

NO 1000006528



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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 SEP - 3 PM 3:26

August 30, 2002

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

Re: Our File 01-1373
The Yajin Art Center, Inc.
Amended Articles of Incorporation

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To Whom It May Concern:

Pursuant to a unanimous vote of the current Board of Directors, please find enclosed the original "Amended Articles of Incorporation of The Yajin Art Center, Inc." along with our check for \$43.75. This amount includes \$35.00 filing fee for the amendment and \$8.75 for a certified copy of the amendment.

If you have any questions or problems, please contact me at the address and/or phone number at the top of this letterhead.

Thanking you in advance for all your help in this matter, I remain

Sincerely,

Paul Stanley West
Attorney At Law

PSW/law

Amend.

V SHEPARD SEP 10 2002

**AMENDED ARTICLES OF INCORPORATION
OF
THE YAJIN ART CENTER, INC.
Document Number N01000006528**

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Pursuant to the provisions of Section 617.1006, Florida Statutes, and the unanimous vote of its current Board of Directors on August 21, 2002, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation, to wit::

**ARTICLE I
NAME**

The name of the corporation shall be THE YAJIN ART CENTER, INC. For convenience, the corporation shall be referred to in this instrument as YAJIN.

**ARTICLE II
DURATION**

The corporation shall exist perpetually unless and until dissolved according to law. Corporate existence shall commence upon the filing of these Articles with the Florida Department of State.

**ARTICLE III
DEFINITIONS**

The following words shall have the definitions set forth below for the purposes of these Articles:

- 3.1 "Articles" shall mean these Articles of Incorporation.
- 3.2 "Board" or "Board of Directors" shall mean the Board of Directors of the Corporation.
- 3.3 "Bylaws" shall mean the Bylaws of the Corporation.
- 3.4 "YAJIN" shall mean and refer to THE YAJIN ART CENTER, Inc., a Florida corporation not for profit, its successors and/or its assigns.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office of YAJIN shall be located at 600 S. Orlando Ave., Suite 101, Maitland, FL 32751

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

Paul S. West, Esquire, whose address is 600 S. Orlando Ave., Suite 101, Maitland, FL 32751, is hereby appointed the initial registered agent of YAJIN and the registered

office shall be at said address.

ARTICLE VI PURPOSE AND POWERS OF THE CORPORATION

YAJIN is formed: a) to provide an artistic, educational and cultural exchange between the United States and the Peoples' Republic of China; b) to build bridges between the United States and the Peoples' Republic of China through the exposure and exchange of Chinese and Western art, culture and language; c) to identify and enlist as donors those persons and organizations whose aims parallel YAJIN's desire for educational and social betterment of those they serve; and d) to act as a channel of donor support to those individuals that subscribe to these goals and objectives.

YAJIN shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. YAJIN shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of YAJIN for the benefit of the Directors and Officers.

The purpose for which YAJIN is organized is exclusively educational, charitable, scientific, literary and/or religious 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.

Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

Notwithstanding any other provisions of these Articles, this organization shall not discriminate on the basis of race, creed, religion, familial status, sex or disability as interpreted under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes 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, or shall be distributed to the Federal, 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 State in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of YAJIN shall be managed by a Board of Directors, consisting of 4 directors, whose number may be either increased or decreased from time to time by Amendment to the Bylaws of YAJIN. The names and addresses of persons who are to act in the capacity of Director until appointment or election of their successors pursuant to these Articles are as follows:

<u>Name</u>	<u>Address</u>
Pamela G. Sielaff	1121 Bayshore Circle Longwood, FL 32750
John T. Sielaff	1121 Bayshore Circle Longwood, FL 32750
Steven S. Bruton	1121 Bayshore Circle Longwood, FL 32750
Paul S. West	600 S. Orlando Avenue Maitland, FL 32751

ARTICLE VIII VOTING RIGHTS AND RULES OF ORDER

Each Director shall be entitled to one vote. Except as provided for in these Articles or YAJIN's Bylaws, all meetings, business and otherwise, of YAJIN shall be governed by Robert's Rules of Order.

