

NO/0000006722

ROBERTO R. RUELO\*

ATTORNEY AT LAW

16409 ASHWOOD DRIVE

TAMPA, FLORIDA 33624-1152

813/963-7648

FAX 813/963-7840

\*ALSO ADMITTED IN ILLINOIS

September 7, 2001

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

500004596865--3  
-09/18/01--01038--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Orlando Philippine Weekly

Sirs/Mesdames:

On behalf of the above-named entity, I enclose, for filing, in duplicate, its articles of incorporation, together with a check for \$70.00 as filing fee and registered agent's fee.

Should you have any questions in connection with this filing, please let me know. Thank you.

Sincerely,

*Roberto R. Ruelo*

Roberto R. Ruelo

Enclosures

FILED  
01 SEP 18 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

5 saw  
9/20/01

ARTICLES OF INCORPORATION  
OF THE  
ORLANDO PHILIPPINE WEEKLY, INC.

FILED

01 SEP 18 AM 11:32

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a Corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I. NAME

The name of the Corporation shall be the ORLANDO PHILIPPINE WEEKLY, INC.

ARTICLE II. TERM OF EXISTENCE

The Corporation shall have perpetual duration.

ARTICLE III. PURPOSE

**PURPOSE:** The Corporation is organized exclusively for publishing a newspaper or for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**INUREMENT OF INCOME:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

**LEGISLATIVE OR POLITICAL ACTIVITIES:** 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**OPERATIONAL LIMITATIONS:** Notwithstanding any other provisions 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 Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**DISSOLUTION CLAUSE:** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of 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 charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision 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 the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IV. NONSTOCK BASIS

The Corporation is organized upon a nonstock basis as defined in Section 617.011, Florida Statutes. The Corporation shall have no members.

#### ARTICLE V. PRINCIPAL OFFICE, REGISTERED AGENT, ADDRESS

The address of the Corporation is 119 Killington Way, Orlando, Florida 32835 or such address within the State of Florida as the Board of Directors may from time to time designate. The street address of the initial registered office of the Corporation is 119 Killington Way, Orlando, Florida 32835. The name of its initial registered agent at such address is Andrew Baker.

#### ARTICLE VI. DIRECTORS

The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The directors shall be appointed by the incorporator of the Corporation. Their term of office shall be as stated in the Bylaws of the Corporation. The number of directors of the Corporation shall be three (3); provided, however, that such number may be increased or decreased from time to time by the incorporator of the Corporation but may never be less than three. The names and addresses of the initial directors who shall hold office until replaced by the incorporator, and the replacement or replacements have been duly qualified, are:

<u>Name</u>	<u>Address</u>
Andrew Baker	119 Killington Way, Orlando, FL 32835
Joycie Baker	119 Killington Way, Orlando, FL 32835
Benigno T. Estrada	119 Killington Way, Orlando, FL 32835

#### ARTICLE VII. OFFICERS

The qualifications, manner of election or appointment, and tenure of office of the officers of the Corporation shall be as stated in the Bylaws of the Corporation.

**ARTICLE VIII. INCORPORATOR**

The name of the incorporator of these Articles of Incorporation is Andrew Baker and his address is 119 Killington Way, Orlando, FL 32835.

**ARTICLE IX. INDEMNIFICATION**

The Corporation shall indemnify its officers, directors, employees or agents in those cases as now or hereafter provided in Section 607.0834, Florida Statutes.

**ARTICLE X. BYLAWS**

The initial Bylaws of the Corporation shall be adopted by its Board of Directors. The Bylaws shall be altered, amended, or repealed by a majority vote of the members of the Board of Directors of the Corporation in a meeting called for the purpose, there being a quorum.

**ARTICLE XI. AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation shall be amended by a two-thirds vote of the members of the Board of Directors of the Corporation in a meeting called for the purpose, there being a quorum.

IN WITNESS WHEREOF, I, the undersigned, being the sole incorporator of this Corporation, have executed these Articles of Incorporation on this 7th day of September, 2001, at Orlando, Florida.

  
ANDREW BAKER

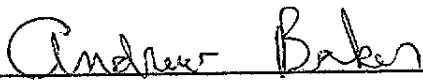
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091, 617.0202, 617.0501, and 617.023, Florida Statutes, the following is submitted:

The ORLANDO PHILIPPINE WEEKLY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Orlando, Florida, has named Andrew Baker, whose address is 119 Killington Way, Orlando, FL 32835, as its agent to accept service of process within Florida.

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. Further, I certify that I am familiar with and agree to comply with the provisions of all statutes, including the duties and obligations provided for in Section 607.0505, Florida Statutes, relative to the proper and complete performance of my duties.

Dated: September 7, 2001.

  
ANDREW BAKER  
Registered Agent

FILED  
01 SEP 18 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA