

TRANSMITTAL LETTER

N000000003196

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
MAY 11 AM 8:31  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

SUBJECT: Korean-American Business Association in Miami, Inc.  
(Proposed corporate name - must include suffix)

300003248383--3  
-05/11/00--01085--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Chie-Young Chyung, Esq.  
Name (Printed or typed)

1550 Madruga Avenue, Suite 415  
Address

Coral Gables, FL 33146-3019  
City, State & Zip

(305) 665-1961  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

S. Thompson MAY 16 2000

**FILED**  
00 MAY 11 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
KOREAN-AMERICAN BUSINESS ASSOCIATION IN MIAMI, INC.**

A Corporation Not For Profit

Article 1. NAME

- 1.1 The name of this corporation is Korean-American Business Association in Miami, Inc.

Article 2. INITIAL PRINCIPAL OFFICE

- 2.1 Initial Principal Office  
The initial principal office of the corporation shall be located at 525 N. W. 27<sup>th</sup> Street, Miami, FL 33127.

Article 3. PURPOSES

- 3.1 Purposes  
The corporation is organized to promote networking among members; to promote and protect the interest of the Korean-American business community by acting as its spokesperson; to collect and distribute information beneficial to the members; to promote a better relationship among various business organizations in the community.
- 3.2 Prohibited Activities  
The corporation shall not engage in activities that are not in furtherance of above purposes other than as an insubstantial part of its 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 in any political campaign on behalf of or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Article 4. MEMBERS

- 4.1 Qualifications for general membership  
In order to become a member of the corporation, he or she  
(a) must conduct business or have an office in South Florida region,  
(b) must agree to abide by all rules and regulations of the corporation, and  
(c) must support the objectives of the corporation.
- 4.2 Honorary Member  
The Board of Directors may confer a honorary membership to any individual or business.
- 4.3 Rights and Obligations of Members, Termination of Membership  
The rights and obligations of members and manners of termination of membership will be stated in bylaws.

#### Article 5. MEETING OF THE MEMBERS

- 5.1 General Meeting  
The general meeting shall be held annually before the end of the fiscal year.
- 5.2 Special Meeting  
The special meeting of the members shall be called by the President (1) when he or she deems it necessary, (2) when requested by the Board of Directors, (3) when more than one-third of the members request such a meeting.

#### Article 6. BOARD OF DIRECTORS

- 6.1 Number and Qualification  
The number and qualifications of the directors shall be determined by the bylaws.
- 6.2 Election and appointment of Directors  
The bylaws shall provide staggered terms for the members of the board of directors. Bylaws shall provide method of election of directors in all other regards.
- 6.3 Rights and Duties of the Directors  
The director must pay the dues on time and regularly attend the Board of Directors meetings. The director has a right to participate and vote at the meetings of the Board of Directors, and shall supervise all officers, agents and employees of the corporation.

#### Article 7. OFFICERS AND EMPLOYEES

- 7.1     Officers  
The corporation shall have one President, two Vice-Presidents, one Secretary, and one Treasurer.
- 7.2     Executive Director  
The President may appoint an Executive Director with an approval of the Board of Directors.
- 7.3     Other Employees  
The President may, at his or her will, employ or discharge a staff employees.

#### Article 8. COMPTROLLER

- 8.1     Number of Comptroller  
There shall be two (2) Comptrollers for the corporation.
- 8.2     Election of Comptroller  
The Board of Directors shall elect two of its directors to serve as Comptrollers.
- 8.3     Duties of Comptroller  
The Comptrollers will examine the financial records of the corporation and will report their findings to the Board of Directors and the general meeting of the members.

#### Article 9. TERM OF OFFICE

- 9.1     Officers  
The term of President, Vice-President will be two (2) years, and that of Secretary and Treasurer will be one (1) year.
- 9.2     Directors  
The term of Directors will be two (2) years. However, one-half of the initial board of directors shall have one (1) year term.
- 9.3     Comptrollers  
The term of office of Comptroller will be two (2) years.

#### Article 10. NO DISTRIBUTION OF EARNINGS TO MEMBERS

- 10.1    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 and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

#### Article 11. DISPOSITION OF ASSETS UPON DISSOLUTION

- 11.1 Upon the dissolution of the corporation, assets shall be distributed for one or more organizations with exempt purposes within the meaning of section 501 (c)(3) of the Internal revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 12. AMENDMENT

- 12.1 These Articles of Incorporation may be amended, modified, or repealed by the three-fifth (3/5) vote of the Board of Directors.

#### Article 13. BYLAWS

- 13.1 The initial bylaws of the corporation shall be adopted by the Board of Directors. The power to alter, amend, repeal, or adopt new bylaws shall be vested in the Board of Directors.

#### Article 14. REGISTERED AGENT AND REGISTERED OFFICE

- 14.1 The initial registered office shall be located at 525 N. W. 27<sup>th</sup> Street, Miami, FL 33127, and the name of the initial registered agent is Woo Ho Jacob Lee.

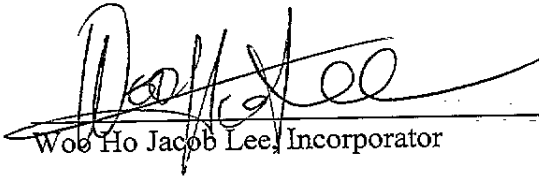
#### Article 15. INCORPORATOR

- 15.1 The name and address of the incorporator are:

Name  
Woo Ho Jacob Lee

Address  
525 N. W. 27<sup>th</sup> Street, Miami, FL 33127

IN WITNESS WHEREOF, I have hereunto subscribed my name this 03 day of May, 2000.

  
Woe Ho Jacob Lee, Incorporator

**ACCEPTANCE OF THE APPOINTMENT OF  
REGISTERED AGENT AND DECLARATION OF  
REGISTERED OFFICE UPON WHICH  
SERVICE OF PROCESS MAY BE SERVED**

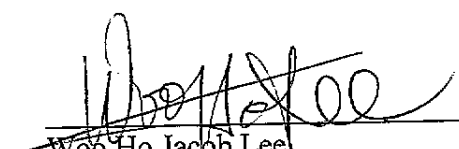
**FILED**  
00 MAY 11 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In compliance with Chapter 48.091, 617.0501 of the Florida Statutes, and having been designated a registered agent of Korean-American Business Association in Miami, Inc. on whom service of process may be served, and being familiar with the obligations of the registered agent, I HEREBY ACCEPT the designation and obligations of registered agent and agree to act in this capacity.

Registered office of Korean-American Business Association in Miami, Inc. is located at :

525 N. W. 27<sup>th</sup> Street, Miami, FL 33127.

Signed by:

  
Woo Ho Jacob Lee

Registered Agent designee

Dated:

May 23, 2000