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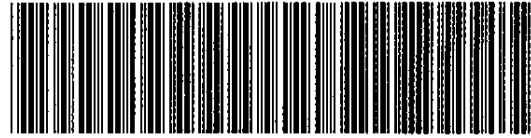
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*W11-418809*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*E. Burch NOV 4 2011*

*4 2011*

**COVER LETTER**

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

**SUBJECT: CHANG FAMILY FOUNDATION, INC.**

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: \_\_\_\_\_ **Jacqueline S. Chang** \_\_\_\_\_  
Name (Printed or typed)

\_\_\_\_\_ **6224 Whiskey Creek Dr.** \_\_\_\_\_  
Address

\_\_\_\_\_ **Fort Myers, FL 33919** \_\_\_\_\_  
City, State & Zip

\_\_\_\_\_ **(239) 482-6551** \_\_\_\_\_  
Daytime Telephone number

\_\_\_\_\_ **jchang@thechanggroup.com** \_\_\_\_\_

E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 21, 2011

JACQUELINE S. CHANG  
6224 WHISKEY CREEK DR  
FORT MYERS, FL 33919

SUBJECT: CHANG FAMILY FOUNDATION, INC.  
Ref. Number: W11000048809

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

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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: 711A00021852

**ARTICLES OF INCORPORATION  
OF  
CHANG FAMILY FOUNDATION, INC.**

**THE UNDERSIGNED**, acting as sole incorporator of a corporation to be formed under the Florida Not For Profit Corporation Act, (Section 617) adopts the following Articles of incorporation ("Articles"):

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation (the "Corporation") is:

Chang Family Foundation, Inc.

**ARTICLE II  
ADDRESS**

The initial principal office and mailing address of the Corporation is:

6224 Whiskey Creek Dr.  
Fort Myers, FL 33919

**ARTICLE III  
REGISTERED AGENT**

The name and address of the Corporation's initial registered agent is:

Jacqueline S. Chang  
6224 Whiskey Creek Dr.  
Fort Myers, FL 33919

**ARTICLE IV  
INCORPORATOR**

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

Jacqueline S. Chang  
6224 Whiskey Creek Dr.  
Fort Myers, FL 33919

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLE V PURPOSE

The 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 amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which not-for-profit corporations may be formed under Florida Statutes Chapter 617, the Florida Not-For-Profit Corporation Act. In particular, the Corporation is formed for the purposes of providing assistance and support for specific targeted charitable purposes including but not limited to abused, neglected and abandoned children.

The Corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not-for-profit corporation.

## ARTICLE VI ACTIVITIES AND PROHIBITIONS

Notwithstanding any other provisions of these Articles to the contrary, the following provisions shall apply to the Corporation at all times:

1. 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.
2. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
3. No part of, the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 these Articles.
4. The Corporation shall be a non-stock Corporation and shall not have the power to declare dividends.
5. The Corporation shall not have or exercise any power that would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code, or by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code; nor shall the Corporation engage directly or indirectly in any activity that would cause the loss of such qualification.

**ARTICLE VII  
DIRECTORS AND MEMBERS**

There will be no members in the Corporation. The number of directors on the Board shall be not less than three (3) persons. Thereafter, within the limits above specified, the number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3). The number of directors shall be determined by resolution of the Board adopted from time to time; provided, however, that any change in the number of directors must be approved by a majority of the entire Board. No decrease in number of directors shall shorten the term of any incumbent director. Each director shall be elected by a majority vote of the Board. Each director shall be elected for a one-year term and, upon completion of a term, may be re-elected.

The name and address of the person(s) to serve as director of the Corporation until the first annual meeting of the Board of Directors of the Corporation, or until one or more successors have been elected and qualify, is as follows:

Jacqueline S. Chang  
6224 Whiskey Creek Dr.  
Fort Myers, FL 33919

Jack Lee  
6224 Whiskey Creek Dr.  
Fort Myers, FL 33919

Charmaine Chang  
6224 Whiskey Creek  
Fort Myers, FL 33919

**ARTICLE VIII  
INDEMNIFICATION**

The Corporation shall have the power to indemnify its officers, directors, employees and agents to the full extent permitted by law, including but not limited to the provisions of Florida Statutes Chapter 617.0831

**ARTICLE IX  
AMENDMENT**

These Articles may be amended as provided in the Bylaws of the Corporation and shall be made in accordance with the provisions of the laws of the State of Florida. Notwithstanding the foregoing to the contrary, these Articles shall not be amended in a manner that will cause the Corporation to no longer qualify as a not-for-profit corporation or as an organization which is exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE X  
DISSOLUTION

Upon the dissolution or winding up of the Corporation, the Board of Directors shall, after payment of or making provision for the payment of, all liabilities of the Corporation (as described in Section 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the Corporation under conditions requiring return, as described in Section 617.1406(3)(b) of the Florida Statutes) to such organization or organizations qualified as exempt under Section 501(c)(3) of the Code as described in Florida Statutes Section 617.1406(3)(0). Any such Plan of Distribution shall be in accordance with Florida Statutes Section 617.1406.

**NOW, THEREFORE**, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act has executed these Articles of Incorporation this 25<sup>th</sup> day of OCT 2011.

By:

  
Jacqueline S. Chang  
Sole Incorporator

**CERTIFICATE OF THE DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING  
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Chang Family Foundation, Inc.
2. The name and address of the registered agent and office is:

Jacqueline S. Chang  
6224 Whiskey Creek Dr.  
Fort Myers, Florida 33919

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 10/25 2011

By: Jacqueline S. Chang  
Jacqueline S. Chang  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA