

ARTICLES OF INCORPORATION

OF

IOND UNIVERSITY

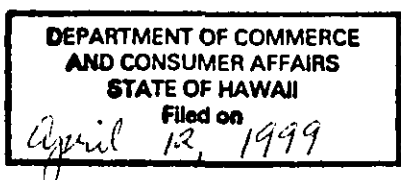
THESE ARTICLES OF INCORPORATION, made and entered into by and between the undersigned,

WITNESSETH:

That, Donald R. Hidani, a resident of the State of Hawaii and incorporator, desires to become incorporated as a nonprofit corporation in accordance with the laws of the State of Hawaii, and to obtain the rights and benefits conferred by said laws upon nonprofit corporations, does hereby form a nonprofit corporation, and does make and enter into the following Articles of Incorporation, the terms whereof it is agreed shall be equally obligatory upon the parties signing this instrument and upon all the parties who from time to time may be directors of the Corporation:

ARTICLE I

CORPORATE NAME



Section 1.1. The name of the Corporation shall be:

IOND UNIVERSITY

ARTICLE II

LOCATION OF THE CORPORATION

Section 2.1. The location of the Corporation and its initial office, street and mailing address shall be in care of 220 South King Street, Suite 1680, Honolulu, Hawaii 96813.

ARTICLE III

CORPORATE PURPOSE

Section 3.1. Purposes. The Corporation is organized exclusively for the following purposes:

(i) To provide and conduct education and training in the arts and science of hypnotism as well as other arts and sciences in pursuit of mutual understanding, friendship, goodwill and progress for and among all mankind and persons of the international community; and

(ii) To operate exclusively for charitable, scientific, literary, religious, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Section 3.2. Restrictions. No part of the assets, funds, or earnings of the Corporation shall inure to the benefit of any officer or director of the Corporation or any individual having a private interest in the activities of the Corporation. 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. The term "funds of the Corporation," as used herein, shall mean and include any properties and moneys held by the Corporation, including any income accumulated by the Corporation and any proceeds from the sale of any properties sold or otherwise disposed of by the Corporation.

Notwithstanding any other provision of these Articles, the Corporation is organized and shall be operated exclusively for charitable, scientific, literary, religious, or educational purposes as a nonprofit corporation and the Corporation shall not carry on any activities not permitted to be carried on:

- (i) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law); or
- (ii) By a corporation contributions to which are deductible (or the corresponding provision of any future United States internal revenue law).

ARTICLE IV
CORPORATE POWERS

The Corporation shall have and possess all the powers permitted to nonprofit corporations under the laws of the State of Hawaii.

ARTICLE V
CORPORATE LIFE

Section 5.1 The duration of the Corporation shall be perpetual.

ARTICLE VI
DIRECTORS AND OFFICERS

Section 6.1. Board of Directors. There shall be a board of directors consisting of not fewer than (3) three persons at least one of whom shall be a resident of the State of Hawaii. The number of directors shall be fixed by the Board of Directors in accordance with the By-Laws. The Board of Directors shall have and may exercise all the powers of the Corporation except as otherwise provided by these Articles or the By-Laws.

Section 6.2. Officers. The officers of the Corporation shall be a president, one or more vice-president, a secretary and a treasurer. The Corporation may have such additional officers as shall be determined in accordance with the By-Laws. The officers shall have the powers, perform the duties and be appointed in the manner set forth in the By-Laws. Any two or more offices may be held by the same person unless such practice is prohibited by the By-Laws, provided, however, that not less than two persons shall be officers.

Section 6.3. Initial Officers and Directors. The initial Board of Directors shall consist of five (5) persons. The following persons shall be the initial officers and directors of the Corporation and shall hold office for the first year or until their successors are duly qualified and elected pursuant to the By-Laws:

<u>Name and Residence Address</u>		<u>Office or offices held</u>
Hitoshi Takahashi	3-14-8, Miharadai, Nerima-ku, Tokyo 177-0031, JAPAN	Director
Koji Sato	3-20-8, 503 Koenjikita, Suginami-ku, Tokyo 166-0002, JAPAN	Director
Haruyo Akita	1-38-11, Nagata Bldg. 5F, Nogata, Nakano-ku, Tokyo 165-0027, JAPAN	Director
Naoharu Kurosu	4-35-22, Kugayama, Suginami-ku, Tokyo 168-0082, JAPAN	Director
Donald R. Hidani	1428 Miloiki Street Honolulu, Hawaii 96825	Director
Fukuko Mizuyoshi	1-5-7, Miyamae, Sakura-shi, Chiba 285-0005, JAPAN	President
Yutaka Ishikawa	2-1-20-212, Teraya, Turumi-ku, Yokohama-shi, Kanagawa 230-0015 JAPAN	Vice President
Chinatsu Sasaki	1-38-11, Nagata Bldg. 5F, Nogata, Nakano-ku, Tokyo 165-0027, JAPAN	Secretary
Naomi Ohashi	3-7-10, #206 Sion Haisu Kimata, Nishiogi Minami, Suginami-ku, Tokyo 167-0053, JAPAN	Treasurer

ARTICLE VII

LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 7.1. No Liability to Corporation. No director, officer, employee or other agent of the Corporation and no person serving at the request of the Corporation as a trustee, director, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise and no heir or personal representative of any such person shall be liable to the

Corporation for any loss or damage suffered by it on account of an action or omission by such person as a trustee, director, officer, employee or other agent if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of this Corporation, unless with respect to an action or suit by or in the right of the Corporation to procure a judgment in its favor such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to this Corporation.

