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**FILED**

In the office of the Secretary of State  
of the State of California

DEC 7 1983  
MARCH FONG EU, Secretary of State  
By Gloria Carroll  
Deputy

ARTICLES OF INCORPORATION

OF

INTERNATIONAL KUNG FU SAN SOO ASSOCIATION

1233478

1. The name of the corporation is INTERNATIONAL KUNG FU SAN SOO ASSOCIATION.

2. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The charitable purposes of the corporation are to perpetuate the art of Kung Fu San Soo.

3. The name of the initial agent of the corporation for service of process is Benjamin S. Brandt whose complete residence address is 205 N. Lincoln #B, Monterey Park, California, 91754.

4. (a). The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private persons.

(b). On the dissolution or winding up of the corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

5. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements), on behalf of any candidate for public office.

6. Notwithstanding any other provisions in these Articles of Incorporation, the Corporation shall be subject to the following limitations or restrictions:

(a). The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undis-

tributed income imposed by Section 4942 of the Internal Revenue Code of 1954.

(b). The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954

(c). The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954.

(d). The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954.

(e). The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954.

In Witness WHEREOF, the undersigned, being the Incorporator of INTERNATIONAL KUNG FU SAN SOO ASSOCIATION has executed these Articles of Incorporation on Sept.  
15, 1983.

INCORPORATOR

  
Benjamin S. Brandt - Incorporator

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INDIVIDUAL JURAT  
STATE OF CALIFORNIA)

) S.S.

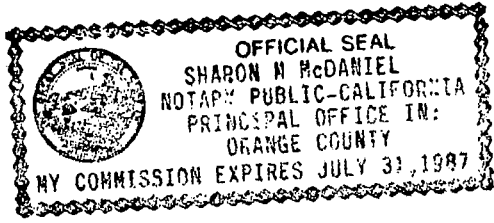
COUNTY OF ORANGE )

On Sept. 15, 1983 before me, the undersigned, a Notary Public in and for said State, personally appeared BENJAMIN S. DRANDT known to me to be the person whose name IS subscribed to the within instrument and acknowledged that HE executed the same.

WITNESS my hand and official seal.

DATED: 9-15-83

Sharon M. McDaniel  
Notary Public in and for said State



**KUNG FU SAN SOO, INC.**

8170 Beverly Boulevard  
Los Angeles, California 90048  
(213) 651-4000

October 4, 1983

Mrs. Gloria J. Carroll  
Corporation Documents Examiner  
1230 "J" Street  
Sacramento, California 95814

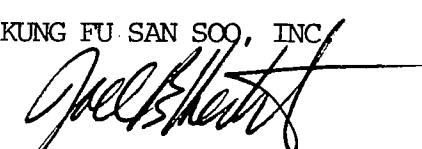
Dear Mrs. Carroll:

On behalf of Kung Fu San Soo, Inc., I hereby consent to the use of the similar name of "International Kung Fu San Soo Association" by that organization.

Should there be any further questions regarding this matter, please feel free to contact me at the above address or phone number.

Very truly yours,

KUNG FU SAN SOO, INC.



Joel B. Hecht  
President

JBH/gk



STATE OF CALIFORNIA

FRANCHISE TAX BOARD  
SACRAMENTO, CALIFORNIA 95867

December 7, 1983

In reply refer to  
342:APP:R:sm:g

International Kung Fu San  
Soo Association  
205 N. Lincoln, #B  
Monterey Park, CA 91754

Purpose : Educational  
Form of Organization : Corporation  
Accounting Period Ending:  
Organization Number :

On the basis of the information submitted and provided your present operations continue unchanged or conform to those proposed in your application, you are exempt from state franchise or income tax under Section 23701d, Revenue and Taxation Code. Any change in operation, character or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

You are required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

December 7, 1983  
International Kung Fu San  
Soo Association  
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This exemption is granted on the express condition that the organization will secure federal exempt status with the Internal Revenue Service. The organization is required to furnish a copy of the final determination letter to the Franchise Tax Board within 9 months from the date of this letter.

D. Hareid, Supervisor  
Exempt Audit Unit  
Telephone (800) 852-5711

cc: Ben Brandt  
Secretary of State  
Registrar of Charitable Trusts