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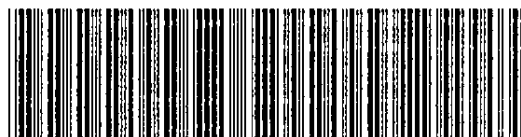
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2011 MAY 16 PM 4:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

30 MAY 17 2011

COVER LETTER

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

SUBJECT: HOI TU THIEN PHU NU VIETNAM FLORIDA, INC.
(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: OSSINSKY & CATHCART, P.A.
Name (Printed or typed)

2699 LEE ROAD, SUITE 101
Address

WINTER PARK, FL 32789
City, State & Zip

407-629-2484 EXT. 124
Daytime Telephone number

joann@ossinskycathcart.com
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
HOI TU THIEN PHU NU VIETNAM FLORIDA, INC.**

The undersigned, acting as incorporators of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I – NAME OF CORPORATION

The name of this Corporation shall be HOI TU THIEN PHU NU VIETNAM FLORIDA, INC.

**ARTICLE II – ADDRESS OF PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 1216 E. Colonial Drive, #2, Orlando, FL 32803, and the mailing address of the Corporation is 1216 E. Colonial Drive, #2, Orlando, FL 32803.

ARTICLE III – PURPOSES AND POWERS OF THE CORPORATION

A. The Corporation is organized exclusively for charitable purposes to help handicapped, poor, downtrodden, support and maintenance for people in need, but not for education or health, in the United States under Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation may receive and administer charitable donations for distribution of aid to those in need, and other charitable purposes relating thereto, within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this Corporation shall include, but shall not be limited to: helping the handicapped, poor, downtrodden, support and maintenance for people in need, but not for education or health, in the United States.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 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, 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. 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 code, 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 code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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 (c)(3) of the

Internal Revenue Code or the corresponding section of any future federal tax code, 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 code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

D. If the Corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

- (1) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code.
- (2) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- (3) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (4) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (5) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV – PRIVATE FOUNDATION

A. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. The corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

E. The corporation will not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V – ELECTION OF DIRECTORS

A. The Board of Directors of the Corporation shall be elected as provided in the Bylaws. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than three (3).

B. The initial number of directors of this Corporation shall be three (3). The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Thanh Kim	1216 E. Colonial Drive, #2 Orlando, FL 32803
Kim Ngoc Chau	1216 E. Colonial Drive, #2 Orlando, FL 32803
The Le An	1216 E. Colonial Drive, #2 Orlando, FL 32803

ARTICLE VI – MEMBERS

The initial members of the Corporation shall be the initial directors named in these Articles of Incorporation, and additional persons may be appointed as directors and members by the Board of Directors,

in such manner as may be prescribed by the Bylaws of the Corporation. The Corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin.

ARTICLE VII – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 2699 Lee Road, Suite 101, Winter Park, FL 32789, and the name of the initial registered agent of this Corporation at that address is Christopher C. Cathcart. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VIII – INCORPORATOR

The name and address of the incorporator of this Corporation is:

Tanh T. Nguyen

1216 E. Colonial Drive, #2
Orlando, FL 32803

ARTICLE IX – TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing with the date of execution of these Articles of Incorporation with the Secretary of State.

ARTICLE X – DISSOLUTION OF CORPORATION

Upon the dissolution of this Corporation, after the payment or provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed 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 the 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

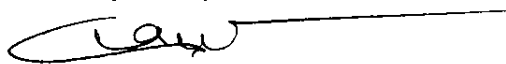
ARTICLE XI – INDEMNIFICATION

This Corporation shall indemnify any officer or directors, or any former officer or director, to the full extent permitted by law.

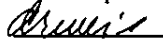
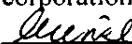
ARTICLE XII – AMENDMENT TO ARTICLES OF INCORPORATION

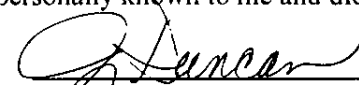
These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of a majority of the members entitled to vote, as set forth in the Bylaws, at any regular or special meeting of the membership called for such purpose in accordance with the provisions of the Bylaws. Members may only amend the Articles of Incorporation upon adoption of a resolution by the Board of Directors setting forth the proposed amendment.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed to these Articles of Incorporation at Winter Park, Florida on the 13th day of May, 2011.


Tanh T. Nguyen, Incorporator

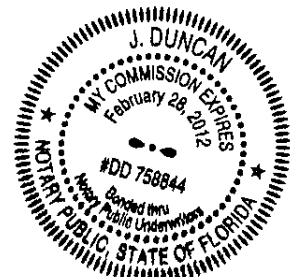
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13th day of May, 2011 by Tanh T. Nguyen, as incorporator, of HOI TU THIEN PHU NU VIETNAM FLORIDA, INC., a not-for-profit corporation, on behalf of the corporation, who is personally known to me, or has produced   as identification or is personally known to me and did take an oath.


Notary Public

Print Name: _____

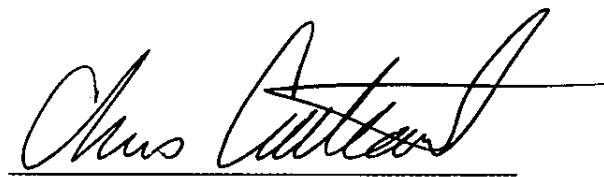
My Commission Expires: _____



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.

Dated this 13th day of May, 2011.


CHRISTOPHER C. CATHCART

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