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ARTICLES OF INCORPORATION  
OF  
INSIGHT SEMINARS-FL, INC.

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The undersigned, for the purposes of forming a not-for-profit corporation under the Florida Not for Profit Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

Name:

The name of the corporation shall be: INSIGHT SEMINARS-FL, INC. which corporation shall hereinafter be referred to as the "Corporation."

ARTICLE II

Principal Office and Mailing Address:

The principal office and mailing address of the corporation shall be, 1840 West 49th Street, Suite 510, Hialeah, FL 33012.

ARTICLE III

Purpose

This organization shall be for the purpose of promoting and facilitating seminars and workshops.

ARTICLE IV

Manner of Election of Governors

1. The affairs of the Corporation shall be managed by a Board of Governors whose number shall be determined by the Bylaws of the Corporation, but shall not be less than three.

2. The Governors of the Corporation shall be elected annually

Prepared by: Mark Penzer, Esq.  
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Hialeah, FL 33012

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In a manner determined by the Bylaws. Governors may be removed and vacancies on the Board of Governors shall be filled in a manner provided by the Bylaws.

3. The Governors herein named shall serve until the first election of the Governors of the Corporation members, and any vacancies in the number occurring before the first election shall be filled by the remaining Governors.

4. The names and address of the members of the first Board of Governors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Names

Alex Padilla, 1065 Redondo Boulevard, Los Angeles, CA 90019  
Elizabeth Ascanio, 9100 SW 137th Terrace—Apt E; Miami, FL 33176  
Jack Palermo, 7112 SW 65th Ave., South Miami, FL 33143

Elizabeth Ascanio shall serve as the Chairperson of the first Board of Governors.

ARTICLE V

Corporate Powers:

The Corporation shall have the following powers:

1. The Corporation shall have all of the common law statutory powers of a not-for-profit corporation under the laws of Florida and all other powers and duties reasonably necessary to implement and effectuate the purposes of the Corporation; as hereinabove set forth, including, but not limited to, the following:

(a) To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value.

(b) To sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner, as in the judgment of the Governors, will best promote the purposes of the corporations without limitations, except such limitations, if any, as may be contained in the instrument under which such property is

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received, this Certificate of Incorporation, the Bylaws of the corporation, or any laws applicable thereto.

(c) To do any other act or thing incidental to or connected with the above purposes or advancement thereof, but not for the pecuniary profit or financial gain of its Governors or officers except as permitted under the Not-For-Profit Corporation Law.

2. No part of the net earnings of the Corporation shall inure to the benefit of the Corporation, or to the benefit of any member, trustee, or officer of said Corporation, or any private individual, 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.

3. 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.

4. The corporation shall not engage in any act of self dealing as defined in Section 4941 (D) of the Internal Revenue Code of 1954, or of corresponding provisions of any subsequent Federal Tax laws.

5. 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 Federal Tax laws.

6. 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.

7. Notwithstanding any of the provisions of the Certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (C) (3) of the Internal Revenue Code and its regulations 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 such code and regulations as they now exist or as they may hereafter be amended.

8. Upon the dissolution of the Corporation, or the winding up of its

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affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious and educational organizations which will 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 hereafter be amended.

9. The powers of the Corporation shall be subject to and shall be exercised in accordance with the Bylaws.

#### ARTICLE VI

##### Initial Registered Agent and Street Address

The street address of the initial registered office of the corporation is 1840 West 49th Street, #411, Hialeah, FL 33012 and the name of the initial registered agent at such address is: Mark Penzer, Esq

#### ARTICLE VII

##### Incorporator

The name and street addresses of the Incorporator is: Elizabeth Ascanio, 9100 SW 137th Terrace—Apt E; Miami, FL 33176

The undersigned incorporator has executed these Articles of Incorporation this 25th day of AUGUST, 1996.

  
\_\_\_\_\_  
Elizabeth Ascanio

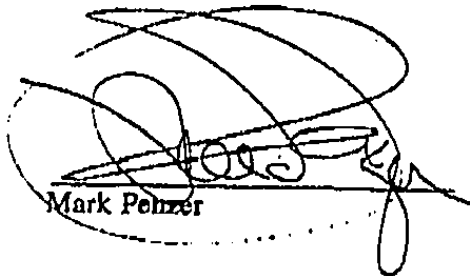
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### CONSENT OF REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above named Corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and consent to act in this capacity. I further agree to comply with all the requirements of the law pertaining thereto, and affirm that I am familiar with and accept the obligations of said position.

Dated this 25<sup>th</sup> day of AUGUST, 1996.

  
Mark Penzer

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