

No 1000006614

TRANSMITTAL LETTER

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

FILED  
01 SEP 14 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

200004588462--2  
-09/14/01--01037--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: National Association of Asian American Professionals in SW Florida,  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) Inc.

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: Marve Ann M. Alaimo, Esq.  
Name (Printed or typed)  
Cummings & Lockwood  
24311 Walden Center Drive, Suite 201  
Address  
Bonita Springs, Florida 34134  
City, State & Zip  
(941) 947-8811  
Daytime Telephone number

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

D. BROWN SEP 18 2001

**ARTICLES OF INCORPORATION  
OF  
NATIONAL ASSOCIATION OF ASIAN AMERICAN  
PROFESSIONALS IN SW FLORIDA, INC.  
(A Corporation Not-For-Profit)**

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01 SEP 14 AM 11:33  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation (the "Corporation") is National Association of Asian American Professionals in SW Florida, Inc.

**ARTICLE II**

The principal office or mailing address of the Corporation is P.O. Box 110574, Naples, FL 34108.

**ARTICLE III**

The Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

**ARTICLE IV**

The members of the Corporation shall consist of the individuals constituting the Board of Directors hereinafter provided, and their successors in office. The qualification for membership in the Corporation may be modified as provided in the Bylaws.

**ARTICLE V**

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as initial

Prepared by Marve Ann Alaimo, Esq.  
Cummings & Lockwood  
24311 Walden Center Drive, Suite 201  
Bonita Springs, Florida 34134  
(941) 947-8811  
Florida Bar No. 0117749

Directors until the first annual meeting of the Corporation or until their successors are elected, are:

Rebecca Y. Zung	Asbell, Coleman, Ho & Hazzard 365 Fifth Avenue South Suite 202 Naples, Florida 34102
Vatsana Inthalansy	Merrill Lynch 821 Fifth Avenue South Suite 310 Naples, Florida 34102
Marie J. Grasmeier	Chastang, Ferrell, Sims & Eiserman 4001 Tamiami Trail North, Suite 285 Naples, Florida 34103
Marve Ann M. Alaimo	Cummings & Lockwood 24311 Walden Center Drive Suite 201 Bonita Springs, Florida 34103

#### ARTICLE VI

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors or until their successors are elected are:

President	Rebecca Y. Zung
Vice-President	Vatsana Inthalansy
Treasurer	Marie J. Grasmeier
Secretary	Marve Ann M. Alaimo

#### ARTICLE VII

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

## ARTICLE VIII

The name and address of the Corporation's registered agent are:

Rebecca Y. Zung, Esq.  
c/o Asbell, Coleman, Ho & Hazzard  
365 Fifth Avenue South  
Suite 202  
Naples, Florida 34102

## ARTICLE IX

These Articles may be amended as provided in the Bylaws.

## ARTICLE X

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

## ARTICLE XI

The name and address of the incorporator are:

Marve Ann M. Alaimo, Esq.  
Cummings & Lockwood  
24311 Walden Center Drive  
Suite 201  
Bonita Springs, Florida 34134

## ARTICLE XII

Section 1. Prohibition on Private Inurement. No part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. The Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. Tax-Exempt Status. 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(a) of the Code as an organization described in section 501(c)3) of the Code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

#### ARTICLE XIII

Notwithstanding any other provision of these Articles to the contrary, during such period, or periods, as the Corporation is treated as a "private foundation" pursuant to section 509 of the Code, the Corporation must comply with the following:

Section 1. Taxable Distributions. The Corporation shall make such distributions at such time and in such manner so as not to subject the Corporation to tax under section 4942 of the Code.

Section 2. Self-Dealing. The Corporation shall not engage in any act of self-dealing (as defined in section 4941(d) of the Code).

Section 3. Excess Business Holdings. The Corporation shall not retain any excess business holding (as defined in section 4943(c) of the Code).

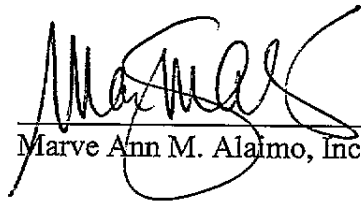
Section 4. Jeopardizing Investments. The Corporation shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code.

Section 5. Taxable Expenditures. The Corporation shall not make any taxable expenditures (as defined in section 4945(d) of the Code).

#### ARTICLE XIV

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set its hand and seal this 28th day of August, 2001, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

  
\_\_\_\_\_  
Marve Ann M. Alaimo, Incorporator

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
01 SEP 14 AM 11:33  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

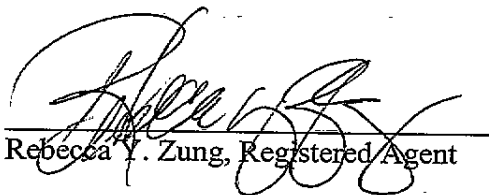
1. The name of the corporation is:

National Association of Asian American Professionals in SW Florida, Inc.

2. The name and address of the registered agent and office is:

Rebecca Y. Zung, Esq.  
c/o Asbell, Coleman, Ho & Hazzard  
365 Fifth Avenue South  
Suite 202  
Naples, Florida 34102

*Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Rebecca Y. Zung, Registered Agent

Dated: August 28, 2001