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Division of Corporations

NO. 8668 P. 1

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FLORIDA PROFIT/NON PROFIT CORPORATION

Daohe Business Association, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DAOHE BUSINESS ASSOCIATION, INC.

The undersigned incorporator, for the purposes of forming a corporation under Chapter 617 of the Florida Statutes, hereby states as follows:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation shall be DAOHE BUSINESS ASSOCIATION, INC. (the "Corporation"), the principal office and the mailing address of the Corporation is 1800 Boca Center, Suite 130, 1800 Military Trail, Boca Raton, Florida 33431, but the Corporation may maintain offices and transact business, in such other places within or without the State of Florida, as may from time to time be determined by the Board of Directors.

ARTICLE II

EXISTENCE

The effective date upon which the Corporation shall come into existence shall be the date of the filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III

PURPOSES AND POWERS

Section 1. Purposes.

The purpose of the Corporation is to promote business and cultural relationships between China and the United States; and to provide a platform for Chinese and Chinese Americans in the United States for business and personal networking.

Section 2. Powers.

(a) The Corporation's purposes, as herein stated, shall be carried out by its Board of Directors. To this end, the Corporation shall have the following powers:

(i) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal; to borrow money, contract debts and issue bonds, notes and debentures; and to secure the payment or performance of its obligations by pledging its assets;

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(ii) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation, other body politic or with any colony, dependency or agency of any of the foregoing; and

(iii) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated above or for the protection and benefit of the Corporation.

(b) Notwithstanding any powers granted to the Corporation by these Articles, the Bylaws of the Corporation, or the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(i) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or other private individual, 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 herein. No member, director or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation;

(ii) No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; and

(iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) To the extent not otherwise inconsistent with this Section 2, Article III, the Corporation shall have all of the corporate powers enumerated in Section 617.0302 of the Florida Statutes, as the same may be amended from time to time.

ARTICLE IV **MEMBERS**

The Corporation shall have Voting Members and Non-Voting Members in accordance with the qualifications as set forth in its Bylaws.

ARTICLE V **REGISTERED AGENT AND OFFICE**

The name and address of the Corporation's registered agent in the State of Florida is Elsa Sung, 1800 Boca Center, Suite 130, 1800 Military Trail, Boca Raton, Florida 33431.

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ARTICLE VI
DIRECTORS

The affairs and property of the Corporation shall be managed and governed by a Board of Directors. The Board of Directors shall be composed of three (3) directors initially, and the number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be fewer than three (3) nor more than nine (9). The method of electing directors shall be as set forth in the Corporation's Bylaws. The initial Board of Directors shall consist of the following directors:

Elsa Sung
Tuffy Baum
Steinway Huang

ARTICLE VII
SUBSCRIBER TO CERTIFICATE OF INCORPORATION

The name and address of the Incorporator of the Corporation is: Elsa Sung, 1800 Boca Center, Suite 130, 1800 Military Trail, Boca Raton, Florida 33431

ARTICLE VIII
DISSOLUTION

Upon the dissolution of the Corporation or upon the Corporation winding up its affairs, the assets of the Corporation shall be distributed in such manner as the Board of Directors shall determine, subject to the provisions of Section 2(b)(i) of Article III of these Articles.

ARTICLE IX
OFFICERS

(a) The officers of the Corporation shall be the Chief Executive Officer, President, one or more Vice Presidents, Chief Operating Officer, Secretary and Treasurer, who shall have such powers and duties as are set forth in the Bylaws. All officers of the Corporation shall be elected annually by the Board of Directors, at the regular annual meeting of the Board of Directors. At such regular meeting, the Board of Directors shall elect any additional officers as it shall deem desirable. The Chairman of the Board and the President shall be elected from among the members of the Board of Directors, but no other officer need be a director.

(b) Subject to the direction of the Board of Directors, the affairs of the Corporation shall be administered by the officers of the Corporation, who shall serve at the pleasure of the Corporation. One person may hold more than one office.

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ARTICLE X
BYLAWS

The Bylaws of the Corporation shall initially be adopted by the Board of Directors, which Bylaws may be altered, amended or rescinded by the affirmative vote of not less than 2/3 of the members of the Board of Directors.

ARTICLE XI
AMENDMENTS TO ARTICLES

Any alteration, amendment or rescission of these Articles of Incorporation shall be made only by the affirmative vote of not less than 2/3 of the members of the Board of Directors.

ARTICLE XII
INDEMNIFICATION

This Corporation is empowered to indemnify any officer or director, or any former officer or director, in the manner set forth in the Bylaws of the Corporation.

INCORPORATOR:



Elsa Sung

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT
OF
DAOHE BUSINESS ASSOCIATION, INC.**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 617.0503 of the Florida Not For Profit Corporation Act.



Elsa Sung

4817-9948-6757.1