

N95000001213

LA OFFICES
STEVEN A. EDELSTEIN
THE BILTMORE HOTEL AND EXECUTIVE OFFICE CENTER
1200 ANASTASIA AVENUE - SUITE 300
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 444-5660
FACSIMILE (305) 444-5646

July 9, 1997

FILED
97 AUG -8 AM 8:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32399

RE: ASSOCIATION FRANCO-FLORIDIENNE, INC.

800002245508--5
-07/23/97--01105--011
*****70.00 *****70.00

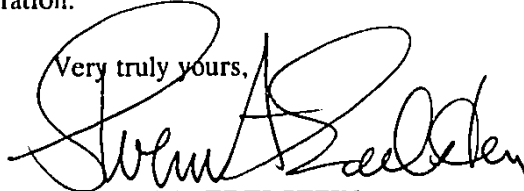
Dear Sirs,

200002269042--2
-08/15/97--01121--005
*****17.50 *****17.50

Our offices represent ASSOCIATION FRANCO-FLORIDIENNE, INC., a Florida Not-For-Profit corporation.

We are enclosing herewith an Original and two copies of Amended Articles of Incorporation for ASSOCIATION FRANCO-FLORIDIENNE, INC. Please accept and file the Original Amended Articles, and return the two copies to the undersigned, properly indicating that the original has been accepted and filed of Record with your offices. We also enclose herewith a check for \$70.00 covering the filing fee for the Amended Articles, as well as for an up to date Certificate. If you have any questions concerning this, please do not hesitate to contact the undersigned at the above telephone number.

Thank you for your courtesy and cooperation.

Very truly yours,

STEVEN A. EDELSTEIN

SAE:se

Enclosures

Amend

VS AUG 14 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 30, 1997

STEVEN A. EDELSTEIN
THE BILTMORE HOTEL & EXECUTIVE OFFICE CT
1200 ANASTASIA AVE., STE. 300
CORAL GABLES, FL 33134

SUBJECT: " ASSOCIATION FRANCO-FLORIDIENNE, INC. "
Ref. Number: N95000001213

We have received your document for " ASSOCIATION FRANCO-FLORIDIENNE, INC. " and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 997A00038861

**AMENDED ARTICLES OF INCORPORATION
OF
ASSOCIATION FRANCO-FLORIDIENNE, INC.**

FILED

97 AUG -8 AM 8:26

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of the Florida Not For Profit Corporation Act, Sections 617.1001 and 617.1002 *Florida Statutes*, the ASSOCIATION FRANCO-FLORIDIENNE, INC., at its annual meeting held on May 2, 1997, at Miami, Dade County, Florida, upon recommendation of the officers and directors, with a quorum present and by unanimous vote of the members, herewith adopts the following Amended Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: ASSOCIATION FRANCO-FLORIDIENNE, INC.

ARTICLE II

DURATION

The duration (term) of the Corporation is perpetual, unless dissolved according to law.

ARTICLE III

PURPOSES

The Corporation is organized, and shall be operated exclusively for the following purposes:

A. The Corporation is organized exclusively to encourage and develop the relationship between France and Florida, to promote the image of France in Florida, to promote the study and use of the French language, to develop awareness and appreciation of French culture, education, history and customs, and to disseminate cultural and educational information to the French community and to French expatriates living in Florida, such purposes being within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended [the "Code"] including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

B. This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to or for the benefit of or be distributable to its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services

**ASSOCIATION FRANCO-FLORIDIENNE, INC.
AMENDED ARTICLES OF INCORPORATION**

rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication or distribution 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 other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

MEMBERS

The Corporation shall have Nine Members, which number of Members may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The qualifications for and other matters relating to the Members, including rights of members, termination of membership, transferability of membership, and all other matters relating to membership, shall be as set forth in the Bylaws of the Corporation. The Bylaws of the Corporation may provide for Non-Voting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The Bylaws of the Corporation may provide for *ex officio* and honorary Members, and their rights and privileges. The Members of the Corporation shall include the following:

1. Representative appointed by the ALLIANCE FRANÇAISE;
2. Representative appointed by the ASSOCIATION DE L'ECOLE FRANÇAISE DE MIAMI, INC.;
3. Representative appointed by the FRENCH-AMERICAN CHAMBER OF COMMERCE OF MIAMI / FT. LAUDERDALE, INC.;
4. Representative appointed by the MIAMI ACCEUIL, INC.;
5. Chairman of Department of Foreign Language, UNIVERSITY OF MIAMI;
6. The Vice Counsel from the French Consulate in Miami, Florida;
7. The Trade Commissioner from the French Consulate in Miami, Florida;
8. The Cultural or Press Attaché from the French Consulate in Miami, Florida;
9. The Linguistic Attaché from the French Consulate in Miami, Florida;

**ASSOCIATION FRANCO-FLORIDIENNE, INC.
AMENDED ARTICLES OF INCORPORATION**

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the present registered office of the Corporation is % CONSULAT GENERAL DE FRANCE, One Biscayne Tower - Suite 1710, Two South Biscayne Boulevard, Miami, Florida 33132, U.S.A. The present Registered Agent at that address is MR. CLAUDE LORCIN.

