

N9600000 5521

ROGER E. O'HALLORAN

ATTORNEY AT LAW

3443 HANCOCK BRIDGE PARKWAY
SUITE 507
NORTH FORT MYERS, FL 33903
TELEPHONE (941) 997-2800

September 9, 1996

MAILING ADDRESS:
P.O. BOX 540
FORT MYERS, FL 33902-0540
FAX (941) 997-4053

500001946335
-09/12/96--0115--012
*****120.00 *****120.00

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
96 OCT 29 AM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Filipino-American Association of Southwest Florida Inc.

Dear Sirs:

Enclosed is an original and one copy of Articles of Incorporation for the above corporation to be filed in your records. Upon filing, please return to the undersigned the certificate showing the date of incorporation and the incorporation number.

If any changes need to be made, please contact this office.

600001992396--4
-10/31/96--01072--012
*****2.50 *****2.50

Very truly yours
LAW OFFICE OF ROGER E. O'HALLORAN

By Sylvia J. Allenbaugh
Sylvia J. Allenbaugh
Legal Assistant to Roger E. O'Halloran

Enc.

F. CHESER OCT 29 1996

619-621 608
796 42681
W96 14367

Filipino-American Association of Southwest Florida, Inc.
4595 Palm Beach Boulevard, Ft. Myers, Fl. 33905
Tel: (941) 694-0400 or 939-1047

October 18, 1996

Sandra B. Mortham
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Freida Chesser
Corporate Specialist


Subject : Filipino-American Association of
Southwest Florida, Inc.
Tax I.D. #65-0598502

Ref: Number: W96000019367 &
Letter #766A00042681

Dear Ms. Chesser,
I am returning our application for incorporation of the
Filipino-American Association of Southwest Florida,
Inc., together with an additional fee of \$2.50 and and
other requirements.

Hope to received an early action from your office.

Respectfully yours,


Isabelo S. Torio, M.D.
Executive Director

Enclosures:

1. Check #0977 Amt. \$2.50
2. Certificate of Designation of Registered
Agent/Registered Office.
3. Letter #796A00042681 dated Sept. 13, 1996
4. Articles of Incorporation of the Filipino-American
Association of Southwest Florida, Inc.

FILED
96 OCT -9 2:12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 13, 1996

SYLVIA J ALLENBAUGH LEGAL ASSISTANTW
P O BOX 540
FT MYERS, FL 33902-0540

SUBJECT: FILIPINO-AMERICAN ASSOCIATION OF SOUTHWEST FLORIDA
INC
Ref. Number: W96000019367

We have received your document for FILIPINO-AMERICAN ASSOCIATION OF SOUTHWEST FLORIDA INC and check(s) totaling \$120.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$2.50. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

You must list at least one incorporator with a complete business street address.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6904.

Freida Chessor
Corporate Specialist

Letter Number: 796A00042681

FILED
96 OCT 29 AM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FILIPINO - AMERICAN ASSOCIATION OF SOTHWEST
FLORIDA, INC.**



96 OCT -9
FILED
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FILIPINO-AMERICAN ASSOCIATION OF SOUTHWEST FLORIDA, INC.**

Pursuant to section 617, 1007, Florida statutes, the Article of Incorporation of the Filipino - American Association of Southwest Florida, Inc. not for profit, non-political and non-sectarian are as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is Filipino-American Association of Southwest Florida, Inc., and its address is 4595 Palm Beach, Blvd., Fort Myers, Florida, 33905.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to unify all Filipinos residing in Southwest Florida into a civic-oriented group to promote the general welfare of its members and the community in which they reside; to develop, improve, and perpetuate excellent Filipino-American relationship; to help unemployed, displace, and destitute Filipino residents in the area; to engage in wholesome, productive and lawful activities; and to act as an ambassador of goodwill for the Philippines.

- (A) To make and collect assessments against members of the Association in order to defray the costs, expenses and losses of operating the Association and to use the proceeds of such assessments in the exercise of its powers and duties.
- (B) To engage in lawful fund-raising programs to supplement the funds indicated in preceding provisions (A) when the need arises.
- (C) To receive donations, grants, gifts or any funds in any form as additional supplements to the above.
- (D) To protect, repair and operate the Association property.
- (E) To make, Amend and enforces reasonable rules and regulations.
- (G) To enforce the conditions and restrictions provided by these Articles, the Constitution and By Laws and any rules and regulations of the Association.
- (H) To employ professionals personnel to perform the services required for its proper operation.
- (I) All funds and titles to all properties acquired by the Association shall be held for the benefit of the members in accordance with these Articles and its Constitution and by laws.
- (J) To establish and administer the following programs:
 - I. Educational Programs
 - a. Scholarship Program - To provide financial assistance to the poor but deserving dependents of the members.
 - b. Outstanding achievement Award program-for the Youth - To give an award to students between the ages of 13 and 21 with an outstanding achievements in academics, sport, arts, languages and others.
 - c. Filipino-American Youth Leadership Conference.- To prepare our youths to become an effective leaders and good citizens.
 - II. Cultural Program: To encourage members to participate in cultural programs that would reflect our cultural heritage in the best possible light.
 - III. Charitable Program: To participate in or initiate fund-raising campaigns for creditable and bonafide charitable organizations.

