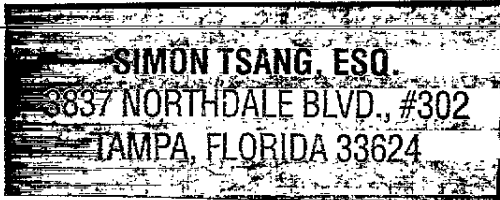


NO100004932

Register's Name

Address



Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
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2. _____
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| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time _____ | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input type="checkbox"/> Certificate of Status |
| <input type="checkbox"/> Photocopy | | |

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

12 ✓



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 30, 2001

SIMON TSANG, ESQ.
3837 NORTHDAL BLVD, #302
TAMPA, FL 33624

SUBJECT: BOCU, INC.
Ref. Number: W01000012208

We have received your document for BOCU, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please sign and return your check along with this document in order to complete your filing.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Kimberly Rolfe
Corporate Specialist Supervisor
New Filings Section

Letter Number: 301A00032848

**Articles of Incorporation
of
BOCU, Inc.**

I, Iana Nikolova, hereby make, subscribe, and file with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a nonprofit corporation in accordance with the laws of the State of Florida.

ARTICLE I

Name and Address

1. The name of the corporation shall be:

BOCU, Inc.

2. The principal office and mailing address of this corporation shall be 2840 West Bay Drive #233, Largo, Florida 33770, or such other address within the State of Florida as the Board of Trustees may from time to time designate.

ARTICLE II

Existence of Corporation

3. This corporation shall have perpetual existence.

ARTICLE III

Purposes

4. The purpose for which this corporation is organized is to operate a Balkan cultural and educational center dedicated to assisting persons coming from the Balkan peninsula and Black Sea shore regions to come to and in assimilating to life in the United States. The purposes and general nature for which this corporation is organized and operated are exclusively for charitable, educational, social, civic and cultural within the meaning of

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TALLAHASSEE, FLORIDA

exclusively for charitable, educational, social, civic and cultural within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

5. This corporation shall receive and maintain funds of real and/or personal property and, subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable or educational purposes.

6. The corporation shall be engaged in all activities associated and connected with an educational, charitable, cultural and benevolent character so that people may be generally instructed and guided towards assimilation of the way of life in the United States.

7. The corporation shall be engaged in providing human resources and intensive activities affecting the lives of people from the Balkan peninsula and Black Sea shore regions. To this end, the corporation shall be engaged in the following activities:

- (a) Organizing community programs for cultural and fraternal gatherings;
- (b) Family counseling;
- (c) Establishing a community program to develop internet connections between the Balkans - Black Sea shore regions and the United States;
- (d) To train individuals in the use of computer hardware and software in order for them to develop the necessary living skills in the United States;
- (e) To promote educational, charitable, and cultural works and programs on behalf of persons from the Balkans and Black Sea shore regions.

8. The corporation may engage in the transaction of any or all lawful business for which not-for-profit corporations may be incorporated under the laws of the State of Florida.

9. No part of the net earnings of the corporation shall inure to the benefit of or be

distributable to any member, director or officer of the corporation, or any private individual (except that reasonable reimbursement may be paid for expenses rendered to or for the corporation affecting one or more of its purposes), and no member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

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

11. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a nonprofit organization exempt 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 the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

12. In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state, or local government for exclusive public purpose.

ARTICLE IV

General Powers

13. This corporation shall have and exercise all powers for the transaction of any or all lawful business for which a corporation may be incorporated under this chapter necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized, subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.

(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(c) This 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 Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE V

Members

14. The members of this corporation shall consist of those persons who are qualified to join in accordance with the provisions of the bylaws of the corporation.

ARTICLE VI

Registered Office and Registered Agent

15. The street address of the corporation's initial registered office is 2840 West Bay Drive #233, Largo, Florida 33770 and the name of the corporation's initial registered agent at the above address is Iana Nikolova.

ARTICLE VII

Board of Trustees (Directors)

16. The number of trustees is three (3). The names and addresses of the members of the initial Board of Trustees who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the members for the election of permanent Trustees or until their successors have been duly elected. The name and address of the

Board of Trustees are as follows:

<u>Name</u>	<u>Address</u>
Pamela J. Primavera	1679 Spotswood Circle, Palm Harbor, Florida 34683
Jack Whitacre	900 Gulf Boulevard #1105, Indian Rocks Beach, Florida
Iana Nikolova	2840 West Bay Drive #233, Largo, Florida 33770

ARTICLE VIII

Officers and Trustees

17. The affairs of this corporation shall be managed by a Board of Trustees who shall be elected annually by majority vote of the members of the corporation, at a duly called meeting, as provided in the bylaws and by officers who shall be elected annually by majority vote of the Board of Trustees and who shall be members of the corporation.

18. The officers to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the corporation.

Multiple offices may be held by the same person.

19. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

20. The number of Trustees and the manner of filling vacancies on the Board of Trustees shall be provided in the bylaws of the corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Trustees qualified and active, and the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Trustees. Meetings of the Trustees may be held within or without the State of Florida.

21. In the event the Board of Trustees deadlock in a vote on a matter relating to this Corporation, then the vote of the President of this corporation shall be the deciding tiebreaking vote.

22. Trustees and officers of this corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

ARTICLE IX

Officers

23. The name and address of the officers of this corporation who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the Trustees of this corporation for the election of permanent officers or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Iana Nikolova	President	2840 West Bay Dr. #233, Largo, FL 33770
Pamela J. Primavera	Vice President	1679 Spotswood Cir., Palm Harbor, FL
Jack Whitacre	Treasurer	900 Gulf Blvd. #1105, Indian Rocks Bch, FL

ARTICLE X

Bylaws

24. The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the members of this corporation present at any meeting of the Board of Trustees duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Trustees and notice of the proposed action

with respect to the bylaws shall have been waived by a majority of the members of the Board of Trustees or mailed by the secretary of this corporation to all of the members of the Board of Trustees at least three (3) days before the meeting.

ARTICLE XI

Amendment of Articles of Incorporation

25. The corporation reserves the right to amend, alter, add, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided by applicable law.

ARTICLE XII

Indemnification by Court Order

26. No trustee, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both without the permission of the Board of Trustees.

ARTICLE XIII

Incorporators

27. The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Pamela J. Primavera	1679 Spotswood Circle, Palm Harbor, Florida 34683

Jack Whitacre

900 Gulf Blvd. #1105, Indian Rocks Beach, Florida

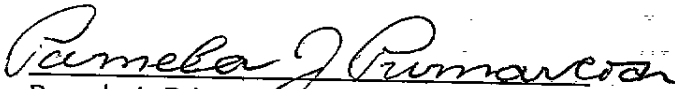
Iana Nikolova

2840 West Bay Drive #233, Largo, Florida 33770

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles for the uses and purposes therein stated.



Iana Nikolova, Incorporator



Pamela J. Primavera, Incorporator



Jack Whitacre, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

BOCU, Inc.

with its principal place of business at County of Pinellas, State of Florida, has named Iana Nikolova, located at 2840 West Bay Drive #233, Largo, Florida, County of Pinellas, State of Florida, as its agent to accept service of process within Florida.


Iana Nikolova, Incorporator

Date: June 8, 2001

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Iana Nikolova, Incorporator

Date: June 8, 2001

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