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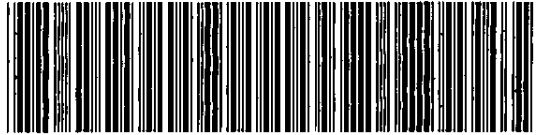
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gf 10/20/09

GLENN R. LEONG, ESQ.

OFFICE MANAGER
KIM M. MARTIN
KIM@GLENNLEONGLAW.COM

Law Offices of
Glenn R. Leong, P.A.
Attorney at Law

734 IRMA AVENUE
ORLANDO, FLORIDA 32803

TEL (407) 999-7854
FAX (407) 650-2548
GLENN@GLENNLEONGLAW.COM

Date: 10/14/09

RE: Articles of Incorporation

Dear Dept. of State:

I am sending you the attached documents or items for the following reasons:

☒ **For Your Immediate Attention.** Please take all appropriate actions as indicated on the attachment. Please call me if you have any questions.

☐ For Your Information or Records Only. No action is required on your part.

☐ Please review, check for errors, and make corrections as necessary.

☐ Please call me to discuss.

☐ Per your request.

☐ OTHER:

Please find enclosed a check for \$87.50, Original Articles of Incorporation plus (1) copy. Please send back a Certified Copy. Thank You!

No acknowledgement of this form is necessary. If you have any questions, please let me know.

Kim M. Biske

Kim M. Biske
Legal Assistant to Glenn R. Leong, Esquire
Law Offices of Glenn R. Leong, P.A.
734 Irma Avenue
Orlando, Florida 32803
Tel. (407) 999-7854
FAX (407) 650-2548

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**ARTICLES OF INCORPORATION
OF
GREATER ORLANDO ASIAN AMERICAN BAR ASSOCIATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

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ARTICLE I.

The name of the corporation shall be Greater Orlando Asian American Bar Association, Inc. (the "Association").

ARTICLE II.

The principal place of business and mailing address of the Association shall be Law Offices of Glenn R. Leong, P.A., 734 Irma Avenue, Orlando, Florida 32803.

ARTICLE III.

The purposes of the Association are, as follows:

A. To represent and advocate the interests of the Asian Pacific American community of the Metropolitan Orlando, Florida area; to encourage and promote the professional growth of the members of the Association; to facilitate client referrals and to broaden professional opportunities for Asian Pacific American attorneys; to foster the exchange of ideas and information among and between the members of the Association and other members of the legal profession, the judiciary and the legal community; and to coordinate legal services to Asian Pacific American communities in the Metropolitan Orlando area.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations.

C. Provided, however, that the Association shall not engage in any action which is not permitted to be carried on by not-for-profit corporations under the Internal Revenue Code and no part of the net earnings of the Association shall inure to the benefit of or be distributable

to its members, directors (commissioners), or officers; but the Association shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE IV.

The manner in which Directors and Officers are elected or appointed shall be, as follows:

A. Board of Directors. The Board of Directors shall oversee the management and administration of the business and affairs of the Association. The Board of Directors shall have the power and duty to administer the Association, including the power to employ necessary personnel. The Board of Directors shall determine all fiscal matters, shall direct the manner in which all funds of the Association are disbursed and the purposes therefore, and shall adopt a budget for each fiscal year. The Board of Directors shall adopt such directives and such policies as are necessary for the administration of the Association and for accomplishing the objectives and purposes of the Association. The Board of Directors shall have full power to exercise and delegate such functions as may be necessary, expedient, or incidental to the full exercise of the powers bestowed on the Board of Directors by the Articles of Incorporation and the Bylaws, including the establishment, maintenance, and supervision of various programs for the benefit of the Association and the community.

B. Qualification. A Director must be at least 18 years of age and may be a resident of Florida or any other state. A Director must be a Regular Member in good standing with the Association.

C. Compensation. Each Director shall serve without compensation relating to his/her role as a member of the Board of Directors.

D. Members of the Board of Directors. The Board of Directors shall be composed of the President, President-Elect, Secretary, Treasurer, and five (5) Directors-at-large. The President shall preside over the Board of Directors.

E. Term. Each Director who is an officer shall hold office for a one (1) year term running concurrently with his or her term as an officer of the Association, or until his or her earlier (i) resignation, (ii) removal, or (iii) death, subject to the provisions of Article 6, Section 3. Each Director-at-large shall hold office for a two (2) year term, or until his or her earlier (i) resignation, (ii) removal, (iii) death, or (iv) as otherwise provided by this section. In odd years, three (3) Directors-at-large shall be elected for a two (2) year term, and in even years, two (2) Directors-at-large shall be elected for a two (2) year term; notwithstanding the foregoing, in the initial election of directors, the even year two (2) Directors-at-large shall be elected to serve until June 30, 2010 and the odd year three (3) Directors-at-large shall be elected to serve until June 30, 2011.

