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FILED
01 MAY -9 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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May 9, 2001

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

300004191823--3
-05/09/01--01117--012
*****78.75 *****78.75

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy** of the **Articles of Incorporation** for the following entity:

PUC/AUP ALUMNI ASSOCIATION, USA, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Jill May
Jill W. May, Paralegal

/jwm
Enclosures



**ARTICLES OF INCORPORATION OF
PUC / AUP ALUMNI ASSOCIATION, USA, INC.**

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The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be PUC / AUP ALUMNI ASSOCIATION, USA, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are:

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

In addition to the general purposes set forth above, the corporation shall be more specifically organized and operated to promote education, science, health, and charity. In this regard, the corporation shall have the power to receive contributions and expend such monies for such purpose and make grants or distributions to any organization organized and operated exclusively for charitable, scientific, health, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code whether such organization is within or without the United States of America. To the extent such grants or distributions are made to an organization without the United States of America, the corporation will retain control and discretion regarding the use of its grants

or other financial assistance. The corporation will accomplish these purposes as follows:

- The corporation will select specific, worthy projects which will provide the greatest benefit to educating students and will review plans for such projects.
- The corporation will provide grants and render financial assistance to those projects it selects.
- Assistance will be at the sole discretion and exclusive power of the corporation.
- The board of directors or its designated committee(s) will review all requests for funds from other organizations and will require that such requests specify the use to which the funds will be put.
- The board of directors or its designated committee(s) will authorize payment to approved projects.
- The board of directors or its designated committee(s) will require the recipients to provide a periodic accounting of each project funded to show that the funds were expended for the purposes approved by the board of directors or its designated committee(s).
- The board of directors or its designated committee(s) may withdraw support to any project at any time if it so chooses and will refuse to accept solicited funds if they are earmarked in such a way that they must in any event go to support the selected project thereby negating the right of the board of directors or its designated committee(s) to withdraw support to any project.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

Members of the corporation shall consist of:

- (a) Individuals serving as Directors of the corporation; such members shall be voting members of the corporation.
- (b) To become a voting member of the corporation, an individual shall be elected by a majority vote of the Board of Directors to be a voting member of the corporation. When an individual ceases to be a member of the Board of Directors he shall cease to be a voting member of the corporation until such time as he again becomes a director or until such time as a majority of the Board of Directors vote to make the individual a voting member of the corporation.
- (c) In addition to voting members of the corporation, the corporation may have advisory members who shall be nonvoting members of the corporation. All members of the Advisory Board of the corporation shall be advisory members, and shall

be elected by a majority vote of the voting members of the corporation. Such nonvoting members of the corporation may be removed as provided in the By-laws.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) persons. The number of directors shall be fixed in the By-Laws of this corporation. Annual elections will be held on the 31st day of December, of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the members of this corporation in attendance at the annual meeting of the membership of this corporation.

The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer. Any two or more offices may be held by the same person. Each officer shall serve for a term of two (2) years, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Conrado Miranda, IV, M.D.	President
Jedidia Villanueva	Vice President
Melchor R. Liwag	Treasurer
Loida Medina, M.D.	Secretary

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Conrado Miranda, IV, M.D.	Post Office Box 1237 Burgaw, NC 28425-1237
Jedidia Villanueva	1751 Mill Plain Road Fairfield, CT 06430
Melchor R. Liwag	202 Bedford Road Altamonte Springs, FL 32714
Loida Medina, M.D.	8545 Kephart Lane Berrien Springs, MI 49103

ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Members at the annual meeting of the Members or at a duly called meeting of the Members in accordance with the By-Laws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

202 Bedford Road
Altamonte Springs, FL 32714

The name of the initial registered agent of this corporation shall be:

Melchor R. Liwag

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE

AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be:

202 Bedford Road, Altamonte Springs, Florida 32714

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these

Articles:

Melchor R. Liwag
202 Bedford Road
Altamonte Springs, FL 32714

IN WITNESS WHEREOF, I have set my hand and seal this 4th day of May,
2001.

Melchor R. Liwag
Melchor R. Liwag

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of
PUC / AUP ALUMNI ASSOCIATION, USA, INC., I hereby accept and agree to act in
this capacity.

Melchor R. Liwag
Melchor R. Liwag

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