

N96000004505

WILLIAM C. DAVIS, III

ATTORNEY AT LAW

PENTHOUSE 2

CABLES INTERNATIONAL PLAZA

2000 LEJUNE ROAD

CORAL GABLES, FLORIDA 33134

PHONE: (305) 448-3290

FAX: (305) 267-8070

3000001920973

-08/30/96-01062-022

*****8.75 *****8.75

August 14, 1996

Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

3000001920973

-08/20/96-01128-004

*****70.00 *****70.00

Re: Filing of New Corporation-(Not for Profit)-International Dharma Center,
Inc.

To Whom It May Concern,

Enclosed is my Office Account Check No. 1468 in the amount of \$ 70.00 to
cover the filing and other fees for the incorporation of the above referenced not for
profit corporation. I have enclosed two original Articles of Incorporation and one
copy of the Articles. Could you please send me back one of the stamped copies.
Thank you for your assistance in this matter.

Very truly yours,



William C. Davis, III

AUG 21 1996

B513

2295

1096-11131

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG 28 PM 3:30

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 21, 1996

WILLIAM C. DAVIS, III, ESQ.
2655 LEJEUNE ROAD
PENTHOUSE 2 GABLES INTERNATIONAL PLAZA
CORAL GABLES, FL 33134

SUBJECT: INTERNATIONAL DHARMA CENTER, INC.
Ref. Number: W96000017512

We have received your document for INTERNATIONAL DHARMA CENTER, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 696A00039700

FILED

96 AUG 28 PM 3:30

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

INTERNATIONAL DHARMA CENTER, INC.
(A Corporation Not for Profit)

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, each, a natural person competent to contract, associate themselves together to form a Corporation Not for Profit, under Chapter 617 of the Laws of the State of Florida (Corporations Not for Profit Law).

ARTICLE 1
NAME

The name of this corporation is: INTERNATIONAL DHARMA CENTER, INC.

ARTICLE 2
PURPOSE

(a) This Corporation shall be a corporation formed under Chapter 617 of the Florida Statutes. The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 and to that end to hold any property, or any undecided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgments of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or Officers except as permitted under the Not-For-Profit Corporation Law (Chapter 617, Fla. Statutes)

(b) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any 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 member, Trustee, 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 the carrying on of propaganda, or 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 any candidate for public office.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any act or self-dealing as defined in Sections 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws.

(e) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(g) Notwithstanding any other provisions of this certificate, the Corporation shall not carry on any activities not permitted by any organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by any organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may be amended.

(h) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE THREE **QUALIFICATIONS OF MEMBERS**

The membership of this Corporation shall constitute all persons hereinafter named as Subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided in the By-Laws.

ARTICLE FOUR
TERM OF EXISTENCE

This corporation is to exist perpetually

ARTICLE FIVE
SUBSCRIBERS

The name and residence address of the Subscribers to these Articles of Incorporation are

Ileana Guelbenzu-Davis, 1530 South Greenway Dr , Coral Gables, Florida 33134
William C Davis, III, 1530 South Greenway Dr., Coral Gables, Florida 33134
Maida Santander, 510 Brickell Key Drive, Apt. 910, Miami, Florida 33131

ARTICLE SIX
ADDRESS

The initial address of the principal office of this not for profit corporation in the State of Florida is: 1530 South Greenway Drive, Coral Gables, Florida 33134.

The Registered Agent at the above office is: WILLIAM C. DAVIS, III

ARTICLE SEVEN
OFFICERS

The Officers of this Corporation shall be a President, such number of Vice Presidents, a Secretary, a Treasurer and such other Officers as may be provided in the By-Laws.

The name of the person who are to serve as Officers of the Corporation until the first meeting of the Board of Directors are:

President-Ileana Guelbenzu-Davis, Secretary-Treasurer- William C. Davis, III
Vice President-Maida Santander

The Officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE EIGHT
BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed by the Board of Directors

There shall be three Directors initially. The number of Directors may be increased from time to time, by the By-Laws, but shall never be less than three.

The Board of Directors shall be members of the Corporation.

Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

The name and address of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the Corporation are:

Ileana Guelbenzu-Davis and William C. Davis, III, both of 1530 S. Greenway Dr., Coral Gables, Florida 33134 and Maida Santander, 520 Brickell Key Dr., Apt. 910, Miami, Fla. 33131.

ARTICLE NINE **BY-LAWS**

The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its objectives and purposes as they may deem necessary from time to time.

Upon proper notice the By-Laws may be amended, altered or rescinded by a 2/3 vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose for which a quorum exists.

AMENDMENT TEN **AMENDMENTS**

These Articles of Incorporation may be amended at a special meeting of the members, called for that purpose, by a 66% vote of those present if a quorum exists.

Amendments may also be made at regular meetings of the membership upon notice given, as provided by the By-Laws of the intention to submit such Amendments.

AMENDMENT ELEVEN **MEETINGS**

The meetings for the Election of Members of the Board of Directors shall be held every two years on the same date of the annual meeting of the memberships as provided in the By-Laws.

The Corporation may provide in its By-Laws for the holding of additional regular meetings and any special meetings, and shall provide notice for all such meetings.

66% of the members shall constitute a quorum for the holding of any meeting.

IN WITNESS THEREOF, we, the undersigned subscribing incorporators have hereunder set our hands and seal this _____ day of August, 1996 for the purpose of forming this corporation, a corporation not for profit under the Laws of the State of Florida.



ILEANA GUIBENZU-DAVIS


WILLIAM C. DAVIS, III


MAIDA SANTANDER

ACCEPTANCE OF REGISTERED AGENT

Having been named to serve as Registered Agent for this Corporation, I hereby accept such designation and agree to comply with the Laws of the State of Florida regarding the keeping open of such Corporate Office.


REGISTERED AGENT
WILLIAM C. DAVIS, III

FILED
96 AUG 28 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA