

CERTIFICATE OF INCORPORATION
OF

CANYON COUNTY SHORIN-RYU KARATE CLUB, INC.

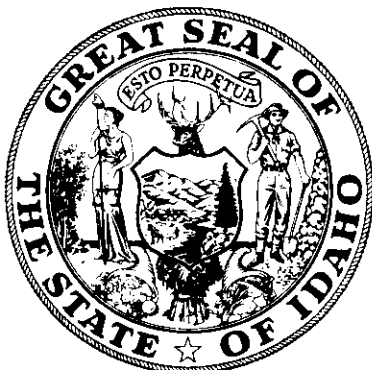
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

CANYON COUNTY SHORIN-RYU KARATE CLUB, 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 February 13, 19 85.



SECRETARY OF STATE

Corporation Clerk

Articles of Incorporation

of the
Canyon County Shorin-Ryu Karate Club, Inc.
1016 N. Middleton Road
Pampa, Idaho 83651

Know all people by these present:

That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a non-profit cooperative association as a corporation, for purposes hereafter stated, do certify as follows;

Article I: Name

The name of this corporation shall be the Canyon County Shorin-Ryu Karate Club, Inc.

Article II: Purposes

The purposes for which said corporation is organized and incorporated are and shall be:

1. To promote interest in and provide standardized instruction in the art and science of Shorin-Ryu Karate-Do, a particular style of Karate originating in the Okinawan islands of Japan.
2. To maintain an educational link with the traditional Shorin-Ryu practice of technique, attitude, and philosophy as taught and espoused by the current Grand Master of Okinawan Shorin-Ryu.
3. To further instruction in the following principles of Karate as an art:
 - a. Karate as a systematic practice of techniques for self defense and only as self defense;
 - b. Karate as a systematic method of physical fitness;
 - c. Karate as a systematic discipline for the development of character and self-esteem;
4. To receive membership fees from members and to receive gifts and grants of money and property of every kind and to administer and distribute said money and property and take whatever actions are necessary and proper for the accomplishment of the above educational purposes.
5. To solicit funds in the form of money and property, and to authorize solicitation by others of funds in the form of money and property; said funds received by such solicitations to be administered and distributed for the purposes set forth hereinabove;
6. To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation for the purposes for which this corporation is organized.
7. To enter into, make, perform, and carry out contracts of every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state, or government, or any subdivision, district, or department of any state, or government, or municipality and to engage in association with other corporations, partnerships, associations, and individuals in joint educational activities;

8. This shall be a non-profit, non-stock, cooperative association corporation.

Article III-Government

1. Voting members of this corporation shall consist of those active adults (18 years and above) who have completed the requirements for the rank of gold belt or above and one parent of each of those juvenile members (17 years or less) who have done the same. Active members to be defined as those members or their children who have attended at least eight training sessions in the last month before any meeting;
2. Active members shall meet annually to elect five voting members to serve on the Board of Directors. The Board of Directors to consist of a chairman, vice chairman, treasurer, secretary, and one other member;
3. It shall be the function of this board to administer all business and financial affairs of the corporation including the setting of fees for instruction and testing and all allocation of club assets. The board shall also make an accounting of all such affairs to the members at a monthly meeting. This function will be exercised by a majority vote of the members of the board;
4. Any member of the board may be removed by a two-thirds vote of a quorum of the membership. This quorum shall consist of no less than half the membership. This vote may be called for at any monthly meeting by the combined petition of three voting members;
5. In addition to the Board of Directors, there shall exist a second committee called the Educational Standards Committee. This committee shall consist of no less than three and not more than five members. Membership of this committee shall include the chief instructor and members nominated by rank by the chief instructor;
6. The purpose of the Educational Standards Committee is to provide input to the chief instructor on the quality of instruction and in the creation of rules of conduct within the dojo (school) and to assist in rank testing. This committee is advisory in nature. All Decisions on above areas are the province of the chief instructor. This committee shall meet a minimum of once a month.

Article IV-Duration

The duration of this corporation is perpetual.

Article V-Initial Registered Agent

Initial Registered Agent - Patrick McShane
1016 N. Middleton Road
Nampa, Idaho 83651

Article VI-Board of Directors/Incorporators

Patrick McShane
1016 N. Middleton Road
Nampa, Idaho 83651

Melvin Davis
201 2nd Ave., West
Middleton, Idaho 83644

Carole Gillespie
Route 3, Box 357
Caldwell, Idaho 83605

Dane Lyons
Route 1, Box 388
Middleton, Idaho, 83461

Katherine Hamlett
2009 Stewart Court
Nampa, Idaho 83651

Katherine d. Hamlett

Carole Gillespie