

N05000 003188

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

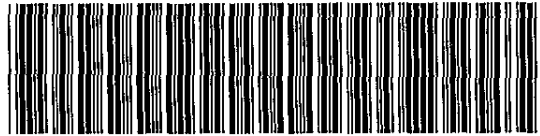
(Business Entity Name)

(Document Number)

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STATE OF FLORIDA

J. Shivers MAR 29 2005

DEBIT ACCT #

072100000 307

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, Fl 32308

City/St/Zip

850-222-2785

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- MEFYAH FOUNDATION, INC

2-

3-

4-

Walk-in

Pick-up time ASAP

Certified Copy

Mail-out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

**ARTICLES OF INCORPORATION
OF
MEFTAH FOUNDATION INC.**

The undersigned, for the purpose of forming a Corporation not-for-profit under Chapter 617 of the Florida Statutes adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be **MEFTAH FOUNDATION INC.** and its principal place of business is to be located at 340 Fifth Avenue South, Suite 200, Naples, Collier County, Florida, 34102.

**ARTICLE II
PURPOSE**

The corporation is organized and shall be operated for charitable, benevolent, educational, eleemosynary and scientific purposes, including, but not limited to the advancement of academic excellence and higher education for qualified students, financial assistance to colleges and universities for advancement of their educational capabilities, supporting non-profit medical institutions caring for the needy, scientific research centers benefiting the general public, and to engage in any activities reasonably ancillary to these objectives which are consistent with the legal obligations of a Florida corporation not-for-profit and a corporation organized exclusively for charitable, benevolent, eleemosynary and educational purposes. In furtherance thereof, the corporation shall be governed by the following:

1. 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 undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax laws.

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2. — The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the 1986 Code 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 1986 Code 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 1986 Code 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 1986 Code or corresponding provisions of any subsequent Federal Tax Laws.

6. The corporation is authorized to accept, hold, administer, invest and disburse for charitable, benevolent, eleemosynary and educational purposes, such funds as may from time to time be given to it by any person, persons or corporations, to receive gifts and make financial and other types of contributions and assistance to charitable, benevolent, eleemosynary and educational organizations, and in general, to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out.

7. All of 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 of the corporation shall enure to the benefit of any private shareholder or individual, and no substantial part of its activities or of any organization to which it may contribute shall be for the carrying on of propaganda or otherwise attempting to influence legislation, or to participate in or influence any political campaign or any other activity which would disqualify the corporation from tax exemption under the applicable provisions of the Internal Revenue Code or other applicable, Federal, State or local laws or regulations now or hereafter enacted.

8. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) 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 (b). a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

9. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations with similar purposes which themselves are exempt as organizations described in Sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE III **POWER OF THE CORPORATION**

The corporation shall have the power and authority to borrow money and to receive, buy, pledge, mortgage, encumber, sell, lease and otherwise acquire by gift, devise or inheritance real and personal property of any kind and character necessary to promote the objects of the corporation and to hold, use, pledge, mortgage, encumber, sell, invest and re-invest the same and collect and disburse the income and principal thereof for such purposes. In addition to the aforesaid powers, the corporation shall have all powers vested in it by the Laws of the State of Florida, to the extent, however, that said powers are not inconsistent with the provisions of Article II above.

ARTICLE IV **TERM OF EXISTENCE**

This corporation is to exist perpetually.

ARTICLE V
NON-STOCK CORPORATION

This corporation is non-stock and no dividends or pecuniary profits will be declared or paid to the members of the corporation.

ARTICLE VI
INCORPORATOR

The name and address of the person forming this corporation is:

Michael Meftah, M.D.
3540 Gin Lane
Naples, Florida 34102

ARTICLE VII
DIRECTORS

The business of this corporation shall be conducted by the Board of Directors which shall be appointed. No part of the assets (not earnings or principal) of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation 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 Article II hereof. No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The names and addresses of the initial Directors of this corporation who are to serve until their successors are elected are:

Michael Meftah, M.D.
3540 Gin Lane
Naples, Florida 34102

Patricia M. Meftah
3540 Gin Lane
Naples, Florida 34102

Diane M. Meftah, Esq.
1990 Scioto Pointe Dr.
Columbus, Ohio 43221

Yvette M. Meftah, Esq.
2939 28th Street N.W.
Washington D.C. 20008

Parviz Meftah, M.D.
152 W. High Street
Mt. Gilead, Ohio 43338

Michael J. Volpe, Esq.
711 Fifth Ave. S., Suite 201
Naples, Florida 34102

Joseph Merrelli, CPA
3242 W. Henderson Rd.
Columbus, Ohio 43220

Barbara A. Lanzinger
2229 Valencia Lakes Circle
Naples, Florida 34120

ARTICLE VIII ELECTION OF DIRECTORS

The qualifications and manner in which the Directors may be elected may be prescribed by the By-Laws of this corporation.

ARTICLE IX OFFICERS

The officers of this corporation shall be a Director/President, a Director/Vice President, 3 Directors, 2 Trustees and a Trustee/Treasurer. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
DIRECTOR/PRESIDENT	Michael Meftah, M.D.
DIRECTOR/VICE PRESIDENT	Patricia M. Meftah
DIRECTOR	Diane M. Meftah, Esq.
DIRECTOR	Yvette M. Meftah, Esq.
DIRECTOR	Parviz Meftah, M.D.

TRUSTEE

Michael J. Volpe, Esq.

TRUSTEE

Joseph Merrelli, CPA

TRUSTEE/SECRETARY

Barbara A. Lanzinger

ARTICLE X
MEMBERSHIP

The corporation shall have members. The qualification of members and the manner of their admission shall be regulated by the By-Laws.

ARTICLE XI
BY-LAWS

The Board of Directors of the corporation shall adopt such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon written notice to each member of the Board of Directors, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting of the Board of Directors called for that purpose.

ARTICLE XII
AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended at any regular meeting or any special meeting of the Board of Directors called for that purpose by a majority vote of the Directors then in office.

ARTICLE XIII
REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be Michael J. Volpe, Esquire, Naples, Collier County, Florida. The initial registered agent of the corporation located at that address shall be 711 Fifth Avenue South, Suite 201, Naples, Florida 34102.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 24th day of March, 2005, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Michael Meftah, M.D.
Michael Meftah, M.D.

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 24th day of March, 2005, by Michael Meftah who is personally known to me or has produced a driver's license/picture identification and did / did not take an oath.

(SEAL)

Barbara Lanzinger
NOTARY PUBLIC

Barbara Lanzinger
Typed or Printed Name: 92574
My commission expires: November 14, 2006

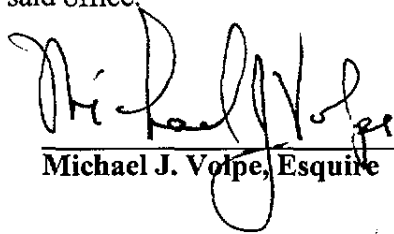
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **MEFTAH FOUNDATION INC.**, desires to organize under the laws of the State of Florida with its principal place of business as indicated in the Articles of Incorporation at 340 Fifth Avenue South, Suite 200, Naples, County of Collier, State of Florida, and has named Michael J. Volpe, Esquire, whose office address is 711 Fifth Avenue South, Suite 201, Naples, 34102, Collier County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Michael J. Volpe, Esquire

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