

N97000006603



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 609362 7116511
Patricia T. Katz

AUTHORIZATION :

COST LIMIT : \$ 122.50

FILED
97 NOV 21 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 21, 1997

ORDER TIME : 10:02 AM

ORDER NO. : 609362-005

CUSTOMER NO: 7116511

700002353847--6

CUSTOMER: B. Paul Katz, Esq
B. PAUL KATZ, ESQ

Atrium Suite
1 Florida Park Drive South
Palm Coast, FL 32137

DOMESTIC FILING

NAME: IRANIAN HERITAGE FOUNDATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

2295
W97-26324

Dmc
11-21-97

RECEIVED
97 NOV 21 AM 10:38
DIVISION OF CORPORATION

mc 11/24/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 21, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: IRANIAN HERITAGE FOUNDATION, INC.
Ref. Number: W97000026324

RESUBMIT
Please give original
submission date as file date.

We have received your document for IRANIAN HERITAGE FOUNDATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

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

Please return the original and one copy of 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 (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 397A00055911

RECEIVED
97 NOV 24 AM 11:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

97 NOV 21 PM 12:43

of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IRANIAN HERITAGE FOUNDATION, INC.

(A Florida Not for Profit Corporation)

The undersigned, being desirous of forming a corporation not for profit, but for civic, social, charitable and philanthropic purposes under the provisions of Chapter 617 of the Florida Statutes, does agree to the following:

ARTICLE I. NAME

The name of this corporation is:

IRANIAN HERITAGE FOUNDATION, INC.

ARTICLE II. PURPOSES

The purpose of the Foundation is to promote better understanding of the cultural heritage of the civilization of Iran, through education, including but not limited to exposure of America to Iranian art, literature, philosophy and other cultural activities. The Foundation is to be qualified under Section 501(c)(3) of the United States Internal Revue Code, as a charitable organization.

The purposes for which the Corporation is organized are exclusively charitable, scientific, literary or educational, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986 or the corresponding provision of any future federal internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal internal revenue law.

ARTICLE III. MANAGEMENT OF CORPORATE AFFAIRS

This Corporation shall have no voting members. Its affairs shall be managed by a Board of Directors, the number and method of election of which shall be as set forth in the By-laws of the Corporation. The name and address of the initial board of directors is set forth hereinbelow.

ARTICLE IV. TERM OF EXISTENCE/DISTRIBUTION OF ASSETS UPON DISSOLUTION

Unless dissolved by the Board of Directors, this foundation is to exist perpetually. It is intended that this foundation qualify for exemption from United States Income Tax under Section 501(c)(3) of the United States Income Tax Code. Upon dissolution of this foundation for any reason, no director shall be entitled to receive, either directly or indirectly, any distribution or division of its remaining property or its proceeds. The balance of all money and other property received by the Foundation from any source after the payment of all expenses of winding up the business of the foundation, and the debts and obligations of the Foundation, shall be used or distributed to other organizations which are themselves exempt organizations under said Section 501(c)(3) or Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding section of any prior or future internal revenue code, or to the federal government, or to a state or local government for public purposes related to cultural activities.

ARTICLE V. SUBSCRIBER

The name and residence of the subscriber to these articles are:

ABBAS ASLANI-FAR, M.D.	880 Riverside Drive Ormond Beach, FL 32176
and	
AFSAR ASLANI-FAR	880 Riverside Drive Ormond Beach, FL 32176

ARTICLE VI. BOARD OF DIRECTORS.

Section 1. The business affairs of this Foundation shall be managed by a Board of Directors. The number of directors may be increased from time to time by the By-Laws. The Board of Directors shall be elected or appointed and hold office in accordance with the By-Laws.

