chris Lauterbach


William Kelly


Dennis Dean


Robert E. Venter


Jacob L. Smith