

N9500000071

LAW OFFICES
DE LA O, MARKO & WANG

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ONE HINCAVNE TOWER, SUITE 2600
2 S. HINCAVNE BOULEVARD
MIAMI, FLORIDA 33131-1802
TELEPHONE: (305) 358-2000
TELEFAX: (305) 358-1233

MIGUEL M. DE LA O
DAVID EVERETT MARKO
CHUNG-SHOU WANG

OF COUNSEL
TEOFILO CHAPA
IMMIGRATION & NATURALIZATION

December 22, 1994

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

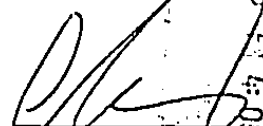
Re: Taiwan Businessmen Association in Florida, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,


Cheng-Shou Wang

FILED
1995 JAN 5 PM 4:05
TALLAHASSEE, FL

d/233-inco.let

*N.P.
DOB
12/29/94
634, 626, 764 N95-71
404-87498*

*1/05/95
Per Mr. Wang, correct
of directors & add
manner of election of
directors. BDB*



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 29, 1994

CHENG-SHOU WANG, ESQ.
2 S. BISCAYNE BLVD.
SUITE 2600
MIAMI, FL 33131-1802

SUBJECT: TAIWAN BUSINESSMEN ASSOCIATION IN FLORIDA, INC.
Ref. Number: W94000027478

We have received your document for TAIWAN BUSINESSMEN ASSOCIATION IN FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

The registered agent must sign accepting the designation.

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 (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 694A00054714

LAW OFFICES
DE LA O, MARKO & WANG
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ONE DISCAYNE TOWER, SUITE 2600
2 S. DISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-1802
TELEPHONE: (305) 358-2000
TELEFAX: (305) 358-1233

MIGUEL M. DE LA O
DAVID EVERETT MARKO
CHENG-SHOU WANG

OF COUNSEL
TEOFILO CHAPA
IMMIGRATION & NATURALIZATION

January 3, 1995

Mr. Brandolyn Bruton
Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: TAIWAN BUSINESSMEN ASSOCIATION IN FLORIDA, INC.
REF. NUMBER: W94000027478

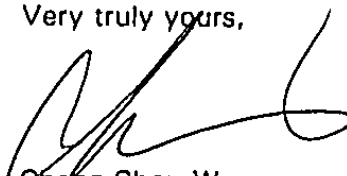
Dear Mr. Bruton:

This is to acknowledge, with thanks, receipt of your letter dated December 29, 1994 and the returned Articles of Incorporation for the above referenced corporation.

Please find enclosed an original and one copy of the Articles of Incorporation with changes made in accordance with your instructions.

Thank you very much for your assistance on this matter.

Very truly yours,



Cheng-Shou Wang

ARTICLES OF INCORPORATION
OF
TAIWAN BUSINESSMEN ASSOCIATION IN FLORIDA, INC.
(a Florida non-profit corporation)

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ARTICLE I - NAME

The name of the corporation shall be TAIWAN BUSINESSMEN ASSOCIATION IN FLORIDA, INC., a non-profit corporation.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless dissolved according to law and its existence shall commence on the date of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The purposes for which the corporation is organized are:

- a. To promote good business relations and a better cultural understanding between the United States of America and Taiwan;
- b. To exchange information of commercial and business nature, aimed at a better reciprocal knowledge of the economy and finance of America and/or Taiwan and their respective institutions;
- c. To carry out, promote, and foster, by all legal means within its power, the business relationship among members & between the corporation and American entrepreneurs as well as American business institutions;
- d. To acquire, in accordance with the laws of the United States of America, whatever property and rights the corporation deems necessary to establish its existence and perform and achieve its purposes;

- e. To engage in whatever actions, agreements, and contracts it deems necessary to achieve its purposes, including acts of ownership, administration, and defense of its property and rights; and,
- f. To support initiatives relating to the objectives referenced above.

