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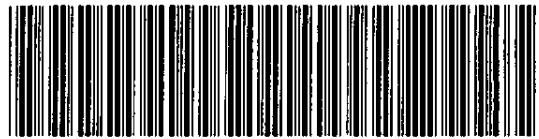
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DIVISION OF CORPORATIONS

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[Handwritten Signature]

Levin & Acosta-Garcia
Law Offices
A Partnership of Professional Entities

9485 Sunset Drive
(SW 72nd Street)
Suite A-258
Miami, Florida 33173

Stanton G. Levin, P.A.
Master of Laws in Taxation

Tel: SGL 305-274-1988
Tel: MAG 305-274-1246
FAX: 305-279-9982
Emails: SGLPA@aol.com
MARIEL@marielacostaPL.com

Mariel Acosta-Garcia, P.L.

March 25, 2010

CERTIFIED MAIL/RETURN RECEIPT REQUESTED
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Miami Chinese Language School, Inc.-
Reinstatement/Reincorporation**

Dear Sir/Madam:

Enclosed please find the following documents regarding Miami Chinese School, Inc., a judicially chartered not for profit corporation:

1. Application for Reinstatement and Reincorporation of Judicially Chartered Not for Profit Corporation (plus one copy);
2. Certificate of Reincorporation;
3. Certified Copy of Articles of Incorporation approved by a Miami-Dade County, Florida Circuit Judge on April 3, 1981 (including Certified Copy of Court Order Approving 1981 Articles of Incorporation);
4. Certified Copy of Amended Articles of Incorporation approved by a Miami-Dade County, Florida Circuit Judge on June 29, 1982 (including Certified Copy of Court Order Approving 1982 Amended Articles of Incorporation);
5. Certified Copy of Amended & Restated Articles of

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- Incorporation approved by a Miami-Dade County, Florida Circuit Judge on November 19, 2009 (including Judge Pedro Echarte's faxed copy of Order Approving 2009 Amended & Restated Articles of Incorporation);
- 6. Copy of Miami-Dade County Circuit Court Docket sheet reflecting Judge Pedro Echarte's Order Approving Amended and Restated Articles of Incorporation docketed on November 20, 2009.

Also, enclosed please find a check in the amount of \$1,111.25 (\$1,041.25 for Annual Reports from 1993 through present year, \$35.00 for Filing Fee, and \$35.00 for Registered Agent).

As indicated in Item #5 above, we have not included a certified copy of the court's November 19, 2009 Order. After a four (4) month waiting period and repeated written and in-person requests, the Clerk of Courts has not processed our certified copy request. The court's response is that, at this time, there is an extensive waiting period for processing such requests. The reason given is the lack of resources and court personnel due to recent budget reductions.

Therefore, we kindly request that you file the enclosed documents at this time. Upon our receipt of the certified copy of the November 19, 2009 Order, we will file it with your office.

If you should have any further questions, please do not hesitate to contact me.

Sincerely,
LEVIN AND ACOSTA-GARCIA



Mariel Acosta-Garcia, Esq.

MAG/ss
Encls.
cc: Marilyn Cheng

**APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF
LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT
CORPORATION**

IN COMPLIANCE WITH s. 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992, PURSUANT TO s. 617.1623(1)(c):

1. Miami Chinese Language School, Inc.
Name of corporation exactly as it appears in legislative or judicial charter

2. 2253 SW 153rd Path Miami, Florida 33185
Street address of the principal office of the corporation.
(This address will be used for the mailing of corporation annual reports)

3. April 3, 1981 as Amended on June 29, 1982 and Amended and Restated on November 19, 2009
Date of legislative or judicial incorporation

4. FEI Number 59-2191975

5. Name, address and title of current officers and/or directors

Title	Name	Street Address	City/State/Zip
President	Marilyn Chou	2253 SW 153 Path	Miami, FL 33185
Vice President	Shin-I-Lowe	6331 SW 34 St.	Miami, FL 33155
Secretary	Sonia Fong	800 Claughton Island Dr. Apt. 601	Miami, FL 33131
Treasurer	Amy Chang	821 Almeria Ave.	Coral Gables, FL 33134

6. Attached is a copy of the judicial charter and all amendments thereto certified by the Circuit Court of the county wherein recorded *or* a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.

Authorized Signature

Marilyn Chou, President of Miami Chinese Language School, Inc.
Name and capacity of person signing application
(see S. 617.10201(6))

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DIVISION OF CORPORATIONS

CERTIFICATE OF REINCORPORATION

Pursuant to s. 617.0901, Florida Statutes, this certificate of reincorporation was duly authorized by a meeting of its members regularly called or by a meeting of its board of directors if there were no members entitled to vote on the reincorporation:

ARTICLE I NAME

The name of this Corporation is Miami Chinese Language School, Inc., a private school.

ARTICLE II PRINCIPAL OFFICE

The street address of the current principal office and the mailing address, if different, of the Corporation is:

Principal Office:

Coral Gables Senior High School
450 Blvd Road
Miami, FL 33146

Current Mailing Address:

2253 S.W. 153rd Path
Miami, FL 33185

ARTICLE III PURPOSE

The purposes for which this Corporation is organized are as follows:

1. To foster a Chinese language program to the members and dependents of members, persons of Chinese ancestry, who are living in the United States and who wish to learn the Chinese language;
2. To promote a better understanding of the Chinese culture;
3. To acquaint its members with their Chinese heritage through social and cultural activities;
4. To implement, operate and carry on a Chinese language laboratory;
5. Without in any way limiting any of the purposes of the Corporation it is expressly declared and provided that the Corporation to carry on its purposes or for the purpose of accomplishing any of the objectives hereinabove mentioned shall have all the powers to do any and all acts and things conferred by Chapter 617 of the Laws of the State of Florida upon not-for-profit corporations formed under the laws of said State and which now or hereafter may be authorized by law;
6. To do any act or thing incidental to or connected with the foregoing purposes and powers or in the advancement thereof but not for the pecuniary profit or financial gain of its directors, officers, or members except as permitted under the not-for-profit corporate law.

The following limitations shall in all events apply to the organization, operation and dissolution of the Corporation:

1. Any provision herein to the contrary notwithstanding, this Corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and such provision shall in all events limit the purpose for which this Corporation is formed. This Corporation shall have and exercise only those powers that are in furtherance of its exempt purposes.
2. Any provision herein to the contrary notwithstanding, no part of the assets, income, or net earnings of the Corporation shall inure to the benefit of or be distributable to its members,

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DIVISION OF CORPORATIONS
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directors, 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 III 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 nor 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 an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

3. Any provision herein to the contrary notwithstanding, upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Corporation, shall dispose of, or make provision for the disposal of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner or to such organization or organizations organized and operating exclusively for charitable, or educational, purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors in their sole discretion shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.
4. Notwithstanding any other provision of these Articles, this Corporation, during the period it is a private foundation as defined in section 509 (a) of the Internal Revenue Code of 1986 including corresponding provisions of any subsequent federal tax laws, shall not:
 - a. Engage in any act of "self-dealing" as defined in Section 4941 (d) which would give rise to any liability for the tax imposed by Section 4941 (a);
 - b. Retain any "excess business holdings" as defined in Section 4943 (c) which would give rise to any liability for the tax imposed by Section 4943 (a);
 - c. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Section 4944 so as to give rise to any liability for the tax imposed by Section 4944 (a); and
 - d. Make any "taxable expenditures" as defined in Section 4945 (d) which would give rise to any liability for the tax imposed by Section 4945 (a).

In addition, this Corporation, during the period it is a "private foundation" as defined in section 509(a) shall distribute for the purposes specified above for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Section 4942 (a) of the Internal Revenue Code of 1986 including corresponding provisions of any subsequent federal tax laws.

