

N 99000004432

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500002934635-5
-07/19/99-01074-001
****78.75 ****78.75

Re: Miniature Guild of South Florida, Inc.

Dear Sir/Madam:

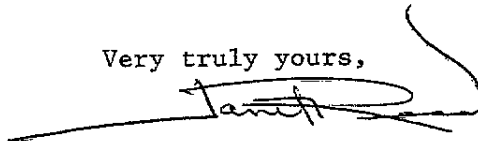
Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced Not For Profit entity; together with a check in the amount of \$78.75 in payment of the filing fee and for a certificate of confirmation.

Should you have any questions please contact the undersigned at the following address: c/o Bryn & Associates
2 South Biscayne Boulevard, Suite 3599
Miami, Florida 33131
(305) 374-0501

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TALLAHASSEE, FLORIDA

Thank you for your attention to this matter.

Very truly yours,



Janet Reed
Miniature Guild of South Florida, Inc.

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WS

ARTICLES OF INCORPORATION

OF

THE MINIATURE GUILD OF SOUTH FLORIDA, INC.
(a corporation not for profit)

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is:

THE MINIATURE GUILD OF SOUTH FLORIDA, INC.

ARTICLE II
PURPOSES

A. This corporation is organized and shall operate exclusively for charitable, educational and scientific purposes, including but limited to exempt purposes described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and this corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purpose. Notwithstanding anything contained in this paragraph to the contrary, this corporation shall not operate for religious purposes; provided however, it may be used for charitable activities sponsored by religious organizations which are consistent with the purpose of this corporation. In furtherance

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TALLAHASSEE, FLORIDA

of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

- (1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, for any of its objects and purposes, any property, both real and personal, of every nature or description and wherever situated;
- (2) To sell exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal as the objects and purposes of the corporation may require, subject to such limitation as may be prescribed by law; and
- (3) To borrow money and, from time to time, to make accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and
- (4) To invest or reinvest its funds in such stocks, bonds, debentures,

mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift: and

- (5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and
- (6) To serve as trustee of any property, real or personal wheresoever situated either within or without the State of Florida; and
- (7) In general to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise any and all but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any individual in such a fashion as to constitute an

application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any Political campaign on behalf of (or in opposition to) any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts distributed, and obligations of the corporation, shall be used or subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections or any proper or future law), or to the federal, state or local government for exclusively public purposes.

G. The corporation will distribute its income each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

H. The corporation will not engage in any act of self-dealing as in defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

I. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

K. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III **MEMBERS**

Members of this corporation shall be natural persons, at least one (1) of whom shall be a citizen of the United States, of Twenty-One (21) or more years of age, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the By-laws of the Corporation. The Corporation may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined under the By-laws.

ARTICLE IV **TERM OF EXISTENCE**

This corporation is to exist perpetually.

ARTICLE V
DIRECTORS

This corporation shall have twelve (12) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the By-Laws, but shall never be less than twelve (12). The name and post office address of the members of the first Board of Directors who shall serve until their successors are elected are:

Helen Sandow	8260 S.W. 151 Street Miami, Florida 33158
Elyse Reinemund	14930 S.W. 164 Terrace Miami, Florida 33187
Jean Corlazzoli	3710 S.W. 106 Avenue Miami, Florida 33165
Phyllis Navarro	11439 S.W. 132 Place, Unit 4 Miami, Florida 33186
Gerrie Soman	700 Biltmore Way Coral Gables, Florida 33134
Ann Schuettler	18841 N.W. 2 Street Pembroke Pines, Florida 33029
Hilda Babonis	12960 S.W. 250 Terrace Homestead, Florida 33032
Martha Rothaus	8781 S.W. 85 Terrace Miami, Florida 33173
Janet Reed	17721 S.W. 92 Avenue Miami, Florida 33157
Dana Christoforo	7300 Vistalmar Street Coral Gables, Florida 33146
Zee Levin	10852 S.W. 88 Street Miami, Florida 33176

Diane Heller

50 West DiLido Drive
Miami Beach, Florida 33139

ARTICLE VI
INCORPORATOR

The name and address of the incorporator signing these Article is:

Helen Sandow

8260 S.W. 151 Street
Miami, Florida 33158

ARTICLE VII
REGISTERED AGENT

The name and address of the initial registered agent and the initial registered office is:

Helen Sandow

8260 S.W. 151 Street
Miami, Florida 33158

ARTICLE VIII
BY-LAWS

The By-Laws of the corporation may be made, altered or rescinded by a majority vote of the Directors. Thereafter, By-Laws of the corporation may be altered, amended or repealed from time to time only by a majority vote.

ARTICLE IX
PRINCIPAL OFFICE

The principal place of business is:

14260 S.W. 136 Street, Unit 17
Miami, Florida 33186

ARTICLE X
MAILING ADDRESS

The mailing address is:

8260 S.W. 151 Street
Miami, Florida 33158

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Helen Sandow ON Behalf of
The Miniature Guild of
Helen Sandow South Fl. Inc

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Section 617.023, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

The Miniature Guild of South Florida, Inc. desiring to organize
Under the laws of the State of Florida, hereby designates Helen
Sandow as its registered agent and 8260 S.W. 151 Street, Miami,
Florida 33158, as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

Helen Sandow ON Behalf of
The Miniature Guild
of South Fl. Inc.
Helen Sandow