ARTICLE IV - QUALIFICATION FOR MEMBERS

The qualifications for members and the manner of their admission, shall be as regulated by the by-laws.

ARTICLE V - BOARD OF DIRECTORS

This Corporation shall have eleven directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than ~~one~~ three.

ARTICLE VI - INITIAL DIRECTORS

The names and addresses of the initial Board of Directors shall be:

<u>Name</u>	<u>Address</u>
Dr. Chen-Jyi Su	8491 N.W. 17th Street Suite 107 Miami, Florida 33126
Felix Ying	8491 N.W. 17th Street Suite 107 Miami, Florida 33126
Max Hong	8491 N.W. 17th Street Suite 107 Miami, Florida 33126
Francis Lin	8491 N.W. 17th Street Suite 107 Miami, Florida 33126
Jones Hsieh	8491 N.W. 17th Street Suite 107

	Miami, Florida 33126
Justin Shi	8491 N.W. 17th Street Suite 107 Miami, Florida 33126
Alan Tsai	8491 N.W. 17th Street Suite 107 Miami, Florida 33126
Ray Cheng	8491 N.W. 17th Street Suite 107 Miami, Florida 33126
William Yang	8491 N.W. 17th Street Suite 107 Miami, Florida 33126
Joseph Liu	8491 N.W. 17th Street Suite 107 Miami, Florida 33126
Jason Huang	8491 N.W. 17th Street Suite 107 Miami, Florida 33126

The persons named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first. The directors are elected in accordance to the corporation's by-laws.

ARTICLE VII - INITIAL INCORPORATOR

The name and address of the initial incorporator shall be CHENG-SHOU WANG, ESQ., 2 South Biscayne Boulevard, Suite 2600, Miami, Florida 33131.

ARTICLE VIII - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be 2 South Biscayne Boulevard, Suite

2600, Miami, Florida 33131, which is its principal and mailing address.

ARTICLE IX - USE OF FUNDS

All funds including, but not limited to, membership fees, donations, special fund drives, and the like, in excess of the operating expenses, including production material, printing, office supplies, postage, telephone and the like, of the corporation, shall be used for the stimulation and promotion of business relationship, as stated in Article III.

The funds of the corporation shall be deposited in financial institution(s) in Dade County, Florida in account(s) for the corporation under resolution duly approved by the Board of Directors, and shall be withdrawn only over the signatures of the authorized officers. Said funds shall be used only for the corporation's purposes.

ARTICLE X - MISCELLANEOUS

No part of the net earnings of the corporation shall inure to the benefit of any member, member of the Board of Directors, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, member of the Board of Directors, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on 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 any political campaign on behalf of any candidate for public office. The corporation shall not conduct or carry on any

activities not permitted to be conducted or carried on by an organization exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under §170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the corporation or the termination of its affairs, the assets of the corporation shall be distributed to the American Red Cross, or if unable to meet the criteria set forth herein, then exclusively to charitable, scientific or educational organizations which would then qualify under the provisions of §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XI - DISSOLUTION - DISPOSITION OF FUNDS

Upon dissolution of the corporation, whether voluntary or involuntary, any remaining funds on hand shall be distributed to the American Red Cross for the purpose of providing funds for aid to the needy and homeless.

ARTICLE XII - OFFICERS

The initial officers of the corporation and their addresses are:

<u>Name</u>	<u>Address</u>
Dr. Chen-Jyi Su President	8491 N.W. 17th Street Suite 107 Miami, Florida 33126
Felix Ying Vice President	8491 N.W. 17th Street Suite 107 Miami, Florida 33126

ARTICLE XIII - POWERS

The powers of the corporation shall be as set forth in Chapters 607 and 617, Florida Statutes.

IN WITNESS WHEREOF, the undersigned subscriber has executed these

Articles of Incorporation this 3rd day of January, 1995.

[Signature]
CHENG-SHOU-WANG, Subscriber

FILED
JAN 5 PM 4:05

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of January, 1995 by CHENG-SHOU WANG, as Subscriber.

