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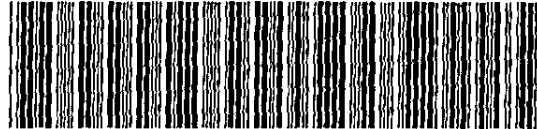
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**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**LOUIS STINSON, JR., P.A.**

ATTORNEY AT LAW

SUITE 301 • MERRICK PLAZA  
2199 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 444-8807  
FACSIMILE (305) 444-0487  
E-MAIL: louis@stinsonlaw.com

December 31, 2004

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: Thai American Foundation, Inc.**

Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation for Thai American Foundation, Inc., for filing, together with our firm check in the amount of \$78.75 representing the required filing fee.

We would appreciate your returning a copy of the Certificate and Articles to our office by return mail.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Louis Stinson, Jr.

LSJr:kdj  
Enclosures

ARTICLES OF INCORPORATION OF  
Thai America Foundation, Inc., a corporation not for profit

**FILED**

2005 JAN -3 P 2:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be: "THAI AMERICA FOUNDATION, INC.". The principal office and mailing address for the corporation is 12112 Limestone Way Cooper City, FL 33026.

ARTICLE II

GENERAL NATURE OF BUSINESS

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

- (1) To make contributions to any organization as described in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended; and
- (2) To engage in any and all lawful activities incidental to the foregoing purposes, including raising of funds through contributions and membership dues.

ARTICLE III

CHARITABLE RESTRICTIONS AND LIMITATION

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 distributable 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 II 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 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, (b) engage in any prohibited transactions as described in Section 503 of the Internal Revenue Code of 1954, as amended and (c) accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue of Section 504 of the Internal Revenue Code, as amended.

#### ARTICLE IV

##### CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article II 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 corporation, 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 Directors 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 Section 501(c)(3) of the Internal Revenue Code 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 powers 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 Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE V

##### TERRITORIES OF OPERATIONS

The territories in which the operations of the Corporation are principally to be conducted are in the countries of the United States of America and the Kingdom of Thailand and their territories and possessions, but the operations of the Corporation shall not be limited to such territories.

#### ARTICLE VI

##### TERM OF EXISTENCE

This Corporation shall exist perpetually.

#### ARTICLE VII

##### MEMBERSHIP

The Corporation shall have members consisting of such 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 in accordance with the provisions of the Corporation's By Laws.

#### ARTICLE VIII

##### SUBSCRIBERS

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

<u>NAME</u>	<u>ADDRESS</u>
Louis Stinson, Jr.	3860 Stewart Ave Coconut Grove, Florida 33133
Kathryn D. Jordan	7000 S.W. 70 <sup>th</sup> Avenue Miami, Florida 33143
Elizabeth Poveda	7775 S. W. 86 <sup>th</sup> Street, #302 Miami, FL 33143

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## ARTICLE IX

### DIRECTORS

(1) The affairs of this Corporation shall be conducted by a Board of Directors consisting of not fewer than three (3) nor more than nine (9) directors.

(2) The names and residence addresses of the initial Directors until the first election of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Khayna Moolsiri	12112 Limestone Way Cooper City, Florida 33026
Louis Stinson, Jr.	3860 Stewart Ave Coconut Grove, Florida 33133
Kathryn D. Jordan	7000 S.W. 70 <sup>th</sup> Avenue Miami, Florida 33143

## ARTICLE X

### BY-LAWS AND AMENDMENTS

(1) The By-Laws of this Corporation shall be adopted by the vote of the majority of its Board of Directors. The By-Laws of the Corporation shall be amended by the action of a majority of the Board of Directors.

(2) The provisions of these Articles of Incorporation may be amended, altered or rescinded by three-quarters (3/4) vote of its Board of Directors.

## ARTICLE XI

### STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, the Thai America Foundation, Inc., desiring to organize under the laws of the State of Florida has designated its initial registered office as Suite 301, 2199 Ponce de Leon Boulevard, Coral Gables, Miami-Dade County, Florida, and has named STEWART AGENT SERVICES as its initial Registered Agent who is located at such address.

## ARTICLE XII

### 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 Section 501(c)(3) of the Internal Revenue Code of 1954, as amended as the Board of Directors shall determine.

## ARTICLE XIII

### PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS

If the Internal Revenue Service determines that the Corporation is a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1954, as amended 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 Section 4942 of the Internal Revenue Code of 1954, as amended or corresponding provisions of any subsequent Federal tax laws.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended or corresponding provisions of any subsequent Federal tax laws.

(3) The Corporation shall not retain any excess of business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended 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 Section 4944 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

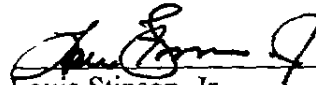
(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended or corresponding provisions of any subsequent Federal tax laws.

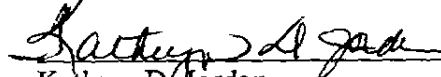
ARTICLE XIV

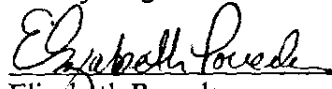
COMMENCEMENT OF CORPORATE EXISTENCE

The effective date of the Corporation is to be the effective on December 31, 2004.

WITNESS OUR HANDS AND SEALS this 31<sup>st</sup> day of December, 2004.

 (SEAL)  
Louis Stinson, Jr.

 (SEAL)  
Kathryn D. Jordan

 (SEAL)  
Elizabeth Poveda

STATE OF FLORIDA                     )  
  ) ss:  
COUNTY OF MIAMI-DADE            )

BEFORE ME, the undersigned authority, personally appeared Louis Stinson, Jr., Kathryn D. Jordan and Elizabeth Poveda to me well known to be the persons described in and who executed and subscribed to the foregoing Articles of Incorporation, and they acknowledged before me that they 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 31<sup>st</sup> day of December, 2004.

  
Notary Public, State of Florida  
At Large

My Commission Expires:





ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept Service of Process for Thai America Foundation, Inc. at place designated in ARTICLE XI of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Stewart Agent Services

  
Resident Agent

**FILED**  
2005 JAN -3 P 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA