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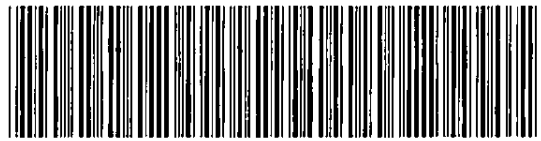
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COVER LETTER

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

SUBJECT: The Convo Association, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Don Nguyen

Name (Printed or typed)

448 S. Alafaya Trail, Unit 8

Address

Orlando, FL 32828

City, State & Zip

407-269-5346

Daytime Telephone number

don@dhnattorneys.com

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

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

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SECRET

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CONVO ASSOCIATION, INC.**

I. Name of the Corporation

The name of the corporation shall be "The Convo Association, Inc." (hereinafter referred to as the "Corporation").

II. Purpose

The purpose of Corporation, a nonprofit corporation organized under the laws of the State of Florida, is to host and conduct continuing education events for homeowners association and condominium association professionals and licensed community association managers. This purpose shall be carried out in a manner consistent with Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to ensure that the Corporation qualifies as an exempt organization under the said code.

III. Duration

The duration of the Corporation shall be perpetual unless dissolved according to the laws of the State of Florida or by a decision of the Board of Directors. The Corporation may be dissolved at any time by a resolution passed by a majority of the Board of Directors, provided that such resolution is in compliance with the applicable state and federal laws governing nonprofit corporations. Upon dissolution, the assets of the Corporation 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county 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 exclusively for such purposes.

IV. Initial Registered Office and Agent

The initial registered office of the Corporation shall be located at 448 S. Alafaya Trail, Unit 8, Orlando, FL 32828, and the initial registered agent at such address, who is appointed to accept service of process and to otherwise act on behalf of the Corporation, shall be DHN Attorneys, PA. The registered agent has consented to serve in this capacity as evidenced by the written consent filed with the Articles of Incorporation.

Any change to the registered office or the registered agent shall be made in accordance with the applicable laws of the State of Florida and shall be duly reported to the Florida Department of State in the manner prescribed by law.

V. Board of Directors

The management and governance of the Corporation shall be vested in a Board of Directors ("Board"). The initial Board shall consist of the following individuals, who shall serve until their successors are duly elected and qualified:

1. Don H. Nguyen, serving as President
2. Ryan Fong, serving as Vice President
3. Mallory Ertel, serving as Secretary
4. June Wong, serving as Treasurer

The Board is authorized to conduct all lawful business of the Corporation, subject to the limitations prescribed by the laws of the State of Florida, the Articles of Incorporation, and the Bylaws of the Corporation. The Board shall have the power to appoint officers, adopt policies, and undertake actions necessary for the effective governance and operation of the Corporation.

The Registered Office of the Corporation shall serve as the principal place of business and the location for Board meetings, unless otherwise determined by the Board. The Registered Agent of the Corporation is authorized to receive service of process and perform other legal and administrative tasks on behalf of the Corporation.

VI. Non-Profit Status

The Corporation shall be operated exclusively for charitable, religious, educational, and/or scientific 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). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 herein.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county 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 exclusively for such purposes.

VII. Dissolution

In the event that the Corporation decides to dissolve, the process shall be carried out in accordance with the Florida Not For Profit Corporation Act. The decision to dissolve must be approved by a majority vote of the Board of Directors, followed by a confirmation vote from the majority of the members, if any, as required by law and the Corporation's bylaws.

Upon the decision to dissolve, the Corporation shall cease all operations except for the purpose of winding up its affairs. The Board of Directors shall appoint one or more officers or directors as the dissolution trustees to oversee the winding up process. These trustees shall be responsible for discharging the Corporation's liabilities and obligations, distributing any remaining assets as specified in the Articles of Incorporation or bylaws, or as required by law, and performing all other acts necessary to conclude the Corporation's affairs.

All remaining 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county 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 exclusively for such purposes.

The Registered Agent shall be responsible for filing the articles of dissolution with the Florida Department of State and for notifying all creditors, claimants, employees, and other parties of interest of the Corporation's dissolution.

VIII. Amendments

The Articles of Incorporation of the Corporation may be amended in any manner prescribed by law at the time of amendment, provided that any such amendment shall first be approved by a majority of the Board of Directors and then submitted to a vote of the members, if any, of the Corporation. If the Corporation has no members, the amendment shall be adopted upon approval by a majority of the Board of Directors. The notice of any meeting at which an amendment is to be considered shall include the text of the proposed amendment or a summary of the changes to be effected thereby.

Notwithstanding the foregoing, if the amendment affects the powers, preferences, or rights of one or more classes of members in a manner that is different from the effect on other classes, the amendment must be approved by the vote or written consent of the members of the affected class, consistent with the requirements of Florida law.

Any amendment to the Articles of Incorporation shall be filed with the Florida Department of State and shall become effective upon filing, unless a later effective date is specified in the amendment.

IX. Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity,

or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this section.

IN WITNESS WHEREOF, the undersigned, being all the directors of The Convo Association, Inc., hereby execute these Articles of Incorporation and affirm that the statements herein are true to the best of our knowledge and belief.

DATED this 17 day of October, 2024.


Don Nguyen (Oct 17, 2024 10:17 EDT)

Don H. Nguyen, President


Ryan Fong (Oct 17, 2024 10:18 EDT)

Ryan Fong, Vice President


Mallory Ertel (Oct 17, 2024 10:47 EDT)

Mallory Ertel, Secretary

June Wong, Treasurer

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