ARTICLE III

MEMBERSHIP:

(A) The membership in the Association consists of three (3) classes: Regulars; Associates and Honorary. Membership to the Association is open to all Filipinos or Filipino-Americans and non-Filipinos of good moral character residing in the Southwestern part of the state of Florida. Filipino Americans referred to former Filipino citizens who have acquired American citizenship through naturalization or by birth.

1. Regular members:

- (a) Filipinos and Filipino-Americans
- (b) Non-Filipino citizens who are related to any Filipino or Filipino-American by marriage, adoption or birth.

2. Associate Members:

- (a) Non-Filipinos who have rendered valuable services to the Philippines or to any of its citizen and is willing to support the Constitution and By Laws of the Association.
- (b) Any applicant falling under this category must be sponsored by a regular member.

3. Honorary Members:

Honorary membership may be conferred to any non-Filipino or non Filipino American provided that such individual have rendered valuable and meritorious services to the Philippines or to any group of Filipinos or to any Filipino- American Community. The applicant must be sponsored by a regular member of the Association.

- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except authorized by law.
- (C) The manner of exercising voting rights is set forth in the By Laws.
- (D) After termination of the Association, the members shall consist of those who are members of the Association at the time of such termination.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

CONSTITUTION BY BY LAWS: The Constitution By Laws of the Association may be altered, amended or rescinded in the manner provided herein.

ARTICLE VI

DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall be administered by a Board of Directors, consisting of the number of Directors determined by the By Laws but not less than (7) directors.

(B) Directors of the Association shall be elected by the members in the manner determined by the By Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By Laws.

(C) The businesses of the Association shall be conducted by the officers designated in the By Laws. The officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) **Proposal:** Amendments may be proposed by a majority of the Board or by petition of twenty-five per-cent (25%) of the members.
- (B) When an amendment or amendments to these Articles are proposed by said Board or members, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (C) **Vote Required:** Except as otherwise required by Florida law, these Articles of Incorporation may be amended by a vote of not less than fifty-one (51%) of the entire voting interests present in person or by proxy at any annual or special (general) meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.
- (D) **Effective Date:** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Record of Lee County, Florida.

ARTICLE VIII

Indemnification: To the fullest extent permitted by Florida law the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including professional fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or an officer of the Association.

The foregoing right of indemnification shall not be available if a judgment of the final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved;

- (A) Willful misconduct or a conscious disregard for the interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal laws, unless the Director or officer has no reasonable cause to believe his was lawful.
- (C) A transaction from which the Director or officer derived improper personal benefit.
- (D) Wrongful conduct by Directors or officers in a proceeding brought by or on behalf of the Association.
- (E) In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the interest of the association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or an officer may be entitled.

CERTIFICATE

The undersigned, being the elected President of the FILIPINO-AMERICAN ASSOCIATION OF SOUTHWEST FLORIDA, INC., hereby certify that the foregoing were duly proposed by at least a majority or the entire membership of the Board of Directors at a special meeting called for the purpose and held on the 6th day of Aug. 1995. The undersigned further certify that the foregoing were approved by at least sixty six and two-thirds (66 2/3) of the votes of the entire membership of the Association on the _____ day of _____ 199____, after due notice, in accordance with the requirements of the Articles of Incorporation in its entirety.

Executed this 9th day of may 1996.

FILIPINO-AMERICAN ASSOCIATION OF SOUTHWEST FLORIDA, INC.

BY: [Signature]
President

Victoria C. David

Witness
Print below Signature

Victoria C. David

Witness
Print below Signature

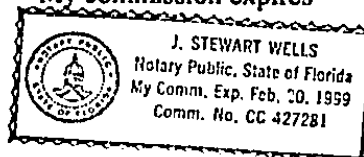
ATTEST: Victoria C. David
Secretary

STATE OF FLORIDA
COUNTY OF LEE

Subscribe to before me this 09 day of 05 1996, by
NICASIO DAVID, the President of the Filipino-American Association
of Southwest Florida, Inc., a Florida corporation not for profit, on behalf of the corporation.

[Signature]
NOTARY PUBLIC

My commission expires



**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: FILIPINO-AMERICAN ASSOCIATION OF SOUTHWEST FLORIDA, INC.

2. The name and address of the registered agent and office is:

ISABELO S. TORIO, M.D.

(NAME)

4595 Palm Beach Boulevard, Ft. Myers, Florida 33905

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Ft. Myers, Florida 33905

(CITY/STATE/ZIP)

FILED
96 OCT -9 AM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Isabelo S. Torio

(SIGNATURE)

Oct 18, 1996

(DATE)