

NO1000004595

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June 12, 2002

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

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Re: The enclosed amendment to articles of incorporation of
Association for Cultural Education, Inc.


Dear Sirs,

Enclosed please find an amendment to the prior articles of incorporation for the Association for Cultural Education, Inc. The amendment is a more complete form of the articles of incorporation, intended to completely replace the prior articles which were inadequate for the purposes of the corporation.

Also enclosed is a check in the amount of \$43.75; \$35 for the filing fee for the amendment, and \$8.75 for a certified copy of same (which is less than 8 pages).

My return address is listed on the letterhead of this page. Thank you for your attention to this matter and please do not hesitate to call should you have any questions or need anything else from the Association to amend its articles as provided herein.

Very Truly Yours,


Yigal D. Kahana

FILED
02 JUN 17 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend

T BROWN JUN 19 2002

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

ASSOCIATION FOR CULTURAL EDUCATION, INC.
(present name)

N01000004595

(Document Number of Corporation (If known))

FILED
02 JUN 17 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

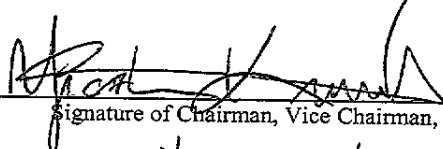
FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

PLEASE DELETE THE PRIOR ARTICLES IN THEIR ENTIRETY; AND REPLACE THEM WITH THE ATTACHED ARTICLES, NUMBERS 1-18 (I-XVIII).

SECOND: The date of adoption of the amendment(s) was: JUNE 10, 2002

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

YIGAL KAHANA

Typed or printed name

DIRECTOR

Title

JUNE 10, 2002

Date

Articles of Incorporation of Association for Cultural Education, Inc.,
a Florida Not for Profit Corporation

The undersigned for the purpose of forming a not for profit corporation under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, makes and adopts the following articles of Incorporation:

Article I *Name*

The name of the corporation is ASSOCIATION for CULTURAL EDUCATION, INC.

Article II *Initial registered Agent and Office*

The street address of the initial registered office of the corporation is 12865 West Dixie Highway, North Miami, Miami-Dade County, FL, 33161. The name of its initial registered agent at that address is Yigal D. Kahana.

Article III *No members*

The corporation shall not have a membership distinct from the board of directors, and shall not issue membership certificates. The corporation shall not issue shares of stock.

Article IIII *Duration*

The corporation shall have perpetual duration.

Article V *Not for Profit*

The corporation is a not-for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income and assets of the corporation is distributable to or for the benefit of its directors and officers, except to the extent permissible under these articles, under law, or under 26 USCA §501(c)(3).

Article VI *Purposes*

The specific and primary purposes, for which the corporation is organized, are to operate for the advancement of education, especially cultural education, and for other exclusively educational purposes, which will qualify it as an exempt organization under 26 USCA §501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

Article VII *Powers*

A. Solely for the above purposes, the corporation shall have the following powers:

To produce, arrange for, sponsor, promote, administer or operate cultural education programs, events and class curricula, that benefit the public by raising the level of awareness, sensitivity, and appreciation among the general public for cultural issues both within and between societies.

B. To exercise all rights and powers conferred by the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which non-profit corporations may be incorporated under the Florida Not For Profit Corporations Act, and any successor or amendment thereto.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

Article VIII *Initial procedures*

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 three (3); provided that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first annual meeting of members, to be held January 6, 2003, at 10:00 AM, at 12865 West Dixie Highway, North Miami, FL 33161, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of two years, until the second annual meeting of members following the initial election of directors and until the qualification of the successors in office. Annual meetings of members shall be held at 10:00 AM on the first non-holiday Monday in January of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board or directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same

force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of the corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

Article IX *Limitation*

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of the corporation shall ever inure directly or indirectly to the benefit of, or be distributable to, its members (should there ever be any), officers or directors; but the corporation shall be authorized and empowered to make reasonable compensation for services rendered, and to make reasonable reimbursements for expenses incurred on behalf and for the benefit of the corporation, and to make payments and distributions in furtherance of the purposes set forth in Article VI of these articles.

Article X *Tax Exempt Status*

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 USCA §501(a) as an organization described in 26 USCA §501(c)(3) and which is other than a private foundation as defined in 26 USCA §509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 USCA §501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered as references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article XI *Dissolution*

On 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, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a 'qualified organization' only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA §170(c)(1) or 26 USCA §170(c)(2)(B) and is described in 26 USCA §509(a)(1), (2) or (3).

Article XII *Board of Directors*

The names and residential addresses of the persons who are to serve as the initial directors:

YIGAL D. KAHANA 410 W. 45th Street, Miami Beach, FL 33140
ROBERTA D. KAHANA 410 W. 45th Street, Miami Beach, FL 33140
SUSANA R. GARMIZO 3413 Atlanta Drive, Hollywood, FL 33021

Article XIII *Officers*

The officers of the corporation may consist of a president, one or more vice-presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by a resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such time and in such a manner as may be prescribed by the bylaws or by law.

Article XIV *Incorporator*

The name and address of the incorporator is:

YIGAL D. KAHANA 410 W. 45th Street, Miami Beach, FL 33140

Article XV *Bylaws*

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

Article XVI *Amendment*

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

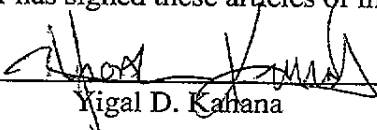
Article XVII *Indemnification and Civil Liability Immunity*

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent provided by law, including but not limited to Florida Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article XVIII *Commencement of Corporate Existence*

Corporate existence shall commence in the month of June, 2002.

In witness the undersigned incorporator has signed these articles of incorporation on the 4th of June, 2002.



Yigal D. Kahana