ARTICLE VI

BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Members shall elect the Directors bi-annually, and each person so elected shall serve as a Director for two years. The Bylaws of the Corporation may provide for *ex officio* and honorary Directors, and their rights and privileges. The name and address of each present Directors of the Corporation, each of whom shall serve until the 1999 Annual Meeting of the Corporation, are as follows:

MR. Claude LORCIN

FRENCH CONSULATE GENERAL
One Biscayne Tower - Suite 1710
Two South Biscayne Boulevard
Miami, Florida 33132

MR. Marc FORTIER

FRENCH CONSULATE GENERAL
One Biscayne Tower - Suite 1710
Two South Biscayne Boulevard
Miami, Florida 33132

MR. David ELLISON

UNIVERSITY OF MIAMI
Department of Foreign Languages
P.O. Box 248093
Ashe Building — Room 521
Coral Gables, Florida 33124-4650

ASSOCIATION FRANCO-FLORIDIENNE, INC.
AMENDED ARTICLES OF INCORPORATION

MR. Steven A. EDELSTEIN

The Biltmore Hotel Executive Office Center
1200 Anastasia Avenue — Suite 300
Coral Gables, Florida 33134

MRS. Nicole HIRSCH

Délégué au Conseil Supérieur des Français
de l'Etranger
2482 Players Court
West Palm Beach, Florida 33414-6286

ARTICLE VII

OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Directors (and may be removed by the Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each present Officer of the Corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
MR. David ELLISON	UNIVERSITY OF MIAMI Department of Foreign Languages P.O. Box 248093 Ashe Building — Room 521 Coral Gables, Florida 33124-4650	President
MR. Claude LORCIN	FRENCH CONSULATE GENERAL One Biscayne Tower - Suite 1710 Two South Biscayne Boulevard Miami, Florida 33132	Vice President/ Secretary
MR. Steven A. EDELSTEIN	The Biltmore Hotel Executive Office Center 1200 Anastasia Avenue — Suite 300 Coral Gables, Florida 33134	Vice President

**ASSOCIATION FRANCO-FLORIDIENNE, INC.
AMENDED ARTICLES OF INCORPORATION**

MR. Marc FORTIER

FRENCH CONSULATE GENERAL Treasurer
One Biscayne Tower - Suite 1710
Two South Biscayne Boulevard
Miami, Florida 33132

ARTICLE VIII

INCORPORATOR

The name and address of the initial incorporator was MR. Jacques FILLON, French General Consulate, One Biscayne Boulevard – Suite 1710, 2 South Biscayne Boulevard, Miami, Florida 33131, U.S.A.

ARTICLE IX

BYLAWS

The Bylaws of the Corporation have been created and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XI

NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

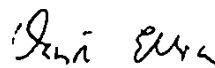
ASSOCIATION FRANCO-FLORIDIENNE, INC.
AMENDED ARTICLES OF INCORPORATION

ARTICLE XII

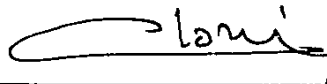
DISSOLUTION

Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization, to be used exclusively for the exempt purposes, as described in Article VII hereof. In the event that, for any reason, upon dissolution of the Corporation the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Chief Judge of the Circuit Court of the Eleventh Judicial Circuit in and for Dade County, Florida, U.S.A., or any other Circuit Court Judge so designated by the Chief Judge, shall make such distribution, exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 26 day of June, 1997.



David ELLISON, President



Claude LORCIN, Secretary

ASSOCIATION FRANCO-FLORIDIENNE, INC.
AMENDED ARTICLES OF INCORPORATION

STATE OF FLORIDA :
: SS
COUNTY OF DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, David ELLISON, the person described in and who executed the foregoing instrument, personally known to me or who have produced #CC 483020 as identification, and who did take an oath, and who acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 9th day of ~~June~~ JULY, A.D. 1997.

Nelia W. Li
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:  NELIA W. LI
MY COMMISSION # CC483020 EXPIRES
July 23, 1999
BONDED THRU TROY FAHN INSURANCE, INC.

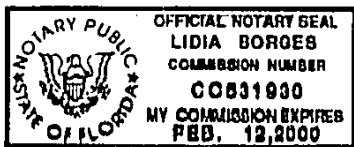
STATE OF FLORIDA :
: SS
COUNTY OF DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Claude LORCIN, the person described in and who executed the foregoing instrument, personally known to me or who have produced U.S DEPT OF STATE LIC # 2062-0126 as identification, and who did take an oath, and who acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 8 day of ~~June~~ JULY, A.D. 1997.

Lidia Borges
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



ASSOCIATION FRANCO-FLORIDIENNE, INC.
AMENDED ARTICLES OF INCORPORATION

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ASSOCIATION FRANCO-FLORIDIENNE, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 26 day of June, 1997.



Claude LORCIN, Registered Agent