

***ARTICLES OF INCORPORATION of
PHILIPPINE AMERICAN ASSOCIATION
OF EAST TENNESSEE, Inc.***

Pursuant to the provisions of the Tennessee Nonprofit Corporation Act, the undersigned Attorney for the Incorporators, Roger D. Hyman hereby adopts the following *Articles of Incorporation* on May 23, 2023. These *Articles of Incorporation* are supplemental to--and shall not replace or supersede--the formal *Charter* of the Corporation which was filed with the *Office of the Secretary of State for the State of Tennessee* (on May 19, 2023).

ARTICLE ONE

NAME

The name of the corporation is **Philippine American Association of East Tennessee, Inc.**

ARTICLE TWO

REGISTERED AGENT AND OFFICE

The address of the initial registered office of the corporation in the State of Tennessee is PHILIPPINE AMERICAN ASSOCIATION OF EAST TENNESSEE, INC., c/o *Orlino Baldonado*, 10511 Hardin Valley Road, Knoxville, Tennessee 37932, and the name of its initial registered agent is Roger D. Hyman, Esq., 105 Legacy View Way, Knoxville, Tennessee 37918. The initial registered office is located in Knox County, Tennessee.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

CORPORATE PURPOSES

The purpose for which the corporation is organized is as a NON-PROFIT

corporation, for the express purpose of being a social organization intended to promote Philippine American culture and fellowship, and is hereby incorporated under the Tennessee Nonprofit Corporation Act. This corporation is a mutual benefit corporation. This corporation is not a religious corporation. This corporation will not have members (as such are defined by the Tennessee Nonprofit Corporation Act), but instead shall have Members (as defined hereinbelow) solely for the purposes of Voting.

ARTICLE FIVE

MEMBERSHIP

1. The MEMBERS of the Non-Profit Corporation shall be the "Shareholders" of the corporation, and shall together have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

2. No preferences, qualifications, limitations, restrictions, or special rights, other than those provided by law, shall exist in respect of any of the shares of the corporation.

3. *Eligibility*--The MEMBERS are defined as those natural persons who meet the following requirements, and are therefore eligible to become a MEMBER of the Association (*i.e.*, the Corporation):

- a) Any natural person who is in any way affiliated with the Philippines by virtue of birth, citizenship, ancestry, national origin, or cultural heritage;
- b) Any natural person now or formerly married to a Filipino;
- c) Any natural person who has adopted a child from the Philippines;
- d) Current members of the **United States Armed Forces** who are or have been stationed or served in the Philippines;
- e) Veterans of the **United States Armed Forces** who are or have been stationed or served in the Philippines;
- f) Current or former members of the **United States Peace Corps** who are or have been stationed or served in the Philippines;
- g) Current or former representatives or *bona fide* missionaries of a recognized religious organization who are now serving or in the past have served in the Philippines;
- h) Any natural person who has resided in the Philippines for one (1) or more year(s);
- i) Any natural person who is sponsored (in writing) by a current MEMBER of the Association, and whose sponsorship is thence accepted by the Board of Directors.

In all cases (as described and delineated above) Membership shall be formalized by and through Registration with the Association's incumbent Secretary(ies) and payment of the appropriate Annual Membership Fee, as such may be set from time to time by the Association. In addition thereto, Members must be *bona fide* residents of (and domiciled

in) the region of East Tennessee as such is defined by the provisions of *Tennessee Code Annotated*, which defines the specific Counties which comprise "East Tennessee."

4. **Voting Rights**—All natural persons who meet the eligibility requirements (as set forth in Article 5, ¶3, above) shall be considered a "Voting Member" provided he or she is at least eighteen (18) years of age; each Voting Member shall be entitled to one (1) vote on each matter submitted for a vote to the Members, specifically including (but not limited to) votes for the Board of Directors.

ARTICLE SIX

PRINCIPAL OFFICE

The street address and zip code of the initial principal office of the corporation is 10511 Hardin Valley Road, Knoxville, Tennessee 37932.

ARTICLE SEVEN

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of the corporation is five (5), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of Members or until successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Orlino Baldonado	10511 Hardin Valley Road Knoxville, Tennessee 37932
Estrella Baldonado	10511 Hardin Valley Road Knoxville, Tennessee 37932
Roger D. Hyman, Esq.	105 Legacy View Way (P.O. Box 26072) Knoxville, Tennessee 37912-9672
Elsa L. Hyman	2713 Windemere Lane Powell, Tennessee 37849
Michael Rose	109 Reese Road Sevierville, Tennessee 37862

ARTICLE EIGHT

INCORPORATORS

The name, address, and zip code of each incorporator is:

<u>Name</u>	<u>Address</u>
Roger D. Hyman, Esq.	P.O. Box 26072 Knoxville, Tennessee 37912-9672
Orlino Baldonado	10511 Hardin Valley Road Knoxville, Tennessee 37932

ARTICLE NINE

CORPORATION NOT FOR PROFIT

The corporation is *NOT* for profit.

ARTICLE TEN

ELECTION OF BOARD OF DIRECTORS

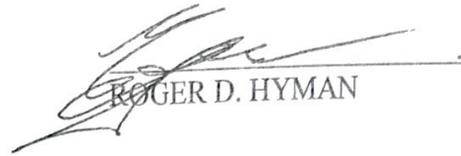
1. The Board of Directors shall be elected for bi-annual term(s) of office by the Members, by majority vote (for each) of the Registered Members of the Corporation (*i.e.*, the Association). Said bi-annual term(s) of office may be staggered, as may be defined from time to time by the By-Laws of the Corporation (*i.e.*, the Association).

2. The Board of Directors shall serve at the pleasure of the Corporation/Association Members, and any member of the Board of Directors may be replaced by majority vote of the Members of the Corporation/Association prior to the expiration of his or her term of office, pursuant to the By-Laws of the Corporation (*i.e.*, the Association).

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ACKNOWLEDGEMENTS

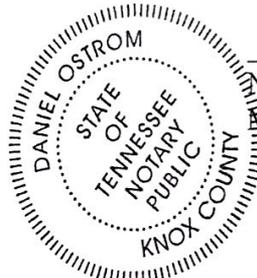
The undersigned Attorney for the incorporator declares, under penalty of perjury, that the statements made in these Articles of Incorporation are true. In witness, whereof, the Attorney for the incorporators has executed this instrument on the day and year first written above.


ROGER D. HYMAN

STATE OF TENNESSEE)
COUNTY OF KNOX)

Personally appeared before me the undersigned authority, a Notary Public in and for said State and County, **ROGER D. HYMAN**, the within named bargainor, with whom I am personally acquainted, or who proved to be on the basis of satisfactory evidence, and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand at office this 25 day of May, 2023.




NOTARY PUBLIC
My Commission Expires: April 7, 2026

This instrument was prepared by **ROGER D. HYMAN**, Attorney at Law, *GENERAL KNOX LAW, P.C.*, 105 Legacy View Way (P.O. Box 26072), Knoxville, Tennessee 37912-9672, ph. (865) 636-7789.