

LAW OFFICES
GREENFIELD & DuVAL

February 23, 2001

HARVIE S. DUVAL
MICHAEL D. HYMAN
JOHN GREENFIELD
Of Counsel

VIA FEDERAL EXPRESS

No 1000001354

Mailing Address:
P.O. Box 610488
North Miami, Florida 33261-0488

11601 Biscayne Boulevard
Suite 201
North Miami, Florida 33181

Dade (305) 893-9270
Fax (305) 893-6696

*Secretary of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399*

Attention: **CORPORATIONS DIVISION**
Business Organization Filing Section

900003767139--4
-02/26/01-01056--005
*****78.75 *****78.75

Re: **ARTICLES OF INCORPORATION**
INTERNATIONAL FOUNDATION TO SUPPORT
HUMANITARIAN PROGRAMS, INC.
a Non Profit Corporation

EFFECTIVE DATE
2-27-01

Gentlemen:

In accordance with your telephone advice, we enclose herewith original and one copy of **Articles of Incorporation** for the above corporation, together with our check in the amount of \$78.75, to cover your filing fee.

Please return the recorded **Articles** to the undersigned at your earliest convenience in the enclosed prepaid **Federal Express** envelope.

Thank you for your cooperation.

Very truly yours,

GREENFIELD & DUVAL

Michael D. Hyman
MICHAEL D. HYMAN

MDH:mc
Enclosures

B. BROWN FEB 27 2001

EFFECTIVE DATE

2-27-01

FILED
01 FEB 26 AM 10:13

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL FOUNDATION TO SUPPORT
HUMANITARIAN PROGRAMS, INC.
a Non Profit Corporation**

The undersigned incorporator to these *Articles of Incorporation* does hereby cause to be filed this Certificate of Incorporation for the purpose of forming a non-profit corporation under the Statutes of the State of Florida.

ARTICLE I

NAME

The name of the corporation is:

**INTERNATIONAL FOUNDATION TO SUPPORT
HUMANITARIAN PROGRAMS, INC.**

ARTICLE II

INCORPORATOR

The name and street address of the incorporator is:

**STANLEY BERNSTEIN
6241 Pointe Royal Circle
Delray Beach, Florida 33484**

ARTICLE III

INITIAL OFFICE

The initial office, principal place of business, and mailing address of the corporation is:

*6241 Pointe Royal Circle
Delray Beach, Florida 33484*

ARTICLE IV

DURATION

The period of the duration of this corporation is perpetual.

ARTICLE V

PURPOSE

The purpose of this corporation is to promote socially important programs, coordinating its work and achieving its goals of eradication of poverty; to provide quality medical services to socially unprotected groups of society; to assist in providing medical institutions with remedies, consumables and medical products and to insure and participate in the construction of hospitals and medical facilities of every kind; to assist in solving housing problems and to participate and advocate the development and protection of human rights throughout the world.

To do any and all things and everything necessary and proper for the accomplishment of the objectives enumerated hereinabove or any amendment thereto and to do all of such things in a lawful manner and as are necessary and incidental to the protection and benefit of the corporation and the people who are intended to be served, and in general to carry out any lawful activity necessary or incidental to the protection and benefit of the corporation and in general to carry out any lawful activity necessary or incidental to the attainment of the objectives of the corporation whether or not those activities are similar in

nature to the objectives set forth herein, it being understood that the enumeration of specific powers in these *Articles of Incorporation* shall not be deemed to be exclusive, may embrace all but all other lawful powers conferred by the statutes of the State of Florida, the Statutes of the United States of America and the statutes of any country wherein the corporation shall operate.

ARTICLE VI

CONDITIONS OF MEMBERSHIP

The conditions of membership in this corporation are as follows:

Every person who shall achieve to become a member of this non-profit entity shall have a bona fide desire to participate in the activities of this corporation, in endeavoring to obtain the objectives of this corporation as are herein set forth. Each person so desiring to become a member shall achieve ten (10) hours of service as a member and shall receive a certificate of membership in the said corporation, which said certificate of membership shall be granted to such person on a year to year basis subject only to the activities of the said member in connection with seeking to achieve the objectives of the corporation.

All members shall be of a single class.

ARTICLE VII

TRANSFERABILITY OF MEMBERSHIP

Membership shall not be transferable except upon death of such member in which event the said membership shall be transferred to the surviving spouse of such member.

ARTICLE VIII

TERMINATION OF MEMBERSHIP

Upon failure of any member to provide annually ten (10) hours of service on behalf of the corporation, the membership of such member shall be terminated upon written notice of such termination as may be issued by the Board of Directors. The corporation shall have no liability to such terminated member nor shall such terminated member have any claim or right as against the corporation or its remaining members.

