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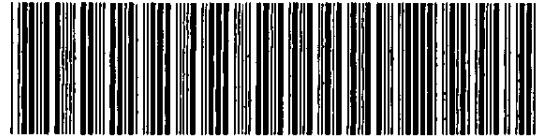
(Business Entity Name)

(Document Number)

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W08-32369

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2008 JUL 22 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUL 22 2008

COVER LETTER

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

SUBJECT: M421. CORP.
(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: Michael Weinstein
Name (Printed or typed)

8117 West Manchester Ave #219
Address

PLaza Del Rey, CA. 90239
City, State & Zip

310-395-6014
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 8, 2008

MICHAEL WEINSTEIN
8117 WEST MAN CHESTER AVE #219
PLAYA DEL REY, CA 90293

SUBJECT: M421 CORPORATION
Ref. Number: W08000032369

We have received your document for M421 CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected 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) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 608A00040285

Articles Of Incorporation of
M421.Corporation
a Nonprofit Corporation
In Compliance with Chapter 617, F.S., (Not for Profit)

The undersigned incorporator, a natural person 18 years of age or older, in order to form a corporate entity under Florida Statutes, Chapter 617, F. S., (Not for Profit), adopts the following articles of incorporation.

Article I
NAME/REGISTERED OFFICE

The name of this corporation shall be: M421.Corporation.
The corporation's registered and principal office is located at: 5108 1st Avenue North, St. Petersburg, Florida, 33710.

Article II
PURPOSE

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended including for such purposes, the making of distributions to organizations that also qualify as Section 501 (c)(3) exempt organizations. To this end, the corporation shall create, establish, and develop a charitable primary health care and wellness center in Ha Tien City, Kien Giang Province, Vietnam. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes. The purpose of the corporation is to engage in any lawful activity or activity for which corporations may be organized under the General Corporation Law of Florida, provided, however, that the corporation shall only engage in acts or activities that are consistent with and in furtherance of its 501 (c)(3) tax-exempt purposes, which are described in other provisions of these articles.

Article III
LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually as rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene

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TALLAHASSEE, FLORIDA

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in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax Section 501 (c)(3) of the Internal revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

Article IV
PERIOD OF EXISTENCE

This corporation shall have perpetual existence and shall commence upon filing.

Article V
DIRECTORS/MEMBERS

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation. The number of directors shall be as prescribed by the by-laws.

The corporation's first Board of Directors shall be three comprised of the following natural persons:

President; Dr. Oanh Nguyen, 5108 1st Avenue North, St. Petersburg, Florida, 33710
Vice-President; Karen Adams, 2110 California Avenue # B, Santa Monica, CA., 90403
Secretary and Treasurer; Michael Weinstein, 8117 West Manchester Avenue # 219, Playa Del Rey, CA. 90293

Article V
CLASSES AND RIGHTS OF MEMBERS

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows: The board of directors are appointed by the Director of the corporation, Dr. Oanh Nguyen. Each board member serves a term of two years with a possibility of serving five total terms. There will be a minimum of three board members and a maximum of nine board members. The method of appointment to the board of directors is as stated in the bylaws of M421.Corporation.

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Article VI
DEBT OBLIGATION AND PERSONAL LIABILITY

No member, officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any property of the members, officers, or Directors be subject to the payment of the debts or obligations of this corporation.

Article VII
DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs, and expenses of the corporation, for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed 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 or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII
REGISTERED AGENT

The name of the initial registered agent is Dr. Oanh Nguyen. Principal and registered address is 5108 1st Avenue North, St. Petersburg, Florida, 33710

Date: 7/17/08

Signature: 

Name: Dr. Oanh Nguyen

Article VIII
INCORPORATOR

The undersigned incorporator of this corporation hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true. The

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undersigned incorporator further certifies that he executes these Articles for the
purposed herein stated.

Date: 7/17/08

Signature: *Michael Weinstein*

Name: Michael Weinstein

Address: 8117 West Manchester Ave. # 219
Playa Del Rey, CA. 90293