

8/19/96

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NAME: CHINESE AMERICAN CLUB OF MIAMI, INC.
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David J. Tu, Esq.
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ARTICLES OF INCORPORATION
OF
CHINESE AMERICAN CLUB OF MIAMI, INC.
A FLORIDA NOT FOR PROFIT
CORPORATION

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SECRET
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the Corporation shall be CHINESE AMERICAN CLUB OF MIAMI, INC.

ARTICLE II. DURATION

The duration of this corporation is perpetual unless dissolved according to law.

ARTICLE III. PURPOSE

(A) The specific purposes for which the corporation is organized are to: (a) enhance the general welfare and well-being of all people with Chinese descent in the U.S.; (b) to promote unity and goodwill between the Chinese and American communities; (c) to promote Chinese culture; (d) to cultivate understanding and appreciation of both American and Chinese cultural heritages; (e) to foster constructive and responsible American citizenship on the part of all Chinese Americans. All purposes mentioned herein are to be accomplished in a manner limited by Article V hereof.

(B) The corporation is a not for profit corporation as defined by the Not For Profit Corporation Act in Section 617 of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE IV. DIRECTORS

The manner in which the directors are to be elected are stated in Article VI of the Bylaws of this corporation, as required by s. 617.0202(1)(d).

ARTICLE V. LIMITATION OF POWERS

(A) This corporation shall have and exercise all powers conferred upon not for profit corporations under all laws of the

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State of Florida generally, and specifically as provided in Section 617 of the Florida Not For Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in Article III.

(B) The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(C) 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 in Article Third hereof. Notwithstanding any other provision of these articles, this corporation 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 corporation.

(D) The corporation will not, as a substantial part of its activities, attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

Name:	Address:
Paul Huang	14077 SW 48 Lane, Miami, FL 33156
George Hung	9000 SW 83 St., Miami, FL 33173
Judy Lai	775 NE 195 St., Miami, FL 33179
Fei Szu Lee	4778 SW 3 St., Miami, FL 33134
K.T. Lin	8213 NW 188 Terr., Miami, FL 33015
John Tsai	8100 SW 92 Ct., Miami, FL 33173
Danny Yeh	9010 SW 77 Ave, #G-1, Miami, FL 33156

ARTICLE VII. INCORPORATOR

The name and address of the incorporator of this corporation is David J. Tu, Esq., David J. Tu, P.A., 200 S. Biscayne Blvd, Suite 3100, Miami, FL 33131.

ARTICLE VIII. DISTRIBUTION ON DISSOLUTION

Upon the dissolution of the corporation, assets shall be

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distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future 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.

ARTICLE IX. INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent and address of the corporation are as follows: John Tsai, 8100 SW 92 Court, Miami, FL 33173.

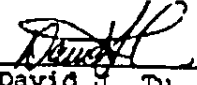
ARTICLE X. ADDRESS

The principal office and mailing address of the corporation at the time of incorporation is 8100 SW 92 Court, Miami, Florida 33173, in the county of Dade, Florida.

ARTICLE XI. INCOME FROM PUBLIC EVENTS

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by nonmembers will be paid over to an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code on an annual basis, unless this corporation itself is a tax exempt organization under Section 501(c)(3), or any other tax exempt sections of the Internal Revenue Code.

In witness whereof, the undersigned subscriber has executed these Articles of Incorporation on this 14th day of August, 1996.


David J. Tu, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


John Tsai, Agent

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