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CHARLES R. MAYER, P.A.

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Mailing Address:
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Highland City, FL 33846

Charles R. Mayer

Ronald P. Cullinan
Of Counsel

100002292481--4
-09/15/97-01026-003
****122.50 ****122.50

September 12, 1997

Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32301

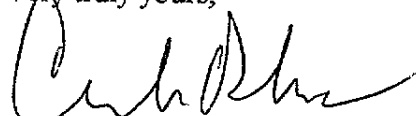
RE: Articles of Incorporation-Non-Profit
PILIPINO-AMERICAN ASSOCIATION
COUNTY, INC.

Gentlemen:

Enclosed herewith please find Articles of Incorporation for filing in the captioned matter. Our trust check in the amount of \$122.50 is also enclosed to cover the cost of said filing.

Your cooperation and assistance in this matter is greatly appreciated.

Very truly yours,


CHARLES R. MAYER

CRM:zp
Encls.

SEP 15 

FILED
SEP 15 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PILIPINO-AMERICAN ASSOCIATION OF POLK COUNTY, INC.

FILED
97 SEP 15 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporators and subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation not for profit under the laws of the State of Florida, and particularly Florida Statute 617.0202 et seq.

ARTICLE I - NAME

The name of this corporation is:

PILIPINO-AMERICAN ASSOCIATION OF POLK COUNTY, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation shall have perpetual duration.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation is physically located at:
5835 Bartow Road South
Lakeland, Florida 33813

and the mailing address of the corporation is: (either the same or different)

P.O. Box 267
Highland City, Fl. 33846

ARTICLE IV - CORPORATE PURPOSE

The corporation is organized exclusively for charitable, educational, religious, fraternal of cultural purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code and specifically:

A. To educate and teach persons whether born or who are descendants of persons born in the Philippines as well as to educate and teach interested Americans, Philippine history, languages and culture, and actively to encourage involvement among Pilipinos and Pilipino-Americans in local community

affairs.

B. To foster solidarity among Pilipinos and Pilipino-Americans to promote, create and provide tangible recognition to academically outstanding children of members; to promote and preserve the cultural heritage, traditions, language and history of the Philippines among members; to actively sponsor Pilipino-American cultural presentations or affairs; to actively encourage civic involvement among Pilipinos or Pilipino-Americans in local community affairs; to sponsor sporting events and educational activities; to promote fellowship among persons of common origin and to provide a forum for members to discuss, debate and consider their social, economic and patriotic opportunities and obligations in their new home land.

C. To acquire land in the corporate name for the purpose of erecting a clubhouse on said premises as an ethnic, cultural, and social center.

ARTICLE V - INUREMENT OF INCOME

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE VI - LEGISLATIVE OR POLITICAL ACTIVITIES

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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE VII - OPERATIONAL LIMITATIONS

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other

activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLES VIII - DISSOLUTION CLAUSE

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, fraternal or cultural purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of, shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX - INCORPORATORS

The names and addresses of the incorporators are as follows:

NAME	ADDRESS
Virgilio S. Cabigas, M.D.	1712 Bayou Circle, Lakeland, Fl. 33803
Lourdes T. Sechoffer	1236 E. Lime St., Lakeland, Fl. 33801
Edna C. Ramos	5016 Donnan Rd, Lakeland, Fl. 33813

Helen Pasillao

Marilon Ondra

Charles R. Mayer

Ely Villarete

2012 Bent Tree Ln, Lakeland, Fl. 33813

343 Heatherpoint Dr., Lakeland, Fl. 33809

920 Clark Road, Lakeland, Fl. 33801

950 Hidden Dr., Lakeland, Fl. 33809

ARTICLE X - MEMBERSHIP

A. Membership in this association shall be by application for membership on a form approved by the Executive Committee and payment of annual dues and there shall be no stock issued by this corporation but only membership certificates.

B. The membership certificates shall not be transferable or assignable or inheritable in any fashion but shall be specific for each class of membership and shall be for annual membership renewable at appropriate dues as may be established from time to time by the Membership Committee pursuant to the rules established by the Bylaws.

C. Eligibility:

Active membership shall be open to any person, 18 years of age or older, whether or not born of Pilipino parentage or ancestry, and shall include any person who is interested in such membership and is informed or desires to learn about the Pilipino culture, and submits the appropriate annual membership fee.

D. There shall be two classes of membership:

1. Individual membership for any dues paying person and,
2. Family membership (i.e. a husband and wife and their children of legal age - 18 years of

age or older) for any dues paying family that selects family membership instead of individual membership.

ARTICLE XI - DIRECTORS

The business of the corporation shall be conducted by an Executive Committee which shall function as a Board of Directors in accordance with the corporation Bylaws. The manner in which directors in addition to the initial Executive Committee (Board of Directors) as hereinafter set forth are to be elected shall be set forth in the Bylaws of this Corporation.