F. Meetings. Regular meetings of the Board of Directors shall be held at a time and place selected by the President. The President shall provide at least two (2) days notice of any special meeting of the Board of Directors, which notice may be by mail, facsimile, e-mail, or other electronic transmission, or by telephone call to its members. The order of business and agenda for any meeting shall be established by the President. No business other than matters relating to the purpose for which the meeting was called shall be conducted except by a vote of a plurality of the persons in attendance. Quorum requirements shall apply to special meetings.

G. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by any two (2) Directors. Written notice of the time and place of

special meetings of the Board of Directors shall be given to each Director either by mail, facsimile, e-mail, or other electronic transmission, or by telephone call.

H. Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the Board of Directors at a meeting, may designate from among its members one or more committees ("Committee") each of which, to the extent provided in such resolution, shall have and may exercise all the authority granted by the Board of Directors in order to accomplish the objectives of the Association, except that no such committee shall have the authority to:

1. Approve or recommend to the Association actions or proposals required by law to be approved by the Board of Directors;
2. Designate candidates for the office of Director, for purposes of proxy solicitation or otherwise;
3. Elect, appoint or remove any member of the Board of Directors, the executive committee or any other committee;
4. Amend the Articles of Incorporation or the Bylaws of the Association; or
5. Approve any applications for membership to the Committee or expel any member from the Committee, unless pursuant to a specific set of criteria approved by the Board of Directors.

The Board of Directors, by resolution adopted in accordance with this Section, may designate one or more Directors as alternate members of any such Board Committee who may act in the place of any absent member or members at any meeting of such Board Committee.

I. Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of Directors, may be filled only by at

least two-thirds (2/3) approval of the remaining members of the Board of Directors at a special meeting called for such purpose. A Director elected to fill a vacancy shall hold office only until the next annual meeting for the election of the vacant Director position.

J. Removal of Directors. A Director may be removed, with or without cause, at a meeting called expressly for that purpose, by a vote of a majority of the Members of the Association entitled to vote. The members of the Board of Directors, at a meeting called by the Board of Directors expressly to consider the removal of any Director, may remove (i) without cause, any Director by a two-thirds vote of the then current members of the Board of Directors; or (ii) "for cause", any Director or Directors by a majority vote of the then current members of the Board of Directors. Any vote for removal by the Board shall exclude the vote of the Director or Directors subject to the vote. "For cause" shall mean (i) the commission and conviction of any act of moral turpitude; ii) the failure of the Director, in carrying out the Director's duties on behalf of the Association, to act in furtherance of the Association's purposes; or (iii) a "mental disability" which, in the opinion of two independent medical doctors licensed in the State of Florida, is likely (meaning greater than a fifty percent probability) to continue for a period of greater than one year. "Mental disability" shall mean the inability to discern the nature or consequences of activities or decisions as they relate to the operation or governance of the Association.

K. Director Quorum. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business. Except as otherwise stated in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

L. Officers. The officers of the Association shall be a President, a President-Elect, a Secretary, and a Treasurer, each of whom shall also be a Regular Member in good standing.

M. Duties of Officers. The duties of the officers of the Association shall be, as follows:

1. President. The President shall be the Chief Executive Officer of the Association, shall preside over meetings of the Association and Board of Directors, and shall perform the duties delegated by the Bylaws, by the Association, or by the Board of Directors. The President shall appoint all Association Committee Chairs and similar organizations. As Chief Executive of the Association, he or she shall be vested with power necessary, expedient, and incidental to fully exercise the powers bestowed on the President by the Articles, these Bylaws or the Board of Directors. The President shall be the official spokesperson for the Association and it shall be the duty of the President to provide leadership in accomplishing the aims and purposes of the Association. The President shall serve on the Board of Directors during the term of office.

2. President-Elect. The President-Elect shall perform the duties of the President in the absence or inability to act of the President, shall assume the office of President at the expiration of the President's term of office or in the event of a vacancy, and shall perform such duties as may be delegated by the Bylaws or the Board of Directors. It shall be the duty of the President-Elect to render assistance to and cooperate with the President and to provide the fullest measure of counsel and advice to the President. The President-Elect shall serve on the Board of Directors during the term of office.

