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## TRANSMITTAL LETTER

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

SUBJECT: FRIENDS OF STONING INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: Bella S. Simbajon  
Name (Printed or typed)  
5250 Jog Lane  
Address  
Delray Bch. FL 33484  
City, State & Zip  
941-843-2580  
Daytime Telephone number

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CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

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

**Articles of Incorporation of  
FRIENDS OF SANTO NIÑO, Inc.  
A Florida Not for Profit Corporation**

**ARTICLE ONE. NAME.**

The name of this corporation is Friends of Santo Niño, Inc.

**ARTICLE TWO. STATEMENT OF CORPORATE NATURE.**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Part I of Chapter 617 of the Florida Statutes.

**ARTICLE THREE. PURPOSES.**

The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and for other charitable purposes, and particularly for cooperative and collaborative endeavors among and between the Filipino-American communities of the Southeastern United States, irregardless of race and religious persuasion, for the benefit of the youth and elderly sector of the aforementioned region and the Philippines.

The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501 ( c ) ( 3 ) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE FOUR. DEDICATION OF ASSETS.**

The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or any private individual.

**ARTICLE FIVE. MEMBERSHIP.**

The corporation shall have a membership distinct from the board of directors. Membership is both individual and institutional, and is open to any individual or group in the United States, contributing resources and means as provided for in

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the bylaws and agreeing to be bound by the articles of incorporation of this corporation, by its bylaws, and by such rules and regulations as the directors may form, or adopt.

The directors shall, from time to time, prescribe the form and manner in which application may be made for membership.

## **ARTICLE SIX. LOCATION OF INITIAL REGISTERED**

### **Office and Name of Initial Registered Agent**

The street address of the initial registered office of the corporation is 5250 Jog Lane, Delray Beach, State of Florida, 33484.

The mailing address of the initial registered office of the corporation is 5250 Jog Lane, Delray Beach, State of Florida, 33484.

The name of the initial registered agent at such address is Bella Simbajon.

## **ARTICLE SEVEN. INITIAL DIRECTORS.**

There shall be five directors constituting the initial board of directors.

The name and address of each person who is to serve as an initial director are:

Bella Simbajon  
5250 Jog Lane,  
Delray Beach, Fl 33484  
Email: aynakubelle@yahoo.com

Marivic Penserga  
1429 SW 25th way 12-A  
Boynton Beach, Fl 33426  
Email: ivicpen@aol.com

William Manubag  
6503 Barton Creek Cir  
Lake Worth, FL 33463  
Email: wmanubag@3implant.com

Robert Boles Macapayag  
7082 Geneva Lakes Ct.  
Lake Worth, Florida 33467  
Bobmac237@aol.com

Ree Joy Baldonado  
5338 Tennis Lane,  
Delray Beach, Fl 33484  
Email: rejoi@quietrivers.com

#### **ARTICLE EIGHT. INCORPORATORS.**

The names and addresses of the incorporators of this corporation are the same as the names and addresses of the initial directors listed in Article Seven of these Articles of Incorporation.

#### **ARTICLE NINE. MANAGEMENT OF CORPORATE AFFAIRS.**

- (A) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be seven; provided, however, that such a number may be changed by a bylaw duly adopted by the members.

The directors named in Article Seven shall hold office until the first annual meeting of members to take place after incorporation. Prior to that meeting, an election of directors shall take place, according to provisions of the bylaws of the corporation.

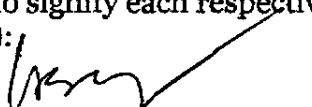
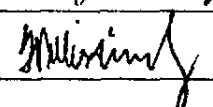

Directors elected in the first election, and at all times thereafter, shall serve for a term of two years; except that the bylaws may provide for a different term of office for some of the directors elected in the first election following incorporation, in order to introduce a system of staggered terms for directors.

- (B) Corporate Officers. The members of the corporation shall elect the following officers: Chair, Vice-Chair, Secretary, and Treasurer, and such other officers as the bylaws of this corporation may authorize the members to elect from time to time. Such officers shall be initially elected, prior to the first annual meeting of members to take place after incorporation, in an election held according to the provisions of the bylaws of the corporation. Until such election is held, the following persons shall serve as corporate officers (appended signatures to signify each respective individual's capacity and readiness to serve):

Chair: Bella Simbajon

Vice-Chair: William Manubag

Secretary: Marivic Penserga

  
\_\_\_\_\_  
  
\_\_\_\_\_  
  
\_\_\_\_\_

Treasurer: Robert Boles Macapayag

#### ARTICLE TEN. DISTRIBUTION OF ASSETS.

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for the same charitable purposes which has established its tax exempt status under Section 501 ( c ) ( 3 ) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE ELEVEN. AMENDMENT OF ARTICLES.

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board of Directors and presented to the members for their vote, or by a petition signed by one-third of the members of the corporation. Amendments may be adopted by the vote of two-thirds of the members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of the State of Florida have executed these articles of incorporation on March 14, 2005.

Bella Simbajon

William Manubag

Marilyn Penserga

Robert Boles Macapayag

Ree Joy Baldonado

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CLERK OF COURT  
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