

September 20th, 2005

BYLAWS of KIFFMANN TAEKWONDO, INC.

ARTICLE I

OWNERSHIP

KIFFMANN TAEKWONDO, INC is solely owned by Gunter Kiffmann and Kathryn Kiffmann at an equal status.

ARTICLE II

NAME AND AFFILIATION

The name of the corporation shall be KIFFMANN TAEKWONDO, INC and is sometimes referred to in these Bylaws as the "corporation".

ARTICLE III

PURPOSES

SECTION 1.

KIFFMANN TAEKWONDO, INC was founded to promote the Olympic Sport and Martial Art of Taekwondo to the community of Maui through teaching, public education and tournaments. The organization will also promote the health advantages of Taekwondo for drug and gang prevention, ADHD, and general health.

SECTION 2. NON-PROFIT PURPOSE.

(a) The corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profits of the corporation may be distributed to, or shall inure to the benefit of any director or officer of the corporation, except to the extent permitted under the laws governing non-profit corporations for the State of Hawaii.

(b) No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.) No loans shall be made by the corporation to its directors or officers; and the directors of the corporation who vote for or assent to the making of a loan to a director or officer of the corporation, and any officer or officers participating in the making of the loan shall be jointly and severally liable to the corporation for the amount of the loan until repayment thereof. No director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

(c) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed in accordance with Chapter 415B, as amended from time to time.

SECTION 3. NON-POLITICAL.

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

ARTICLE IV

PRINCIPAL OFFICE; PLACE OF MEETINGS

SECTION 1. PRINCIPAL OFFICE.

The principal office of the corporation shall be maintained at 111 Hana Hwy., Suite201, Kahului, HI 96732 or at such other place as the Board of Directors shall determine.

SECTION 2. PLACE OF MEETINGS.

All meetings of the members and/or Board of Directors shall be held at the principal office of the corporation, unless some other place is stated in the call.

ARTICLE V

MEMBERSHIP

The corporation has no membership.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. ELECTION

There shall be a Board of Directors of the corporation which shall consist of not fewer than three (3) persons and not greater than twelve (12) persons. The number of directors for each following fiscal year shall be determined by the current Board of Directors at its annual meeting. The current Board of Directors shall elect all of the directors who shall serve as the Board of Directors for the following fiscal year at its annual meeting in accordance with Article VII. All directors so elected shall hold office until the next annual meeting and thereafter until their successors shall be duly appointed. The number of directors may be decreased or increased by the Board of Directors at any special meeting and, in case the number is increased, the additional directors shall be elected in the manner set forth below. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next appointment of directors. No decrease in number shall have the effect of shortening the term of any incumbent director. Any director who is unable to attend the meetings of the Board of Directors must notify the chief executive officer of his/her excused absence. Any director having three (3) consecutive unexcused absences from meetings of the Board of Directors may be dismissed by the Board of Directors without any notice or further action by the Board. Any director may be removed by the Board of Directors whenever, in its judgment, the best interest of the corporation will be served thereby.

SECTION 2. POWERS.

The Board of Directors shall manage the property and business of the corporation and shall have and may exercise all of the powers of the corporation.

SECTION 3. ACTION BY UNANIMOUS WRITTEN CONSENT.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so taken, is signed by all of the directors entitled to vote on the subject matter of the meeting. Such consent shall have the force and effect of a unanimous vote and may be stated as such for all purposes.

ARTICLE VII

MEETINGS

SECTION 1. ANNUAL MEETING.

An annual meeting of the corporation, which shall include all members and staff of the corporation, shall be in the month of January, and at such time and place as the Board of Directors shall designate. An annual meeting of the Board of Directors shall be held one week prior to the annual meeting of the corporation.

SECTION 2. REGULAR MEETINGS.

The Board of Directors may establish regular meetings to be held in such places and at such times as they may from time to time by vote determine, and when any such meeting or meetings shall be so determined no further notice thereof shall be required.

SECTION 3. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called at any time by the president, by any vice-president or by any two directors.

SECTION 4. NOTICE OF MEETINGS.

Except as otherwise expressly provided, reasonable notice of all meetings of the Board of Directors, shall be given to each director, by the secretary or by the person or one of the persons calling the meeting, by advising the director of the meeting by word of mouth or by telephone or by leaving written notice thereof with said director at said director's residence or usual place of business. Reasonable notice shall be not less than 48 hours prior to the meeting. Non-receipt by a director of any written notice of a meeting mailed to such director shall not invalidate any business done at the meeting while a quorum is present.

SECTION 5. QUORUM.

