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LAW OFFICES
RICHARD W. WASSERMAN

420 LINCOLN ROAD • MIAMI BEACH, FLORIDA 33139
TELEPHONE 532-3431 • FAX 532-6840

July 29, 1996

RECEIVED
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TALLAHASSEE, FLORIDA

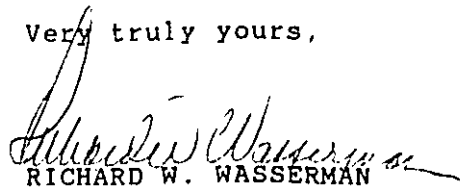
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam:

Enclosed herein please find a check in the amount of \$122.50 representing payment for the filing of Articles of Incorporation of MIAMI BEACH BAR ASSOCIATION SCHOLARSHIP FUND, INC., a Florida Not For Profit Corporation and a certified copy of same.

Thank you for your attentions herein.

Very truly yours,


RICHARD W. WASSERMAN

RWW:sa
Encls.

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8/1/96
8/2/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 2, 1996

RICHARD W. WASSERMAN, ESQ.
420 LINCOLN RD
MIAMI BEACH, FL 33139

SUBJECT: MIAMI BEACH BAR ASSOCIATION SCHOLARSHIP FUND, INC.
Ref. Number: W96000016205

We have received your document for MIAMI BEACH BAR ASSOCIATION SCHOLARSHIP FUND, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 996A00037110

LAW OFFICES

RICHARD W. WASSERMAN

420 LINCOLN ROAD • MIAMI BEACH, FLORIDA 33139
TELEPHONE 532 3411 • FAX 532 6848

August 14, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
ATTN: PAMELA HALL


Re: Miami Beach Bar Association Scholarship Fund, Inc.
Ref. No: W 96000016205

Dear Ms. Hall:

Pursuant to your letter dated August 2, 1996, enclosed herein is the revised Articles for the above referenced not-for-profit corporation.

Thank you for your attentions herein.

Very truly yours,


RICHARD W. WASSERMAN

RWW:sa
Encls.

P.S. Returned herewith is a copy of your letter to me dated August 2, 1996.

ARTICLES OF INCORPORATION OF
MIAMI BEACH BAR ASSOCIATION SCHOLARSHIP FUND, INC.
a Florida Not For Profit Corporation

8/1/96 22 PM 1:13
MILLER, J. L. FLORIDA

THE UNDERSIGNED PERSON, this 29th day of July, 1996,
acting as incorporator of a corporation not for profit under
the Florida Not For Profit Corporation Act, as set forth in
Chapter 617 of the Florida Statutes, adopt the following

Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is:

MIAMI BEACH BAR ASSOCIATION SCHOLARSHIP FUND, INC.

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

420 Lincoln Road - Suite #256
Miami Beach, Florida 33139

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a not for profit corporation. The
purposes for which this corporation is organized are:

- A. The specific and primary purposes for which this
corporation is formed is for the advancement of
legal education in accredited schools of law for
duly qualified residents of Dade, County, Florida.

- B. The general purposes for which this corporation is formed is to operate exclusively for the foregoing educational and religious purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.
- C. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.
- D. To engage in, participate in, and carry out any acts or activities necessary or convenient for the accomplishment of the foregoing purposes.
- E. 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 1954 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 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

This corporation does not and will not afford pecuniary gain, incidentally otherwise, to its members. The net earnings of this corporation, if any, shall not inure in whole or in part to the benefit of any person or individual having a personal or private interest in the activities of this corporation. Any income of the corporation computed with respect to the taxable year of the corporation, shall be distributed at such time and in such manner as not to subject

the corporation to tax under Section 4942 of the Internal Revenue Code of 1954. This corporation shall not engage in any act of self dealing, as defined in Section 4941(d) of said Code shall not retain any excess business holdings, as defined in Section 4943(c) of said Code; shall not make any investment in such manner as to subject the corporation to tax under Section 4944 of said Code; and shall not make any taxable expenditures, as defined in Section 4945(d) of said Code.

ARTICLE V

INITIAL REGISTERED AGENT

The name and address of the Initial Registered Agent:

RICHARD W. WASSERMAN, ESQ.
420 Lincoln Road
Suite #256
Miami Beach, Florida 33139

ARTICLE VI

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualification of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of

collection thereof, shall be as regulated in the By-Laws.

ARTICLE VII

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be no less than three (3) and no more than twenty-five (25). They shall be elected in the manner set forth in the By-Laws of this corporation. The names and mailing addresses of the persons who are to serve as the initial directors are:

RICHARD W. WASSERMAN	420 Lincoln Road, Suite #256 Miami Beach, Florida 33139
ARTHUR N. SHEPPARD	420 Lincoln Road, Suite #256 Miami Beach, Florida 33139
MYLES CYPEN	825 Arthur Godfrey Road Miami Beach, Florida 33140

ARTICLE VIII

The name and address of each incorporator are:

RICHARD W. WASSERMAN	420 Lincoln Road, Suite #256 Miami Beach, Florida 33139
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ARTICLE IX

The Board of Directors shall elect the following

Officers: President, Treasurer, and Secretary.

ARTICLE X

Subject to limitations contained in the By-Laws and any limitations set forth in the Not For Profit Corporation Act

of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the By-Laws.

ARTICLE XI

The property of this corporation is irrevocably dedicated to both educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, Officer, or member thereof, or to the benefit of any private individual.

ARTICLE XII

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XIII

Amendments to these articles of incorporation may be

proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of members of the corporation.

ARTICLE XIV

The Board of Directors of this corporation may provide such By-laws for the conduct of its business and the carrying out of its purposes, and may amend, alter or rescind the same, as they may deem necessary from time to time. A majority of the Directors must be present at such meetings to constitute a quorum in order to approve said amendments, revisions, additions, repeals, or rescissions.

ARTICLE XV

Section 1. These Articles of Incorporations may be amended at a special meeting of the Board of Directors called for that purpose, by a two-thirds vote of those present.

Section 2. Amendments may also be made at a regular meeting of the Board of Directors if notice is given, as provided by the By-Laws, of intention to submit such amendments. Notice must be sent in writing to all Board Members in good standing, seven (7) days prior to the scheduled date for the meeting called for the purpose of making an amendment to the Articles of Incorporation.

ARTICLE XVI

ACCEPTANCE OF
DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the Corporation known as MIAMI BEACH BAR ASSOCIATION SCHOLARSHIP FUND, INC. at the place designated in the certificate included in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes

relative to keeping open said office.

DATED this 26 day of July 1996.


RICHARD W. WASSERMAN, ESQ.
Registered Agent

5570922 04 1:13
TALLAHASSEE, FLORIDA

Richard W. Wasserman
RICHARD W. WASSE RMAN
Incorporator

Sally Wasserman
Notary Public

