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TALLAHASSEE, FLORIDA

**LAN D. NGUYEN & ASSOCIATES, P.C.**

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Of Counsel

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June 17, 2005

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

**Re: Articles of Incorporation for Huong Hai Buddhist Monastery, Inc.**

Dear Sir or Madame:

Included are the Articles of Incorporation for the Huong Hai Buddhist Monastery, Inc. as well as the filing fee of \$70.00. Please let us know if you have any questions, thank you.

Very truly yours,  
LAN D. NGUYEN & ASSOCIATES, P.C.

A handwritten signature in black ink, appearing to read 'Duncan Hwang', followed by a long horizontal line that ends in a loop.

Duncan Hwang  
Law Clerk

DH  
Enclosed



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 2, 2005

LAN D. NGUYEN & ASSOCIATES, P.A.  
6633 NE SANDY BLVD SUITE B  
PORTLAND, OR 97213

SUBJECT: HUONG HAI BUDDHIST MONASTERY, INC.  
Ref. Number: W05000027236

We have received your document for HUONG HAI BUDDHIST MONASTERY, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

Filings Fees:	\$35.00
Registered Agent	
Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Justin M Shivers  
Document Specialist  
New Filings Section

Letter Number: 905A00039051

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05 JUN 21 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**HUONG HAI BUDDHIST MONASTERY, INC.**  
**A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617 of the Florida Statutes, adopt the following articles of incorporation:

**ARTICLE ONE**

**NAME**

The name of the corporation is: Huong Hai Buddhist Monastery, Inc. The principal address of the corporation at the time of incorporation is 2321 SW 127<sup>th</sup> Ave, Davie, Broward County, Florida.

**ARTICLE TWO**

**NOT FOR PROFIT**

The corporation is a not-for-profit corporation as defined in the Florida Not For Profit Corporation Act, set forth in Chapter 617 of the Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under law.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Four hereof. 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 in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE THREE**

**DURATION**

The duration of the corporation is perpetual unless dissolved according to law.

## **ARTICLE FOUR**

### **PURPOSES**

The corporation is organized, and shall be operated exclusively for the following purposes:

A. To provide the opportunity for exchange of ideas and opinions, and for study and discussion of various religious and cultural aspects of the Vietnamese Buddhist community in the State of Florida; to promote the understanding of Buddhism in the State of Florida; to develop and encourage high standards of service for members of the religion and the general public; and to acquire, preserve, and disseminate information on Buddhism to its members and to the public.

B. To exercise all rights and powers conferred by the laws of the State of Florida, and specifically as provided in Fla. Stat. § 617.0302, on nonprofit corporations, including but not limited to the right and power to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth in these articles of incorporation.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

## **ARTICLE FIVE**

### **POWERS**

The powers of the corporation shall be as enumerated in the Florida Not For Profit Corporation Act (Fla. Stat. § 617.0302) and shall include, but not be limited to, the following:

A. To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and to otherwise acquire and hold all property, real or personal, including securities of other corporations.

B. To act as trustee under any trust incidental to the principal objects of the association, and to receive, hold, administer, and expend funds and property subject to a trust or trusts.

C. To convey, exchange, lease, mortgage, encumber, transfer on trust or otherwise dispose of all property, real or personal.

D. To borrow money, contract debts, issue bonds, notes, and debentures, and secure the payment or performance of its obligations.

E. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the association.

## **ARTICLE SIX**

### **MEMBERS**

The corporation shall have voting members of one or more classes who shall be admitted in such manner as is set forth in the bylaws and who shall have all the rights and privileges of members of the corporation. The bylaws may provide for nonvoting members of one or more

classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the bylaws, but who shall not have the right to vote. Two-thirds of the voting members appearing in person or by proxy shall constitute a quorum at a meeting of members.

## **ARTICLE SEVEN**

### **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is Huong Hai Buddhist Monastery, Inc., 2321 SW 127<sup>th</sup> Ave., Davie, Broward County, Florida, and the name of its registered agent at that address is Thanh Pham.

## **ARTICLE EIGHT**

### **BOARD OF DIRECTORS**

The management of the corporation shall be vested in a board of directors. The number of directors constituting the initial board of directors is three. The number of directors may be increased or decreased in accordance with the bylaws, but shall never be less than three. The directors shall be elected as provided in the bylaws. The bylaws may provide for ex officio and honorary directors and their rights and privileges.

## **ARTICLE NINE**

### **BYLAWS**

The bylaws of the corporation are to be adopted by the board of directors at the first meeting of the board of directors. The bylaws may be altered, amended or rescinded by the board of directors.

## **ARTICLE TEN**

### **AMENDMENT**

Amendments of provisions contained in these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented in a quorum of the voting members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of the voting members of the corporation.

## **ARTICLE ELEVEN**

### **DISTRIBUTION ON DISSOLUTION**

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code or corresponding sections of the Code as

subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

## ARTICLE TWELVE

### INDEMNIFICATION

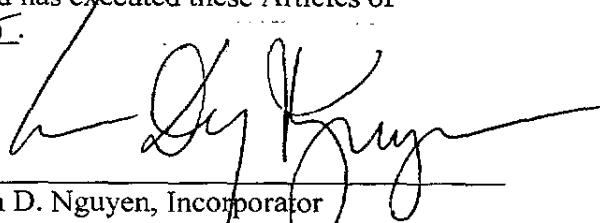
The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted under the Florida Not For Profit Corporation Act.

## ARTICLE THIRTEEN

### LIMITATIONS ON LIABILITIES OF DIRECTORS AND OFFICERS

The liability of a director or officer of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not For Profit Corporation Act as the same may be amended from time to time. If the Florida Not For Profit Act or a successor statute is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a director or officer of the corporation shall be eliminated or limited to the fullest extent permitted by the statute as so amended.

IN THE WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of June, 2005.



Lan D. Nguyen, Incorporator  
6633 NE Sandy Blvd., Suite B  
Portland, OR 97213

Person to contact about this filing:

Lan D. Nguyen

Name

(503) 288-0123

Day time telephone number

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT  
FOR HUONG HAI BUDDHIST MONASTERY, INC.

I, Thanh Pham, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
Thanh Pham 5/26/05  
Huong Hai Buddhist Monastery, Inc.

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