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To:

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Account Name : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)
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FLORIDA NON-PROFIT CORPORATION

FLORIDA EGYPTIAN SOCIETY, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION OF
FLORIDA EGYPTIAN SOCIETY, INC.

ARTICLE I

Name

The name of this not-for-profit corporation is FLORIDA
EGYPTIAN SOCIETY, INC.

ARTICLE II

Terms

The term for which this Corporation shall exist shall be
perpetual.

ARTICLE III

Principal Office

The principal office of the Corporation is located at 625
Court Street, Clearwater, FL 33756.

ARTICLE IV

Purposes

The corporation shall be organized as a not-for-profit
corporation under Chapter 617, Florida Statutes, incorporated on a
non-stock basis. The purposes for which the corporation is to be
formed are exclusively for scientific, educational, charitable and
religious purposes within the meaning of Section 501(c)(3) of the
Internal Revenue Code of 1986, or the corresponding provision of
any future U. S. Internal Revenue law and in furtherance of these
purposes, the corporation may:

A. Provide assistance to individuals of Egyptian heritage or

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ethnicity (the "Egyptians") living in the United States to enable them to establish themselves as productive citizens;

B. Provide educational opportunities for Egyptians living in the United States;

C. Assist in meeting the healthcare needs of Egyptians living in the United States;

D. Provide funds for places of worship for Egyptians living in the United States;

E. Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes;

F. Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes;

G. Contract with other organizations, for-profit and not-for-profit, with individuals and with governmental agencies in furtherance of these purposes; and

H. Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Not-for-Profit Corporation Act; and

I. Solicit and receive contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes referred to in A through I above.

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ARTICLE V
Powers

This Corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however, that none of the powers granted to this Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article IV.

ARTICLE VI
Prohibited Acts

This Corporation shall operate exclusively for scientific, charitable, educational and religious purposes within the meaning of §501(c)(3) of the Internal Revenue Code. In the course of which operation:

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its individual members, directors, officers or other 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 herein.

B. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence

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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 except as authorized under the Internal Revenue Code.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted by an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Notwithstanding any other provisions of these Articles, the following limitations shall apply for so long as the Corporation is classified as a "private foundation" under the provisions of section 509 of the Internal Revenue Code as it now exists or may hereafter be amended:

D. (1) Distributions. The Corporation will make distributions at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(2) Self-dealing. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax

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laws.

- (3) Excess Business Holdings. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- (4) Investments Jeopardizing Charitable Purpose. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- (5) Taxable Expenditures. The corporation shall not make any taxable expenditures as defined in subsection (d) of Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE VII
Dissolution

If the Corporation's purposes fail or if the Corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the Corporation voluntarily dissolves, then all of the Corporation's assets and accumulated income shall be distributed to such other organizations as the trustees (or in

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default of designation by the trustees, the Circuit Court for the county in which the principle office of the Corporation is then located) shall designate as best accomplishing the purposes for which the Corporation was formed; provided that the organizations receiving such assets are qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The Corporation shall be dissolved after all its property has been so distributed.

ARTICLE VIII

Members

The members of the Corporation shall be the Board of Directors which serve from time to time of the Corporation.

ARTICLE IX

Board of Directors and Officers

The management of the affairs of this Corporation is vested in its Board of Directors, which shall consist of not less than three (3) Directors. All Directors shall be elected or appointed in the manner and for the terms prescribed in the By-Laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified.

The Board of Directors, at its annual meeting, shall elect a President, Vice President, Secretary and Treasurer and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may

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hold two or more corporate offices except that the offices of President and Secretary shall not be held by the same person. The officers of the Corporation shall have such duties as may be specified by the Board or by the By-Laws of this Corporation. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the By-Laws of this Corporation.

ARTICLE X
Indemnification

The corporation shall indemnify any officer or Trustee, or any former officer or Trustee, to the full extent permitted by law.

ARTICLE XI
By-Laws

The By-Laws of the Corporation shall be adopted by the initial Board of Trustees, as constituted under Article IX above, at the organizational meeting of the Board, and said By-Laws may thereafter be amended by the vote of a majority of the Trustees then in office.

ARTICLE XII
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by a majority of the Board of Trustees then in office.

ARTICLE XIII
Registered Agent

The name and address of the registered agent of this Corporation is EMIL C. MARQUARDT, JR., 625 Court Street, Clearwater, FL 33756.

ARTICLE XIV
Incorporators

The name and address of the person(s) signing these
Articles is:

NAME

ADDRESS

EMIL C. MARQUARDT, JR. 625 Court Street, Clearwater, FL 33756

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 16th day of December
2002.

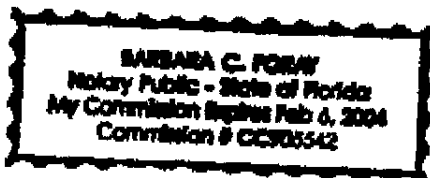
In the Presence of:

Barbara C. Faray Emil C. Marquardt (SEAL)
Michelle Hart EMIL C. MARQUARDT, JR.

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before
me, an officer duly authorized to administer oaths and take
acknowledgments, EMIL C. MARQUARDT, JR., to me personally known to
be the individual described in and who executed the foregoing
instrument or who has produced N/A as identification and who
did take an oath and he acknowledged before me that he executed the
same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said
County and State, this 16 day of December, 2002.



Barbara C. Faray
Name: BARBARA C. FARAY
Notary Public
My Commission Expires:

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENTACKNOWLEDGMENT:

Having been named to accept service of process for FLORIDA EGYPTIAN SOCIETY, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


EMIL C. MARQUARDT, JR.

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