

TRANSMITTAL LETTER

NO100000283

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

SUBJECT: The Karelians of Finland House, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

600003944326--6
-04/02/01--01162--001
*****70.00 *****70.00

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 of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Heli Shultz, Esquire
Name (Printed or typed)

523 Lake Avenue
Address

Lake Worth, FL 33460
City, State & Zip

(561) 547-4514
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 APR -2 PM 1:50
FILED

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

APR 04 2001

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**ARTICLES OF INCORPORATION
OF
THE KARELIANS OF FINLAND HOUSE, INC.**

**ARTICLE I
CORPORATE NAME**

The name of this corporation is THE KARELIANS OF FINLAND HOUSE, INC. (hereinafter the Club or corporation).

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TALLAHASSEE, FLORIDA

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation is c/o American-Finnish Tourist Club, 301 Central Blvd., Lantana, Florida 33462.

**ARTICLE III
GENERAL AND SPECIFIC PURPOSES**

The specific and primary, purposes for which this corporation is organized are:

- A) To unite Karelians living in or visiting Florida.
- B) To enhance social and spiritual well being of its members.
- C) To increase the knowledge of Karelia and issues regarding the Karelians
- D) To cherish the Karelian culture
- E) For the advancement of charity, education, religion, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- F) To develop and raise individual self-growth as well as group growth through mutual assistance among members and guests.
- G) To foster musical, athletic, and other cultural programs that cultivate social as well as educational growth among members and guests.
- H) To promote good fellowship among the members and in the community in which the Club is located.
- I) To operate exclusively in any other manner for such charitable, educational, and religious purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1988, as amended or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

**ARTICLE IV
MEMBERS**

- A) The qualifications for members and the manner of their admission shall be regulated by the By-Laws of the corporation.
- B) This corporation shall be authorized to issue membership certificates.
- C) All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such membership certificates are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such certificates are restricted in the manner described in the By-Laws or any agreement between the members, and that a copy of such By-Laws or agreement shall be

provided to all members.

- E) Except as otherwise prescribed by Florida law, each membership certificate shall entitle the holder thereof to one vote.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

- A) Board of Directors.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be seven (7), provided however, that such number may be changed by a By-Law duly adopted by the members.

President shall be elected by members at the annual meeting, and shall serve for a term of one (1) year. Directors shall be elected at the annual meeting, and shall serve for a term of three (3) years until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal place of business of the corporation in February or March of each year.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually; or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

- B) Corporate Officers

Membership shall elect the President. The Board of Directors shall elect the following officers: Vice President, Secretary, and Treasurer all of whom shall be members of the board of directors of this corporation, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time.

ARTICLE VI

INITIAL DIRECTORS/ OFFICERS

The name addresses of the initial officers are:

President

Aimo Frondelius, 3160 Lake Osborne Drive, 6-111, Lake Worth, Florida 33461

Vice President

Pauli Pörtsi, 8143 Ambach Way, Hypoluxo, Florida 33462

Secretary

Eila Jokinen, 319 South B Street, Apt. 2, Lake Worth, Florida 33460

Treasurer

Helvi Ampuja, 1473 Cochran Drive, Lake Worth, Florida 33461

Director

Maritta Buchy, 2550 Ray Court, Lantana, Florida 33462

Director

Osmo Taskinen, 2840 Lake Osborne Drive 15-106, Lake Worth, Florida 33461

Director

Paavo Suominen, 7030 Half Moon Circle, Apt. 418, Hypoluxo, Florida 33462-5433

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

- A) 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 III hereof
- B) No substantial part of the activities of the corporation shall be the carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C) Notwithstanding any other provision 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 sections 501(c)(3) of the Internal Revenue Code of 1988 (or the corresponding provisions of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1988 or the corresponding provisions of any future United States Internal Revenue Law).
- D) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, the Members shall, after paying or making provision for the payment of all 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 Finnish-American charitable, education, religions, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) of the Internal Revenue Code of 1988 (or the corresponding provisions 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 a court of competent jurisdiction in the county' in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes. This corporation may be dissolved only by 3/4 majority vote of the members present and voting without proxies at two consecutive meetings held no less than 14 days apart. Termination must be mentioned in the meeting notice.

ARTICLE IX
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, by a two-thirds (2/3) vote of the membership present at the meeting which has been called for this purpose or at the annual meeting. When the purpose of the meeting is to make, alter, rescind, add to, or adopt new By-Laws, all corporation members must be notified in writing at least one week in advance and this notice shall contain a short explanation of the changes to the By-Laws.

ARTICLE X
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purpose, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XI
AMENDMENT OF ARTICLES

Subject to the limitations contained in the Articles, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation. Articles of this corporation may be made, altered, rescinded, added to, or new Articles may be adopted, by a two-thirds (2/3) vote of the membership present at the meeting which has been called for this purpose or at the annual meeting. When the purpose of the meeting is to make, alter, rescind, add to, or adopt new Articles, all corporation members must be notified in writing at least one week in advance and this notice shall contain a short explanation of the changes to the Articles.

ARTICLE XII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Christian Scholin, 505 Flagler Drive, Suite 400, West Palm Beach, Florida 33401

ARTICLE XIII
INCORPORATORS

The name and address of the incorporators are:

Aimo Frondelius, 3160 Lake Osborne Drive, 6-111, Lake Worth, Florida 33461

Paavo Suominen, 7030 Half Moon Circle, Apt. 418, Hypoluxo, Florida 33462-5433
Eila M. Jokinen, 319 South B Street, Apt 2, Lake Worth, Florida 33460-4072

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I am familiar and accept the appointment as registered agent and agree to act in this capacity.

Christian N. Scholin Date: 3/28/01

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Paavo V. Suominen Date: 3/26/01
Paavo V. Suominen/Incorporator

Aimo Frondelius Date: 3/26/01
Aimo Frondelius/Incorporator

Eila M. Jokinen Date: 3/26/01
Eila M. Jokinen/Incorporator

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