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12 AUG 23 PH 4: 25 SECRETARY OF STATE

COVER LETTER

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

SUBJECT:		END, INC.		
	(PROPOSED CORPORATI	E NAME – <u>MUST INCL</u> I	JDE 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 ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate OPY REQUIRED	
FROM:	Shally Wong	nted or typed)	_	
2358 Twilight Dr Address				
Orlando, FL 32825 City, State & Zip				
	407-273-9913 Daytime Tele	ephone number	_	

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

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

ASIA TREND, INC. ARTICLES OF INCORPORATION

PREAMBLE

The undersigned incorporator, for the purpose of forming a Florida-not-for-profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I – The Corporation

- Section 1. The name of the Corporation is ASIA TREND, INC.
- Section 2. The principal place of business is 2358 Twilight Dr., Orlando, FL 32825 or any such future address as may be determined by the Board of Directors from time to time
- Section 3. The mailing address of the Corporation is 2358 Twilight Dr., Orlando, FL 32825 or any such future address as may be determined by the Board of Directors from time to time
- SECTION 4. The affairs of the Corporation shall be governed by its Constitution and By-laws which may be reviewed and amended upon approval by a majority vote at a Governing Board membership meeting that is especially called for that purpose.
- SECTION 5. The existence of this Corporation shall commence upon the filing of its Articles Incorporation by the Florida Department of State and shall continue in perpetuity.
- Section 6. ASIA TREND, INC. is set up as a non-profit Florida Corporation, with the intent of becoming tax exempt under Section 501(c)(3) of the Internal Revenue Code, subject to public auditing and accountability.

ARTICLE II - Mission

- Section 1. ASIA TREND, INC. is dedicated to strengthening mutual understanding, creating effective channels of communication and promoting cultural performing arts between Asian Americans and non-Asian Americans through a wide range of media including but not limited to print magazine, multimedia, festivals and social networking.
 - 1A. The purposes for which the corporation is organized are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Service Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
 - 1B. This includes, for such purposes, the making of contributions to organizations or entities that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

1C. Notwithstanding any provisions of these articles, this organization shall not carry on any activities not permitted to be carried on 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.

ARTICLE III - Finances

SECTION 1. The corporation's fiscal or financial year shall begin on January 1 and end on December 31 of the same year.

SECTION 2. All Corporate checks related to the banking accounts of the corporation shall be prepared by the Treasurer and signed by the President, or in the absence of the President, by the Treasurer and the Secretary.

SECTION 3. The Corporation prohibits any conflict of interest or the appearance of conflict of interest by board members, officers, employees, consultants and relatives.

SECTION 4. The Corporation's accounting and internal control systems shall follow Generally Accepted Accounting Principles (GAAP) and assure that an annual independent financial audit is performed in accordance with Federal audit requirements.

SECTION 5. The Corporation shall raise funds through grants, advertising and public support, and may engage in other income-generating activities within the provisions specified under section 501(c)(3) of the Internal Revenue Code, to accomplish its mission.

SECTION 6. All funds raised and disbursed by the Corporation shall be fully accountable and all records shall be open to the public.

Section 7. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not have any other purpose and 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, or (b) by an organizations, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 8. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the

Court of Common Pleas of the county in which the principal office of the organization 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.

ARTICLE IV - Membership

Membership in the Corporation shall be available to any natural person over the age of eighteen, as well as corporations and partnerships that are interested in promoting the purposes for which the Corporation was formed. Regular Membership may have a fee established by the Board of Directors, for those interested in taking advantage of Asian Trend services. Members will also be able to receive newsletter and other related materials.

ARTICLE V - Officers and Directors

Section 1. The Governing Board shall consist of at least three (3) but no more than five (5) voting members, who may also serve as the executive officers of the corporation. The President shall also Chair the Governing Board.

Section 2. The Initial Directors and Officers and their addresses are:

President/Chair: Lai Fai Tsoi

Address: 9066 Stockton Court, Orlando, FL 32817

Corporate Secretary: Alain Lun-hing Tang

Address: 716 E. Colonial Drive, Orlando, FL 32803

Corporate Treasurer: Chi Yee Lau

Address: 4525 Seafarer Way, Orlando, FL 32817

Section 3. No more than 49 percent (49%) of the persons serving on the Board may be interested persons. An "interested" person: is (a) any person compensated by Asia Trend, Inc. for services rendered within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by Asia Trend, Inc.