ARTICLE IV MANNER OF ELECTION

The method of election of the directors shall be as stated in the Bylaws.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the Registered Agent and the Florida street address of the registered office of the Corporation, respectively, are:

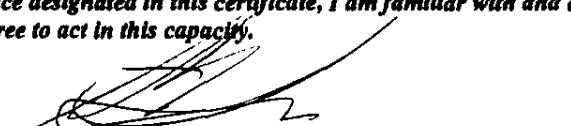
Stanton G. Levin, P.A.

9485 S.W. 72nd Street, Suite A-258
Miami, FL 33173.

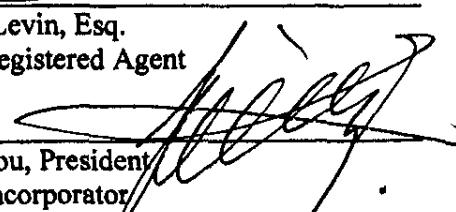
ARTICLE VI INCORPORATOR

The name and address of the Incorporator is:
Marilyn Cheng
2253 S.W. 153rd Path
Miami, FL 33185

Having been named as registered agent to accept service of process for the above stated 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.


Stanton G. Levin, Esq.
Signature/Registered Agent

3/24/2010
Date


Marilyn Chou, President
Signature/Incorporator

3/24/2010
Date

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DIVISION OF CORPORATIONS

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11052-688

IN THE CIRCUIT COURT IN AND FOR
DADE COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION

File No.:
Division: 19

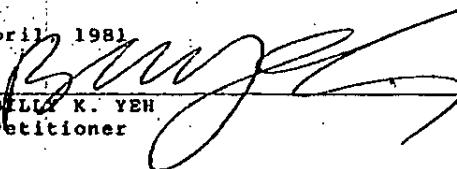
IN RE:

PETITION

MIAMI CHINESE LANGUAGE SCHOOL:

BILLY K. YEH, one of the incorporators of the Miami Chinese Language School hereby presents to the above Court the original Charter prepared and executed in accordance with Section 623, Florida Statutes, and prays the Court for an Order to be entered approving the Charter all in accordance with Section 623.03(2).

EXECUTED this 2nd day of April 1981.


BILLY K. YEH
Petitioner


ROBERTSON & LEON
By _____
Attorneys for Petitioner
P.O. Box 340006
117 Aragon Avenue
Coral Gables, Florida 33134

Telephone: (305) 443-7478

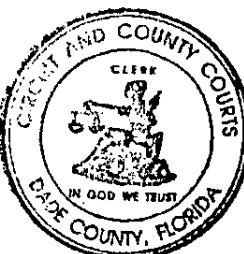
ORDER

On the above and foregoing petition the Court has examined the Charter of Miami Chinese Language School and finds that the provisions thereof in all respects comply with requirements of 623, Florida Statutes, and it is, therefore,

ORDERED and ADJUDGED that said Charter be and the same is hereby approved as a private school under the laws of the State of Florida.

DONE and ORDERED at Miami, Florida, this 2 day of April, A.D. 1981.


CIRCUIT JUDGE



REC 11062-899

ARTICLES OF INCORPORATION

OF

MIAMI CHINESE LANGUAGE SCHOOL

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation under Chapter 623 of the laws of Florida relating to private school corporations, each a natural person competent to contract, each associate themselves together to form a non-profit private school corporation under the laws of the State of Florida as aforesaid.

ARTICLE I.

The name of this corporation is:
MIAMI CHINESE LANGUAGE SCHOOL, INC.

ARTICLE II

This corporation will operate a school in the City of Coral Gables, Dade County, Florida, and such other communities in the State of Florida or County of Dade, as the needs require.

ARTICLE III

Objects of corporation: The object of this corporation is to primarily foster a Chinese language program to the members and dependents of members of persons of Chinese ancestry who are living in the United States and who wish to learn the Chinese language and also to promote a better understanding of the Chinese culture and to acquaint its members with their Chinese heritage through social and cultural activities; to implement, operate and carry on a Chinese language laboratory.

ARTICLE IV

The qualification of the members and the manner of their designation; the members of this corporation shall be those persons who have a bonafide interest in Chinese language or Chinese culture and who have been a resident of the greater Miami metropolitan area for at least six months.

