

N100000003547

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

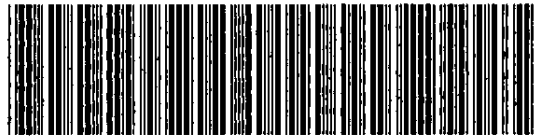
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000175369540

04/22/10--01011--002 **35.01

FILED

2010 APR 22 P 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arstart
Tlevers
4-23-10

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

Mariel Acosta-Garcia, P.L.

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

April 16, 2010

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

Re: Miami Chinese Language School, Inc.- Amended and Restated Articles of Incorporation

Dear Sir/Madam:

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

1. Certified Copy of Amended & Restated Articles of 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);
2. 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 \$35.00 for the filing fee. 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.

IN THE CIRCUIT COURT IN AND FOR
MIAMI-DADE COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION

FILE NO.: **09-60786 CA 13**
DIVISION: _____

IN RE:

MIAMI CHINESE LANGUAGE SCHOOL, INC.

401.00
N.S.
R# 11-0446

FILED FOR RECORD
2009 AUG 18 PM 2:12

CLERK
OF THE
CIRCUIT COURT
IN AND FOR
MIAMI-DADE
COUNTY, FLA.


PETITION FOR ORDER TO APPROVE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
MIAMI CHINESE LANGUAGE SCHOOL, INC.

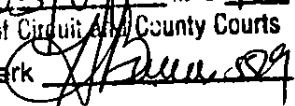
AMENDERS

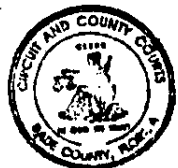
MARILYN CHENG, one of the ~~incorporators~~ of the Miami Chinese Language School, Inc. a Florida not-for-profit private school corporation, hereby presents to the above Court the Amended and Restated Articles of Incorporation prepared and executed in accordance with Chapters 617 and 623, Florida Statutes, and prays the Court for an Order to be entered approving the Amended Articles of Incorporation all in accordance with Section 623.03(2).

EXECUTED this 11 day of AUGUST, 2009.

MARILYN CHENG
Petitioner


Stanton G. Levin, Esq.
Attorney for Petitioner
Florida Bar No. 235539
9485 Sunset Drive
Suite A-258
Miami, Florida 33173
Telephone: 305-274-1988

STATE OF FLORIDA, COUNTY OF DADE
HEREBY CERTIFY that the foregoing is a true and correct copy of the
original on file in this office. 03/09 AD 20 10
HARVEY RUVIN, Clerk of Circuit and County Courts
Deputy Clerk 



IN THE CIRCUIT COURT IN AND FOR
MIAMI-DADE COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION

FILE NO.:

DIVISION:

CA-60756-CA-13
12

IN RE:

MIAMI CHINESE LANGUAGE SCHOOL, INC.

ORDER APPROVING AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR
MIAMI CHINESE LANGUAGE SCHOOL, INC.

On the Petition for Order to Approve Amended and Restated Articles of Incorporation for Miami Chinese Language School, Inc. a Florida not-for-profit private school corporation, the Court has examined the Amended and Restated Articles of Incorporation of Miami Chinese Language School, Inc. and finds that the provisions thereof in all respects comply with the requirements of Chapters 617 and 623, Florida Statutes, and it is therefore,

ADJUDGED that said Amended and Restated Articles of Incorporation are hereby approved.

19th DONE and ORDERED at Miami-Dade County, Florida, this
day of November 2009.

Circuit Judge

Pedro Echarré, Jr.
Circuit Court Judge

**THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIAMI CHINESE LANGUAGE SCHOOL, INC.**

FILED
2010 APR 22 P 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the duly acting and appointed President and Secretary of the Miami Chinese Language School, Inc., a Florida not-for-profit private school corporation ("Corporation") formed under and pursuant to Chapters 617 and 623 of the laws of the State of Florida, do hereby certify as follows:

That the Articles of Incorporation of this Corporation were duly adopted and approved by the Circuit Court of the State of Florida in and for Miami-Dade County on April 3, 1981;

That the Articles of Incorporation were amended by an Amendment to Articles of Incorporation dated June 21, 1982 and approved by the Circuit Court of the State of Florida in and for Miami-Dade County on June 29, 1982; and

That on February 5, 2009 the active members of the Corporation approved a Resolution to further amend and to restate the Articles of Incorporation as follows:

**Article I
Name**

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

**Article II
Location**

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

**Article III
Purpose**

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

- a) 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;
- b) To promote a better understanding of the Chinese culture;
 - c) To acquaint its members with their Chinese heritage through social and cultural activities;
 - d) To implement, operate and carry on a Chinese language laboratory;
 - e) 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;
 - f) 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.