The initial Executive Committee (Board of Directors) of this corporation shall not be less than five (5); provided, however, that such number may be increased or decreased from time to time by the members of the Corporation but may never be less than three (3). The initial Executive Committee shall consist of committeemen who shall from their number elect a Chairman. The number of committeemen (Directors) may be increased in number, however, such increase shall occur in the manner hereinafter to be provided by the Bylaws of this Corporation.

The Executive Committee shall at all times be responsible to seek and obtain appropriate liability insurance with respect to any and all corporate activities and to obtain any license or licenses that may from time to time be required for group activities. The Executive Committee may establish pursuant to the Bylaws, sub-committees under the Executive Committee, to wit: a Finance Committee, a House Committee, a Cultural Affairs Committee, a Membership Committee, or other.

The following persons who are listed together with their addresses shall serve as the initial committeemen of the corporation until their successors are elected pursuant to the Bylaws. They shall operate as a five (5) member Committee to serve until their successors are elected pursuant to the Bylaws. Three of these first initial committeemen are to serve a term not more than one (1) year although they may be earlier replaced or their successors elected pursuant to the Bylaws of this Corporation. They may be re-

elected to full two years terms thereafter however. The remaining two initial directors are to serve not more than two (2) years although they may be replaced or their successors elected or they themselves may be elected to successive two year terms pursuant to the Bylaws of this Corporation.

	NAME	ADDRESS
1.	Virgilio S. Cabigas, M.D.	1712 Bayou Circle, Lakeland, Fl. 33803
2.	Lourdes T. Seehoffer	1236 E. Lime St., Lakeland, Fl. 33801
3.	Edna C. Ramos	5016 Dorman Rd, Lakeland, Fl. 33813
4.	Helen Pasiliao	2012 Bent Tree Lp. N., Lakeland, Fl. 33813
5.	Marilou Ondra	343 Heatherpoint Dr., Lakeland, Fl. 33809

ARTICLE XII - OFFICERS

The qualifications, manner of election or appointment and tenure of office of the officers of the corporation shall be as stated in the Bylaws of the Corporation.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify its officers, directors, committeemen, employees or agents in those cases now or hereafter provided in Section 607.0834, Florida Statutes.

ARTICLE XIV - BYLAWS

The initial Bylaws of the corporation shall be adopted by it Board of Directors. The Bylaws may be altered, amended, or repelled by a majority vote of the members of the Board of Directors of the Corporation in the meeting called for that purpose, there being a quorum thereat.

ARTICLE XV - REGISTERED OFFICE

The street address of the corporation of its initial corporate office and the name of the Registered Agent at this address is:

Charles R. Mayer, Esq.
5835 Bartow Road South
Lakeland, Fl. 33846

ARTICLE XVI - RELATIONSHIP TO OTHER ORGANIZATIONS

This corporation shall not be subordinate to or subject to the authority of any head or national association, lodge, order, beneficial association, fraternal or beneficial society, foundation, federation, or other corporation, society, organization, or association not for profit.

ARTICLE XVII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Executive Committee (Board of Directors), proposed by them to the members, and approved at a membership meeting, at which there is a quorum, by a majority of the members present and entitled to vote thereon.

IN WITNESS OF the foregoing, we the incorporators have hereunto affixed our hand and seal at Lakeland, Polk County, Florida, this 11th day of Sept, A.D., 1997.

Virgilio S. Cabigas
VIRGILIO S. CABIGAS

Lourdes T. Seehoff
LOURDES T. SEEHOFF

Edna C. Ramos
EDNA C. RAMOS

Helen P. Pasillio
HELEN PASILLIO

Marilyn L. Ondra
MARILYN ONDRA

Charles R. Mayer
CHARLES R. MAYER

Ely Villarete
ELY VILLARETE

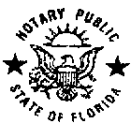
STATE OF FLORIDA)
COUNTY OF POLK)

Personally before me, the undersigned authority, appeared

Virgilio S. Cabigas, M.D., Lourdes T. Seehoffer, Edna C. Ramos, Helen Pasiliao, Marilou Ondra, Charles R. Mayer and Ely Villarete,

known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and they did acknowledge that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and seal of office at Lakeland, in said County and State, this 11th day of September, 1997.



BETTY GIANNINI
My Commission CC443141
Expires Mar. 05, 1999
Bonded by HAI
800-422-1555

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

RESIDENT AGENT'S ACCEPTANCE

I, CHARLES R. MAYER, an individual who resides in the State of Florida, whose business address is identical with the Registered Office of the corporation incorporated hereby PILIPINO-AMERICAN ASSOCIATION OF POLK COUNTY, INC., do hereby accept the appointment as Resident Agent pursuant to and as required by Florida Statutes 617.0501.

Dated at Lakeland, Polk County, Florida, this 11th day of September, 1997

Charles R. Mayer
Name: CHARLES R. MAYER, ESQ
Resident Agent

97 SEP 15 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED