

State of New York)
Department of State) ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

March 8, 2007



A handwritten signature in black ink, appearing to read "D. A. ...", is written over a faint horizontal line.

Special Deputy Secretary of State

070306000 450

Not-for-Profit Form with State and Federal tax-exempt language.

New York State
Department of State
Division of Corporation
Albany, NY 12231

CERTIFICATE OF INCORPORATION
OF

SHINJINBUKAN FOUNDATION, INC.
(Insert Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is: Shinjinbukan Foundation, Inc.

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law.

Third: The purpose or purposes for which the corporation is formed are as follows: Shinjinbukan Foundation, Inc. is organized to preserve and promote the Ryukyu martial arts culture and living traditions taught by Onaga Yoshimitsu Sensei at the Shinjinbukan School in Okinawa, Japan by providing martial arts education to the public. The public objective is to promote physical, mental, and spiritual development through the education and practice of Shorin Ryu Karate and Ti.

Fourth: The Corporation shall be a Type C corporation pursuant to Section 201 of the Not-for Profit Corporation Law.

FIFTH: The office of the corporation is to be located in the County of New York, State of New York.

SIXTH: The names and addresses of the initial directors of the corporation are:
Jimmy Mora, 567 W. 125th St., Apt. 3A, New York, NY 10027
Nickolai Parker, 232 W. 74th St., Apt. 2A, New York, NY 10024
Artis Pabriks, Smitini LV-3118 Lapmezciems, Latvia, Europe

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:
567 W. 125th St., Apt. 3A, New York, NY 10027

EIGHTH: (Optional) The name and street address in this state of the registered agent upon whom process against the corporation may be served is:

Jimmy Mora, 567 W. 125th St., Apt. 3A, New York, NY 10027

NINTH: (State and Federal exemption language for Type B and C corporations seeking tax exemption): Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in 501(c)(3) of the Internal Revenue Code 1954 (the "IRC"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

Not part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)), and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

In any taxable year in which the corporation is a private foundation as described in IRC 509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), retain any excess business holdings as defined in IRS 4943(c), (b) make any investments in such manner as to subject the corporation to tax under IRC 4944, or (c) make any taxable expenditures as defined as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

Jimmy Mora
(Type name of incorporator)

X 
(Signature)

567 W. 125th St., Apt. 3A, New York, NY 10027
(Address)

(Type name of incorporator)

X _____
(Signature)

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

**CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)**

Consent is hereby given to the filing of the annexed certificate of incorporation
of Shinjinbukan Foundation, Inc.,
[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law,
the Business Corporation Law, the Limited Liability Company Law or any other applicable
statute.

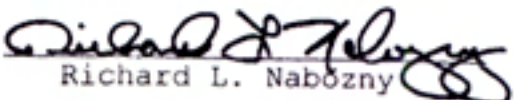
This consent is issued solely for purposes of filing the annexed document by the
Department of State and shall not be construed as approval by the Board of Regents, the
Commissioner of Education or the State Education Department of the purposes or objects of such
entity, nor shall it be construed as giving the officers or agents of such entity the right to use the
name of the Board of Regents, the Commissioner of Education, the University of the State of
New York or the State Education Department in its publications or advertising matter.



IN WITNESS WHEREOF this instrument is
executed and the seal of the State Education
Department is affixed.

RICHARD P. MILLS
Commissioner of Education

By:


Richard L. Nabozny

Commissioner's authorized designee

Date 12/18/06

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.**

070306000450

(Address)

CERTIFICATE OF INCORPORATION
OF

Shinjinbukan Foundation, Inc.
(Insert Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

Filed by: Jimmy Mora
(Name)

567 W. 125th St., Apt. 3A
(Mailing address)

New York, NY 10027
(City, State and Zip Code)

100
STATE OF NEW YORK
DEPARTMENT OF STATE

MAR 06 2007

FILED
TAX S
BY: JAD
Newy

Note: The certificate must be submitted with a \$75 filing fee made payable to the Department of State.

070306000506