

Division of Corporations

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**ARTICLES OF RESTATEMENT TO THE ARTICLES OF INCORPORATION
OF
PAN-KALYMNIAN FEDERATION OF AMERICA, INC.
(A Corporation Not for Profit)**

Pursuant to the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), the undersigned corporation, **PAN-KALYMNIAN FEDERATION OF AMERICA, INC.**, a Florida not-for-profit corporation (the "Corporation"), adopts the following Articles of Restatement (the "Restatement") to amend various provisions of its Articles of Incorporation and delete matters solely of historical significance:

**ARTICLE I
NAME**

The name of the corporation is:

PAN-KALYMNIAN FEDERATION OF AMERICA, INC.

**ARTICLE II
ADDRESSES**

The principal office and the mailing address of the Corporation is 42 Morgan Street, Tarpon Springs, Florida 34689.

**ARTICLE III
RESTATEMENT OF AMENDMENT**

This Restatement amends and restates the Articles of Incorporation in their entirety by deleting all of such Articles of Incorporation and substituting this Restatement which will govern the Corporation upon effectiveness.

**ARTICLE IV
PURPOSE**

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

Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the forgoing purposes of this Corporation.

The Corporation does not contemplate pecuniary gain or profit to its members. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 herein.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or

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otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE V **POWERS**

Subject to the limitations contained in this Restatement, the Corporation is empowered to do all actions permissible by applicable law in furtherance of the purposes contained herein.

ARTICLE VI **MEMBERSHIP AND VOTING**

This Corporation shall have one class of members. Each member shall be entitled to one (1) vote on all matters to which members shall be entitled to vote in accordance with the Bylaws of the Corporation.

ARTICLE VII **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors of no less than five (5) persons. The initial Board of Directors of the Corporation shall consist of five (5) Directors. The number of directors may from time to time be changed by amendment to the Corporation's Bylaws. The names and addresses of the initial Directors, who shall serve until their successors have been duly elected and qualified, unless they sooner die, resign or are removed in accordance with the Corporation's Bylaws, are:

Emanouel Frangos
42 West Morgan Street, Tarpon Springs, Florida 34689

Evdokia Kampouris
42 West Morgan Street, Tarpon Springs, Florida 34689

Michael Paviadikis
42 West Morgan Street, Tarpon Springs, Florida 34689

Maria Poullas
42 West Morgan Street, Tarpon Springs, Florida 34689

Michael Zaronis
42 West Morgan Street, Tarpon Springs, Florida 34689

ARTICLE VIII **OFFICERS**

The affairs of the Corporation shall be administered by the officers designated by the Bylaws. The names and addresses of the initial officers of the Corporation are set forth below, and they shall

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serve at the pleasure of the Board of Directors until their successors have been duly appointed, unless they sooner die, resign or are removed in accordance with the Corporation's Bylaws:

Emanouel Frangos - President
42 West Morgan Street, Tarpon Springs, Florida 34689

Evdokia Kampouris - First Vice President
42 West Morgan Street, Tarpon Springs, Florida 34689

Nikolaos Kalouris - Second Vice President
42 West Morgan Street, Tarpon Springs, Florida 34689

Maria Atsas - Secretary
42 West Morgan Street, Tarpon Springs, Florida 34689

Maria Kavouklis - Treasurer
42 West Morgan Street, Tarpon Springs, Florida 34689

ARTICLE IX BYLAWS

The power to adopt, alter, amend or repeal the bylaws is vested in the Corporation's Board of Directors.

ARTICLE X INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonable incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a part or to which he or she may become involved by reason of his or her being or having been a Director or officer of the Corporation, whether or not he or she is a Director or officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XI TERM OF EXISTENCE

Corporate existence commenced on January 21, 2009 in accordance with the provisions of Section 617.0203(1) of the Act, and the Corporation has perpetual existence.

ARTICLE XII DISSOLUTION

This Corporation may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon the dissolution of the Corporation, the 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 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,

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as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

ARTICLE XIII
AMENDMENTS

This Restatement may be amended in the manner provided by law.

ARTICLE XIV
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the registered agent of this Corporation is Michael E. Dris, Esq., 29 N. Pinellas Avenue, Tarpon Springs, Florida 34689.

ARTICLE XV
ADOPTION OF RESTATEMENT

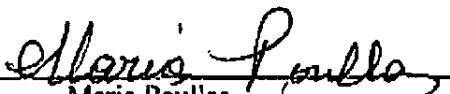
This Restatement was unanimously adopted effective September 9, 2011, pursuant to Section 617.1007 of the Act, by written consent in lieu of a meeting by the Directors of the Corporation, prior to the admission of any members. Accordingly, no member action was required.

ARTICLE XVI
CERTIFICATION

The undersigned certify that this Restatement, by deleting certain provisions of the Articles of Incorporation, and the inclusion of provisions that were not previously contained in the Articles of Incorporation, constitutes amendments to the Articles of Incorporation. However, the amendments do not require member approval because this Restatement was adopted prior to the admission of members. Accordingly, this Restatement is certified and executed in accordance with the provisions of Sections 617.1001, 617.1002, 617.1006 and 617.1007 of the Act.

The undersigned Directors of the Corporation have executed this Restatement this 9th day of September, 2011


Emanouel Frangos


Maria Poullas


Evdokia Kampouris


Michael Zaronis


Michael Paviadakis

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**CERTIFICATE ACCOMPANYING ARTICLES OF RESTATEMENT
TO THE ARTICLES OF INCORPORATION OF
PAN-KALYMNIAN FEDERATION OF AMERICA, INC.**

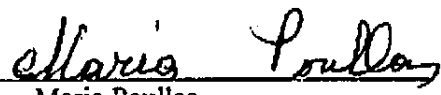
Pursuant to the provisions of sections 617.1005 and 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), the undersigned, constituting all of the incorporators of **PAN-KALYMNIAN FEDERATION OF AMERICA, INC.**, a Florida Corporation Not For Profit (the "Corporation"), certify the following:

1. The name of the Corporation is **PAN-KALYMNIAN FEDERATION OF AMERICA, INC.**
2. The Restatement to the Articles of Incorporation of Pan-Kalymnian Federation of America, Inc. (the "**Restatement**") is made before the admission of members. Therefore, even though the Restatement contains amendments which would otherwise require approval of the Corporation's members, the Restatement was approved by all of the board of directors of the Corporation by written consent, pursuant to Sections 617.1002 and 617.1007 of the Act.

IN WITNESS WHEREOF, the undersigned, constituting all of the Corporations board of directors, have executed this Certificate on September 9, 2011.



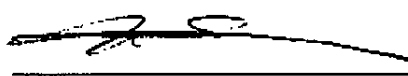
Emanouel Frangos




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Michael Zaronis



Michael Paviadikis

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