Section 7.2. Indemnity.

(1) The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust or other enterprise, against expenses, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The terminating of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(2) The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or

proceeding by or in the right of the Corporation by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust or other enterprise against expenses and attorneys' fees actually and reasonably incurred by such person in the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; provided that no indemnification may be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the Corporation, or (iii) by the court in which such action, suit or proceeding was pending upon application made by the Corporation or the person seeking indemnification or the attorney or other person rendering services in connection with the defense, whether or not such application is opposed by the Corporation.

(3) To the extent that a person seeking indemnification under Subsections 7.2.(1) and 7.2.(2) above has been successful on the merits or otherwise in defense of any action, suit or proceeding, or any claim, issue or matter therein, the Corporation shall indemnify such person against expenses and attorneys' fees actually and reasonable incurred in connection therewith.

(4) The Corporation shall make indemnification payments to or on behalf of the person seeking them only if authorized in the specific case upon a determination that indemnifying such person is proper because such person meets the applicable standards of conduct set forth in Subsections 7.2.(1) and 7.2.(2) above. Such determination may be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or if such disinterested directors so direct, by independent counsel in a written opinion to the Corporation,

or (iii) by the court in which such action, suit or proceeding was pending upon application made by the Corporation or the person seeking indemnification or the attorney or other person rendering services in connection with the defense, whether or such application is opposed by the Corporation.

(5) The Board of Directors may authorize payment in advance of final disposition of an action, suit or proceeding for the expenses and attorneys' fees incurred by a person seeking indemnification under Subsections 7.2.(1) or 7.2.(2) above, provided that such person delivers a written undertaking to repay such amount unless it is ultimately determined that such person is entitled to be indemnified under this Section 7.2.

(6) The indemnification provided by this Section 7.2. shall not be deemed exclusive of any other rights to which those seeking indemnification are entitled under any by-law, agreement, vote of disinterested directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who ceases to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators.

(7) The Corporation may purchase and maintain insurance on behalf of any person described in Subsections 7.2.(1) or 7.2.(2) above against any liability asserted against or incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under this Section 7.2.

(8) This Section 7.2. shall be effective with respect to any person who is a director, officer, employee or agent of the Corporation or is serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust or other enterprise, at any time on or after the effective date of these Articles of Incorporation with respect

to any action, suit or proceeding pending on or after that date against such person based upon his or her acting in such capacity before or after that date.

ARTICLE VIII
MEMBERSHIP

The Corporation shall have no members. The Board of Directors shall have the sole voting rights in the Corporation.

ARTICLE IX
NON-PROFIT

The Corporation is not organized for profit and it will not issue any stock, and no part of its assets, income, or earnings shall be distributed to its directors or officers, except for reasonable compensation for services actually rendered to the Corporation; provided, however, that the Corporation shall be empowered to make payments and distributions in furtherance of the purposes for which it is organized and operated.

ARTICLE X
CORPORATE LIABILITY

The property of the Corporation shall alone be liable in law for the debts and liabilities of the Corporation. The officers and directors of the Corporation shall incur no personal liability for said debts and liabilities by reason of such position.

ARTICLE XI
CORPORATE DISSOLUTION

If the Corporation shall cease to exist or shall be dissolved, all property and assets of the Corporation of every kind, after payment of its just debts, shall be distributed only to one or more public agencies, organizations, corporations, trusts or foundations having like purposes and organized and operated exclusively for charitable, scientific, literary, religious or educational purposes, no part of whose assets, income or earnings may be used for dividends or otherwise

withdrawn or distributed to or inure to the benefit of any private individual and the activities of which do not include participation or intervention (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. In no event shall any distribution be made to any organization unless it qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) with purposes similar or related to those of the Corporation.

ARTICLE XII

BY-LAWS

Section 12.1. Adoption. The By-Laws shall be adopted by the Board of Directors of the Corporation.

Section 12.2. Amendment. The By-Laws of the Corporation may be altered, amended or repealed by the Board of Directors of the Corporation.

ARTICLE XIII

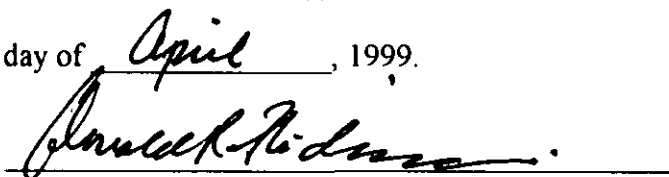
AMENDMENT

These Articles shall be subject to amendment from time to time in the manner provided by law.

CERTIFICATION

I hereby certify under the penalties of Section 415B-158, Hawaii Revised Statutes, that I have read the above statements and that the same are true and correct.

Witness my hand this 12th day of April, 1999.



“Incorporator”