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	Address	SECRETARY OF STATE TALLAHASSEE, FLORIDA
City/State/Z	Zip Phone #	Office Use Only
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NEW FILINGS	AMENDMENTS	O Character 1
Profit	Amendment	
NonProfit	Resignation of R.A., Officer/ Directo	or
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ARTICLES OF INCORPORATION

FILED
98 DEC 31 AM II: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

WORLD TIBET DAY FOUNDATION, INC.

A Florida Not-For-Profit Corporation

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit, non-stock, perpetually existing corporation pursuant to Florida Statutes Chapter 617, as amended.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this Corporation is WORLD TIBET DAY FOUNDATION, INC. The principal address and office of the Corporation is P.O. Box 622, Roseland, Florida 32957.

ARTICLE II - NATURE OF CORPORATION

This is a not-for-profit Corporation, organized solely for general charitable purposes pursuant to the Florida Not-For-Profit Corporation Act as set forth in Florida Statutes Chapter 617.

ARTICLE III - PURPOSE

- A. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax laws.
- B. Without in any way limiting the foregoing general purposes, the specific purpose for which this Corporation is formed is to promote World Tibet Day and religious tolerance.
- C. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.
- D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - DURATION

This Corporation is to exist perpetually.

NAMES

ARTICLE V - NONSTOCK CORPORATION

This Corporation shall not have or issue shares of stock. However, the Corporation may have and issue membership certificates which shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not-for-profit corporation.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Mr. Richard Rosenkranz P.O. Box 622 Roseland, Florida 32957

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is c/o Shutts & Bowen, LLP, 250 Australian Avenue South, Suite 500, West Palm Beach, Florida 33401, and the name of the initial registered agent of the Corporation is David A. Gart, Esquire located at the address of the registered office.

ARTICLE VIII - MANAGEMENT OF CORPORATE AFFAIRS

- A. The business and affairs of the Corporation shall be managed by a Board of Directors.
- B. The names and addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the First Meeting of the Members, and thereafter until their successors are elected and qualified, are as follows:

ADDRESSES

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Richard Rosenkranz Gina Rosenkranz Stefan Frank	P.O. Box 622, Roseland, Florida 32957 P.O. Box 622, Roseland, Florida 32957 1155 Roseland Road, Sebastian, Florida 32957

- C. The number of Directors of this Corporation shall not be less than 3 nor more than 10. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.
 - D. Directors shall be elected, removed and hold office as provided in the Bylaws.
- E. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer and Secretary and such other Officers as the Bylaws of the Corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE IX - BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act concerning corporate action that must be authorized or approved by a majority of the voting members of the Corporation, the Bylaws of the Corporation may be altered, amended or repealed and new Bylaws adopted, by the Board of Directors.

ARTICLE X - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member or officer of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth in Article III hereof, and no member or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation provided, however, that the Corporation may confer benefits in the form of distributions upon dissolution or otherwise in the manner set forth in Article XI hereof.

ARTICLE XI - DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes, which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or corresponding provisions of any prior or future Code or to the federal, state or local government exclusively for public purposes.

ARTICLE XII - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the voting members in accordance with the procedures set forth in Chapter 617 of the Florida Statutes, as amended. The Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), Director, or officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 24 day of December 1998.

INCORPORATOR:

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

FILED
98 DEC 31 AM II: 52

In compliance with Florida Statute Section 608.0501, the following is submitted TARY OF STATE TALLAHASSEE, FLORIDA

WORLD TIBET DAY FOUNDATION, INC., desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has designated Shutts & Bowen, LLP, 250 Australian Avenue South, Suite 500, West Palm Beach, Florida 33401 as its initial registered office and has named David A. Gart, Esquire, located at said address as its initial registered agent.

DATED THIS 24 DAY OF December 1998.

INCORPORATOR:

Richard Rosenkranz

Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

DATED THIS <u>29</u> DAY OF December, 1998.

David A. Gart, Registered Agent