



N970000006394

ACCOUNT NO. : 072100000032

REFERENCE : 599584 6475A

AUTHORIZATION : Patricia Pujols

COST LIMIT : \$ 122.50

ORDER DATE : November 13, 1997

ORDER TIME : 10:21 AM

ORDER NO. : 599584-005

CUSTOMER NO. : 6475A

CUSTOMER: Mr. Richard Sabra
ATKINSON DINER STONE &
MANKUTA, P.A.
1946 Tyler Street

300002346263--0

Hollywood, FL 33020

DOMESTIC FILING

NAME: ME BOUN FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 13 PM 1:12

97 NOV 13 PM 1:12
DIVISION OF CORPORATIONS
97 NOV 13 PM 1:12

ARTICLES OF INCORPORATION

OF

ME BOUN FOUNDATION, INC.

(a corporation not for profit)

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
97 NOV 13 PM 1:12

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: **ME BOUN FOUNDATION, INC.**

ARTICLE II

PURPOSE

The purpose of this Corporation is to provide relief of the poor, distressed and underprivileged inhabitants of Cambodia including assistance in promoting the social welfare of such inhabitants by providing educational training for the purpose of improving or developing capabilities in such matters as social welfare programs, solutions to agricultural, health, nutritional, educational, transportation and water resource problems and to improve the capabilities of such inhabitants and instruct the public on subjects beneficial to the community. To enable such inhabitants to acquire tools and material to help improve living conditions of the underprivileged within the meaning of section 501(c)(3) of the Internal Revenue Code.

1. No part of the earnings of the Corporation shall inure to the benefit of any Member, Director or Officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and may make other payments and distributions in furtherance of one or more of its purposes), and no Member,

Director or Officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Section 1.501(c)(3)-1(c)(3) of the Treasury Regulations, as it now exists or may hereafter be amended.

3. Notwithstanding any other provisions of these Articles, 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 Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or by any organization, contributions to which are deductible under Section 170(c)(2).

ARTICLE III

MEMBERSHIP AND DIRECTORS

The qualification of Members and Directors and the manner of their admission shall be determined under and pursuant to the By-Laws of this Corporation.

ARTICLE IV

INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Registered Office and the Corporation's

Principal Office in the State of Florida shall be: BORASMY N. UNG, 3112 North Federal Highway,
Lighthouse Point, Florida 33064.

ARTICLE V

BOARD OF DIRECTORS

The number of Directors may be altered from time to time as determined under and pursuant to the By-Laws of this Corporation. However, the Corporation shall have no less than three (3) Directors at any time.

ARTICLE VI

INITIAL DIRECTORS

The names and post office addresses of the initial Directors, who shall serve as such until the first election or appointment of Directors under and pursuant to the By-Laws of this Corporation, are:

<u>Name</u>	<u>Address</u>
Borasmy N. Ung	3112 North Federal Highway Lighthouse Point, Florida 33064
G. Kalani Long	98-2037 Kikala Aiea, Hawaii 96701
Kim Hour Phan	1021 Dawson Avenue Long Beach, California 90804

ARTICLE VII

BY-LAWS

The By-Laws of this Corporation shall initially be adopted by its Directors, and shall thereafter be adopted, amended or repealed by its Directors or its Members under and pursuant thereto.

ARTICLE VIII

DISSOLUTION

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE IX

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is: BORASMY N. UNG, 3112 North Federal Highway, Lighthouse Point, Florida 33064.

ARTICLE X

COMMENCEMENT DATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 13 PM 1:12

This Corporation shall commence its existence on the date upon which these Articles of Incorporation are accepted for filing by the Secretary of State.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

Borasmyn Ung (SEAL)
BORASMY N. UNG

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgment, personally appeared BORASMY N. UNG, to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation and she acknowledged before me that she executed said Articles of Incorporation.

WITNESS my hand and official seal at Hollywood, said County and State, this 11TH day of November, 1997.

[Signature]
Notary Public, State of Florida At Large

My Commission Expires:

(Seal)



RICHARD B. SABRA
MY COMMISSION # CC385994 EXPIRES
August 21, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of Florida law applicable to said designation.

Borasmyn Ung (SEAL)
BORASMY N. UNG



RICHARD B. SABRA
MY COMMISSION # CC385994 EXPIRES
August 21, 1998
BONDED THRU TROY FAIR INSURANCE, INC.