

N 08000003735

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000094103 3)))



H080000941033ABCZ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From:
Account Name : STRAWN & MONAGHAN, P.A.
Account Number : 076215000175
Phone : (561) 278-9400
Fax Number : (561) 278-9462

DIVISION OF CORPORATION

08 APR 16 AM 11:09

RECEIVED

FLORIDA PROFIT/NON PROFIT CORPORATION

ANDEAN RESEARCH INSTITUTE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 APR 16 AM 6:49

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

J. Shivers APR 17 2008

850-617-8381

4/16/2008 10:07 PAGE 001/001 Florida Dept of State



April 16, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

STRAWN & MONAGHAN, P.A.

SUBJECT: ANDEAN RESEARCH INSTITUTE, INC.
REF: W08000019291

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

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

A not for profit corporation may not file under both statutes. Please remove (in ARTICLE III-POWERS) statute 607.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000094103
Letter Number: 108A00022646

H08000094103 3

ARTICLES OF INCORPORATION
OF
ANDEAN RESEARCH INSTITUTE, INC.,
A Florida Not For Profit Corporation

Pursuant to Chapter 617 of the Florida Statutes, the undersigned Incorporator of ANDEAN RESEARCH INSTITUTE, INC., adopts the following Articles of Incorporation of said Corporation:

ARTICLE I.

Name

The name of the Corporation shall be: ANDEAN RESEARCH INSTITUTE, INC.

ARTICLE II.

Purpose

The Corporation is organized as a not for profit corporation exclusively for charitable, benevolent, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Without in any way limiting the foregoing general purpose, the specific purpose of the Corporation is to enhance, develop, preserve, and document the healing traditions of the Incas and to promote cultural awareness and education about Andean Shamanism, together with such educational instruction and related business activities as, in the opinion of the Board of Directors, may be necessary.

The Corporation is also empowered to engage in any or all lawful activities for which corporations may be organized under the Florida Not-for-Profit Corporation Act and which the Members or the Board of Directors, pursuant to the terms of the Bylaws of the Corporation, may deem to be in the best interests of the Corporation, and to do all other things deemed by the Members or the Board of Directors, pursuant to the terms of the Bylaws of the Corporation, to be necessary or desirable in connection with any of the Corporation's businesses.

Jeffrey L. Cohen, Esq. (Florida Bar #703966)
Strawn, Monaghan & Cohen, P.A.
54 Northeast Fourth Avenue
Delray Beach, FL 33483
(561) 278-9400

H08000094103 3

2008 APR 16 AM 10:50
SECRETARY OF STATE
TALLAHASSEE FL 32399

FILED

H08000094103 3

ARTICLE III.

Powers

The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

ARTICLE IV

Activities Not Permitted

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any director, trustee, member 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) and no director, trustee, member 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. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to such other Florida not-for-profit corporations operated for nonprofit purposes similar to those of the Corporation which at the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3). Any such assets not so disposed of shall be distributed by the appropriate Court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such

H08000094103 3

organization or organizations as said Court shall determine which are organized and operated for such purposes.

ARTICLE VI

Management of Corporate Affairs

(a) Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have three (3) Directors initially. The method of election of the Directors shall be as stated in the Bylaws of the Corporation.

The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3).

(b) Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Treasurer and Secretary and such other Officers as the Bylaws of the corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the organizational meeting of the Board of Directors.

ARTICLE VII

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he/she is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE VIII

Bylaws

The Board of Directors of the Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose.

H08000094103 3

H08000094103 3

ARTICLE IX

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE X

Duration

The Corporation shall have perpetual existence commencing on the date on which these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE XI

Initial Registered Agent and Principal Office

The name and street address of the initial registered agent and the address of the principal office of the Corporation are:

Registered Agent Name and Address:
Jeffrey L. Cohen
54 NE Fourth Avenue
Delray Beach, FL 33483

Principal Office:
54 NE Fourth Avenue
Delray Beach, FL 33483

ARTICLE XII - INCORPORATOR

The name and address of the Incorporator of the Corporation are:

Jeffrey L. Cohen
54 NE Fourth Avenue
Delray Beach, FL 33483

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of April, 2008.

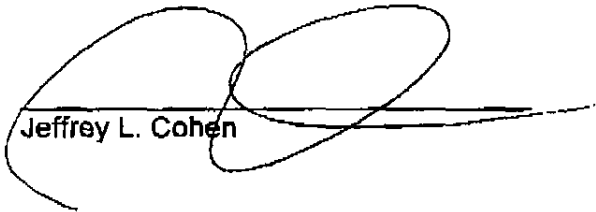

Jeffrey L. Cohen

H08000094103 3

H08000094103 3

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as the Registered Agent in Article XI. of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.


Jeffrey L. Cohen

mk K:\other\Adean Research Institutet\articles incorp.001.wpd
April 11, 2008

2008 APR 16 AM 6:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H08000094103 3