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FLORIDA NON-PROFIT CORPORATION

international feng shui guild, inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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Katherine Harris
Secretary of State

April 30, 2002

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SUBJECT: INTERNATIONAL FENG SHUI GUILD, INC.
REF: W02000012277

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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ARTICLES OF INCORPORATION
OF
INTERNATIONAL FENG SHUI GUILD, INC.

A NOT FOR PROFIT CORPORATION

The undersigned incorporator for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I - Name:

The name of the Not for Profit Corporation shall be:

INTERNATIONAL FENG SHUI GUILD, INC.

ARTICLE II - Principal Office:

The principal place of business and mailing address of the Not for Profit Corporation is:

4264 SW 11th Street
Deerfield Beach, Florida 33442

ARTICLE III - Purpose:

(a) The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Sec. 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, and it is authorized to receive and maintain funds, to have, hold, manage and sell the same, to change the investments thereof, to invest and reinvest the proceeds thereof, and to collect and receive the income and profits thereof; and to apply the income and principal to the aid and assistance of any and all educational organizations and institutions, and to do all things that may be necessary and useful in the accomplishment of the purposes hereinabove set forth.

(b) All the assets and earnings shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto, and no part of the net earnings shall inure to the benefit of any part of the net earnings shall inure to the benefit of any private member or individual, and no substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation. In the event of dissolution, all assets and earnings shall be paid over to another corporation or corporations organized and operated exclusively for charitable purposes which would qualify under the provisions of Sec. 501(c)(3) of the Internal Revenue Code as they now exist or as they may be hereafter amended.

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(c) Notwithstanding any other provisions of these articles:

1. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

3. The Corporation shall not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

4. 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 1986, or corresponding provisions of any subsequent Federal tax laws.

5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall have no capital stock and the private property of the incorporators and members shall not be liable for the debts of the Corporation.

ARTICLE IV - Directors and Officers of Corporation:

The membership of this corporation shall constitute all persons hereinafter names as officers and directors and such other persons as from time to time may become members by approval of the Board of Directors.

The business of this corporation shall be managed by the Board of Directors. This corporation shall have three directors initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than three.

The Board of Directors shall be appointed and hold office in accordance with the Bylaws.

The names and addresses of the persons who are to serve as directors for the ensuing year are:

Mary Dennis, c/o INTERNATIONAL FENG SHUI GUILD, INC., 4264 SW 11th Street,
Deerfield Beach, Florida 33442

Rich Welt, c/o INTERNATIONAL FENG SHUI GUILD, INC., 4264 SW 11th Street,
Deerfield Beach, Florida 33442

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Bob Longacre, c/o INTERNATIONAL FENG SHUI GUILD, INC., 4264 SW 11th Street,
Deerfield Beach, Florida 33442

The Board of Directors of this corporation may provide Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the Board of Directors.

ARTICLE V - Registered Agent, Registered Office & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Belkin & Associates, P.A.
1489 West Palmetto Park Road, Suite 497
Boca Raton, Florida 33486

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and are familiar with and accept the obligations of our position as registered agent as provided for in Chapter 608, F.S.

Belkin & Associates, P.A.

By: 

Marni B. Belkin, Esq.

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ARTICLE VI - Incorporator:

The name and address of the incorporator for these Articles of Incorporation is:

Belkin & Associates, P.A.
1489 West Palmetto Park Road, Suite 497
Boca Raton, FL 33486

The undersigned has executed these Articles of Incorporation this 26th day of April, 2002.

Belkin & Associates, P.A.


By: Marni B. Belkin, Esq.

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