

N94000004858

(Requestor's Name)

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(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

(Business Entity Name)

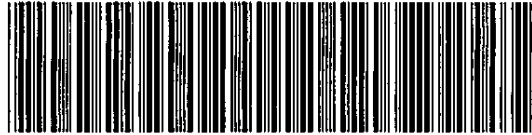
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08/24/09--01027--008 **43.75

*Amended and
Restated Art*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 SEP 15 AM 9:49

T. Roberts SEP 17 2009

Sept. 10, 2009

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

Attn: Tina Roberts

Dear Madam,

re-stated

We are resubmitting the amended Articles of Incorporation of
Philippine American Association of Palm Coast, Inc. as per your instruction.

The fee of \$43.75 has been paid during our first mailing.

Enclosed also is your letter dated Aug 26, 2009 for reference.

Thank you for your assistance.

Sincerely,


Ben Tolentino



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 26, 2009

BEN TOLENTINO
BT TAX & ACCOUNTING SERVICE LLC
69 N RIVERWALK DR
PALM COAST, FL 32137

SUBJECT: PHILIPPINE AMERICAN ASSOCIATION OF PALM COAST, INC.
Ref. Number: N94000004858

We have received your document for PHILIPPINE AMERICAN ASSOCIATION OF PALM COAST, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In reference to our telephone conversation on 8/26/09, please resubmit only the information you want to be filed in the amendment:

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) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 109A00028765

RECEIVED
2009 SEP 15 AM 8:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Philippine American Association of Palm Coast, Inc.

DOCUMENT NUMBER: N94000004858

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

Please return all correspondence concerning this matter to the following:

Ben Tolentino

(Name of Contact Person)

BT Tax & Accounting Service LLC

(Firm/ Company)

69 N Riverwalk Drive

(Address)

Palm Coast, FL 32137

(City/ State and Zip Code)

btolentino@cfl.rr.com

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

For further information concerning this matter, please call:

Ben Tolentino

(Name of Contact Person)

at (386) 439-2983

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(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

**THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF A
FLORIDA NON-PROFIT ASSOCIATION**

**ARTICLE I
Association Name**

The name of this association is:
PHILIPPINE AMERICAN ASSOCIATION OF PALM COAST, INC.

**ARTICLE 11
Association Nature**

This is a non-profit association organized for the charitable, educational, cultural, social and civic purposes and other worthwhile causes within the United States and the Philippines; to seek and promote harmony and understanding of all Filipinos and Americans of Philippine extraction or affiliation residing in the United States of America pursuant to the Florida Corporations, Not For Profit Law, set forth in Section 617 of the Florida Statutes.

**ARTICLE 111
Duration**

The term of existence is perpetual.

**ARTICLE IV
General and Specific Purposes**

A. This is a non-profit association organized for the charitable, educational, cultural, social and civic purposes pursuant to the Florida Corporations, Not for Profit Law, set forth in Section 617 of the Florida statutes.

B. The General Purpose of the Association is to foster and promote the harmony and understanding of all Filipinos and Americans of Philippine extraction or affiliation, residing in the United States of America.

C. To operate exclusively in a manner for such charitable, educational, cultural, social and civic as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code (of 1984), as amended, or under any corresponding provisions of any subsequent federal laws covering the distributions to organizations qualified as tax exempt organizations under the internal Revenue Code.

D. To assist, in all manners possible, in upgrading the dignity and socio-economic stability of all Filipino-Americans.

FILED
STATE
SECRETARY OF CORPORATIONS
09 SEP 15 AM 9:49

E. To find ways and means of assisting each other as to make membership to this Association a matter of pride, of solace and a privilege to all-concerned.

F. To enhance interpersonal relationship among members and the community at large.

ARTICLE V

Management of Association Affairs

A. Board of Directors:

1. The powers of this association shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. The number of members of the Board of Directors shall not be less than seven (7) or more than thirteen (13) provided, however, that the actual number shall be set forth in the By-Laws duly adopted or amended.