Tania M. Cruz
NOTARY PUBLIC, State of Florida
At Large

My Commission Expires:

OFFICIAL NOTARY SEAL
TANIA M CRUZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC197018
MY COMMISSION EXP. APR. 28, 1996

That Taiwan Businessmen Association in Florida, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Miami, Dade County, Florida, has named Cheng-Shou Wang, located at 2 South Biscayne Blvd., #2600, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

[Signature]
Cheng-Shou Wang, Registered Agent

N9500000071

LAW OFFICES
DE LA O, MARKO & WANG

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ONE HISCAYNE TOWER, SUITE 2400
2 S. HISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-1802
TELEPHONE: (305) 358-0618
TELEFAX: (305) 374-6401

OF COUNSEL
NEAL R. SONNETT
WITH COLLAR CRIMINAL RECORD
N. MARK LAM
ADMITTED IN CALIFORNIA

MIGUEL M. DE LA O
DAVID EVERETT MARKO
CHENG-SHOU WANG
JACQUELINE DEL CRISTO
MICHELLE ASHBY DELANCY
ADRIAN C. DELANCY

Nov. 20, 1996

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*****87.50 *****87.50

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **TAIWAN BUSINESSMEN ASSOCIATION IN FLORIDA, INC.**

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Amendment for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$ 87.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter. Please contact me if you have any questions.

Sincerely,
DE LA O, MARKO & WANG


Cheng-Shou Wang

Enclosures

DH/CW
Corp.Let

FILED
DEC 13 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 12/13

~~2916-25155~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1996

Cheng-Shou Wang
De La O, Marko & Wang
2 S. Biscayne Blvd., Suite 2400
Miami, FL 33131-1802

SUBJECT: TAIWAN BUSINESSMEN ASSOCIATION IN FLORIDA, INC.
Ref. Number: N9500000071

We have received your document for TAIWAN BUSINESSMEN ASSOCIATION IN FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form that you have submitted is for a profit corporation. Please complete the enclosed non-profit amendment form.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 596A00053965

LAW OFFICES
DE LA O, MARKO & WANG

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ONE BISCAYNE TOWER, SUITE 2400

2 S. BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131-1802

TELEPHONE: (305) 358-0618

TELEFAX: (305) 374-6401

<http://www.dla.com/mkw/compactive/comp/homepage/index.html>

MIGUEL M. DE LA O
DAVID EVERETT MARKO
CHENG-SHOU WANG
JACQUELINE DEL CRISTO
MICHELLE ASHBY DELANCY
ADRIAN C. DELANCY

OF COUNSEL
NEAL R. SONNETT
WHITE COLLAR CRIMINAL DEFENSE
N. MARK LAM
Admitted in California

December 11, 1996

Mr. Steven Harris
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Taiwan Businessmen Association in Florida, Inc.
Ref. Number: N 95000000071

Dear Mr. Harris:

As pursuant to your request in the letter dated December 2, 1996, please find enclosed one original and one copy of the amendment for the above referenced non-profit organization. Your letter is also enclosed for your reference.

Thank you for your assistance to this matter.

Very truly yours,


Cheng-Shou Wang

Enclosure

DH/CW

ARTICLES OF AMENDMENT
 to
ARTICLES OF INCORPORATION
 of

FILED
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

TAIWAN BUSINESS ASSOCIATION IN FLORIDA, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

ARTICLE I - NAME

The name of the corporation shall be TAIWAN BUSINESS ASSOCIATION IN FLORIDA, INC., a non-profit corporation.

SECOND: The date of adoption of the amendment(s) was: December 20, 1996
THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

TAIWAN BUSINESSMEN ASSOCIATION IN FLORIDA, INC.
 Corporation Name

Jason Huang
 Signature of Chairman, Vice Chairman, President or other officer

JASON HUANG
 Typed or printed name

Chairman of the Board of Directors
 Title

Dec. 10, 1996
 Date