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Account Name : FILINGS, INC.
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FLORIDA NON-PROFIT CORPORATION
MORNINGSIDE HISTORIC EDUCATION SOCIETY, INC.

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ARTICLES OF INCORPORATION
MORNINGSIDE HISTORIC EDUCATION SOCIETY, INC.
 (a corporation not for profit)

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ARTICLE I

CORPORATE NAME

The name of this corporation is **MORNINGSIDE HISTORIC EDUCATION SOCIETY, INC.**

ARTICLE II

PURPOSE

1. The purpose of the corporation is to educate the general public regarding Morningside, Miami's first historic preservation district, provide tours of Morningside's homes and architecture, to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereunder set forth, to use and apply the whole or any part of the income therefrom exclusively for charitable, religious, scientific, literary or educational purposes or to make contributions to organizations duly authorized to carry on charitable, religious, scientific, literary or educational activities within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; to solicit and receive gifts, bequests, donations, contributions, conveyances, deeds of real estate, stocks, securities or commodities and devises of monies and properties and to use and apply the net income and principal exclusively and in furtherance of the undertakings of the corporation; to receive, own, hold, administer, distribute and dispose of properties of all kinds, whether real, personal or mixed, and whether acquired by gift, bequest, devise, purchase or otherwise; to borrow monies and to do and perform all lawful acts necessary, suitable and proper for the purposes hereinbefore enumerated. Provided, however, that unless specified by donors, grantors and contributors to the contrary, all

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sums of money, property, securities and commodities and donations of every kind shall be considered as permanent funds and used and applied to the purposes and uses above enumerated.

2. No part of the earnings of the corporation shall inure to the benefit of any Director or Officer of the corporation, or any other person (except that the corporation may pay reasonable compensation to its Directors and Officers for services rendered to or on behalf of the corporation and may make other payments and distributions in furtherance of one or more of its purposes), and no Director or Officer of the corporation, or any other person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

3. The corporation shall not engage in any act of self dealing, as defined in section 4943(c) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

4. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes within the meaning of section 4944, so as to give rise to any liability for tax imposed by section 4944(a), of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

5. The corporation shall not make any taxable expenditures as defined in section 4945(d), which would give rise to any liability for tax imposed by section 4944(a), of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

6. Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on any activities not permitted under the Regulations or not permitted to be conducted or 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 section of any future Federal tax code.

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ARTICLE III

MEMBERS

The qualification of members and the manner of their admission shall be determined under and pursuant to the Bylaws of the corporation.

ARTICLE IV

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Jesse H. Diner, Esq.
Atkinson, Diner, Stone, Mankuta & Ploucha, P.A.
1946 Tyler Street
Hollywood, Florida 33020

ARTICLE V

BOARD OF DIRECTORS

The number of Directors may be altered from time to time as determined under and pursuant to the Bylaws of this corporation. However, the corporation shall have no less than three (3) Directors at any time. The method of election or appointment of Directors shall be stated in the Bylaws of this corporation.

ARTICLE VI

BYLAWS

The Bylaws of this corporation shall initially be adopted by its Directors, and shall thereafter be adopted, amended or repealed by its Directors or its members under and pursuant thereto.

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ARTICLE VII
DISSOLUTION

Upon the dissolution of this corporation, 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 government, or to a state or local government, for a public purpose.

ARTICLE VIII
MAILING ADDRESS AND PRINCIPAL OFFICE

The corporation's initial principal office and mailing address is:

679 N.E. 58th Street
Miami, FL 33137

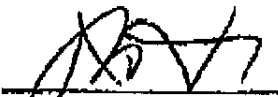
ARTICLE IX
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

Jesse H. Diner, Esq.
Atkinson, Diner, Stone, Mankuta & Ploucha, P.A.
1946 Tyler Street
Hollywood, Florida 33020

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


Dated: 11/7, 2000



JESSE H. DINER

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The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of Florida law applicable to said designation.



JESSE H. DINER

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