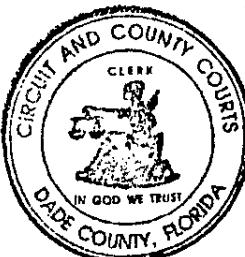
ARTICLE V

Term for which corporation exists; this corporation shall have perpetual existence.

ARTICLE VI

The names and addresses of the Charter members:

Mr. & Mrs. John Avery	8360 SW 141 St., Miami, FL 33158
Dr. & Mrs. Ran Fan Chiu	15460 SW 81 Ave., Miami, FL 33157
Mr. & Mrs. Raymond Hsu	1520 Delgade Ave., Coral Gables, FL 33146
Mr. & Mrs. Samuel Huang	7810 SW 147 Ct., Miami, FL 33193
Mr. & Mrs. Charles Jung	11005 SW 173 Terr., Miami, FL 33157
Dr. & Mrs. Ming Lu Kao	10545 SW 129 Ct., Miami, FL 33186
Dr. & Mrs. Eric Lian	1037 Castile Ave., Coral Gables, FL 33134



Dr. & Mrs. Tsue Ming Lin	8245 SW 56 St., Miami, FL 33155
Dr. & Mrs. K.M. Lo	10195 SW 100 Ave., Miami, FL 33176
Mr. & Mrs. L.H. Ng	7390 SW 117 Terr., Miami, FL 33156
Mr. & Mrs. Richard So	7360 SW 147 Ct., Miami, FL 33193
Dr. & Mrs. James Wang	15815 SW 89 Ave., Miami, FL 33157
Dr. & Mrs. Shen Wang	7978 Camino Circle, Miami, FL 33143
Dr. & Mrs. M.C. Wu	1207 Placetas Ave., Coral Gables, FL 33146
Dr. & Mrs. Billy Yeh	7110 SW 148 Terr., Miami, FL 33158
Dr. & Mrs. Tzay Y. Young	14550 SW 77 Ct., Miami, FL 33158

ARTICLE VII

The names of the officers who shall manage the affairs of the corporation until the first election of officers; this corporation shall be managed by the following officers and their successors in office shall at all times carry out the policies of the corporation set by the Board of Directors instructions.

Mr. Raymond Hsu, President
Dr. Billy Yeh, Vice-President
Dr. Tsue Ming Lin, Secretary-Treasurer

ARTICLE VIII

The first Board of Directors of this corporation to serve until their successors are duly elected and qualified;

Dr. Ran Fan Chiu, Trustee
Mr. Samuel Huang, Trustee
Dr. Ming LuhKao, Trustee
Dr. Tzay Y. Young, Trustee
Mr. Raymond Hsu, President

ARTICLE IX

The procedure by which the By Laws of the corporation may be made, altered or rescinded; the Board of Directors shall have full authority to make, alter or rescind the By Laws of this corporation.

ARTICLE X

Non-profit connotation of this corporation; this corporation shall not have any shares of stock and there shall be no profits accruing to any of its officers, directors or members who shall serve without charge or emolument but may from time to time employ secretaries or other employees to carry out the purpose of this corporation, who shall receive compensation based upon their qualifications and services rendered. The income of this corporation for operation purposes shall consist solely of contributions or donations by its members or any other person, firm or corporation who is genuinely interested in the objects and purposes of this school.



IN WITNESS WHEREOF, the following persons have hereunto set their hands and seals as subscribing members of this corporation.



REC. 11062-902

STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY that on this day personally appeared Mr. & Mrs. John Avery, Dr. & Mrs. Ran Fan Chiu, Mr. & Mrs. Raymond Hsu, Mr. & Mrs. Samuel Huang, Mr. & Mrs. Charles Jung, Dr. & Mrs. Ming Lu Kao, Dr. & Mrs. Eric Lian, Dr. & Mrs. Tsue Ming Lin, Dr. & Mrs. K.M. Lo, Mr. & Mrs. L.H. Ng, Mr. & Mrs. Richard So, Dr. & Mrs. James Wang, Dr. & Mrs. Shen Wang, Dr. & Mrs. M.C. Wu, Dr. & Mrs. Billy Yeh, Dr. & Mrs. Tzay Y. Young, to me well known to be the persons who executed the foregoing Articles of Incorporation, and they severally acknowledged before me that they executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State above named this 30th day of March, A.D., 1981.