Article IV

Term

The Corporation shall have perpetual existence.

Article V

Members

The members of this Corporation shall be those persons who have a bona fide interest in Chinese language or Chinese culture and who are residents of Miami-Dade County, Florida.

Article VI

Amendments

The Board of Directors reserves the rights to amend, alter, change or repeal any provision contained in these Articles in a manner now or hereafter prescribed by law. Any and all such amendments shall be adopted by a two-thirds vote of the Board of Directors pursuant to procedures set forth in the Bylaws of the Corporation.

Article VII
Bylaws

The Board of Directors by two-thirds vote may adopt, alter or rescind the Bylaws of this Corporation.

Article VIII
Limitations

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, 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, contribution's 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 IX
Members

The names and addresses of the current members of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
1. Marilyn Cheng	2253 SW 153 rd path, Miami, FL 33185
2. Charles Cheng	2253 SW 153 rd path, Miami, FL 33185
3. Terry Lau	8701 SW 116 ST, Miami, FL 33176
4. Suzie Lau	8701 SW 116 ST, Miami, FL 33176
5. Mei Yang	7350 SW 100ST, Miami, FL 33156
6. Sue Chang	11401 SW 67 Ave Miami, FL 33156
7. Howard Ming	11401 SW 67 Ave Miami, FL 33156
8. Peter Tan	5240 NW 104 CT, Doral, FL33178
9. Diane Chen	5240 NW 104 CT, Doral, FL33178
10. Linda Lau	8788 SW 62CT, Pinecrest, FL 33143
11. Peter Lau	8788 SW 62CT, Pinecrest, FL 33143
12. Shin-I Lowe	6331 SW 34 th St., Miami, FL 33155
13. Yae Chun Wu	13521 SW 97 St., Miami, FL 33186
14. Ching Shing Lin	13521 SW 97 St., Miami, FL 33186
15. Hsiu-Ying Ho	3170 SW 133 Place, Miami, FL 33175
16. Chih Hung Chiang	3170 SW 133 Place, Miami, FL 33175
17. Shih-Hua Fu	28800 SW 147 Ave, Homestead, FL 33033
18. Alan Tsai	9469 NW 54 Doral Circle Lane, Doral, FL 33178
19. Lee Fung Hsu	9469 NW 54 Doral Circle Lane, Doral, FL 33178
20. Mien-Lin Hung	9785 NW 45 Lane, Doral, FL 33178
21. Sonia Fong	800 Claughton Island Dr. Apt 601, Miami, FL 33131
22. Pedro Cheng	3370 NE 190 St., Apt. 1705, Aventura, FL 33180
23. Shih Yuan Han	17030 SW 145 Ct., Miami, FL 33177
24. Bau Kuo Han	17030 SW 145 Ct., Miami, FL 33177
25. I-Shin Chang	20515 E Country Club Drive #1942, Aventura, FL 33180

**Article X
Officers**

The names of the current officers who shall serve until the next election or appointment are as follows:

<u>Name</u>	<u>Office</u>
Marilyn Cheng	President
Shin-I Lowe	Vice President
Sonia Fong	Secretary
Amy Chang	Treasurer

The officers and successors in office shall at all times carry out the policies of the Corporation as set by the Board of Directors.

**Article XI
Directors**

The names and addresses of the persons constituting the current Board of Directors who are to conduct the affairs of the Corporation until the next meeting of members and the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Marilyn Cheng	2253 SW 153rd Path Miami, FL 33185
Linda Lau	8788 SW 62CT, Pinecrest, FL 33143
Shin-I Lowe	6331 SW 34 th St., Miami, FL 33155
Yae Chun Wu	13521 SW 97 St., Miami, FL 33186
Sonia Fong	800 Claughton Island Dr. Apt 601, Miami, FL 33131
Pedro Cheng	3370 NE 190 St., Apt. 1705, Aventura, FL 33180
Stephen Lin	1538 NW 168th Ave, Pembroke Pines, FL 33028
Ying Shiu	13134 SW 24 St., Miramar, FL 33027

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

**Article XII
Subscribers**

The following persons shall be the Amenders of these Articles:

