

NO2000007250
Lawrence A. Saichek, Esq.

601 Brickell Key Drive
The Courvoisier Centre II – Suite 505
Miami, FL 33131
(305) 577-3902 fax (305) 577-0860

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900 North Federal Highway
Boca Reflections Building – Suite 460
Boca Raton, FL 33432
(561) 394-0135 fax (561) 394-0571

September 5, 2002

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Netherlands Florida Scholarship Foundation, Inc.
Articles of Incorporation

Ladies and Gentlemen:

Enclosed please find two copies of the Articles of Incorporation of the above referenced corporation along with a check in the amount of \$78.75 as payment of the filing fee. The certified copy of the Articles of Incorporation should be returned as follows:

Jaap Donath
6600 North Andrews Avenue
Suite 150
Fort Lauderdale, FL 33309

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*****78.75 *****78.75

If you have any questions regarding the above, please contact the undersigned.

Very truly yours,



LAWRENCE A. SAICHEK

LAS/lf
encl.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 SEP 23 PM 2:37

BR 9/23
W-26483



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 12, 2002

JAAP DONATH
6600 N ANDREWS AVE, STE 150
FT LAUDERDALE, FL 33309

SUBJECT: THE NETHERLANDS FLORIDA SCHOLARSHIP FOUNDATION,
INC.

Ref. Number: W02000026483

We have received your document for THE NETHERLANDS FLORIDA SCHOLARSHIP FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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 (850) 245-6919.

Beth Register
Corporate Specialist Supervisor
New Filings Section

Letter Number: 702A00052270

ARTICLES OF INCORPORATION 02 SEP 23 PM 2:37
OF
THE NETHERLANDS FLORIDA SCHOLARSHIP
FOUNDATION, INC.

The undersigned acknowledges and files in the Offices of the Secretary of State of the State of Florida for the purpose of forming a not-for-profit corporation under and in accordance with the laws of the State of Florida, these Articles of Incorporation.

Article I

The name of the corporation shall be THE NETHERLANDS FLORIDA SCHOLARSHIP FOUNDATION, INC. (the "Corporation").

Article II

The principal place of business of the Corporation shall be in the City of Fort Lauderdale, Broward County, Florida and the mailing address of the Corporation shall be 6600 North Andrews Avenue, Suite 150, Fort Lauderdale, FL 33309. Its business shall be carried out at its principal place of business, as set forth above, or at such other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors; furthermore, the Board may from time to time relocate the principal office of the Corporation.

Article III

The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of gifts, grants and other distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or to individuals.

Article III.

1. Active members of the Corporation shall be limited to such persons who, in the sole judgment of the Directors, are sincerely interested in philanthropic causes, generally, and in the purposes of the Corporation, specifically. The Board may from time to time establish more rigorous criteria for the qualifications and obligations of members, but until such time membership shall be limited to no more than five (5) persons.

2. Each active member shall be entitled to one vote in the affairs of the Corporation. Proxy voting is permitted.

3. Any member ceasing to have the necessary qualifications or who engages in any unprofessional action or conduct detrimental to the Corporation shall be expelled from the membership, as provided in the By-Laws.

Article IV.

1. The Board shall consist of the number of directors determined in accordance with the By-Laws, but not less than three directors.

2. The directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the By-Laws.

3. The names and addresses of the members of the first Board, who shall hold office until their successors are elected and have qualified in accordance herewith, or until removed, are as follows:

Jaap Donath
6600 North Andrews Avenue
Suite 150
Fort Lauderdale, FL 33309

Gerry Hulst van Gaal
6600 North Andrews Avenue
Suite 150
Fort Lauderdale, FL 33309

Gina Last
6600 North Andrews Avenue
Suite 150
Fort Lauderdale, FL 33309

Patricia Vanderkluuw
6600 North Andrews Avenue
Suite 150
Fort Lauderdale, FL 33309

Article V.

The Corporation shall commence its existence upon the filing of these articles with the Secretary of State and shall exist perpetually thereafter until dissolved. Upon dissolution, assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code or corresponding sections 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. 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 Corporation is then located, exclusively for such purposes or to such organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

Article VI.

The registered agent of the Corporation shall be Jaap Donath whose office shall be located at 6600 North Andrews Avenue, Suite 150, Fort Lauderdale, FL 33309.

The offices to be held by the above named Director(s) are as follows:

President:	Jaap Donath
Vice President:	Patricia Vanderkluuw
Secretary:	Gina Last
Treasurer:	Gerry Hulst van Gaal

Article VII.

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its board of directors, members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a private foundation the Florida Statutes; (b) a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code or any other corresponding provision of any future federal tax code or (c) a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

4. (a) The Corporation will distribute its income for each taxable year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any future federal tax code.

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any future federal tax code.

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any future federal tax code.

(d) The Corporation will not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any future federal tax code.

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any future federal tax code.

Article VIII.

The name and address of the incorporator and subscriber to these Articles is:

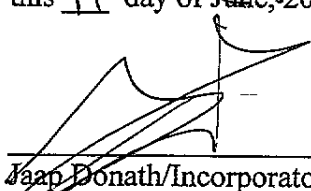
Jaap Donath
6600 North Andrews Avenue
Suite 150
Fort Lauderdale, FL 33309

Article IX

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a Director or an Officer of the Corporation and each person who serves, at the request of the Corporation, as a Director or an Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being such Director or Officer or by reason of any action alleged to have been taken or omitted by him as such a Director or Officer. The Corporation shall reimburse such persons for all costs and legal and other expenses reasonably incurred by such Director or Officer in connection with any such claim or liability as to which it shall be adjudged that such Director or Officer is liable, to the extent permitted by law.

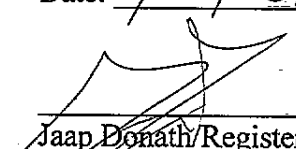
The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the incorporator and subscriber has hereunto set his hand and seal, this 19 day of ~~June~~^{July}, 2002.



Jaap Donath/Incorporator

Date: 7-19-02



Jaap Donath/Registered Agent

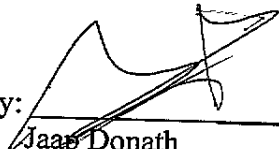
Date: 7-19-02

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM SERVICE MAY BE SERVED WITHIN THIS STATE**

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said act:

The Netherlands Florida Scholarship Foundation, Inc., a Florida not-for-profit corporation qualified to do business under the laws of the State of Florida, with its principal office at 6600 North Andrews Avenue, Suite 150, Fort Lauderdale, FL 33309 has appointed Jaap Donath as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act, relative to keeping open said office.

By: 

Jaap Donath

Registered Agent

~~1920 East Hallandale Beach Boulevard
Hallandale Beach, FL 33009~~

(JD)

6600 N. Andrews Ave
Suite 150

Ft. Lauderdale
FL 33309

7-19-02

9-19-02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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