

N95000002672

May 20, 1995

Via Express Mail

Koo Juan Eng
6871 West Wodgewood Avenue
Davie, Florida 33331

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

RE: Filing of Articles of Incorporation
Florida Asian American Cultural Exchange, Inc.
A Florida not-for-profit corporation

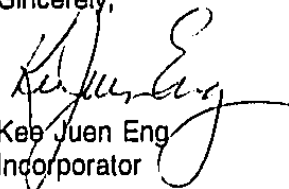
Dear Sir:

Enclosed please find an original and two copies of the proposed Articles of Incorporation of the Florida Asian American Cultural Exchange, Inc.

Please file the Articles of Incorporation and return a Certificate of Incorporation and a file-stamped copy of the original Articles to me at the above address.

A check in the amount of \$122.50 made payable to the Secretary of State has been enclosed to cover the various filing and processing fees. Thank you for your prompt attention to this request.

Sincerely,


Koo Juan Eng
Incorporator

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ARTICLES OF INCORPORATION

of

FLORIDA ASIAN AMERICAN CULTURAL EXCHANGE, INC. A Florida Not-for-Profit Corporation

The undersigned, acting as incorporators of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation:

Article 1 Name

The corporate name shall be the Florida Asian American Cultural Exchange, Inc.

Article 2 Address

The address of the principal office of the corporation shall be 6871 W. Wedgewood Avenue Davie, Florida 33331. The mailing address of the corporation shall be the same as the principal office.

Article 3. Duration

The period of duration of this corporation shall be perpetual.

Article 4 Purposes

The Florida Asian American Cultural Exchange, Inc. shall be established for the following purposes:

1. To plan, develop and promote Asian cultural programs in the State of Florida in all areas of the arts and humanities.
2. To locate and secure funding and other means of support for the establishment, promotion, and continuation of Asian and Asian American cultural programs in the State of Florida.
3. To act as a communications bridge among the Asian American communities of the State of Florida and between the Asian American communities of Florida and other international, national and Florida communities, agencies, and governmental entities.
4. To encourage and support scholarly and other educational programs and research relating or pertaining to Asian and Asian American culture and history, including, but not limited to, the maintenance of facilities and programs for instruction, research and public performances of all forms of Asian and Asian American culture and history.
5. To act as a representative for the Asian American communities in matters and on issues relating to or affecting the cultural life and activities of the Florida Asian and Asian American communities.
6. To preserve and protect all forms of Asian and Asian American traditions, heritages, customs, languages, arts, music, dance, and other forms of Asian culture.
7. Such other lawful purposes, acts or activities as may be permitted by the General Corporation Law of Florida.
8. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 5. Election of Directors

The method of election of the Board of Directors of the Florida Asian American Cultural Exchange, Inc. shall be as set forth in the bylaws.

Article 6. Registered Agent

The address of the initial registered agent shall be 6871 W. Wedgewood Avenue Davie, Florida 33331 and Kee Juen Eng shall serve as the initial registered agent and has accepted this appointment for the purposes as set forth by law.

Article 7. Incorporators

The following shall serve as the incorporators of the Florida Asian American Cultural Exchange, Inc.:

Koo Juan Eng	6871 West Wedgwood Avenue Davie, Florida 33331
Jean Gee Eng	6871 West Wedgwood Avenue Davie, Florida 33331
Franklin Tse	5121 Hawkhurst Avenue Fort Lauderdale, Florida 33331
Loretta Zhou Tong, Ed.D.	1770 N.W. 187 Terrace Miami, Florida 33056
Sang Whang	8446 S.W. 148 Drive Miami, Florida 33158

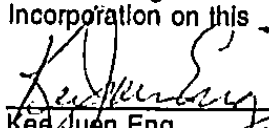
Article 8. Additional Provisions

Upon the dissolution of this corporation, its assets remaining after payment or provisions for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

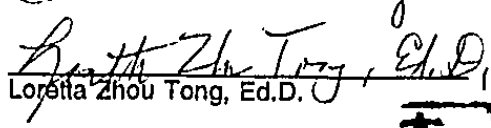
No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

The undersigned incorporators have caused their signatures to be affixed to these Article of Incorporation on this 29th day of May, 1995.


Koo Juan Eng


Jean Gee Eng


Franklin Tse


Loretta Zhou Tong, Ed.D.


Sang Whang



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Florida Asian American Cultural Exchange, Inc.
2. The name and address of the registered agent and office is:

Kee Juen Eng
6871 West Wedgwood Avenue
Davie, Florida 33331

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent



Kee Juen Eng



Date