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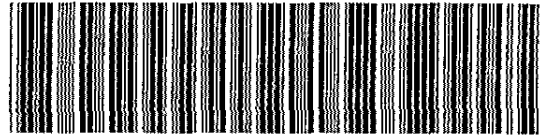
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KS
1/30/07

William D. Slicker, P.A.

Attorney At Law

(727) 322-2795
FAX (727) 322-2796

October 26, 2007

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

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation of **Amerasian Charity, Inc.**, and the Affidavit of the resident agent for the above referenced corporation.

Also enclosed please find a check in the amount of \$70.00 for the following:

Filing Articles of Incorporation	\$ 35.00
Registered Agent Fee	<u>+ 35.00</u>
Total	\$70.00

Thank you for your kind cooperation and prompt attention to this matter.

Sincerely,



William D. Slicker

WDS/yp
Encl:

Cc: Xuan Nguyen
file:07-267

ARTICLES OF INCORPORATION
FOR
AMERASIAN CHARITY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name of Corporation

The name of this not-for-profit corporation shall be AMERASIAN CHARITY, INC.

ARTICLE II

Principal Office

The principal office and mailing address of the corporation is 4220 72nd Avenue North, Pinellas Park, Florida 33781.

ARTICLE III

Purposes

The corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes and incorporated on a non-stock basis. The corporation is to be formed exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law. Specifically, the corporation is dedicated to serving in the community as a charity to assist with the education and welfare of Amerasians.

ARTICLE IV

Duration

The corporation shall have perpetual duration.

ARTICLE V

Powers

This corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617, Florida Statutes; provided, however, that none of the powers granted to this corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the corporation has been formed as set out in Article III.

ARTICLE VI

Prohibited Acts

This corporation shall operate exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, and in the course of that operation:

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 herein.

- B. 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.
- C. 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 law, 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 law.

ARTICLE VII

Dissolution

The corporation may be dissolved with the assent given in writing and signed by not less than two thirds (2/3) of the voting membership. Upon dissolution of the corporation, other than incident to a merger or consolidation, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the corporation, shall distribute the assets for one or more exempt purposes within the meaning of Section 501 (c) (3) and Section 170 (c) (2) of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue law) or shall distribute the assets to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 VIII

Board of Directors and Officers

The management of the affairs of this corporation is vested in its Board of Directors which shall consist of not less than three (3) members. All members of the Board shall be elected or appointed in the manner and for the terms prescribed in the Bylaws of the corporation, and shall hold office until their respective successors are duly elected or appointed.

The Board of Directors, at its annual meeting, shall elect a President, one or more Vice Presidents, one or more Secretaries, and one or more Treasurers, and such other officers and directors as may in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the corporation, such officers to hold office at the pleasure of the Board or until successors are duly elected and qualified. The officers of the corporation shall have such duties as may be specified by the Board or by the Bylaw of this corporation.

ARTICLE IX

Initial Board of Directors and Officers

The initial Board of Directors and its Officers shall be comprised of the following individuals, each of whom is to hold office until the first election to held under the provisions of the Article or the provisions of the Bylaws:

Xuan Nguyen, president
2467 38th Avenue North
St. Petersburg, FL 33713

Hung Tran, vice president
2600 ½ 52nd Avenue North
St. Petersburg, FL 33714

Phuoc Doan, vice president
1738 28th Street North
St. Petersburg, FL 33713

Lam Cao, secretary/treasurer
5528 57th Avenue North
St. Petersburg, FL 33709

Huong Bui, secretary/treasurer
6920 49th Avenue North
St. Petersburg, FL 33709

ARTICLE X

Bylaws

The Bylaws of the corporation shall be adopted by the initial Board of Directors, as constituted under Article IX above, at the organizational meeting of the Board, and the Bylaws may thereafter be amended by the affirmative vote of at least two thirds (2/3) of the members of Board of Directors present and voting.

ARTICLE XI

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by the affirmative vote of at least two thirds (2/3) of the members of the Board of Directors called specifically for that purpose.

ARTICLE XII

Registered Agent

The name of the initial registered agent of this corporation is Xuan Nguyen, at 2467 38th Avenue North, St. Petersburg, FL 33713.

ARTICLE XIII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law who is threatened with liability by of being an officer or director of this corporation.

ARTICLE IV

Incorporator(s)

The name(s) and address(es) of the incorporator(s) of this corporation is/are:

Xuan Nguyen
2467 38th Avenue North
St. Petersburg, FL 33713

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation on this 26 day of October, 2007.

Xuan Van Nguyen
Xuan Nguyen

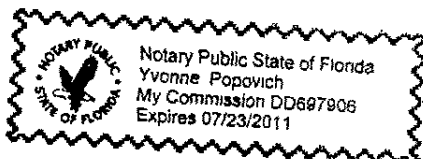
William S. Slicker
William S. Slicker as witness

Paul Van Nguyen
Paul Van Nguyen as witness

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me personally appeared Xuan Nguyen, who was identified to me by showing me Florida Drivers License as identification, and he signed the foregoing instrument in front of me.

WITNESS my hand and seal this 26 day of October, 2007.



Yvonne Popovich
Notary Public
State of Florida

**AFFIDAVIT OF
ACCEPTANCE BY RESIDENT AGENT**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF PINELLAS)

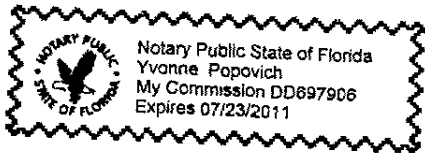
I, XUAN NGUYEN, am over the age of 18 and have personal knowledge of the following:

1. I have read the Articles of Incorporation of AMERASIAN CHARITY, INC. and am named as resident agent therein.
2. I have read Sections 607.0501 and 48.091, Florida Statutes, and understand the duties of the resident agent.
3. I hereby accept the designation as resident agent of AMERASIAN CHARITY, INC. The registered office is: 4220 72ND Avenue North, Pinellas Park, FL 33781.

FURTHER AFFIANT SAITH NOT.

Xuan Van Nguyen
XUAN NGUYEN

The foregoing instrument was acknowledged before me this 26 day of October, 2007, by XUAN NGUYEN, who is personally known to me, or who produced Florida Drivers License as identification.



NOTARY PUBLIC:
Sign Yvonne Popovich
Print Yvonne Popovich

State of Florida at Large (SEAL)
My commission expires: 7/23/2011