



THE UNITED STATES
CORPORATION
COMPANY

N98000000267

ACCOUNT NO. : 072100000032

REFERENCE : 677790 80827A

AUTHORIZATION :

COST LIMIT : PPD

ORDER DATE : January 22, 1998

ORDER TIME : 10:25 AM

ORDER NO. : 677790-005

CUSTOMER NO: 80827A

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-01/22/98--01065--005
****122.50 ****122.50

CUSTOMER: Christian B. Felden, Esq
FELDEN & FELDEN

Suite 416 3838 Tamiami Trail N
Gulf Coast National Bank Bldg.
Naples, FL 34103

DOMESTIC FILING

NAME: ARMENIAN AMERICAN CULTURAL
SOCIETY OF SW FLORIDA, 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: Brenda Phillips

EXAMINER'S INITIALS:

632-2295.

W98-1543

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 AM 10:22

RECEIVED
98 JAN 22 PM 12:19
DIVISION OF INCORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 22, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ARMENIAN AMERICAN CULTURAL SOCIETY OF SW FLORIDA,
INC.
Ref. Number: W98000001543

We have received your document for ARMENIAN AMERICAN CULTURAL SOCIETY OF SW FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 998A00003654

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 AM 10:22
RESUBMIT
Please give original
submission date as file date.

RECEIVED
98 JAN 26 AM 9:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION FOR
ARMENIAN AMERICAN CULTURAL SOCIETY OF SW FLORIDA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 AM 10:22

The undersigned acting as incorporators under the Florida General Corporation Act adopts the following Articles of Incorporation for ARMENIAN AMERICAN CULTURAL SOCIETY OF SW FLORIDA, INC.

ARTICLE I

The name of the corporation is **ARMENIAN AMERICAN CULTURAL SOCIETY OF SW FLORIDA, INC.** The principal office and the mailing address of the corporation is 801 Knollwood Court, Naples, Florida 34108-8232.

ARTICLE II

The Corporation's duration shall be perpetual and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE III

The Corporation is organized for the purpose of conducting any or all lawful business and affairs, not required to be specifically stated herein, for which non-stock corporations may be incorporated under Florida law, and to form a club to promote the socialization of the Armenians in America.

ARTICLE IV

The number of Directors shall not be less than the minimum numbers prescribed by law and shall be fixed in the by-laws of the Corporation.

ARTICLE V

This Corporation is organized under a non-stock basis. No part of the net earnings of the Corporation

shall inure to the benefit of or be distributable to its Directors, Officers or Members except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, distributions, and reimburse expenses in furtherance of the purposes set forth in Article Three hereof. Notwithstanding any other provision of these articles, 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, or corresponding section of any future federal tax code.

ARTICLE VI


In the event of the dissolution of the Corporation, the Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute its remaining net assets to one or more organizations operated exclusively for charitable, educational, religious, or scientific purposes, as shall at that time qualify as such under Internal Revenue Code Section 501(c)(3). Any such assets not so distributed shall be disposed of as the Circuit Court of the County or City in which the principal office of the Corporation is then located shall direct.


ARTICLE VII

The names and addresses of the incorporators are:

Maida and Johan Domenie, 801 Knollwood Court, Naples, FL 34108-8232

Executed in Naples, Florida on the 21st day of January, 1998.


Maida Domenie
Social Security No. 578-64-8459


Johan Domenie
Social Security No. 561-42-7304

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing Articles of Incorporation of ARMENIAN AMERICAN CULTURAL SOCIETY
OF SW FLORIDA, were acknowledged by JOHAN DOMENIE and MAIDA DOMENIE before me on
the 21 day of January, 1997.

Sworn to and Subscribed to before me on this 21 day of January, 1998.

FL DL# 550-420-29-255-0 (Johan)

FL DL# 0550-547-33-729-0 (maide)

Identification Provided or

Personally known

Dawn Epeplinski

Notary Public - State of Florida

My Commission Expires:

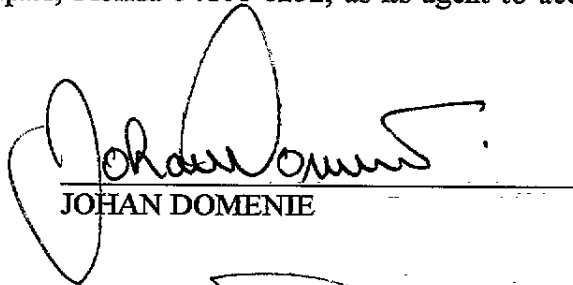


DAWNE. PEPLINSKI
Notary Public, State of Florida
COMMISSION # CC 431387
EXPIRES JAN. 4, 1999
Atlantic Bonding Co., Inc.

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

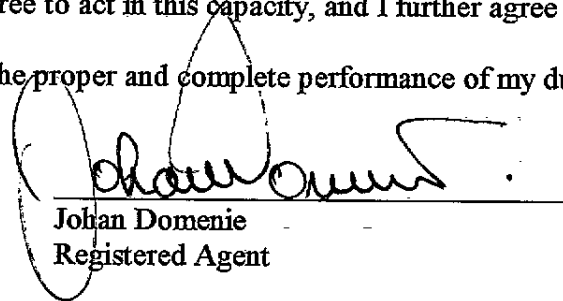
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That MAIDA DOMENIE and JOHAN DOMENIE of ARMENIAN AMERICAN CULTURAL SOCIETY OF SW FLORIDA, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named JOHAN DOMENIE, 801 Knollwood Court, Naples, Florida 34108-8232, as its agent to accept Service of Process within Florida.


JOHAN DOMENIE


MAIDA DOMENIE

Having been named to accept Service of Process for the above named 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.


Johan Domenie
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 AM 10:22