

# N96000003435

WEISSMAN, DERVISHI, BORGO & NORDLUND, P.A.

ATTORNEYS AT LAW

INTERNATIONAL PLACE - 26TH FLOOR

100 SOUTHEAST 2ND STREET

MIAMI, FLORIDA 33131

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June 25, 1996

Via Federal Express

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

000001876880

-06/26/96--01122--020

\*\*\*\*122.50 \*\*\*\*122.50

Re: United Albanians of Florida, Inc.  
a Florida not-for-profit corporation

Dear Sir or Madam:

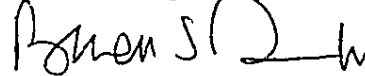
Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation and Acceptance of Registered Agent for United Albanians of Florida, Inc. Enclosed, as well, is our \$122.50 check for the following:

Certified Copy	\$ 52.50
Registered Agent Designation	35.00
Filing Fees	35.00
TOTAL	\$ 122.50

Upon your receipt and filing of the documents, please send me, at the address stated above on our letterhead, a certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Very truly yours,



Brian S. Dervishi

UN4341A6 L01

*Handwritten:* Dmc 6/27/96

FILED  
96 JUN 26 PM 3:38  
TALLAHASSEE  
FLORIDA

**ARTICLES OF INCORPORATION  
OF  
UNITED ALBANIANS OF FLORIDA, INC.**

**FILED**  
96 JUN 26 PM 3:38  
SEC.  
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, does hereby make and adopt the following Articles of Incorporation:

**Article I  
NAME**

The name of the Corporation is: United Albanians of Florida, Inc.

**Article II  
NOT-FOR-PROFIT**

The Corporation is a not-for-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under law and to the extent that such distribution will not adversely affect the Corporation's status as exempt under Section 501(c)(3) of the Internal Revenue Code (the "Code"). The assets of the Corporation are dedicated to the exempt purpose set forth in Article V below.

**Article III  
DURATION**

The duration of the Corporation is perpetual.

**Article IV  
PRINCIPAL OFFICE**

The Principal Office of the Corporation is located at 228 Cortez Road, Palm Beach, Florida 33405.

## **Article V**

### **PURPOSE**

(a) The Corporation is organized exclusively for charitable, literary, educational and cultural purposes within the meaning of Section 501(c)(3) of the Code, including, in particular, for the purpose of promotion and encouraging the study of the Albanian language and culture, and engaging in such activities as may create a greater interest in the Albanian language and culture.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 in these Articles of Incorporation.

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise, attempting to influence 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.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, (ii) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (iii) by a not-for-profit Corporation organized under the laws of the State of Florida pursuant to the provisions of the Florida Not-For-Profit Corporations Act.

## **Article VI**

### **LIMITATION**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 V hereof.

## **Article VII**

### **DIRECTORS**

The Corporation shall be organized on a non-stock basis. The authority for all affairs of the Corporation shall be in a board of directors who shall have any and may exercise all the powers of the Corporation as permitted under Federal and State law. The directors shall be elected and may be removed in accordance with the Bylaws. The Bylaws may provide for nonvoting directors of one or more classes, who shall be admitted in such manner and who shall have rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The number

of directors shall be established by the Bylaws but, in no event shall be Less than three or more than twenty-five. The name and address of each initial director is as follows:

NAME:

ADDRESS:

Erik Shtanaj

228 Cortez Road  
Palm Beach, Florida 33405

Gjergj Filipi

228 Cortez Road  
Palm Beach, Florida 33405

Selami Barolli

228 Cortez Road  
Palm Beach, Florida 33405

Talat Gtinolli

228 Cortez Road  
Palm Beach, Florida 33405

#### **Article VIII** **INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the initial Registered Office of the Corporation is 228 Cortez Road, Palm Beach, Florida 33405 and the name of its initial Registered Agent at that address is Erik Shtanaj. The address of the Registered Office and Principal Office of the Corporation are the same.

#### **Article IX** **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.

#### **Article X** **INCORPORATOR**

The name and address of the Incorporator are as follows:

NAME:

ADDRESS:

Brian Dervishi

100 S. E. Second Street, Suite 2610  
Miami, Florida 33131

## **Article XI**

### **DISSOLUTION**

Upon the termination, dissolution or winding up of the Corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Court in the County in which the principal office for 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 purpose.

## **Article XII**

### **INDEMNIFICATION**

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of the Corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act of omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety or property.

A judgment or other final adjudication against a director, officer, employee or agent of the Corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that

he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

Notwithstanding anything herein to the contrary, the Corporation shall not indemnify any person for liability for excise taxes imposed under Chapter 42 of the Internal Revenue Code or for liability for mismanagement of assets.

### **Article XIII** **INTERNAL REVENUE CODE**

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

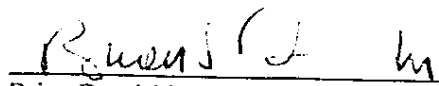
### **Article XIV** **BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Directors and may be altered, amended or rescinded by the directors.

### **Article XV** **AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the directors, non-voting 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.

**IN WITNESS WHEREOF**, the undersigned has signed these Articles of Incorporation on this 31<sup>st</sup> day of May, 1996.

  
Brian Dervishi, Incorporator

STATE OF FLORIDA )  
 )SS  
COUNTY OF DADE )

BEFORE ME, personally appeared BRIAN DERVISHI, who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed, who produced his Florida Driver's License as proof of identity and who took an oath.

Witness my hand and official seal this 3<sup>rd</sup> day of May, 1926, in the aforesaid County and State.

Notary Public

My Commission Expires:



CERTIFICATION OF DESIGNATION  
OF  
REGISTERED AGENT / REGISTERED OFFICE

FILED

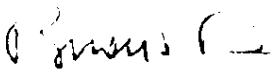
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

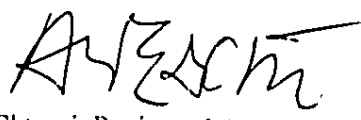
In compliance with Section 617.0501, Florida statutes, the following is submitted:

UNITED ALBANIANS OF FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located in the city of Palm Beach, Florida, has named ERIK SHTANAJ, located at 228 Cortez Road, Palm Beach, Florida 33405, as its agent to accept service of process.

Dated this 2<sup>ND</sup> day of <sup>1996</sup>April, 1996.

  
Brian Dervishi, Incorporator

Having been named as Registered Agent and to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby 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

  
Erik Shtanaj, Registered Agent