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- Attorney at Law
- Certified Mediator
- Arbitrator (AAA)

- Bar Member of:
- Florida
- Indiana
- Federal District
- U.S. Court of Appeals
- U.S. Supreme Court

January 11, 1996

Florida Department of State  
Division of Corporations  
Attn: Filings  
409 East Gaines Street  
Tallahassee, FL 32399

300001689759  
-01716/96--01053--000  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Subject: Filing of Articles of Incorporation for  
Iranian Cultural Association, Inc. (Non-Profit Corp.)

Dear Sir or Madam,

Find enclosed herewith one (1) original of the executed Articles of Incorporation for subject Florida Non-Profit Corporation.

Please file the enclosed original articles as soon as administratively possible, and return the acknowledgement thereof to the undersigned, immediately.

Find enclosed herewith, a check for \$70.00 made payable to the Florida Secretary of State to cover all applicable fees and expenses.

Please contact me if you have any questions on the above.

Very truly yours,

*R. Howell*

Ron Howell

cc: Client

00189, 00626, 00671  
W96-1364  
SN JAN 18 1996

FILED  
96 FEB 26 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 18, 1996

RON HOWELL  
P.O. BOX 2649  
ORLANDO, FL 32802-2649

SUBJECT: IRANIAN CULTURAL ASSOCIATION, INC.  
Ref. Number: W96000001364

We have received your document for IRANIAN CULTURAL ASSOCIATION, 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):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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 (904) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 596A00002265

ARTICLES OF INCORPORATION

FILED

OF

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IRANIAN CULTURAL ASSOCIATION, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(A Not For Profit Corporation)

ARTICLE I. NAME

The name of this corporation shall be IRANIAN CULTURAL ASSOCIATION, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This not for profit corporation formed in accordance with Florida Statute § 617 et seq. and is being organized for the purpose of performing all lawful functions as a religious, (i.e. Moslim), cultural, nonprofit organizations as defined by the IRS Code Section 501(c)3 engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. NO CAPITAL STOCK

This corporation shall be a nonprofit corporation organized under F.S. §617.011 on a non-stock basis. The corporation may issue certificates of membership to those persons and/or entities identified and approved by the corporation Board of Directors. The corporation shall have no net earning and no funds of the Corporation shall be disbursed to its Members, Directors or Officers, but 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 4 (Purposes) hereof.

#### ARTICLE V. PREEMPTIVE RIGHTS

Every certificate of membership must, upon transfer or surrender, be first surrendered to the corporation itself per these preemptive rights, and thereafter such membership certificate(s) will then be re-issued as decided by the board of directors of the corporation.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No member shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any certificate of membership of this corporation, but must surrender such to this corporation.

On the death of any certificate holder, this corporation shall have the right to take the certificate(s) of this corporation held by the member immediately prior to the member's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each certificate of membership issued by this corporation shall carry the following legend:

"These Certificates Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be five (5). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Ms. Simeen Salehi, 1373 Tadsworth Place, Heathrow, FL 32746;

Ms. Mahvash Howell, 12864 Maribou Circle, Orlando, FL 32828;

Ms. Narges Albekord, 1053 Paladin Court, Orlando, FL 32812;

Ms. Shideh Varzeghar, 1032 Howell Branch Road, Winter Park, FL 32789; and

Ms. Maryam Davoodian, 2216 Fairglen Way, Winter Park, FL 32792.

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's shall be: 1373 Tadsworth Place, Heathrow, FL 32746. The address of the Initial Registered Agent is: 1373 Tadsworth Place, Heathrow, FL 32746.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Ms. Simeen Salehi.

#### ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Ms. Simeen Salehi, 1373 Tadsworth Place, Heathrow, FL 32746.

#### ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

#### ARTICLE XII. NON-STOCK BASIS AND 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 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 the Court of Common Pleas 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 the Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XIII. SECTION 501 (C)(3) STATUS

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by any organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the

Articles Of Incorporation Of IRANIAN CULTURAL ASSOCIATION, INC.

corresponding provision of any future United States Internal Revenue law; or any organization to which contributions are deductible under Section 170 (e)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE IX. NON-PROFIT STATUS AND DISSOLUTION

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of any individual or member. When appropriate, the Board of Directors may determine to reasonably compensate any member of the Corporation in accordance with and commensurate with the labor, service or other endeavor performed by such person.

Section 2. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any future law, or to the federal, state, or local government for exclusive public purpose.

Section 3. The Corporation will distribute its income for each tax year at such time 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.

Section 4. 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 laws.

Section 5. 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.

Section 6. The Corporation will 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 law.

Section 7. The Corporation will not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986 or corresponding provisions of any later federal tax laws.

#### ARTICLE X SELECTION OF DIRECTORS

The initial directors shall be by appointment at the first meeting of the incorporators and thereafter by election of the members as prescribed by the By-Laws

S. Salehi MD  
SIMEEN SALEHI - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of IRANIAN CULTURAL ASSOCIATION, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for IRANIAN CULTURAL ASSOCIATION, INC.

S. Salehi MD  
SIMEEN SALEHI - Registered Agent

Articles Of Incorporation Of IRANIAN CULTURAL ASSOCIATION, INC.



State Of Florida

County Of Orange

On the 26 day of January, 1996, \_\_\_\_\_, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of IRANIAN CULTURAL ASSOCIATION, INC.

MAHVASH HOWELL  
Notary Public

Commission Expiration Date:



MAHVASH HOWELL  
My Comm Exp. 6/22/98  
Bonded By Service Inc  
No. CC386326  
☐ Personally Known ☐ Other E. B.

(Seal)

FILED  
96 FEB 26 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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