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CORPORATE
ACCESS,
INC.

236 East 6th Avenue, Tallahassee, Florida 32303

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Amend

1.) The Cafesjian Family Foundation, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

**RESTATED
ARTICLES OF INCORPORATION
OF
THE CAFESJIAN FAMILY FOUNDATION, INC.**

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Pursuant to Chapter 617 of the Florida Statutes, as amended, the following is a complete restatement of the Articles of Incorporation:

**ARTICLE 1.
NAME**

- 1.1) The name of the corporation shall be The Cafesjian Family Foundation, Inc.

**ARTICLE 2.
PURPOSES**

2.1) The purposes of the corporation are to engage in, assist, and contribute to the support of exclusively charitable, religious, scientific or educational activities and projects within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended.

2.2) In support of such purposes, the main activities of the corporation shall include:

(01) During such time as Gerard L. Cafesjian is a director:

- a. To institute and support charitable, religious, scientific, and educational programs and activities.
- b. To do any and all other acts and things and to exercise any and all other rights and powers which may be necessary, advisable, desirable or expedient in the accomplishment of any of the foregoing purposes.

(02) During such time as Gerard L. Cafesjian is not a director:

- a. To institute and support charitable, religious, scientific and educational programs and activities which strengthen Armenia and Armenians.
- b. To do any and all other acts and things and to exercise any and all other rights and powers which may be necessary, advisable, desirable or expedient in the accomplishment of any of the foregoing purposes.

ARTICLE 3. AUTHORITY

3.1) The corporation shall further its purposes either directly or by making or providing donations, gifts, grants, contributions, loans, guarantees, or subsidies as provided in the bylaws, but subject always to the provisions of Section 3.3 hereof.

3.2) Subject to Section 3.3 hereof, the corporation shall have authority to do any and all acts and things and carry on and conduct all other activities as may be necessary, advisable, desirable or expedient to accomplish its purposes, to the full extent permitted by the laws of the State of Florida.

3.3) Notwithstanding any other provisions of these Articles of Incorporation:

- (01) All activities of the corporation shall be carried on and all of its funds shall be used and applied exclusively for the purposes for which this corporation was organized.
- (02) No part of the net earnings of the corporation shall inure to the benefit of any member, officer, director or any other individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes, and except that individuals may benefit from grants and similar payments or distributions made for the purposes for which this corporation was organized, in furtherance of the purposes of the corporation).
- (03) 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 or intervene in any political campaign on behalf of or opposed to any candidate for public office, by publishing or distributing statements or otherwise.
- (04) The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE 4 . NONPROFIT CORPORATION

4.1) The corporation shall not afford pecuniary gain or profit, incidentally or otherwise, to its members.

4.2) This corporation is formed under Chapter 617 of the Florida Statutes.

ARTICLE 5 .
REGISTERED OFFICE

5.1) The mailing address of the registered office and principal place of business of the corporation is 4001 Tamiami Trail, Suite 425, Naples, Florida 34103.

5.2) The registered agent of the corporation is Gerard L. Cafesjian.

ARTICLE 6.
INCORPORATOR

6.1) The name and mailing address of the incorporator is as follows:

Gerard L. Cafesjian
4001 Tamiami Trail
Suite 425
Naples, Florida 34103

ARTICLE 7.
DIRECTORS

7.1) The management of the corporation shall be vested in a Board of Directors. The number of directors, their terms and the method of their election shall be fixed by the Bylaws of the corporation, and may be altered by amending the Bylaws, but shall never be less than required by law.

7.2) The first Board of Directors shall consist of the following directors, who shall each hold office for the term of one (1) year and until his or her successor shall have been duly elected and qualified:

Gerard L. Cafesjian
Cleo T. Cafesjian
John Waters

7.3) Any action may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present; provided, that all directors must be notified immediately of the text of the written action and the effective date.

ARTICLE 8.
MEMBERSHIP

8.1) The corporation shall have no members.

ARTICLE 9.
DISTRIBUTION ON LIQUIDATION OR DISSOLUTION

9.1) In the event of none of Gerard L. Cafesjian, Cleo T. Cafesjian and John Waters is serving as a director and the liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary or by operation of law, the remaining property and assets of the corporation shall be distributed as follows:

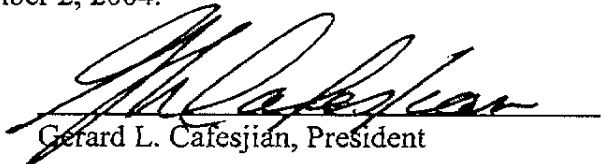
- (01) One-half (1/2) thereof to the ARMENIAN GENOCIDE MUSEUM AND MEMORIAL, INC., Washington, D.C., to be held as the Cafesjian Family Endowment Fund to be used either exclusively for the purposes for which the corporation is formed or consistent with such purposes.
- (02) One-half (1/2) thereof to the CAFESJIAN MUSEUM FOUNDATION, Naples, Florida, to be held as the Cafesjian Family Endowment Fund to be used either exclusively for the purposes for which the corporation is formed or consistent with such purposes.

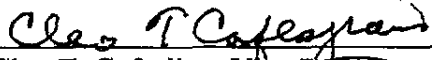
Provided, if an organization designated in (01) or (02) above does not at such time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue law, the distribution to said organization shall lapse and shall be made either exclusively for the purposes for which the corporation is formed or consistent with such purposes and shall be made to such organization or organizations organized and operated for such purposes as shall at such time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue law.

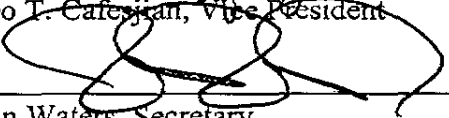
ARTICLE 10.
AMENDMENT OF ARTICLES

10.1) These Articles may be amended only by Gerard L. Cafesjian.

IN WITNESS WHEREOF, the undersigned directors hereby approve and ratify the above stated Articles of Incorporation on September 2, 2004.


Gerard L. Cafesjian, President


Cleo T. Cafesjian, Vice President


John Waters, Secretary

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for The Cafesjian Family Foundation, Inc. at the place designated in the Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Gerard L. Cafesjian, Registered Agent

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