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FLORIDA NON-PROFIT CORPORATION

THE CULTURAL AND EDUCATIONAL SCHOLARSHIP FOUNDATION

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ARTICLES OF INCORPORATION

of

**THE CULTURAL AND EDUCATIONAL SCHOLARSHIP FOUNDATION OF
TAIWAN BUSINESS ASSOCIATION OF SOUTH FLORIDA, INC.**

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

**THE CULTURAL AND EDUCATIONAL SCHOLARSHIP FOUNDATION OF
TAIWAN BUSINESS ASSOCIATION OF SOUTH FLORIDA, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation shall be:

801 SW 3rd Avenue, 2nd Floor, Miami, FL 33130

ARTICLE III - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

1. To foster an appreciation for and to perpetuate Chinese culture and language by encouraging the study of Chinese culture and language;
2. To award prizes and scholarships for students living within the Florida counties of Miami-Dade, Broward and Palm Beach who have demonstrated significant interest in Chinese culture;
3. To own, operate and finance a Chinese cultural center to foster and enlarge the appreciation for Chinese art, language, customs, dance and other cultural accomplishments;

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4. To engage in any and all lawful activities incidental to the foregoing purposes, including raising of funds through contributions and membership dues;
5. To make contributions to any organization as described in § 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, with the exception of the organization testing for public safety; and
6. In general, to carry out the purposes described in Paragraphs 1, 2, 3, 4 and 5 hereof and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida within the restrictions of IRC 501 (c) (3) for the purposes of accomplishing the foregoing purposes of the Corporation.

ARTICLE IV - CHARITABLE RESTRICTIONS AND LIMITATIONS

The purposes and operation of this Corporation shall be specifically restricted and limited as follows:

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed 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.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.
3. The Corporation shall not (a) operate for the purpose of carrying on a trade or business for profit and (b) engage in any prohibited transactions as described in § 503 of the Internal Revenue Code of 1986, as amended from time to time, and (c) accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue of § 504 of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE V - CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article III hereof, the Corporation shall have the following powers:

1. To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.
2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.
3. To borrow money; and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporations, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.
4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of § 501 (c) (3) of the International Revenue Code of 1986, as amended from time to time, and its Regulations as they now exist or as they may hereafter be amended.
5. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the power so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under

§501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under § 170 (c) (2) of the Internal Revenue Code of 1986, as amended from time to time and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI - TERRITORY OF OPERATIONS

The territory in which the operations of the Corporation is principally to be conducted is the State of Florida of the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII - TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII - MEMBERSHIP

The members of the Corporation shall consist of the persons signing the Articles of Incorporation and such other person or persons and organization or organizations as the Board of Directors may elect, by a majority vote, at any annual or special meeting of the Board of Directors. The Board of Directors shall consider the interest of such persons or organizations in determining eligibility of membership.

ARTICLE IX - SUBSCRIBERS

The name and residence address of each subscriber of these Articles of Incorporation are as follows:

Name

Address

Francis Lin

801 SW 3rd Avenue, 2nd Floor, Miami, FL 33130

ARTICLE X - OFFICERS

1. The affairs of the Corporation will be managed by a President, Vice President, Secretary-Treasurer, and such other officers with such powers

and duties as may be appointed and determined by the Board of Directors.

2. The officers of the Corporation shall be appointed at the annual meeting of the Board of Directors of the Corporation.
3. The names and residence addresses of the officers of the Corporation who are to serve until the first appointment under these Articles of Incorporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Francis Lin	President	801 SW 3 rd Avenue, 2 nd Floor Miami, FI 33130
Start Wu	Vice President	1951 NW 22 nd Street Fort Lauderdale, FI 33111
Pak-Choi Ng	Secretary/ Treasurer	1480 NW 96 th Avenue Miami, FI 33172

ARTICLE XI – DIRECTORS

1. The affairs of this Corporation shall be conducted by a Board of Directors consisting of not fewer than 3 nor more than 10 directors, who shall be elected in accordance with the By-Laws.
2. The names and residence addresses of the Directors until the first election of the Board of Directors are as follows:

Francis Lin	801 SW 3 rd Avenue, 2 nd Floor, Miami, FI 33130
Start Wu	1951 NW 22 nd Street, Fort Lauderdale, FI 33111
Pak-Choi Ng	1480 NW 96 th Avenue, Miami, FI 33172
Ray Cheng	4490 NW 72 nd Avenue, Miami, FI 33166
Peter Yu	8755 NW 35 th Lane, Miami, FI 33172

ARTICLE XII – BY-LAWS AND AMENDMENTS

1. The By-Laws of this Corporation shall be adopted by the vote of the majority of the Board of Directors of the Corporation. The By-Laws of the Corporation shall be amended by the action of a majority of the Board of Directors of the Corporation.
2. The provisions of these Articles of Incorporation may be amended, altered or rescinded by the unanimous vote of the Board of Directors of the Corporation.

ARTICLE XIII – STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, THE CULTURAL AND EDUCATIONAL SCHOLARSHIP FOUNDATION OF TAIWAN BUSINESS ASSOCIATION OF SOUTH FLORIDA, INC., desiring to organize under the laws of the State of Florida has designated Maggy Lin as its initial registered agent, who is located at 801 SW 3rd Avenue, 2nd Floor, Miami, FL 33130.

ARTICLE XIV – DISTRIBUTION UPON DISSOLUTION

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, distribute all 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, education, religious or scientific purposes as shall at the time qualify as an organization or organizations described in §501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, as the Board of Directors shall determine.

ARTICLE XV – PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS

If the Internal Revenue Service determines that the Corporation is a private foundation as defined in §509 (a) of the Internal Revenue Code of 1986, as amended from time to time, the following provisions shall become operative:

1. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1986, as amended from time to time, or corresponding provisions of any subsequent Federal tax laws.

2. The Corporation shall not engage in any act of self-dealing as defined in §4941 (d) of the Internal Revenue Code of 1986, as amended from time to time, or corresponding provisions of any subsequent Federal tax laws.
3. The Corporation shall not retain any excess of business holdings as defined in §4943 (c) of the Internal Revenue Code of 1986, as amended from time to time, or corresponding provisions of any subsequent Federal tax laws.
4. The Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code of 1986, as amended from time to time, or corresponding provisions of any subsequent Federal tax laws.
5. The Corporation shall not make any taxable expenditures as defined in §4945 (d) of the Internal Revenue Code of 1986, as amended from time to time, or corresponding provisions of any subsequent Federal tax laws.

WITNESS OUR HANDS AND SEALS THIS 26 Day of April, 2001.

Francis Lin (SEAL)
Francis Lin


STATE OF FLORIDA

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COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Francis Lin, to me well known to be the persons described in and who executed and subscribed to the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
at Miami, said County and State, this 26th day of April, 2001.

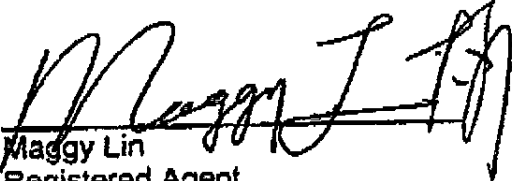

Notary Public, State of Florida at Large

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for THE CULTURAL AND EDUCATIONAL SCHOLARSHIP FOUNDATION OF TAIWAN BUSINESS ASSOCIATION OF SOUTH FLORIDA, INC., at place designated in ARTICLE XIII of the attached Articles of Incorporations, I hereby acknowledge that I am familiar with and accept the obligations of that position.


Maggy Lin
Registered Agent

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