

N98000006281

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: VIETNAMESE CHILDREN'S ASSISTANCE PROGRAM, INC
(Proposed corporate name - must include suffix)

000002678040--3
-11/02/98--01100--021
****131.25 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JOHN CORLEY
Name (Printed or typed)

3221 SW 103 CT.
Address

Miami, FL 33139
City, State & Zip

305-229-7376
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -2 AM 10:00

NOTE: Please provide the original and one copy of the articles.

11-9
105

ARTICLES OF INCORPORATION
OF
VIETNAMESE CHILDREN'S ASSISTANCE PROGRAM, INC.
A NON-PROFIT CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -2 AM 10:00

The undersigned incorporator, in compliance with the Non-profit Corporation Law of Florida, Chapter 617, hereby forms the following non-profit corporation and certifies:

ARTICLE I

The name of the corporation shall be VIETNAMESE CHILDREN'S ASSISTANCE PROGRAM, INC., a not for profit corporation.

ARTICLE II

The location of the principle office and mailing address of the Corporation is 3221 SW 103 CT., Miami, Florida 33165. County of Dade.

ARTICLE III

1. This corporation is organized for charitable, religious, educational, and scientific purposes, 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 the corresponding section of any future tax code.
2. No part of the net earnings of this 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 section 1 of this article.
3. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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.
4. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. 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 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.

6. This corporation is to be organized on a non-stock basis.

ARTICLE IV

This corporation is authorized to admit members from time to time in the manner provided in the Bylaws.

ARTICLE V

1. The business and affairs of this corporation will be managed by or under the direction of a Board of Directors. The Incorporator will appoint the initial Directors.
2. This corporation will consist of (3) three Directors. Of these (3) three Directors, there will be designated an Executive Director. The term of office, of the Executive Director, will be 4 years. The remaining two offices will carry a 2 year term, with the designation of Assistant Directors. The term of said Directors shall commence on the date this corporation is recognized by the Department of State. No Director shall serve for more than two consecutive terms, but shall be eligible for reelection after two consecutive terms provided a term has thereafter intervened.
3. The Board of Directors will elect annually a president, vice president, secretary and treasurer. Said officers elected by the Board of Directors may or may not be a member of the Board of Directors.
4. Elected officers and members do not have the right to vote. The Board of Directors has the sole voting power. A quorum of less than a majority is authorized, by a written waiver of presence by the absent Directors, but the quorum will be no fewer than one-third of the prescribed Directors.
5. Amendments to the Articles of Incorporation and Bylaws are made only by majority of vote by Board of Directors.
6. Duties and responsibilities of elected officers or members will be assigned in the Bylaws.
7. A Board of Directors may remove any officer or member with or without just cause.
8. Directors assign membership in the Corporation at the recommendation of elected officers.
9. The initial Board of Directors as appointed by the incorporator are as follows :

Executive Director – John Corley
3221 SW 103 CT.
Miami, Florida 33165

Assistant Director – Helen Golden
1597 Johns/Golden Rd.

Milledgeville, Georgia 31061
Assistant Director – Mike Golden
1597 Johns/Golden Rd.
Milledgeville, Georgia 31061

ARTICLE V

The name and address of the incorporator is John Corley, 3221 SW 103 CT., Miami, Florida 33165, and County of Dade.

ARTICLE VI

The Bylaws of this corporation shall be made, altered or rescinded by the Directors as set forth therein.

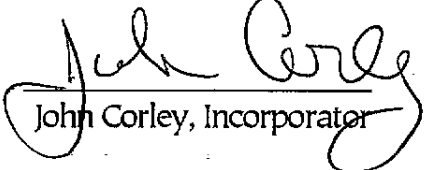
ARTICLE VII

This Corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

ARTICLE VIII

The initial registered agent and the street address of the initial registered office of this Corporation shall be John Corley, 3221 SW 103 CT., Miami, Florida 33165, and County of Dade.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 6 day of October 1998.


John Corley, Incorporator

STATE OF FLORIDA /
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared John Corley to me known to be the person described in and who executed the foregoing instrument or who did produce known as identification and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 6 day of October 1998.

My commission expires:

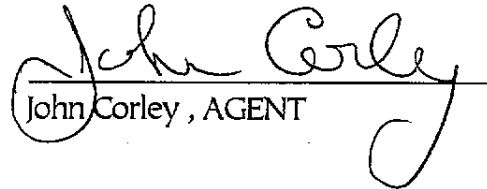


ROBERT L. JENKINS
My Commission C0452990
Expires Apr. 13, 1999
Bonded by NFNU
800-224-6368


NOTARY PUBLIC; STATE OF FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named Corporation, at the place designated in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


John Corley, AGENT





ROBERT L. JENKINS
My Commission CC452830
Expires Apr. 13, 1999
Bonded by NFNU
800-224-8368

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -2 AM 10:01