ARTICLE IX

AMENDMENTS

This Certificate of Incorporation may be amended in the manner provided by the Statutes of the State of Florida at the time of the amendment.

ARTICLE X

DIRECTORS

The Board of Directors shall be constituted by not less than three (3) members nor more than nine (9). An appropriate amendment shall subsequently be filed with the Secretary of State, State of Florida, to designate the names and addresses of the persons who shall serve as the initial Board of Directors.

ARTICLE XI

ELECTION OF DIRECTORS

The directors are to be elected by the members by a vote of a majority of the members present at a duly called annual meeting on the first Wednesday of May of each year, commencing on Wednesday, May 2, 2001, which annual meeting shall be noticed for the purpose of electing directors to the said corporation.

ARTICLE XII

CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be president, vice president, secretary and treasurer.

The principal duties of the president shall be to preside at all meetings of the members and the Board of Directors and to have general supervision of the affairs of the corporation.

The principal duties of the vice president shall be to discharge the duties of the president in the event of absence or disability, for any cause whatsoever of the president.

The principal duties of the secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all moneys, credits, and property of any and every nature of the corporation which shall come into his hands, and to keep an accurate account of all moneys received and disbursed and of proper vouchers for moneys disbursed, and to render such accounts, statements, and inventories of moneys received and disbursed and of money and property on hand and general of all matters pertaining to his office, as shall be required by the Board of Directors.

ARTICLE XIII

NEGATION OF PECUNIARY GAIN

This corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, or individual. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatever kind or nature shall be used and distributed exclusively to carry out the purposes for which this corporation has been organized as provided herein.

ARTICLE XIV

COMPENSATION

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation in carrying out one or more of its purposes.

ARTICLE XV

ELECTION FOR TAX PURPOSES

Upon the election of the officers of the corporation, this corporation shall qualify pursuant to the laws of the United States of America and the Internal Revenue Code as a corporation authorized to carry on any activities permitted to be carried on (a) by a corporation exempt from federal income tax under *Section 501(c)(3)* of the *Internal Revenue Code* (or the corresponding provision of any future United States Internal Revenue Code) or (b) by corporate contributions which are deductible under *Section 170(c)(2)*, of the *Internal Revenue Code* (or the corresponding provision of any future United States Internal Revenue Code law).

ARTICLE XVI

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under *Section 501(c)(3)* of the *Internal Revenue Code* (or the corresponding provision of any future United States Internal Revenue Law), as the board of Directors shall determine. Any such assets not so disposed of shall be disposed of

by the Circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVII

REGISTERED AGENT'S NAME AND ADDRESS

The name and address of the Registered Agent for the Corporation is:

LEO GREENFIELD
11601 Biscayne Boulevard - Suite 201
Miami, Florida 33181


ARTICLE XVIII

EFFECTIVE DATE

This corporation shall become effective on the 27th day of February, 2001.

IN WITNESS WHEREOF, I, the undersigned, being the original Incorporator to the capital stock hereinabove named, for the purpose of forming a non profit corporation to do business both within and without the State of Florida, under the laws of Florida, and the United States of America, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 2/24/2001 day of February, 2001.

**INTERNATIONAL FOUNDATION TO SUPPORT
HUMANITARIAN PROGRAMS, INC.**
a Non Profit Corporation

By:  (SEAL)
Stanley Bernstein, President

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

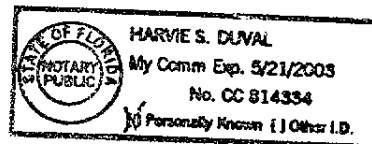
)
SS:
)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally known to me, appeared STANLEY BERNSTEIN, to me personally known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami-Dade County, Florida, this 23rd day of February, 2001.

Harvie S. DuVal

Notary Public State of Florida




**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to *Chapter 48.091, Florida Statutes*, the undersigned hereby designates:

LEO GREENFIELD
11601 Biscayne Boulevard - Suite 201
Miami, Florida 33181

as its Registered Agent to accept service of process within this State.

**INTERNATIONAL FOUNDATION TO SUPPORT
HUMANITARIAN PROGRAMS, INC.**
a Non Profit Corporation

By:  (SEAL)
Stanley Bernstein, President

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

By: 
LEO GREENFIELD

FILED
01 FEB 26 AM 10:13
CLERK OF STATE
TALLAHASSEE, FLORIDA