

Applicant's Acct. No. _____ Filed this ___ day of _____, 2007.

Commonwealth of Pennsylvania
Department of State

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

CORPORATION BUREAU

Secretary of the Commonwealth

ARTICLES OF INCORPORATION
OF
National Team Cheng Martial Arts Association, Inc.

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a non-profit corporation under the Pennsylvania Non-Profit Corporation Law of 1988, 15 Pa.C.S.A. §5301, do hereby certify:

ARTICLE I
Name/Registered Office

1. The name of this corporation shall be Nation Team Cheng Martial Arts Association, Inc., located at 2269 Garret Road, Drexel Hill, PA 19026.

ARTICLE II
Purpose and Powers

2.1 Purpose. This corporation is organized exclusively for charitable, educational purposes more specifically to develop caliber athletes whose love for martial arts is demonstrated by taking competition to the Next Level. To this end, the corporation shall at all times be operated exclusively for educational purposes and to foster national and international amateur sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended or modified or replaced by any future United States internal revenue law. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

2.2 *Powers.* The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles.

ARTICLE III
Registered Office and Registered Agent

3.1 *Registered Office and Agent.* The name of the registered agent and the street address of the registered office of the Corporation are as follows:

Jenine P. Berry
2269 Garrett Road
Drexel Hill, PA 19026

ARTICLE IV
Exemption Requirements

4.1 At all times shall the following operate as conditions restricting the operations and activities of the corporation:

a. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

b. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

c. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE V

Existence

5.1 The duration of the corporate existence shall be perpetual.

ARTICLE VI Membership/Board of Directors

6.1 The corporation shall have one or more classes of members, as provided in the corporation's bylaws.

6.2 The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation. The number of directors of the Corporation shall be specified, from time to time, by the Code of Bylaws, which number may be increased or decreased from time to time by amendment of the Bylaws. At no time shall there be less than three (3) Directors for the Corporation. Board of Directors is comprised of seven (7) members. The members are named below:

James Carter
Doug Scouten
March Cordes
Paul Cheng
Crystal Jefferson
Jenine Berry
Kim Kendell

6.3 Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VII Finance and Accounting

7.1 Finance: The Executive Board shall have the authority and the right to delegate authority to solicit collect or receive funds for the support of the activities of Team Cheng, and to disburse and decide on all matters pertaining to the finances of Team Cheng subject to the review of the Board of Directors. All income received shall be put into a common treasury. Separate budgets may be maintained by each standing committee, but all funds must be deposited in a common treasury.

7.2 Checking Accounts: All monies received shall be deposited to the credit of Team Cheng and all checks shall be signed by the treasure and/or any officer or officers duly appointed.

7.3 *Disbursement*: No funds of Team Cheng shall be disbursed for conduct other than of its activities in accordance with the bylaws.

ARTICLE VIII

Code of Bylaws; Indemnification; Amendments of Articles

8.1 *Code of Bylaws*. The Board of Directors of the Corporation shall have the power to make, alter, amend, or repeal the Bylaws of the Corporation, subject to the restriction that a majority vote of the Directors is necessary to take these actions.

8.2 *Indemnification*. The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation, against reasonable expenses incurred by the director or officer in connection with the proceeding.

ARTICLE IX

Personal Liability of Directors.

9.1 *Elimination of Liability*. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.

9.2 *Applicability*. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any bylaw or provision of these Articles which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

ARTICLE X

Dissolution

10.1 *Dissolution*. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction 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 said Court shall determine, which are organized and operated exclusively for such purposes.