Section 2. The names and address of the first persons who are to serve as Directors until the first election or appointment is:

ABBAS ASLANI-FAR, M.D.	880 Riverside Drive Ormond Beach, FL 32176
AFSAR ASLANI- FAR,	880 Riverside Drive Ormond Beach, FL 32176.
B. PAUL KATZ	Atrium Suite, 1 Florida Park Dr. South Palm Coast, FL 32137

ARTICLE VII. BY-LAWS

The By-Laws may be adopted or amended by a majority vote of the Board of Directors of the Foundation, a quorum being present, at any regular meeting or special meeting of the Board of Directors of the foundation.

ARTICLE VIII. AMENDMENTS

Section 1. Any proposed amendment to these articles of incorporation shall be submitted in writing and read to the Board of Directors at a regular meeting, or a special meeting called for that purpose, preceding the meeting at which the action on the amendment is to be taken.

Section 2. These articles of incorporation may be amended by a majority vote, a quorum being present, at a regular meeting or special meeting of the Board of Directors of the foundation, provided, however, that the conditions of Section 1 of this Article have been adhered to.

ARTICLE IX. LOCATION

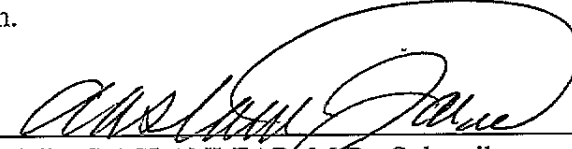
The principal office of this corporation shall be located at 880 Riverside Drive, Ormond Beach, Florida, 32176, and shall be changed from time to time as provided for in the By-Laws. The initial mailing address shall be 880 Riverside Drive, Ormond Beach, Florida, 32176.

ARTICLE X. POWERS

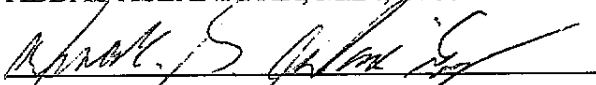
In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequeath and hold and dispose of such property as the corporation shall require for the purpose for which the Foundation was formed, and not for pecuniary profit. For such purposes, the Foundation may exercise all such corporate powers as accrue under the laws of the State of Florida to not for profit corporations.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be B. PAUL KATZ, ESQUIRE, at 1 Florida Park Drive South, Atrium Suite, Palm Coast, Florida, 32137, to accept service of process within this State as to this corporation.



ABBAS ASLANI-FAR, M.D., Subscriber



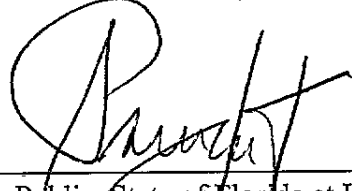
AFSAR ASLANI-FAR, Subscriber

STATE OF FLORIDA

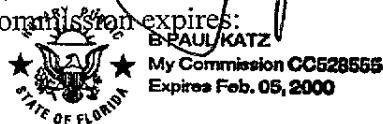
COUNTY OF Flagler

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared A. ASLANI-FAR, M.D. and AFSAR ASLANI-FAR, to me personally known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 20
day of November, 1997.



Notary Public, State of Florida at Large
My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

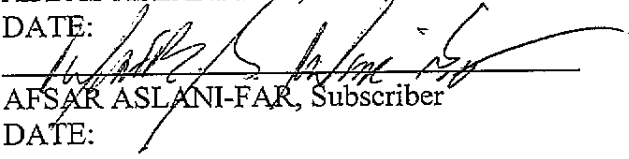
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT IRANIAN HERITAGE FOUNDATION, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 880 RIVERSIDE DRIVE, ORMOND BEACH,
STATE OF FLORIDA, HAS NAMED B. PAUL KATZ, ESQUIRE, LOCATED AT ATRIUM
SUITE, 1 FLORIDA PARK DRIVE SOUTH, PALM COAST, STATE OF FLORIDA, AS ITS
REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.



ABBAS ASLANI-FAR, Subscriber

DATE:



AFSAR ASLANI-FAR, Subscriber

DATE:

HAVING BEEN NAMED 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.



B. PAUL KATZ, ESQ.
REGISTERED AGENT
DATE:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV 21 PM 12:43

FILED