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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Philippine American International Society, inc.

**DOCUMENT NUMBER:** N14000002643

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maria Teresita Sanchez-Mckay

(Name of Contact Person)

Philippine American International Society, Inc.

(Firm/ Company)

1351 Pine Street, Suite 101

(Address)

Naples, Florida 34104

(City/ State and Zip Code)

For further information concerning this matter, please call:

Maria Teresita Sanchez-Mckay

(Name of Contact Person)

at ( 239 ) 348-3865

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
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(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



**FLORIDA DEPARTMENT OF STATE**  
**Division of Corporations**

July 10, 2014

Maria Teresita Sanchez-McKay  
Philippine American International  
1351 Pine Street, Ste 101  
Naples, FL 34104

**SUBJECT: PHILIPPINE AMERICAN INTERNATIONAL SOCIETY, INC.**  
**Ref. Number: N14000002643**

We have received your document for PHILIPPINE AMERICAN INTERNATIONAL SOCIETY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return 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) 245-6050.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 214A00014904

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
PHILIPPINE AMERICAN INTERNATIONAL SOCIETY, INC.  
(a Florida not-for-profit corporation)**

FILED

2014 JUL 29 PM 12:42

CLERK OF STATE  
TALLAHASSEE, FLORIDA  
10

The following Amended and Restated Articles of Incorporation of PHILIPPINE AMERICAN INTERNATIONAL SOCIETY, INC., a Florida not-for-profit corporation ("Corporation") Charter Number N14000002643, was approved and adopted by Corporate action by all the Directors of this Corporation, dated June 06, 2014 as more particularly set forth herein. There are no members or members entitled to vote on this amendment and restatement of the Articles of Incorporation.

**ARTICLE I**

**CORPORATE STATUS**

1.1 The Articles of Incorporation were filed with the Secretary of State, State of Florida on March 12, 2014 and are hereby amended and restated in their entirety, and the following new Articles of Incorporation are substituted in their stead.

1.2 The effective date of this Amended and Restated Articles of Incorporation shall be the date of filing with the Florida Secretary of State's Office.

**ARTICLE II**

**NAME**

The name of the Corporation is: PHILIPPINE AMERICAN INTERNATIONAL SOCIETY, INC.

**ARTICLE III**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation is: 1351 Pine Street, Suite 101, Naples FL, 34104

## **ARTICLE IV**

### **GENERAL PURPOSES**

This Corporation is being organized as a corporation defined in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code and shall be organized and operated exclusively for charitable, religious, educational and scientific purposes; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

To unite Filipino men and women married not only to US citizen but also to other international citizen residents in America, particularly Southwest Florida and throughout the world through education, understanding the unique heritage, culture and the bountiful agricultural lands and breath-taking natural scenic resources of the Philippine Islands. To provide potential humanitarian relief to the distressed, disadvantaged, underprivileged, especially the children, young adults, victims of natural disasters in the Philippines in America and throughout the world, thereby lessens burdens, tensions, eliminate prejudices, and depend human civil rights secured by law.

## **ARTICLE V**

### **ACTIVITIES NOT PERMITTED**

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) (3) of the Code or the corresponding provision of any future United States Internal Revenue Law.

## **ARTICLE VI**

### **DEDICATION AND DISTRIBUTION OF ASSETS**

No parts of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, any director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered affecting one or more of its purposes) and no director or officer of the

Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall be carrying on 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 candidate for public office. 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. In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to such other Florida not-for-profit corporations operated for nonprofit purposes similar to those of the Corporation which at the time of such conveyance or distribution qualify as an exempt organization under Section 501(c) (3). Any such assets not so disposed of shall be distributed by the appropriate Court of the jurisdiction 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 for such purposes.

## **ARTICLE VII**

### **MANAGEMENT OF COPORATE AFFAIRS**

**BOARD OF DIRECTORS:** The powers of the Corporation shall be exercised, its properties controlled and its affairs shall be conducted by the thirteen (13) Board of Directors and was adopted at the time of filing the Amended and Restated Articles of Incorporation as follows:

#### **BOARD OF TRUSTEES**

<b>Name</b>	<b>Address</b>
Dr. Victoria Evenhuis	1351 Pine Street, Naples, FL. 34104
Dr. Nenita Suarez	3579 Midas Place, Naples, FL. 34105
Mrs. Conchita Stamati	16996 Treviso Way, Naples, FL. 34110
Jose Castillo	3730 7th Ave. NW. Naples, FL. 34120
Darryl Wynn, ESQ	75 Maiden Lane, Suite 223, New York, NY10038

## **EXECUTIVE BOARD**

<b>Name</b>	<b>Title</b>	<b>Address</b>
Maria Teresita Sanchez-Mckay	President	2231 19th St. SW., Naples, FL. 34117
Joselito "Jay" Dela Cruz	Vice President	3310 Europa Drive, #36, Naples, FL. 34105
Angie Cope	Secretary	3380 21st Ave. SW., Naples, FL. 34117
Michael Hoy	Treasurer	2917 Populer St., Naples, FL. 34112
Jocelyn Mootispaw	Auditor	491 Eagle Key Circle, Naples, FL. 34112
Cora Hoy	Development Director	2917 Populer St., Naples, FL. 34112
Nolan Sanchez	Development Director	661 Golden Gate Blvd. E., Naples, FL 34120
Herman Magtubo	Development Director	3720 Gail Blvd., Naples, FL. 34104

The number of Directors of the Corporation may be increased or diminished from time to time by the Bylaws, but shall never be less than thirteen (13).

**CORPORATE OFFICERS:** The Board of Directors and Members entitled to vote, every two (2) years shall elect the following officers: President, Vice President, Treasurer, Secretary, Auditor, Development Directors and such other officers as the Bylaws of the Corporation may authorize, from time to time. The initial officers, while there were no members entitled to vote, were appointed during the organizational meeting of the Board of Directors.

## **ARTICLE VIII**

### **INDEMNIFICATION**

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses ( including counsel fees ) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the Corporation ( whether or not he/she is a Director or Officer of the Corporation at the time he/she is made a party

to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

## **ARTICLE IX**

### **BYLAWS**

The Board of Trustees Directors and the Executive Board Directors of the Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose.

## **ARTICLE X**

### **AMENDMENTS TO THE ARTICLES OF INCORPORATION**

An amendment to the Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

## **ARTICLE XI**

### **DURATION**

The Corporation shall have perpetual existence.

## **ARTICLE XII**

### **REGISTERED AGENT AND OFFICE**

The name and street address of the registered agent is:

Maria Teresita Sanchez-Mckay

2231 19th St. SW., Naples, Florida 34117

### **ARTICLE XIII**

#### **CERTIFICATE**

Pursuant to the requirements of Florida Statute 607.1007, the undersigned does hereby certify the following: (i) the foregoing Restatement contains amendments to the Articles of Incorporation which the Board of Directors has adopted unanimously; (ii) the Corporation has no members or members with voting rights entitled to vote on this Amendment and Restatement ; (iii) the numbers of Directors in office is thirteen (13) and the vote for the Amendment and Restatement was unanimously by all thirteen (13) Directors, which was adopted by a Corporate Action by all of the Directors of this Corporation, dated June 06, 2014.

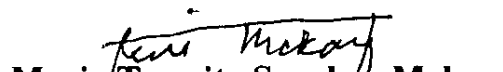
IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of June 06, 2014.

  
**Maria Teresita Sanchez-Mckay**

President

#### **ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, named as the Registered Agent in Article XII of these Amended and Restated Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Corporation Act.

  
**Maria Teresita Sanchez-Mckay**

Registered Agent