



NOV - 9 2005

FILE NO- 1241420-4

**ARTICLES OF INCORPORATION
OF A TAX-EXEMPT
ARIZONA NON-PROFIT CORPORATION**

1. The name of the corporation is **Northern Arizona Martial Arts School of Chung Do Kwan, Incorporated.**

2. The purpose for which the corporation is organized is education, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future federal tax code), through the teaching of traditional Chung Do Kwan Tae Kwon Do.

3. The character of affairs of the corporation will be fostering the physical growth, psychological growth, spirit, self discipline, respect for others and self, physical and mental focus, and self confidence of its youth and adult students in the community through the teaching of traditional Chung Do Kwan Tae Kwon Do. The corporation will present formal instruction as its primary function. In doing so, the corporation will have: a regularly scheduled curriculum; a regular faculty of qualified instructors; a regularly enrolled student body; and a place where its educational activities are regularly carried on.

4. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph 2. No part of the activities of the corporation shall be the 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 behalf of any candidate for public office. Notwithstanding any other provision 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 of 1986, (or the corresponding provision of any future United States Internal Revenue Laws) or; (b) by a corporation, contributions to which are deductible under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Laws).

5. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such other organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the

Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

6. Board of Directors. The initial Board of Directors shall consist of 3 directors. The names and addresses of the persons who are to serve as the directors until their successors are elected and qualify are:

| | |
|----------------------------|-------------------------------|
| Lou Blazquez | Lisa Ganey |
| P.O. Box 18637 | 3141 S. Walkup |
| Munds Park, Arizona 86017; | Flagstaff, Arizona 86001; and |

Brad Bransky
1690 W. Sunshine Dr.
Flagstaff, Arizona 86001.

The number of persons to serve on the Board of Directors thereafter shall be fixed by the bylaws.

7. Known Place of Business. The street address of the known place of business of the corporation is:

1690 W. Sunshine Dr.
Flagstaff, Arizona 86001.

8. Statutory Agent. The name and address of the statutory agent of the corporation is:

Brad Bransky
1690 W. Sunshine Dr.
Flagstaff, Arizona 86001.

9. Incorporators. The names and addresses of the incorporators are:

| | |
|----------------------------|-------------------------------|
| Lou Blazquez | Lisa Ganey |
| P.O. Box 18637 | 3141 S. Walkup |
| Munds Park, Arizona 86017; | Flagstaff, Arizona 86001; and |

Brad Bransky
1690 W. Sunshine Dr.
Flagstaff Arizona 86001.

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

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10. DISCRIMINATION: The corporation will not practice or permit discrimination on the basis of sex, age, race, color, national origin, ethnicity, religion, or physical handicap or disability.

11. The corporation will not have members.

EXECUTED this 7 day of NOVEMBER, 2005, by all of the incorporators.

Signed: _____

Lou Blazquez

Lisa Ganey

Brad Bransky

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 7 day of NOVEMBER, 2005.

Signed: _____

Brad Bransky

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

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Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

NORTHERN ARIZONA MARTIAL ARTS
SCHOOL OF CHUNG DO KWAN, INCORPORATED
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any other corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is DECEMBER 31ST (START UP DATE IS JAN 1ST, 2006)

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY x [Signature] DATE 11/5/08
TITLE DIRECTOR/PRESIDENT
LOU DIAZQUEZ
BY x [Signature] DATE 11/5/05
TITLE DIRECTOR/TREASURER
BRAD BRANSKY

BY x [Signature] DATE 11/5/08
TITLE DIRECTOR/VICE PRESIDENT-SECRETARY
LISA GANER
BY _____ DATE _____
TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four Incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

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November 8, 2005

Northern Arizona Martial Arts
School of Chung Do Kwan
C/O Brad Bransky
1690 W. Sunshine Dr.
Flagstaff, Arizona 86001

Corporations Division
Arizona Corporation Commission
400 W. Congress
Tucson, Arizona 85701

Re: NONPROFIT ARTICLES OF INCORPORATION

To: Corporate Filings

Enclosed please find our Certificate of Disclosure, signed by all incorporators, a check for forty dollars (\$40), and an original plus two (2) copies of our Articles of Incorporation.

Please be advised that we of Northern Arizona Martial Arts School of Chung Do Kwan, Inc., have selected the date of December 31st to be our Fiscal Date. We intend to commence operations on January 1st, 2006, with our first fiscal year ending December 31st, 2006. We understand that an Annual Report will be due in the fourth month following the close of our fiscal year, and that the Corporation Commission will mail our corporation an Annual Report that must be fully completed and returned to the Commission with the appropriate fees once each year. We also understand that failure to return a complete and accurate Annual Report may result in our corporation's administrative dissolution.

The corporate address shall be: Northern Arizona Martial Arts
School of Chung Do Kwan, Inc.
C/O Brad Bransky
1690 W. Sunshine Dr.
Flagstaff, Arizona 86001

Please return filed copies to the above address.

Sincerely,

Brad Bransky