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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

International Student & Scholar Services

University of South Florida
4202 East Fowler Avenue, CPR 107
Tampa, Florida 33620-5550

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NEW FILINGS

- Profit
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AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

PS 5/2/02

AMEND

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA ASSOCIATION OF INTERNATIONAL EDUCATORS, INC.
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

ADDED: ARTICLE V 501 (C)(3) STATUS COMPLIANCE
(SEE ATTACHED)

SECOND: The date of adoption of the amendment(s) was: 9.04.01

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

DR. DAVID B. AUSTELL, JR.

Typed or printed name

FAIE TREASURER

Title

3.29.02

Date

FLORIDA ASSOCIATION OF INTERNATIONAL EDUCATORS, INC.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: Florida Association of International Educators, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

Florida Association of International Educators
c/o International Student and Scholar Services, CPR 107
University of South Florida
4202 East Fowler Ave.
Tampa, FL 33620

ARTICLE III PURPOSE

The specific purpose for which the corporation is organized is:

To promote the advancement of international educational exchange in the state of Florida.

In order to meet fully the educational, social, and cultural needs of international students and scholars in the state, FAIE is committed to the following objectives:

1. To promote and recommend professional and ethical standards as set forth by NAFSA: Association of International Educators.
2. To develop and recommend procedures, policies, and best practices which are appropriate for international educational exchange.
3. To provide professional development opportunities for the FAIE membership.
4. To disseminate relevant and pertinent information related to international educational exchange to the FAIE membership.

5. To support, nurture, and enhance international education activities and practices at the local level, specifically to outreach to community and junior colleges, public school districts, and private primary and secondary schools in the five FAIE districts.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

The FAIE State *Chair* will serve a term of five years: one year as Chair-Elect, three years as Chair concurrent with the three year term as Florida State Representative to NAFSA Region VII, and one year as Past-Chair. The State Chair will begin the term of office at the annual NAFSA Region VII conference.

The FAIE State *Chair-Elect* will serve a term of one year before becoming the FAIE Chair. The Chair-Elect will be elected by a majority vote of the FAIE membership present during the Florida State Meeting at the annual NAFSA Region VII conference. Candidates for election to Chair-Elect will be identified by the FAIE Chair, members of the Executive Board, and the FAIE membership at large prior to the election. Candidates may also be nominated from the floor prior to the election (as amended 10.26.97).

The FAIE *Past-Chair* will serve a term of one year following the four previous years as Chair-Elect and Chair.

The FAIE *District Coordinators* will serve on the FAIE Executive Board, coordinate and direct activities of their districts, and serve terms of two years. District Coordinators for Miami, Tampa, and Orlando will begin their terms of office in even numbered years. District Coordinators for Jacksonville East and Jacksonville West will begin their terms in odd numbered years, except for the terms of office coincident with the adoption of the FAIE bylaws. District Coordinators may serve no more than two consecutive terms. District Coordinators will be appointed by the FAIE Chair upon the recommendation of the Executive Board, which is comprised of the FAIE Chair, Chair-Elect, Past-Chair, and District Coordinators.

ARTICLE V 501 (c)(3) STATUS COMPLIANCE

Pursuant to meeting the requirements of *Section 501(c)(3) of the Internal Revenue Code of 1986*, The Florida Association of International Educators confirms the following:

1. That the purposes for which the corporation is organized are exclusively educational 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.

2. That notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.
3. That upon the dissolution of the Florida Association of International Educators, any assets shall be distributed for one or more exempt purposes within the meaning of *section 501(c)(3) of the Internal Revenue Code of 1986* or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

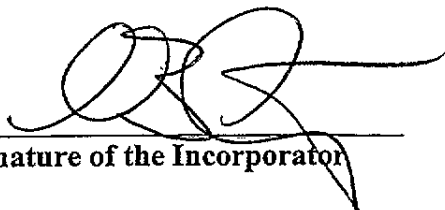
The name of the initial registered agent, and Florida street address of the initial registered agent are as follows:

Dr. David B. Austell, Jr.
FAIE Treasurer, and Director
International Student and Scholar Services, CPR 107
University of South Florida
4202 East Fowler Avenue
Tampa, FL 33620

ARTICLE VII INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Dr. David B. Austell, Jr.
FAIE Treasurer, and Director
International Student and Scholar Services, CPR 107
University of South Florida
4202 East Fowler Avenue
Tampa, FL 33620



Signature of the Incorporator

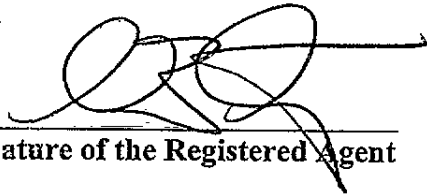
09.04.01

Date

ARTICLE VIII ADDITIONAL ARTICLE N/A

An additional article must be added if an effective date is requested.

Having been named as a registered agent and to accept service of process for the above stated corporation as the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature of the Registered Agent

09.04.01


Date

Amended per Ms. Barbara Harris Butterfield of the IRS on September 4th, 2001

CERTIFICATION STATEMENT

I certify that the attached amendment is a conformed copy of the document that was unanimously adopted by the governing body of the Florida Association of International
(name of organization) Educators, Inc.
on 09.26.01 and submitted to the state for approval on 09.26.01.

I hereby agree to submit a copy of the approved amendment to the Internal Revenue Service upon receipt.


_____, TREASURER, 9.26.01
Signature of Officer Title Date
Dr. David B. Austell, Jr. FAIE Treasurer