2(a). The current Directors shall hold office until the next General Membership Meeting held for the election of Directors. The members of the Board of Directors shall be elected at the annual meeting of members pursuant to the By-Laws of the Association.

2(b). In the event that a vacancy on the Board of Directors should occur for any reason, the vacancy may be filled by the assent of a majority of the remaining Directors to serve until the next annual election.

3. Any action required or permitted to be taken by the Board of Directors under any provision of law, may be taken without a meeting, provided that all members of the Board shall individually or collectively consent in writing on any such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action taken by written consent shall have the same force and effect as if taken by a unanimous vote of the Board as permitted under these Articles of Incorporation, and a statement to that effect shall be prima facie evidence of such authority.

B. Association Officers:

The officer positions of the Association shown below shall be designated in the By-Laws and filled by bi-annual election in the manner prescribed in the By-Laws.

- a) President
- b) 1st Vice-President
- c) 2nd Vice-President
- d) Treasurer
- e) Secretary
- f) Directors (7)
- g) Auditor

ARTICLE VI
Earnings and Activities of the Association

A. No part of the net earnings of the Association shall inure to the benefit of or be distributed to its members, directors, officers or other private persons, except that the Association 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 Article IV hereof.

B. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association 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.

C. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code *of 1984* (or the corresponding provision of any future United States Revenue Law) or (b) by any Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code *of 1984* (or the corresponding provision of any future United States Revenue Law).

D. Notwithstanding any other provision of these Articles, this Association 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 Association.

ARTICLE VII
Distribution of Assets

Upon dissolution of the Association, the Board of Directors shall, after paying or providing for payment of all of the liabilities of the Association, dispose of all of the assets exclusively for the purposes of the Association in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall from time to time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code *of 1984*, as amended (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the County in which the principal office of the Association is located, exclusively for such purposes.

ARTICLE VIII
Membership

Active membership shall be persons of good moral character who are Filipino by birth, residency, heritage, marriage or feeling of affinity with the provinces in the Philippines and the United States of America. Associate membership, without voting privileges, may include others approved by the Board of Directors upon recommendation by a member in good standing.

ARTICLE IX
Amendment of the By-Laws

Any amendment to the By-Laws of the Association shall be made as set forth in the By-Laws, subject to the limitations set forth in the Association, Not for Profit Law, of the State of Florida.

ARTICLE X
Dedication of Assets

The property of this Association is irrevocably dedicated to the charitable, educational, cultural, social, civic and other worthwhile causes. No part of the net income or assets of this Association shall ever inure to the benefit of any member of the Board of Directors, officers or member thereof, or to the benefit of any private individual, except as provided elsewhere herein.

ARTICLE XI
Registered Agent and Office

The address of the Association's registered office shall be the address of the current elected president of the Association. The registered agent is the current treasurer of the Association.

WE, THE UNDERSIGNED, being the President and Secretary of this Association, for the purpose of adopting these Amended and Restated Articles of Incorporation under the laws of the State of Florida, have executed these Articles of Incorporation this 9th day of August 2009.

 M.D.

Dr. Rolando Casis, President



Adelaida C. Albarracin, Secretary

Articles of Amendment
to
Articles of Incorporation
of

PHILIPPINE AMERICAN ASSOCIATION of PALM COAST, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N94000004858

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

9 Woodford Ln

Palm Coast, FL 32164

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

P. O. Box 350328

Palm Coast, FL 32135-0328

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Maria Socorro De Guzman

New Registered Office Address:

9 Woodford Ln

(Florida street address)

Palm Coast

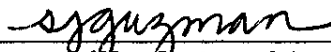
(City)

Florida 32164

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

The date of each amendment(s) adoption: _____

June 1, 2007

(date of adoption is required)

Effective date if applicable: _____

June 1, 2007

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated Aug 9, 2009

Signature Rolando C. Casis

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

ROLANDO C. CASIS

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)