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FILED

2009 JUN 29 PM 12:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
Resubmitted
Particulars

Phone: 407.261.5564
Fax: 407.261.5565

Miser Financial Services

1855 W SR 434 Ste. 273
Longwood, FL 32750

info@miserfinancial.com

June 11, 2009

Amendments Section
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: AO International Foundation, Inc.

Ladies and Gentlemen:

Enclosed are one (1) original copy of the Amended and Restated Articles of Incorporation of AO International Foundation, Inc., a Florida corporation. The amendment was approved by the corporation's Board of Directors in accordance with applicable Florida nonprofit law. A check made payable to the Florida Department of State in the amount of \$35 is enclosed to cover the cost of filing and processing the filing.

For any questions you may have about this filing or the contents of the amendments, by all means call the undersigned (407.261.5564) at your earliest convenience. Thank you for your attention to these matters and for the anticipated courtesies of your office.

Sincerely,

A handwritten signature in black ink, appearing to read "Peter Abbate", with a stylized flourish extending from the end.

Peter Abbate of
Miser Financial Services, LLC.

**CERTIFICATE
TO
AMENDED AND RESTATED ARTICLES
OF
AO INTERNATIONAL FOUNDATION, INC.
(A Florida Corporation Not for Profit)**

2009 JUN 29 PM 12:50
SECRETARY
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is:

AO International Foundation, Inc.

SECOND: The corporation originally was incorporated in the state of Florida effective April 18, 2005.

THIRD: The document number of the corporation is N05000003959.

FOURTH: The following amendments to the articles of incorporation were adopted by the corporation:

See attached Amended and Restated Articles of Incorporation

FIFTH: There are no members entitled to vote on the amendments and, accordingly, the amendments were adopted by the board of directors of AO International Foundation, Inc. on the 8th day of June, 2009.

DATED this 8th day of June, 2009.

AO International Foundation, Inc.

By: Ami Ong
Ami Ong, Executive Director

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AO INTERNATIONAL FOUNDATION, INC.
(A Florida corporation not-for-profit)

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation adopts the following amended and restated articles of incorporation.

ARTICLE I
CORPORATE NAME

The name of the corporation is:

AO International Foundation, Inc.

ARTICLE II
PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

3278 CANDLERIDGE DRIVE, ORLANDO, FLORIDA 32822

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is:

1. Organized exclusively for public welfare, charitable, religious, educational, spiritual, scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. In the conduct of the affairs of the corporation:

(a) The property of the corporation is irrevocably dedicated to the purposes set forth in this article, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or the private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in this article.

(b) 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 distribution 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.

ARTICLE IV
MANNER OF ELECTION

Manner in which the directors are elected or appointed:

The directors of the corporation are to be elected or appointed by a majority vote of the directors present. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting of the board of directors.

ARTICLE V
INDEMNIFICATION OF CORPORATION
DIRECTORS AND OFFICERS

Any director, officer, former director or former officer of the corporation shall be indemnified by the corporation for expenses and costs (including attorney's fees) actually and necessarily incurred by him or her in connection with any claim asserted against him or her by reason of being or having been such a director or officer, except in relation to matters as to which he or she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought, all as provided in the Florida statutes or the bylaws of the corporation.

ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS

The powers and business affairs of the corporation shall be exercised and managed by or under the authority or direction of the corporation's Board of Directors. The number of directors may be increased or decreased from time to time by a majority of the directors, but at no time shall there be fewer than three (3) directors of the corporation.

ARTICLE VII
MEMBERS

The corporation shall not have voting members and shall be governed exclusively by its Board of Directors.

ARTICLE VIII
DISSOLUTION

In the event of dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Any such assets not disposed of shall be granted, conveyed and assigned to any non-profit corporation or organization devoted to similar purposes.

IN WITNESS WHEREOF, the undersigned has executed these
Amended and Restated Articles of Incorporation of AO International
Foundation, Inc.

AO International Foundation, Inc.

By: Ami Ong
Ami Ong, Executive Director