ARTICLE IX OFFICERS

The affairs of YAJIN shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at a meeting designated for such purpose, and they shall serve at the pleasure of the Board of Directors. The original Officers of YAJIN shall be as follows:

<u>Name</u>	<u>Office</u>
Pamela G. Sielaff	President
John T. Sielaff	Vice President
Steven S. Bruton	Secretary
Paul S. West	Treasurer

ARTICLE X

INDEMNIFICATION

10.1 Indemnification. Every Director and every officer of YAJIN shall be indemnified by YAJIN against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Director or Officer of YAJIN, or having served at YAJIN's request as a Director or Officer of any other corporation, whether or not he or she is a Director or Officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such Director or Officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of YAJIN approves such settlement and reimbursement as being for the best interest of YAJIN. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer shall be entitled.

10.2 Expenses of Lawsuits. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative, may be paid by YAJIN in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that he or she is not to be indemnified by YAJIN as authorized by these Articles of Incorporation.

10.3 Insurance. YAJIN shall have the power to purchase, at its expense, and maintain insurance on behalf of any person who is or was a Director or Officer of YAJIN, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not YAJIN would have the power to indemnify him or her against such liability under the provisions of these Articles.

ARTICLE XI BYLAWS

The Bylaws of YAJIN shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XII AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

12.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Board of Directors. This meeting may be either annual or a specially called meeting.

12.2 Notice. Within 30 days of the next meeting of the Board of Directors, or in any other manner provided for in YAJIN's Bylaws for the giving of notice of meetings of the Board of Directors, written notice setting forth the proposed amendment, or a summary of the changes to be effected thereby, shall be given to each Director, and each such Director shall be entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

12.3 Vote. At such meeting, a vote of the Directors shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of one hundred percent (100%) of the Directors.

12.4 Multiple Amendments. Any number of amendments may be submitted to the Directors and voted upon by them at one meeting.

12.5 Agreement. If one hundred percent (100%) of the Directors, as provided above, sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 12.1 through 12.3 had been satisfied.

12.6 Limitations. No amendment shall make any changes in the qualifications for Directors or the voting rights of Directors without the unanimous approval in writing by all Directors.

12.7 Filing. A copy of each amendment shall be filed with the Secretary of State, State of Florida.

12.8 Dissolution. In the event YAJIN is dissolved, the assets of YAJIN shall be dedicated to a public body or conveyed to a non-profit organization 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 with a purpose similar to that of YAJIN.

ARTICLE XIII INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Paul S. West, Esquire	600 S. Orlando Ave., Suite 101 Maitland, FL 32751

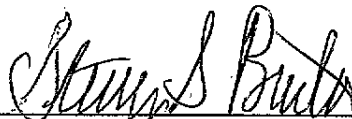
**ARTICLE XIV
NON-STOCK CORPORATION**

YAJIN is organized on a non-stock basis and shall not issue shares of stock evidencing membership in YAJIN.

End of Amended Articles of Incorporation

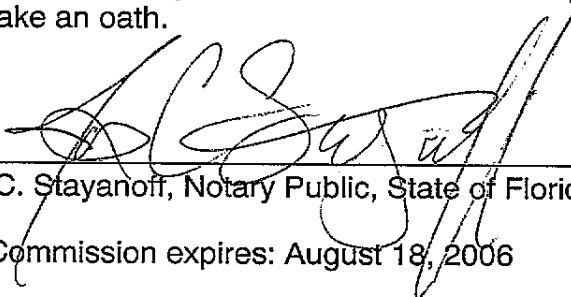
The undersigned Steven S. Bruton, Director and newly elected Secretary of THE YAJIN ART CENTER, INC. hereby affirms under oath that: 1) there are no members entitled to vote on these amended articles; and 2) the foregoing Amended Articles of Incorporation were adopted by a unanimous vote of the Board of Directors existing on August 21, 2002, to wit: Pamela G. Sielaff, John T. Sielaff and Steven S. Bruton.

THE YAJIN ART CENTER, INC.

By: 
Steven S. Bruton
Director
Secretary

STATE OF FLORIDA,
COUNTY OF ORANGE:

THE FOREGOING INSTRUMENT was acknowledged before me this August 30, 2002 by Steven S. Bruton as Director and Secretary of The Yajin Art Center, Inc., a Florida Not For Profit Corporation, on behalf of the Corporation. He is personally known to me and did take an oath.


Jos C. Stayanoff, Notary Public, State of Florida at Large

My Commission expires: August 18, 2006



Jos C. Stayanoff
MY COMMISSION # DD143287 EXPIRES
August 18, 2006
BONDED THRU TROY FAIR INSURANCE, INC.