A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and, in order to be valid, any act or business must receive the approval of a majority of such quorum

SECTION 6. ADJOURNMENT.

In the absence of a quorum at the date, time and place of a meeting duly called, and at any meeting duly called and held, the presiding officer or a majority of the directors present may adjourn the meeting without further notice and may convene or reconvene the meeting when a quorum shall be present.

ARTICLE VIII

OFFICERS

SECTION 1. APPOINTMENT AND TERM.

The officers of the corporation shall be a president, vice-president, a treasurer, and a secretary. Due to the nature of the business conducted by the corporation, the founder and co-founder of Kiffmann Taekwondo, inc will always hold the offices of president and vice-president. All other officers shall be elected annually by the board of directors at the first meeting thereof and shall hold office until the next annual meeting and thereafter until a successor shall be duly appointed and qualified. All officers shall take office the first day of February and shall hold office until the following January 31st or until their successors are elected and have qualified, whichever is later.

SECTION 2. OTHER OFFICERS AND AGENTS.

The Board of Directors may appoint or employ such other officers, including assistant treasurers and assistant secretaries, agents and employees as may be deemed proper, who shall hold their positions at the pleasure of the Board of Directors and who shall have such powers and duties as may be assigned to them by the Board of Directors. The authority to employ agents and employees and fix their powers and duties may be delegated by the Board of Directors. Any officer of the corporation may also be a subordinate officer, agent or employee.

SECTION 3. SALARIES.

The president and vice-president shall receive annual salaries in such amounts as deemed appropriate and approved by the Board of Directors. All other officers, board members and committee members shall not receive any salaried compensation. However, they may be reimbursed at the discretion of the Board of Directors by the corporation account for costs incurred in conjunction with their duties.

ARTICLE IX

ELECTIONS

SECTION 1. NOMINATIONS.

Candidates for all offices shall be nominated by the Board of Directors at the special meeting held one week prior to the annual meeting of the corporation. If there are no nominations for a certain position by the time of the annual meeting, the President shall appoint to fill the vacant position no later than February 1.

SECTION 2. VOTING PROCEDURES.

The secretary of the corporation shall conduct the elections at the annual meeting. If no more than one (1) nomination is made for any office, the secretary of the corporation shall cast a unanimous ballot at the annual meeting for a candidate so nominated. If two (2) or more nominations are made for any office, voting for the candidates for such contested office shall be in person and the candidate receiving the majority of the votes cast shall be declared elected. Each member of the Board of Directors is allowed one vote, and all votes shall be cast upon a written ballot. In the event that three (3) or more candidates are nominated for any office, and no candidate receives a majority vote, a run-off election shall be conducted and the winner shall be declared elected. If, however, the voting of such run-off election shall result in a tie, than a lot shall be cast and the winner declared elected. In the event that two (2) candidates for any office in the voting shall result in a tie, the lot shall be cast and the winner shall be declared elected. The Secretary shall conduct a recount at the request of any member. Further recounts shall be subject to the approval of the Board of Directors who shall make such determination based upon the best interest of the corporation.

ARTICLE X**PRESIDENT**

The president shall act as presiding officer who shall have full authority and responsibility for the administration and conduct of the corporation within the policies and procedures established which he/she may in power to over rule. He/she shall appoint committees as deemed necessary to carry out pertinent functions as approved by the Board. He/she shall assign duties to all officers as required. As presiding officer, the President is empowered to take prudent and reasonable actions in cases not covered in the By-Laws and such authority is implicit in this office. He/she may solicit, with or without Board approval, the services of an accountant to review, audit or compile the books and prepare all tax reports as may be required or deemed necessary. He/she will have power to over rule any decisions assessed by the entirely Club Board of Directors with or without reasonable doubt and will take full responsibility for such action. He/she shall also have such other powers and duties as are given to him/her elsewhere by law or in these Bylaws and as may be assigned from time to time by the Board of Directors.

ARTICLE XI**VICE-PRESIDENT**

The vice-president shall assume and perform the duties of the president in the absence or disability of the president or whenever the office of president is vacant. Each vice-president shall have such other powers and duties as may be given to him/her by law or in these Bylaws and as may be assigned to him/her from time to time by the Board of Directors.

ARTICLE XII**TREASURER**

The treasurer shall keep or superintend the keeping of all the financial books and accounts of the corporation in a thorough and proper manner in accordance with the requirements of law for a nonprofit corporation, and shall render statements of the same in such form and as often as required by the Board of Directors and members, including the submission of a report at the annual meeting of the financial transactions of the preceding year, and complying with the applicable federal and state statutes and regulations. The treasurer shall, subject to the control of the Board of Directors, have the custody of all funds of the corporation. The treasurer shall perform all other duties usually pertaining to the office of treasurer of a corporation and such duties as may be assigned by the Board of Directors or required to be exercised under the provisions of these Bylaws.

