

ARTICLES OF INCORPORATION DENVER DOJO INC

The undersigned persons do hereby associate ourselves together for the purpose of forming a nonprofit corporation, pursuant to the provisions of the Colorado Revised statutes, Title 7, articles 121-137.

Article I

The name of the corporation shall be Denver Dojo Inc. The principal address of the corporation shall be 719 Mariposa St, Denver, CO 80204.

Article II

The period of duration of said corporation shall be perpetual.

Article III

Said corporation is organized and shall be operated exclusively for charitable, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article IV

The business and purpose of the corporation shall be to teach Olympic style Judo and provide training for and promote amateur competition in Olympic style Judo.

Article V

The registered agent of said corporation shall be James E Carmer, and the registered office of the corporation in Colorado is 719 Mariposa St, County of Denver, State of Colorado, 80204.

Article VI

The name and address of the incorporator of said corporation is as follows: Denver Dojo Inc, 719 Mariposa St, Denver, CO 80204

Incorporator: James Carmer, 2085 S Acoma St., Denver CO 80223

Article VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article Third hereof. No substantial part of the activities of the corporation shall be the carrying 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 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article VIII

Upon the 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 of the assets of the corporation exclusively for the purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

Article IX

The number of directors constituting the initial board of directors shall be 5. The names and addresses of the persons who are to serve as initial directors shall be as follows:

Mr. James Carmer – 2085 S. Acoma St. Denver CO 80223
Ms. Jessica Lockfeld – 2085 S. Acoma St. Denver CO 80223
Dr. Adam Thom
Mr. Scott Moore
Ms. Heidi Moore

Article X

The corporation shall not have members.

Article XI

Subject to the limitations contained in these Articles of Incorporation, and to the provisions of law requiring corporate action to be exercised, authorized, or approved by the members of the corporation, all the lawful powers of the corporation shall be vested in and exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be conducted and controlled by such board.

Article XII

The corporation shall indemnify any director, officer, or former director or officer of the corporation or any person who may have served at its request against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been an officer or director of the corporation, except in relation to matters as to which he or she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the corporation.

Article XIII

The articles may be amended in the manner provided under the Colorado Nonprofit Corporation Act in effect at the time of amendment, and as prescribed by the corporate by-laws.

Article XIV

The initial by-laws of the corporation shall be adopted by the board of directors. The powers to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of directors.

Signed and accepted at the ARTICLES of INCORPORATION for DENVER DOJO INC
this 1st day of June 2005.:

Chairman: Mr. James E Carmer _____

Member: Ms. Jessica Lockfeld _____

Member: Dr. Adam Thom _____

Member: Mr. Scott Moore _____

Member: Ms. Heidi Moore _____