<u>Name</u>	<u>Address</u>
Marilyn Cheng	2253 SW153rd Path Miami, FL 33185
Sonia Fong	800 Claughton Island Dr. Apt 601, Miami, FL 33131

**Article XIII
Principal Office**

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

Principal Office:

Miami Chinese Language School is renting from Coral Gables Senior High School, 450 Bird Road, Miami, FL 33146 (only Saturdays from 9:00am - 12:00pm)

Current Mailing Address:

To: Marilyn Cheng
2253 SW 153rd Path
Miami, FL 33185

**Article XIV
Registered Agent**

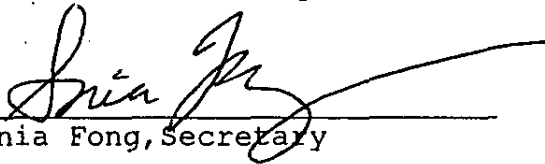
The name of the Registered Agent and the street address of the registered office of the Corporation, respectively, are: Stanton G. Levin, P.A., 9485 S.W. 72nd Street, Suite A-258, Miami, FL 33173.

**Article XV
Indemnification**

The Corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, as Amenders, hereby execute these Amended and Restated Articles of Incorporation this 6th day of August, 2009:


Marilyn Cheng, President


Sonia Fong, Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned Notary Public, in and for the State of Florida, personally appeared Marilyn Cheng and Sonia Fong, to me known to be the individuals described in and who executed the foregoing Amended and Restated Articles of Incorporation of Miami Chinese Language School, Inc., a Florida not-for-profit private school corporation, and that they acknowledged before me that they executed the same under oath for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 6th day of August, 2009.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



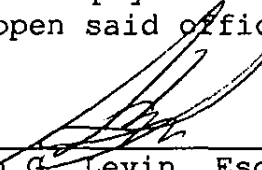
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.0501, Florida Statutes, the following is submitted in compliance with said Section:

That the Miami Chinese Language School, Inc., a not-for-profit private school corporation, desiring to organize under the law of the State of Florida with its registered office at 9485 Sunset Drive Suite A-258 Miami, Florida 33173 has named Stanton G. Levin, P.A., City of Miami, County of Miami-Dade, State of Florida as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated not-for-profit private school corporation at the place designated in this Certificate, I am familiar with and hereby accept the obligations provided for in Section 617.0503 of the Florida Statutes and agree to comply with the provisions of said Section relative to keeping open said office.

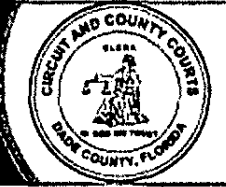


Stanton G. Levin, Esq.
Registered Agent

1 Item(s) in Basket

[Home](#)[Online Services](#)[About us](#)[Contact us](#)

Harvey Ruvin
 CLERK of the COURTS
 MIAMI-DADE COUNTY, FLORIDA



Civil / Probate Justice System - Docket Information

[BACK TO SEARCH RESULTS](#)[ALL PARTIES](#)[START A NEW SEARCH](#)**MIAMI CHINESE LANGUAGE SCHOOL INC vs PET FOR ORDER TO APPROVE ARTICLE OF INC**

* Click on BOOK/PAGE of a particular docket to see the image if it is available *

Case Number (LOCAL): 2009-60786-CA-01

Dockets Retrieved: 5

Filing Date: 08/18/2009

Case Number (STATE): 13-2009-CA-060786-0000-01

Judicial Section: 13

Date	Book/Page	Docket Entry	Comments
11/20/2009	27099 / 1119 Pages: 2	ORDER VACATING ORDER OF DISMISSAL	BK:27099 PG:1119 DN01
11/20/2009		ORDER:	ON APPROVING AM & RESTATED ARTICLES OF INCORP FOR,ETC.
10/07/2009	27071 / 1238 Pages: 1	ORDER OF DISMISSAL	BK:27071 PG:1238 DN01
08/18/2009		CIVIL COVER	
08/18/2009		COMPLAINT	

[BACK TO SEARCH RESULTS](#)[ALL PARTIES](#)[START A NEW SEARCH](#)[Civil Search Home](#) | [Help](#) | [Email](#) | [Login](#)[Home](#) | [Privacy Statement](#) | [Disclaimer](#) | [Contact Us](#) | [About Us](#)

2008 Clerk of the Court. All Rights reserved.



S0141755