ARTICLE XIII**SECRETARY****SECTION 1. POWERS AND DUTIES.**

The secretary (1) shall attend and keep the minutes of all meetings of the Board of Directors in books provided for that purpose; (2) shall keep at the corporation's principal office in the State of Hawaii a record of the names and addresses of all of the directors entitled to vote; (3) shall give or cause to be given all notices as provided in these Bylaws or required by the Board of Directors; and (4) shall have such other powers and duties as may be incidental to the office of secretary or elsewhere given by law or in these Bylaws or as may be assigned from time to time by the Board of Directors.

SECTION 2. SECRETARY PRO TEMPORE.

If the secretary shall not be present at any meeting, the presiding officer shall appoint a secretary pro tempore. Said secretary pro tempore shall keep the minutes of such meeting and record them in the books provided for that purpose.

ARTICLE XIV**REMOVALS, VACANCIES AND ABSENCES****SECTION 1. REMOVALS.**

The Board of Directors may at any time, for or without cause, remove from office or discharge from office or employment, as the case may be, any director, officer, subordinate officer, agent or employee appointed by it or by any person under authority delegated to it, whenever in its judgment, the best interest of the corporation will be served thereby.

SECTION 2. VACANCIES.

In case of any vacancy occurring in the Board of Directors between meetings of the Board of Directors through death, resignation, disqualification, removal or other cause other than temporary absence or illness, the directors remaining, although less than a majority of the Board, may by affirmative vote of a majority of the general membership at a special meeting, appoint a successor or successors to hold the office or offices so vacant for the unexpired term or terms thereof, respectively. A director appointed to fill a vacancy shall be appointed for the unexpired term of said director's predecessor in office. The general membership may also appoint in the same manner as stated in this section, a successor for any officer whose office becomes vacant for any of the foregoing reasons.

ARTICLE XV**EXECUTION OF INSTRUMENTS****SECTION 1. AUTHORIZED SIGNATURES.**

All checks, drafts, notes, bonds, acceptances, deeds, leases, contracts and all other instruments shall be signed by the treasurer, president, or such person or persons as shall be provided by general or special resolution of the Board of Directors.

SECTION 2. FACSIMILE SIGNATURES.

The Board of Directors may provide for the execution of checks by the printed, lithographed or engraved facsimile signature or signatures of the person or persons authorized to sign checks.

ARTICLE XVI**LIABILITY OF OFFICERS AND DIRECTORS****SECTION 1. EXCULPATION.**

No director or officer of the corporation shall be liable for acts, defaults, or neglects of any other director or officer, or for any loss sustained by the corporation, unless the same has resulted from said director's or officer's own willful misconduct or willful negligence.

SECTION 2. INDEMNIFICATION.

The corporation shall indemnify and may advance expenses to all directors, officers, employees, or agents of the corporation who are, were or are threatened to be made a defendant or respondent to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation. Such indemnification and advances of expenses shall be to the fullest extent that is expressly permitted or required by the statutes of the State of Hawaii and all other applicable law.

In addition to the foregoing, the corporation shall, by action of the Board of Directors, have the power to indemnify and to advance expenses to all directors, officers, employees or agent of the corporation who are, were or are threatened to be made a defendant or respondent to any proceeding, in such amounts, on such terms and conditions, and based upon such standards of conduct as the Board of Directors may deem to be in the best interests of the corporation, unless such defendant is adjudged to be liable for negligence or misconduct in the performance of the person's duty to the corporation.

ARTICLE XVII

COMMITTEES

SECTION 1: CREATION

The Board may create committees as needed. There shall be 1 standing committee - Finance Committee. The President appoints all committee chairs. Committee chairs must be members of the Board.

SECTION 2: FINANCE COMMITTEE

The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board

ARTICLE XVIII

EXECUTIVE DIRECTOR AND STAFF

The Executive Director is appointed by the president. The Executive Director has day-to-day responsibility for the Corporation, including carrying out the Corporations goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the Corporation, answer questions of Board members and is responsible for hiring all staff. The Board can designate other duties as necessary.

ARTICLE XIX

FISCAL YEAR

The fiscal year of the corporation shall be from January 1st to December 31st.

ARTICLE XX

AMENDMENT TO BYLAWS

These Bylaws may be altered, amended, added to or repealed by an affirmative vote of not less than a majority of the Board members at a meeting of said members called for such purpose.