John Bass
Notary Public, State of Florida

MY COMMISSION EXPIRES:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JUNE 29 1983
BONDED ONE HUNDRED FORTY DOLLARS

STATE OF FLORIDA)
COUNTY OF DADE) SS

Before me, the undersigned authority, personally appeared BILLY K. YEH, one of the subscribing members in the Charter of the above and foregoing private school, who, after being duly cautioned and sworn, did on oath depose and say that it is intended in good faith to carry out the purposes and objectives set forth in said charter and provided for by Section 623 of the Florida Statutes.

WITNESS my hand and official seal in the County and State above named this 20th day of April, A.D., 1981.

Billy K. Yeh *George H. Date*
Notary Public, State of Florida

MY COMMISSION EXPIRES
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
COMMISSION EXPIRES JULY 26 1981
BONDED THIRTY DOLLARS UNDERTAKERS

RICHARD P. BRINKER
CLERK CIRCUIT COURT

ROBERTSON & MCLEOD - ATTORNEYS AT LAW • 117 ARAGON AVENUE • CORAL GABLES, FLORIDA 33134

STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and
correct copy of the original on file in this
office April 28 AD 20 09
HARVEY RUVIN, CLERK, of Circuit and County Courts.

Deputy Clerk

Harvey Ruvin

Harvey Ruvin, Clerk



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REC 11509 1181

IN THE CIRCUIT COURT IN AND FOR
DADE COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION

DIVISION: 19

IN RE:

MIAMI CHINESE LANGUAGE SCHOOL

PETITION FOR AMENDMENT
OF CHARTER

BILLY K. YEH, one of the incorporators of the Miami Chinese Language School hereby presents to the above Court an amended Charter prepared and executed in accordance with Section 623.04, Florida Statutes, and prays the Court for an Order to be entered approving the Amendment to the Charter all in accordance with Section 623.04.

EXECUTED this 21 day of June, 1982.

Billy K. Yeh
BILLY K. YEH - Petitioner

ROBERTSON & MCLEOD
Attorneys for Petitioner
P.O. Box 340068
117 Aragon Avenue
Coral Gables, Florida 33134

By *W.J. McLeod*
W.J. McLeod
Telephone: (305) 443-7478

ORDER

This cause having come on to be heard before me on the petition of Billy K. Yeh, one of the incorporators of the Miami Chinese Language School, for an Order approving an amendment to its Charter, and the Court having examined the proposed amendment and finds that the same is in proper form and substance,

IT IS, THEREFORE,

ORDERED and ADJUDGED that said petition be granted and the same is hereby approved to the same extent as if the Charter had originally been written in this manner.

DONE and ORDERED at Miami, Florida, this 29 day of June, A.D. 1982.

Bernard Silman
CIRCUIT JUDGE



OFF REC 11509 PG 1182

AMENDED

ARTICLES OF INCORPORATION
OF

RECORDED IN OFFICIAL RECORDS
OF BEXAR COUNTY, TEXAS.
SEARCHED INDEXED
RICHARD P. BRINKER,
CLERK, CIRCUIT COURT.

MIAMI CHINESE LANGUAGE SCHOOL

ARTICLE III is amended by adding thereto a first paragraph as follows:

Said corporation is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The Charter is amended by adding Paragraph ARTICLE XI as follows:

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 any candidate for public office.

The Charter is further amended by adding Paragraph ARTICLE XII as follows:

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

IN WITNESS WHEREOF, the following persons have hereunto set
their hands and seals as ~~subscribing~~ members of this corporation.

117 ALEXANDER AVENUE • CORAL GABLES, FLORIDA 33134

STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and
correct copy of the original on file in this
office. April 28 AD 20 09
HARVEY RUVIN, CLERK, of Circuit and County Courts.