Section 4. Except for the President, each member of the Governing Board shall serve on three year staggered terms, and may be reelected for a second consecutive three (3)-year term but may not be reelected thereafter until after the expiration of at least one (1) year following the completion of his or her second term.

Section 5. In case of a vacancy, or at the end of each staggered term, a nominating committee headed by the Governing Board Chair shall submit a list of nominees who shall be elected into the newly vacated position by the remaining members of the Governing Board.

Section 6. The President shall assume office for a minimum period of four years in order to build a firm and solid foundation for the Corporation. Following the initial term, the President may choose to remain in office for the next successive terms of four years each, or may nominate a successor, based on the recommendation of the Governing Board. Any unexpected vacancy in the President's office shall be filled up temporarily by Corporate Secretary for a period of no more than 3 months, or until a successor has been duly identified and approved by the Governing Board.

Section 7. The Chair of the Governing Board shall preside at all meetings of the Board; shall provide overall leadership; shall oversee and monitor all administrative and functional activities of the Corporation; shall establish partnerships with other entities and referral agencies; shall oversee the organization's fundraising program; and shall have the right to vote.

Section 8. The President may act in the capacity of Chief Executive Officer, and may be responsible for managing the day-to-day activities, overall program and functional operations of the corporation; shall assist in establishing partnerships and developing the organization's fundraising programs; and shall have the right to vote.

Section 9. The Corporate Secretary shall keep a permanent record and report the minutes of all meetings and transactions held by the corporation; shall keep all documents and legal papers of the Corporation on file for easy retrieval; and shall have the right to vote.

Section 10. The Corporate Treasurer shall deposit and keep an accurate record of all contributions and funds collected for and by the corporation; shall issue corresponding receipts for all contributions and money collected for and by the corporation; shall keep an accurate record of all expenses incurred received by the corporation including all funds given to various individuals and/or special organizations for the purpose of achieving the Corporate goals; and shall assist the President and Chair in preparing the budget, financial report and internal audit.

Section 11. Members of the Governing Board may be compensated for carrying out administrative or other service-related duties.

Section 12. Executive officers and directors may be subject to disciplinary action or may be removed from office if there is unequivocal proof of willful and irretrievable misconduct that violates the Constitution and destroys the foundation for which the Corporation was created. In such cases, the respective officer-in-question shall be duly informed and shall have the right to counsel, but shall be suspended from regular duties and may not assume office until after any final action or decision is made. Any motion to discipline or impeach the respective officer-in-question shall be deliberated, decided by a majority vote, and documented in the form of a formal Resolution by the Governing Board.

ARTICLE VI – Meetings

The Governing Board shall meet quarterly at a time and place agreed upon by its members. In addition, an Annual meeting of the Board and the lifetime members shall be scheduled to review the programs, approve the budget, review/amend the Bylaws, and create strategic plans for the Corporation.

ARTICLE VII- Amendments and Implementation

These Constitution and By-laws may be amended by a unanimous vote of the members of the Governing Board at a special meeting that is especially called for that purpose.

ARTICLE VIII - Registered Agent

The name and address in the State of Florida of this Corporation's initial registered agent for service of process are:

SHALLY WONG

Address: 2358 Twilight Drive, Orlando, FL 32825

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.

____ Date: Ang 20 2012

ARTICLE VIII. Incorporator

In witness of this, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator of this corporation has executed these Articles of Incorporation providing for the information, liability, rights, privileges and immunities of a corporation not for profit on this 20 + 4 day

SHALLY WONG, Incorporator

Reaistered Agent

STATE OF FLORIDA

COUNTY OF _	Drange
_	

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid take acknowledgements, personally appeared Shally Long, to me well known to be the individual who executed the foregoing instrument of the corporation, and that he acknowledged executing the same freely and voluntarily under authority duly vested in her by said corporation.

Witness my hand and official seal in the County and State aforesaid, this 20 day of 600, 2012.

NOTARY PUBLIC, State of Florida

My commission expires:



HEATHER COTE

Notary Public, State of Florida

Commission# EE 6981

My comm. expires July 7, 2014

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