



ARTICLES OF INCORPORATION FOR
HACHISAKURA JUDO CLUB INC
A Non-Profit Recreational Organization

The undersigned person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act and adopts the following articles of incorporation:

ARTICLE I – NAME AND LOCATION

The name of this corporation shall be HachiSakura Judo Club Inc (herein after “Club”). The business of the corporation may be conducted as HachiSakura Judo Club Inc, HachiSakura Judo Club, or HachiSakura Judo.

The principle office of the Club shall be situated in Montezuma County of the State of Colorado at such specific location as the Board of Directors shall determine from time to time. The Club may also have such other offices or meeting locations as the Board of Directors determines from time to time.

ARTICLE II - PERIOD OF DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III – NON-PROFIT NATURE

The Club shall be organized exclusively as a non-profit social and recreational club for the pleasure and recreation of its members and other nonprofit purposes within the meaning of §501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States Federal tax code.

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, officers, director, or other private persons, except that the Club 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 the purpose clause hereof.

Notwithstanding any other provision of these articles of incorporation, the Club shall not carry on any other activities not permitted to be carried on by any organization exempt from Federal income tax under §501(c)(7) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

The Club is not organized and shall not be operated for the private gain of any person. The property of the Club is irrevocably dedicated to its social and recreational purposes. No part of the assets, receipts, or net earnings of the Club shall inure to the benefit of, or be distributed to any individual. The Club may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these articles of incorporation.

ARTICLE IV - PURPOSES

The Club shall be organized and operated exclusively as a non-profit social and recreational club for the pleasure and recreation of its members and other nonprofit purposes within the meaning of §501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States Federal tax code. The social and recreational facilities and properties owned by the Club shall not be made available to the general public.

The Club's purpose is to teach, practice, and promote the sport of judo and to engage in any other lawful activity for which corporations may be incorporated in the state of Colorado.

Sample purpose in detail: The Club shall engage in social and recreational activities by teaching the techniques and general practices of judo as a recreational activity for general fitness and pleasure, a martial art, an Olympic sport, a safe and effective form of self-defense, and a way of life, while emphasizing the discipline, mutual respect for self and others, physical conditioning, focus, and ethical values associated with the traditional sport of Kodokan Judo. The Club may also utilize social media channels and the corporation's website to provide facts, statistics, and other related information.

- The Club's programs include regular meetings (classes) for active club members, the potential for members to attend and/or enter local, regional, state, or national judo clinics, competitions, and tournaments, and the potential to host local judo clinics, competitions, and tournaments.
- To maximize impact on current efforts, the Club may seek to collaborate with other non-profit organizations which fall under §501(c)(3) or §501(c)(7) of the Internal Revenue Code and are operated exclusively for educational, charitable, social, and/or recreational purposes.
- At times, per the discretion of the Board of Directors, the Club may provide volunteer internships or opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

ARTICLE V – POWERS

In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in these articles of incorporation, the Club shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

ARTICLE VI – RESTRICTIONS OF POWERS

No part of the net earnings, or properties of the Club, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons or individuals. However, the Club is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its tax-exempt purposes.

No substantial part of the Club's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Nothing contained in this article shall be construed to empower the Club to engage in any activities which are in furtherance of purposes other than those permitted to an organization described in §501(c)(7) of the Internal Revenue Code, as amended.

Upon the dissolution, termination or winding up of the Club, all of the business, properties, assets and income of the Club remaining after payment, or provision for payment, of all debts and liabilities of this Club, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Club, as may be determined by the Board of Directors in its sole discretion, and which has established its tax-exempt status under §501(c)(3) or §501(c)(7) of the Internal Revenue Code of 1986, as amended.

The organization to receive the assets of the Club hereunder shall be selected by the discretion of the Board of Directors. If such organization cannot be selected, then the recipient organization(s) shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Club by one or more of its Board of Directors which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization(s) to receive the assets to be distributed, giving preference if practicable to organizations affiliated with the United States Judo Association and located within the State of Colorado.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this Club, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Colorado to be added to the general fund.

Notwithstanding any other provision of these articles of incorporation, the Club shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in §501(c)(7) of the Internal Revenue Code, as amended.

