

N96000000 5258

Ronald Bachoon
74 N. E. 117th Street
Miami, FL 33167

October 4, 1996

Florida Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

CHECK 1111 50537353
10/04/96-01113-001
*****70.00 *****70.00


Re: United National Congress Florida Association, Inc.
Florida Not-For-Profit Corporation

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-referenced corporation, together with our check made payable to the Florida Department of State in the amount of \$70 covering the cost for filing same.

Kindly file the enclosed document accordingly and return the stamped copy to the undersigned in the enclosed self-addressed envelope provided.

Sincerely,


Ronald Bachoon

RB/gmv
Enclosures

FILED
96 OCT -9 AM 11:30
SECRET
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
UNITED NATIONAL CONGRESS FLORIDA ASSOCIATION, INC.**

We, the undersigned incorporators, all residents of the State of Florida and of legal age, heroby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a Corporation not for profit in accordance with the laws of the State of Florida

ARTICLE I - NAME AND ADDRESS

The name of this Corporation shall be United National Congress Florida Association, Inc. and its principal place of business shall be 74 N.E. 117 Street, Miami, Florida 33167, but it may establish branch offices at other points deemed advisable by its Board of Directors in the State of Florida.

ARTICLE II - PURPOSE AND OBJECTIVES

The general nature of the business to be transacted and to be carried on by the Corporation and the purpose for which the Corporation is organized shall be:

1. To improve the relations between all groups and business around Florida, through cultural group exchange and business education.
2. To provide an access mechanism to allow business participation in decisions made by government and business.
3. To promote equality and combat discrimination based on national origin, race, creed, color, age, sex, handicap, etc.
4. To conduct necessary functions to support the purpose of United National Congress Florida Association, Inc.
5. To receive lawful gifts, devise, bequeath or otherwise money or property, or any estate therein, legal or equitable, and to hold same and expand, contribute, disburse and otherwise handle and dispose of the same, or the income therefrom, for the promotion of the foregoing purposes.
6. To do any and all other things necessary or proper in connection with or incidental to any of the foregoing that are in furtherance of and exclusively for exempt purposes as authorized by Section 501(C) (3) of the Internal Revenue Code.
7. Exercise all of the powers and privileges, and to promote all of the duties and obligations of the Corporation not for profit in the State of Florida.
8. Participate in mergers and consolidation with other non-profit Corporations organized for similar purpose, provided that such merger or consolidation shall have the assent of two-thirds of the votes of each class of members.

9. From time to time adopt, alter, amend and rescind rules and regulations governing the utilization of properties owned by the Corporation, which said rules and regulations shall be consistent with the provisions of the Articles of Incorporation and the By-Laws of the Corporation.

Notwithstanding anything here above to the contrary, no part of the net earnings of the Corporation shall incur to the benefit of any member within the meanings of Section 501(D)(3) of the Internal Revenue Code of 1954, nor shall the Corporation engage in any activity prohibited by such Section.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - MEMBERSHIP

Membership shall consist of the persons named in the Articles of Incorporation and such other persons as may apply for membership and pay the membership fee established by the Board of Directors.

ARTICLE V - VOTING RIGHTS

The Corporation shall have a Board of Directors, each member of said Board having an equal vote.

ARTICLE VI - BOARD OF DIRECTORS

The business and affairs of the Corporation shall be conducted and managed by a President, one or more Vice President, a Treasurer, one or more Secretary and a Board of Directors of not less than four (4) members. The maximum number of Directors may be established from time to time by the By-Laws of the Corporation, or by resolution of the members at any annual or special meeting. Other officers may, in the same manner be created, established and filled.

Any member of such offices may be held and filled by one (1) in the same person other than that of the President, Treasurer and Secretary, which cannot be held by the same person.

The Directors shall be elected by member at each annual meeting, which shall be held on the anniversary date of the filing Corporation of the next working day, but the date of such annual meeting may be changed by the By-Laws or by resolution adopted at any meeting of the Board of Directors or by the members at any special meeting. All officers shall be elected annually by the Directors.

