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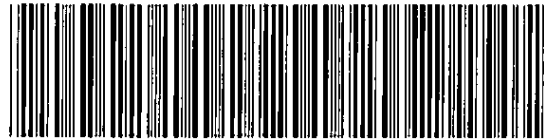
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COGENCYGLOBAL.COM

Account#: I200000000088

Date: 05/21/2021

Name: Merritt Walker

Reference #: 1378814

Entity Name: ASSOCIATION OF ASIAN VETERINARY MEDICAL PROFESSIONALS, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

**PLEASE RETAIN THE ORIGINAL
DATE OF SUBMISSION,
5/21/2021**

Authorized Amount: \$70

Signature: *mm*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 25, 2021

COGENCY

SUBJECT: ASSOCIATION OF ASIAN VETERINARY MEDICAL
PROFESSIONALS, INC.
Ref. Number: W21000075678

We have received your document for ASSOCIATION OF ASIAN VETERINARY MEDICAL PROFESSIONALS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

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) 245-6052.

Neysa Culligan
Regulatory Specialist III

Letter Number: 421A00011166

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STATE
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
ASSOCIATION OF ASIAN VETERINARY MEDICAL PROFESSIONALS, INC.
(a Florida not-for-profit corporation)**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "**Corporation**") under the Florida Not For Profit Corporation Act (the "**Act**"), as follows:

ARTICLE I.

Name

The name of the Corporation is **Association of Asian Veterinary Medical Professionals, Inc.**

ARTICLE II.

Term of Existence

Corporate existence will commence upon filing of these Articles of Incorporation with the Florida Department of State and the Corporation will have perpetual existence thereafter.

ARTICLE III.

Purposes

The objects and purposes of the Corporation shall be to further and promote exclusively, charitable, religious, educational and scientific purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, as same may be amended from time to time (the "**Code**"). The business and objects to be carried on and promoted by the Corporation are the following:

(1) to unite and support the Asian veterinary community and inspire, empower, and support Asian veterinary professionals internationally;

(2) to increase visibility of Asian professionals within the veterinary community, to encourage equal representation of Asians in leadership positions, and to motivate future generations of Asian veterinary professionals;

(3) to foster success for Asian pre-veterinary and veterinary professionals by offering support, education and guidance with the consideration of individual cultural backgrounds;

(4) to advocate for the needs of the veterinary profession, to provide information about minority issues within the profession, and to emphasize the value of diversity in a community;

(5) To perform other activities permitted of corporations under the Act, to the extent such activities are permitted of organizations which are exempt from Federal income tax under Section 501(a) of the Code and which are described in Section 501(c)(3) of the Code;

(6) To do everything and anything reasonably and lawfully necessary, proper, suitable or convenient to achieve the objects and purposes set forth in this Article III, provided, however, that the Corporation shall not have any purposes nor carry on any activities, nor exercise any power, either express or implied, not permitted (a) by a corporation described in section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

ARTICLE IV.

Limitation on Activities

It is the intention of the Corporation at all times to qualify and remain qualified as an organization described in Section 501(c)(3) of the Code. Accordingly:

(1) The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member or individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered; nor shall any of such net earnings nor any of the property or assets of the Corporation be used other than for the objects and purposes of the Corporation as set forth in Article III.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall the Corporation participate in, or intervene in (by the publishing or distributing of statements or otherwise), any political campaign on behalf of or in opposition to any candidate for public office.

(3) During any fiscal year of the Corporation that it is determined to be a "private foundation" as defined in section 509(a) of the Code, the Corporation, in accordance with the following sections of the Internal Revenue Code, shall (a) distribute its income for such taxable 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, (b) not engage in any act of self-dealing as defined in section 4941(d) of the Code, (c) not retain any excess business holdings as defined in section 4943(c) of the Code, (d) not make any investments in such manner as to subject it to tax under section 4944 of the Code; and (e) not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE V.

Dissolution

In the event of a liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the

Code, or the corresponding section of any future federal tax code, or shall be distributed to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for a public purpose. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by a court with appropriate jurisdiction sitting in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI.
Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 18810 NW 79th Way, Hialeah, FL 33015.

ARTICLE VII.
Directors

The management and affairs of the Corporation will be vested in a Board of Directors. The Corporation will have 4 directors initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, provided that the Corporation will always have no less than 1 director and no more than 9 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Hira Basit	18810 NW 79th Way Hialeah, FL 33015
Stephanie Kuo	5032 Amberwood Drive Fremont, CA 94555
Evangelia Makrygiannis	600 Via Paro Palos Verdes Estates, CA 90274
Kelly Hewitt	1218 Curtiss Ave Ames, IA 50010

ARTICLE VIII.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 18810 NW 79th Way, Hialeah, FL 33015 and the name of its initial registered agent at such address is Hira Basit.

ARTICLE IX.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

ARTICLE X.
Indemnification

The Corporation will indemnify (a) its Directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the laws of the State of Florida now and hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law; and (b) its other employees and agents to such extent as will be authorized by the Board of Directors or the Corporation's Bylaws and be permitted by law; provided, however, that indemnification will only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Section 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code. The foregoing rights of indemnification will not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such bylaws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation will limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE XI.
Liability

To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no Director or officer of this Corporation will be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of Director and officer liability will only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code. No amendment of the charter of the Corporation or repeal of any of its provisions will limit or eliminate the benefits provided to Directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

ARTICLE XII.

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Specifically, the Corporation reserves the right from time to time to make any amendments to its corporate purposes and objects as contained in Article III hereof to so that it may embrace any activity which may properly be engaged in by any organization which is exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, and all contributions to the Corporation are made subject to this provisions unless otherwise specifically stated in writing at the time of making the contribution.

ARTICLE XIII.

Powers of Directors

The enumeration and definition of particular powers of the Board of Directors included in the foregoing will in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Florida now or hereafter in force, except to the extent that the laws of the State of Florida permit activities which are not permitted under federal law for any organization which is exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

ARTICLE XIV.

Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

Name

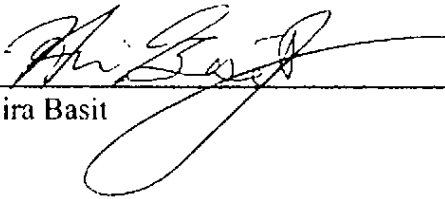
Hira Basit

Address

18810 NW 79th Way,
Hialeah, FL 33015

[Signatures appear on following page.]

IN WITNESS WHEREOF, the Incorporator of the Corporation has signed these Articles of Incorporation on May 27, 2021.

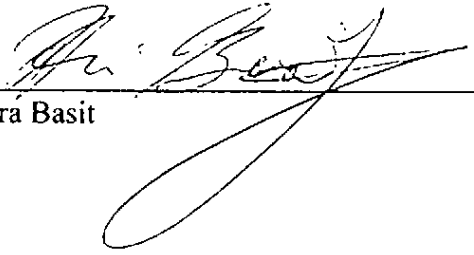


Hira Basit

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: May 27, 2021



Hira Basit

2021 MAY 21 AM 8:47
CLERK OF STATE
SUITE 200, P.E. FL

1-20