All references in these articles of incorporation to provisions of the Internal Revenue Code of 1986, as amended, shall also include the corresponding provisions of any subsequent Federal tax laws.

ARTICLE VII – PERSONAL LIABILITY

No officer or director or member of this Club shall be personally liable for the debts or obligations of the Club or any nature whatsoever, nor shall any of the property or assets of the officers or directors or members be subject to the payment of the debts or obligations of this Club.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Club is Montezuma County, 37775 Highway 160, Mancos, Colorado, 81328. The name of its initial registered agent at such address is Jack M Varcados.

ARTICLE IX - BOARD OF DIRECTORS

The management of the affairs of the Club shall be vested in a Board of Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, these articles of incorporation or the bylaws of the Club. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined per the bylaws of the Club from time to time in force.

The initial Board of Directors shall consist of one (1) director. The name and address are as follows:

Jack M Varcados, 37775 Highway 160, Mancos, Colorado, 81328.

No director shall be personally liable to the Club or to its members for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the corporation or to its members for monetary damages for the following:

- 1) any breach of such director's duty of loyalty to the Club or to its members;
- 2) any of such director's acts or omissions not in good faith of which involve intentional misconduct or a knowing violation of law;
- 3) such director's assent to or participation in the making of any loan by the Club to any director or officer of the Club; or

- 4) any transaction from which such director derived an improper personal benefit.

ARTICLE X - MEMBERS

This Club shall have in addition to the Board of Directors an established non-voting membership of individuals, personal contacts, and fellowships. The classes, qualifications, privileges, and responsibilities of such members shall be as provided in the bylaws of the Club.

ARTICLE XI – NON-DISCRIMINATION STATEMENT AND POLICY

HachiSakura Judo Club Inc is committed to maintaining a community which recognizes and values the inherent worth and dignity of every person; fosters tolerance, sensitivity, understanding, and mutual respect among its members; and encourages everyone to strive to reach his or her own potential for excellence. In pursuit of its goal of teaching, practicing, and promoting the sport of judo, the Club seeks to develop and nurture diversity. The Club believes that diversity among its members strengthens the organization, stimulates creativity, promotes the exchange of ideas, and enriches community life.

The Club views, evaluates, and treats all persons in any club related activity or circumstance in which they may be involved, solely as individuals on the basis of their own personal abilities, qualifications, and other relevant characteristics.

The Club does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, club membership, hiring or firing of staff, selection of volunteers and vendors, and provision of social and recreational activities. The Club is committed to providing an inclusive and welcoming environment for all members, staff, volunteers, subcontractors, and vendors. The Club shall conduct its programs and social and recreational activities consistent with applicable federal, state and local laws, regulations, and orders and in conformance with the procedures and limitations as set forth in these articles of incorporation.

ARTICLE XII - BYLAWS

The initial bylaws of the Club shall be as adopted by the Board of Directors. Such board shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws as necessary. Such bylaws may contain any provisions for the regulation or management of the affairs of the Club which shall not be inconsistent with federal, state, or local law or these articles of incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any member which is not then an exempt organization described in section §501(c)(3) or §501(c)(7) of the Internal Revenue Code, or any director or officer of this corporation any

proprietary interest in the corporation's property or assets, whether during the term of the Club's existence or as an incident to its dissolution or termination.

ARTICLE XIII - INCORPORATOR

The name and address of the incorporator is:

Jack M Varcados, 37775 Highway 160, Mancos, Colorado, 81328.

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

I, the undersigned, do hereby certify that the above stated Articles of Incorporation of HachiSakura Judo Club Inc were approved by me, as the Executive Director, President & CEO, and constitute a complete copy of Articles of Incorporation of HachiSakura Judo Club Inc.

Jack M Varcados 37775 Highway 160
 Mancos CO 81328

Name	Address	Signature
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ACKNOWLEDGMENT OF CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Jack M Varcados, agree to be the registered agent for HachiSakura Judo Club Inc as appointed herein.

Jack M Varcados 37775 Highway 160
 Mancos CO 81328

Name	Address	Signature
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ACKNOWLEDGEMENT

STATE OF COLORADO

Acknowledged before me this ____ day of _____, 20____ by Jack M Varcados as incorporator.

(SEAL)

Notary Public:

Address:

My commission expires:
