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VALUATION

S. 23-96 Linda

Callen & Chakma

Requestor's Name

8500 Sea View

Address

Milana R. 33146

City

State

ZIP

Phone

279-9000

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CORPORATION(S) NAME

Iranian professionals association of
South Florida, Inc.



Empire Toll Free: 1-800-432-3028

☐ Profit

☒ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

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ARTICLES OF INCORPORATION

OF

IRANIAN PROFESSIONALS ASSOCIATION OF SOUTH FLORIDA, INC.

THE UNDERSIGNED, acting as Incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be: IRANIAN PROFESSIONALS ASSOCIATION OF SOUTH FLORIDA, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be: 10910 SW 140 Avenue, Miami, Florida 33186

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. Additional purposes for which the corporation is organized are to provide Iranian scientist, professionals, business persons and educators the opportunity to expand their and society's professional knowledge and receive and give such knowledge through lectures, seminars and meetings which are open to the public at large. The corporation is non-discriminatory and open to people of all races, sexes, languages, ethnic origin and religions:

3. To erect and maintain a building or buildings or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Dade County, Florida, in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida and exercise those powers in the accomplishment of its objects and purposes.

ARTICLE IV

The membership of the corporations shall consist of such class or classes of members with such qualifications, rights and obligations as shall be set forth in the By-Laws of the Corporation as the same may from time to time be amended.

ARTICLE V

The manner in which the directors are elected or appointed shall be in accordance with the By-Laws of the Corporation.

ARTICLE VI

The name and street address of the initial Registered Agent shall be:

A. GHASEM ZOLFAGHARI
10910 SW 140 Avenue
Miami, Florida 33186

ARTICLE VII

The name and street address of the Incorporator of these Articles of Incorporation shall be:

A. GHASEM ZOLFAGHARI
10910 SW 140 Avenue
Miami, Florida 33186

ARTICLE VIII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and Treasurer and such other officers as may from time to time be created by the Board of Directors. The Officers shall be appointed or elected in accordance with the By-Laws of the Corporation.

ARTICLE IX

The members of the Board of Directors shall never be less than three (3) in number. Initially the Board of Directors shall consist of five (5) persons whose names and addresses are as follows and who shall serve as Directors until their successors are elected or appointed in accordance with the By-Laws of the Corporation:

A. GHASEM ZOLFAGHARI	10910 SW 140 Avenue Miami, Florida, 33186
MOHAMMAD HAJJAR	8825 SW 97 Terrace Miami, Florida 33176
MAJID MOMAYEZ-ZADEH	1901 Brickell Avenue, Building 1003 Miami, Florida, 33129
TAGHI AFKHAM	12843 SW 20 Terrace Miami, Florida 33175
IRAJ SHOJAIE	12320 SW 1 Street Plantation, Florida 33320

ARTICLE X

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

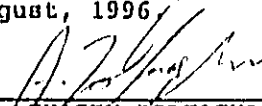
ARTICLE XI

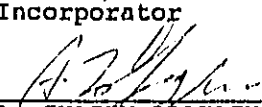
The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XII

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned incorporator has executed these Articles of Incorporation this 22nd day of August, 1996.


A. GHASEM ZOLFAGHARI
Incorporator

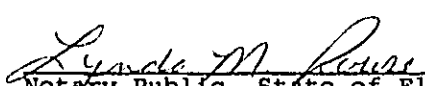

A. GHASEM ZOLFAGHARI
Registered Agent

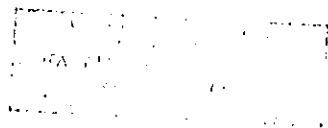
STATE OF FLORIDA
COUNTY OF DADE

Sworn to and subscribed before me this 22nd day of August, 1996, by A. GHASEM ZOLFAGHARI, Incorporator, who furnished his Florida Drivers License as identification and who did take an oath.

My Commission Expires:

May 23, 1998


Notary Public, State of Florida

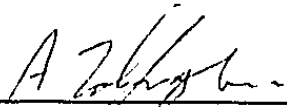


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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, [The
following is submitted in compliance with said Act:

FIRST, That IRANIAN PROFESSIONALS ASSOCIATION OF SOUTH
FLORIDA, INC., desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of
Incorporation at the City of Miami, County of Dade, State of
Florida, has named A. GHASEM ZOLFAGHARI, of 10910 SW 140 Avenue,
Miami, Florida 33186 as its agent to accept service of process
within this State.



A. GHASEM ZOLFAGHARI
Registered Agent