

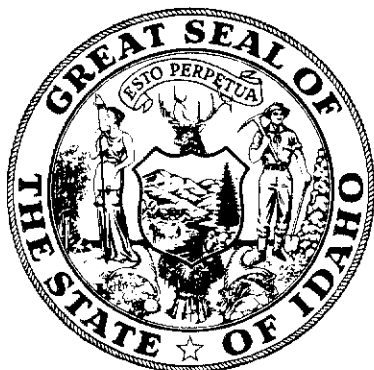
CERTIFICATE OF INCORPORATION  
OF

JEROME MARTIAL ART ACADEMY, 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 JEROME MARTIAL ART ACADEMY, 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 May 26, 19 87.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

THAT I, the undersigned, a natural person of full age, citizen and resident of the United States of America, acting as incorporator of a corporation formed under, and pursuant to the provisions of the Idaho Non-Profit Corporation Act, Idaho Code Title 30-301, et seq., do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

ARTICLE I.

The name of the Corporation is, and shall be:

JEROME MARTIAL ART ACADEMY, INC.

ARTICLE II.

The Corporation is formed as a non-profit corporation and shall be operated as such at all times.

ARTICLE III.

That the purposes for which the Corporation is formed, and for which the Corporation shall be conducted and operated, shall be as follows:

1. To foster the teaching and practice of Wun Hop Kuen Do and other martial arts.

2. To promote self-control and discipline, physical conditioning, personality and character development through the teaching of Wun Hop Kuen Do and other martial arts, and their related teachings and practices.

3. To educate the public concerning the physical, intellectual and emotional benefits to be derived through the learning of Wun Hop Kuen Do and other martial arts, and the related principals and practices.

4. To transact any or all other lawful business necessarily incidental to, or related to, the primary purposes which have been previously stated.

5. To transact any or all other lawful business for which corporations may be incorporated under the Idaho Non-Profit Corporation Act, Idaho Code §30-301 et seq.

#### ARTICLE IV.

The initial registered address of the Corporation shall be:

521 12th Ave. East  
Jerome, Idaho 83338

#### ARTICLE V.

The registered agent at the address shown above shall be:

Dale Shropshire

#### ARTICLE VI.

The duration of the Corporation shall be perpetual, until terminated in accordance with these Articles, the By-Laws of the Corporation, or other provisions of law.

#### ARTICLE VII.

This Corporation shall be authorized to issue 500 shares of capital stock, with each share of stock having

a par value of \$1.00. Stock shall be issued to such persons as may be qualified from time to time in accordance with these Articles of Incorporation and the By-Laws of the Corporation, and upon the vote of the Board of Directors.

#### ARTICLE VIII.

The Corporation does not contemplate any activity for pecuniary gain or profit to the members thereof, and does not organize, nor will it be conducted, for the purpose, either directly or indirectly, of fixing the price or regulation of the product of any article of commerce.

#### ARTICLE IX.

The government of this Corporation and the management of its affairs shall be vested in a Board of Directors consisting of at least One (1) member. The exact number of Directors, their qualifications, terms of office, manner of election, and powers and duties, shall be fixed and may be altered from time to time by the By-Laws of the Corporation.

#### ARTICLE X.

The name and address of the person serving as the initial Board of Directors of the Corporation, who shall serve until the first meeting of members, and who shall also serve as the Incorporator of the Corporation, shall be:

Dale Shropshire - 521 12th Ave. East - Jerome, ID 83338

#### ARTICLE XI.

These Articles of Incorporation may be altered or amended by a two-thirds (2/3) vote of all members of the

Corporation present at any regular meeting, or any special meeting called for that purpose, provided that a quorum, as specified by the By-Laws of the Corporation, be present.

#### ARTICLE XII.

The date and place of the annual meeting of the Corporation shall be fixed by the By-Laws of the Corporation.

#### ARTICLE XIII.

Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, if any there be, the remaining assets of the Corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes, and which has been established as an exempt organization within the meaning of §501-C(3) of the United States Internal Revenue Code. The exact distribution of any such funds within the scope expressed in this paragraph shall be by majority vote of the then serving Board of Directors.

#### ARTICLE XIV.

The Corporation contemplates issuing memberships, which shall be non-voting, to such members who may qualify for membership in the Corporation in accordance with these Articles of Incorporation and the adopted By-Laws of the Corporation.

IN WITNESS WHEREOF, I, the incorporator of JEROME  
MARTIAL ART ACADEMY, INC., have set my hand this 22 day  
of May, 1987.

*Dale Shropshire*  
DALE SHROPSHIRE

STATE OF IDAHO            )  
                                  ) ss.  
County of Jerome        )

On this 22<sup>nd</sup> day of May, 1987, before me, the undersigned,  
a Notary Public in and for said County and State, personally  
appeared DALE SHROPSHIRE, known to me to be the person whose  
name is subscribed to the within and foregoing instrument,  
and acknowldged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
seal, the day and year in this certificate first above written.

*Robin D. White*  
NOTARY PUBLIC for Idaho  
Residing at Jerome, Idaho  
Comm. expires: 12-19-88