The Board of Directors shall initially be composed of the incorporators and subscribers to the Articles of Incorporation. The Directors shall have met to adopt By-Laws and until their successors shall have been elected or appointed and qualified, the

business and affairs of the Corporation shall be conducted and managed by the subscribers to these Articles of Incorporation who shall constitute the Board of Directors and act as officers of the Corporation as designated. The names and addresses of the subscribers are as follows:

Ronald Bachoon
74 N.E. 117th St.
Miami, FL 33167

Eric Potter
3181 N.W. 4th St.
Ft. Lauderdale, FL 33341

Bharath Bochoon
11628 N.W. 26 Ct.
Coral Springs, FL 33065

Chris Ramesar
7441 Wayne Ave.
Miami Beach, FL 33141

ARTICLE VII - AMENDMENTS AND DISSOLUTION

The By-Laws of this Corporation may be altered or rescinded by a majority vote at any regular or special meeting of the membership duly called and convened where there are present members who represent a majority vote of all members.

Any amendments to these Articles of Incorporation shall require an assent of four-fifths of the Board of Directors entitled to vote at such regular or special meeting duly called and convened, and the same shall be approved by the Board of Directors of this Corporation, either before or after approval of the membership.

This Corporation may be dissolved with the assent given in writing and signed by members entitled to cast not less than four-fifths of the Board of Directors' votes. Upon dissolution of this Corporation, other than incident to a merger or consolidation, the assets of this Corporation shall be dedicated to an appropriate public or charitable agency to be used for purposes similar to those for which this Corporation is created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets incur to the benefits of any member or private individual. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation and upon dissolution of this Corporation, its assets remaining after payment of all costs and expenses of such dissolution shall be distributed as aforesaid or alternatively to any organizations which have qualified for exemption under Section 501(C)(3) of the Internal Revenue Code.

ARTICLE VIII

Registered Office and Agent

The street address of the corporation's initial registered office is:

74 N.E. 117 Street
Miami, Florida 33161

The name of the corporation's initial registered agent at that office is


Ronald Bachoon.

ARTICLE IX

The name and address of the incorporator is:

Ronald Bachoon
74 N.E. 117 Street
Miami, Florida 33161

IN WITNESS WHEREOF, these Articles of Incorporation have been executed
this 4th day of October, 1996.



Ronald Bachoon
Incorporator

IN WITNESS WHEREOF, we the undersigned, being the original subscribers to the foregoing Articles of Incorporation do make and file this certificate, hereby declaring and certifying that the facts herein stated are true and that said certificate is made for the purpose of having letters of patent issued for said Corporation and we have executed these Articles of Incorporation and hereunto set our hands and seal in Miami, Dade County, Florida this 4th day of October, 1996.

Ronald Bachoon
Ronald Bachoon

Eric Potter
Eric Potter

Bharath Bochoon
Bharath Bochoon

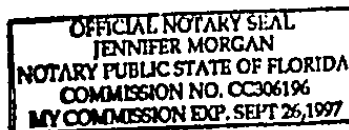
Chris Ramersar
Chris Ramersar

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, this date personally appeared Ronald Bachoon, Bharath Bochoon, Eric Potter and Chris Ramersan, known to me to be the persons who subscribed to and signed the above and foregoing Articles of Incorporation, who acknowledged for themselves that they have made and subscribed to the above and foregoing freely and voluntarily for the uses and purposes herein expressed.

IN WITNESS WHEREOF, I have hereto set my hands and official seal at Miami in the State and County aforesaid this 4th day of October, 1996.

Jennifer Morgan
NOTARY PUBLIC
My Commission Expires:



CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED

96 OCT -9 11:30

In compliance with Section 48.091, Florida Statutes, the following is submitted in compliance with said Act. TALLAHASSEE, FLORIDA

UNITED NATIONAL CONGRESS FLORIDA ASSOCIATION, INC. corporation not for profit, desiring to organize or qualify under the laws of the State of Florida with its principal place of business at the city of Miami, State of Florida has named Ronald Bachoon located at 74 N.E. 117 Street, Miami, Florida 33167 as its registered agent to accept service of process within Florida.

SIGNATURE



Ronald Bachoon

DATE:

10/4/96

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE



Ronald Bachoon

DATE:

10/4/96