3. Secretary. The Secretary shall have charge of all records of the Association, except the financial records, shall attend meetings of the Association and of the

Board of Directors, and shall make a record of said proceedings, and shall perform such other duties as provided for in these Bylaws or as delegated by the Board of Directors. The Secretary shall serve on the Board of Directors during the term of office.

4. Treasurer. The Treasurer shall have charge of the financial affairs of the Association, subject to the control of the Board of Directors. The Treasurer shall collect and hold all monies due the Association and demand the payment of annual dues and special assessments within thirty (30) days written notice of delinquency to the Board of Directors for appropriate action. The Treasurer shall make monthly financial reports to the Board of Directors and an annual report to the Association at its annual meeting. The Treasurer shall prepare an annual budget for approval by the Board of Directors, unless the Executive Committee has created a budget committee, which shall assume the duties of the Treasurer for the budget. The Treasurer shall serve on the Board of Directors during the term of office.

N. Term. The term of office for each of the four (4) officers shall be one (1) year, from July 1 to June 30, notwithstanding the foregoing, the initial elected officers shall serve until June 30, 2011. If the President-Elect assumes the office of President prior to the completion of the full term as President-Elect, the President-Elect shall complete the remainder of the unexpired term of the vacated office of President and continue serving as President through the full term of President for which the President-Elect was elected to serve when becoming President-Elect. Except as provided below in Article 6, Section 4 for vacancies, officers shall be elected by the Regular Members at the annual meeting of the Members.

O. Vacancies.

1. A vacancy of officers may be caused by the following:
 - (a) Election to another office of said Association;

- (b) Expiration of the term of the officer;
- (c) Resignation, disability, or death;
- (d) Termination as a Regular Member of the Association; or
- (e) Nonattendance, unless excused by a majority of the Board of

Directors, at more than two (2) regular meetings of the Board of Directors from July 1 to the last day of June.

2. Vacancies in the office of President shall be filled by the President-Elect. The Board of Directors shall appoint a Member to fill any other vacancy among the officers as follows: the Members of the Association shall be given notice of said vacancy pursuant to Article 3, Section 4 of these Bylaws. Nominations to fill the vacancy of an officer shall be by written petition on a form prepared by the Secretary in accordance with the instructions contained therein and signed by not less than two (2) Regular Members of the Association. Nominees shall endorse their written acceptance on such petitions. All nominating petitions shall be received at the office of the Association on the date set forth by the President in the nominating form. The vacancy shall be filled by the nominees receiving the greatest number of votes of the members of the Board of Directors in attendance at the regular or special meeting, cast by secret ballot. The ballots shall be collected and counted by the Secretary and the results shall be announced to the Board of Directors. In the event of a tie, then a second ballot shall be taken between the two candidates receiving the highest number of votes. In the event the tie is unbroken on second ballot, the presiding President shall cast a second vote. The candidate selected shall serve as a member of the Board of Directors for the remainder of the term of the office vacated.

ARTICLE V.

The names, addresses, and titles of the Officers are, as follows:

President:

Glenn R. Leong
Law Offices of Glenn R. Leong, P.A.
734 Irma Avenue
Orlando, Florida 32803

President-Elect:

Sunny A. Hillary
400 North New York Avenue, Suite 215
Winter Park, Florida 32789

Secretary:

Kim Nguyen
450 South Orange Avenue, Suite 800
Orlando, Florida 32801-3383

Treasurer:

Jessica K. Hew
369 North New York Avenue, Suite 300
Winter Park, Florida 32789

ARTICLE VI.

The name and address of the initial Registered Agent is Glenn R. Leong, Law Offices of Glenn R. Leong, P.A., 734 Irma Avenue, Orlando, Florida 32803.

ARTICLE VII.

The name and address of the Incorporator is Glenn R. Leong, Law Offices of Glenn R. Leong, P.A., 734 Irma Avenue, Orlando, Florida 32803.

[Continued on Next Page.]

Having been named as registered agent to accept service of process for the above state corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Glenn R. Leong
Glenn R. Leong/Registered Agent and Incorporator

10/14/09
Date

Acknowledged before me on October 14th, 2009, by Glenn R. Leong, who is personally known to me/_____ produced personally known [document] as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he/executed said instrument for the purposes therein expressed.



KIM M. BISKE
MY COMMISSION # DD 930426
EXPIRES: October 5, 2013
Bonded Thru Budget Notary Services

Kim M. Biske
NOTARY PUBLIC-STATE OF FLORIDA

Name:

Commission No.:

My Commission Expires:

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