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FLORIDA NON-PROFIT CORPORATION

the shirazi foundation, inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF NON-PROFIT CORPORATION

The Shirazi Foundation, Inc.

The undersigned, acting as incorporator(s) of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE ONE

Name

The name of the corporation is The Shirazi Foundation, Inc. (the "Corporation").

ARTICLE TWO

Corporate Duration

The duration of the corporation is perpetual unless sooner terminated by appropriate action of the Board of Trustees.

ARTICLE THREE

Registered Office and Agent

The principal place of business and the street address of the initial registered office of the corporation is 1201 South Ocean Drive, Apartment N-703, Hollywood, Florida 33019.

The name of the initial registered agent at such address is Mohammad Hosseinian.

ARTICLE FOUR

Exempt Purpose

The corporation is a not-for-profit corporation organized exclusively for charitable, educational and scientific purposes, including the promotion of cancer research. The

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corporation shall serve as the recipient of charitable contributions which will be utilized to carry out this purpose. The corporation through its Board of Trustees may enter into such contracts and transactions and do such other things as are incidental to the foregoing purpose. The corporation may engage in all lawful acts and activities not for pecuniary profit related to the purpose for which not-for-profit corporations may be organized so far as is permitted by the laws of Florida and Sections 501(c)(3) of the Internal Revenue Code of 1986 as amended ("the Code") and which qualifies for deductions under Code Sections 170(c), 2055(a) or 2522(a).

ARTICLE FIVE

Private Foundation Provisions

1. The corporation will distribute its income for each tax 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 the corresponding section of any future federal tax code.
2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The incorporators shall constitute the first Board of Trustees and thereafter additional trustees may be elected by a majority vote of the trustees, such that the Board may consist of a maximum number of eight trustees. Each trustee shall serve a term of three years but by majority vote of the Board of Trustees he or she may be re-elected to successive three-year terms.

ARTICLE SIX

Corporate Powers

The corporate powers of this corporation shall be as provided in Section 617.0302 Florida Statutes subject to the restrictions and limitations provided in Articles Four and Five hereto.

ARTICLE SEVEN

Incorporators

The names and addresses of the incorporators, all of whom are citizens of the United States, are:

Mr. Mohammad Hosseinian
1201 South Ocean Drive
Apartment N-703
Hollywood, FL 33019

Mr. Badri Foote
5 National Place
Irvine, California 92602

M. Lewis Hall, Jr.
306 Alcazar Avenue
Suite 301
Coral Gables, FL 33134

ARTICLE EIGHT

Limitations

No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Code Section 501(h)), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), nor shall the Corporation engage in any act of self-dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments in such manner as to incur tax liability under Code Section 4944, or make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE NINE

Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE TEN

Amendments

No amendment may be made to these Articles of Incorporation which would change the purpose of the Corporation or cause the Corporation to violate the provisions of Articles Four, Five and Eight of these Articles of Incorporation.

In Witness Whereof, we have hereunto subscribed our names this 30 day of July, 2004.

Witnesses:

Adelle Davis Manning
Paul J. Coe
Adelle Davis Manning

Signatures of the incorporators

Mohammad Hosseinian
Mohammad Hosseinian
Badri Foote
Badri Foote
Tania Toral
Tania Toral

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

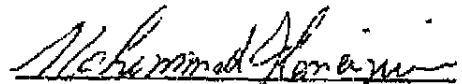
WITNESSETH:

That THE SHIRAZI FOUNDATION, INC. desiring to organize under the laws of Florida, has named MOHAMMAD HOSSEINI, located at 1201 South Ocean Drive, Apartment N-703, Hollywood, Florida 33019 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Dated this 30 day of July, 2004



Mohammad Hosseini, Registered Agent

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