



## Office of the Secretary of State

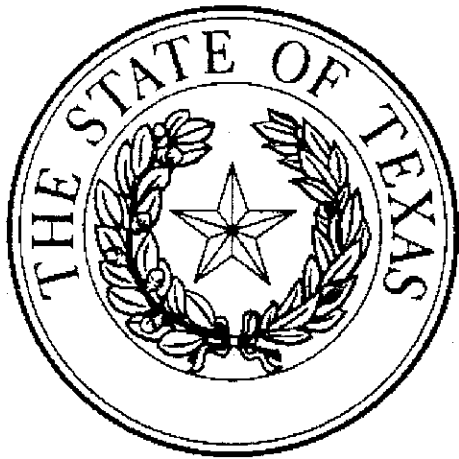
### CERTIFICATE OF AMENDMENT OF

HOI AI HUU BIEN HOA  
800032127

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of amendment for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Amendment.

Dated: 03/17/2004  
Effective: 03/17/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor  
Secretary of State



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

**HOI AI HUU BIEN HOA**  
Filing Number: 800032127

The undersigned, as Secretary of State of Texas, hereby certifies that the application for reinstatement for the above named entity has been received in this office and has been found to conform to law. It is further certified that the entity has been reinstated to active status on the records of this office.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Filing.

Dated: 03/17/2004

Effective: 03/17/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor  
Secretary of State

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ARTICLES OF AMENDMENT

OF

HOI AI HUU BIEN HOA

FILED  
In the Office of the  
Secretary of State of Texas

MAR 17 2004

Corporations Section

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ARTICLE ONE

The name of the corporation is HOI AI HUU BIEN HOA ("the Corporation."). The corporation has a charter number of 800032127.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted on the 8th day of March, 2004.

ARTICLE THREE

The amendment alters Article Six of the original Articles of Incorporation. The full text of the provision amended is as follows:

"Article Six

"The Corporation is organized exclusively for charitable, religious, educational, or 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 federal tax code."

"No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not

participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future Federal Tax Code, or (b) by an organization, 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.”

“Upon the Dissolution of the organization, 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 Federal 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 the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated for such purposes. “

#### ARTICLE FOUR

The amendment was adopted at a meeting of the board of directors held on March 8th, 2004, and received a vote of a majority of the directors in office, there being no members having voting rights in respect thereof.

Dated this 8th day of March, 2004.



Sharon M. Leal  
Acting Assistant Secretary

# HOI AI HUU BIEN HOA

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## BY-LAWS

**In order to form a non-profit and charity organization to promote and safeguard the culture and custom of Bien Hoa province, We, the People of Bien Hoa province, do agree and make these By-Laws.**

### Article I

#### **Establishment of Hoi Ai Huu Bien Hoa**

##### **Section 1 – Assumed Name**

Established by Vietnamese who were born, worked, lived in the Bien Hoa province, Hoi Ai Huu Bien Hoa is named in Vietnamese to express the same meaning as Bien Hoa Fellowship Association in English.

##### **Section 2 – Purposes**

Hoi Ai Huu Bien Hoa is for everyone who was born, worked, lived in the Bien Hoa province now residing in the State of Texas, especially in the city of Houston and vicinity.

Purposes include:

- Promote and safeguard the Vietnamese custom and culture, especially the culture and custom of Bien Hoa province.
- Help and assist members in time of excellent achievements, in the occasions of marriage, and in the events of loss loved ones.
- Encourage and develop more effective communication and friendship between members.

##### **Section 3 – Operation**

The operation of Hoi Ai Huu Bien Hoa is statewide in general, however; it tends to function mainly in the city of Houston and vicinity.

Hoi Ai Huu Bien Hoa will certainly work together with other organizations if their activities are as same as its activities stated in Article I, Section 2.

##### **Section 4 – Office**

Hoi Ai Huu Bien Hoa shall have its own office to do business. If not, its temporary office should be at one of the Board of Directors members' residency. Right now, its temporary office at 10731 Triola Lane, Houston, Texas 77072.

## Article II Members

### **Section 5 – Primary Members**

Requirements:

- Resident of the State of Texas
- Native of Bien Hoa province
- Agreement with Article I, Section 2
- Submission of a membership application

### **Section 6 – Prospective Members**

Requirements:

- Resident of the State of Texas
- Agreement with Article I, Section 2
- Submission of a membership application

### **Section 7 – Rights of Member**

Members are eligible to run for all Board of Directors positions and shall not be denied their right to vote in the election, removal, resignation, inability or dismissal of the member of the Board of Directors. However, members must be at least eighteen years of age and must not have been convicted of any crimes.

Members are encouraged to attend, participated and make suggestions at all of the Board of Directors meetings. However, members are not allowed to cast any voted in any decision making processes.

### **Section 8 – Duties of Member**

Member must support and participate in all of social, cultural and charitable activities planned by the Board of Directors. Furthermore, member shall report to the Board of Directors news which he or she has learned, heard or known about excellent achievements, marriages or deaths of other members so that the Board of Directors can inform all members to join in and share such events.

**Article III**  
**Board of Directors and Committee Officers**

**Section 9 – Members of the Board of Directors**

- President
- Vice President of Domestic Affairs
- Vice President of Public Affairs
- Secretary
- Treasurer

**Section 10 – Committee Officers**

- Cultural and Social Officer
- Media and New Officer
- Development and Financial Officer

**Section 11 – Terms**

- Two years term for all directors and officers.
- Directors and officers are encouraged to seek another term.
- Three months before the end of two year term, the Board of Directors must prepare for the upcoming election.

**Section 12 – Responsibilities and Rights of the Board of Directors**

- All works must be in accordance with Article 1, Section 2
- Board of Directors
  - 1). President
    - President can not be a member of board of directors of other organizations.
    - President is a primary speaker of the organization.
    - Executes all of the organization activities.
    - Report all of the works to the organization annual anniversary.
    - Hold and chair all regular and emergency meetings of the Board of Directors.
    - Assist members of the Board of Directors to prepare all programs related to the organization activities
    - Represent the organization.
    - Sign all documents
    - Authorize to sign the organization check for a maximum of 100 dollars; over that amount the organization must be signed by the treasurer.

- Cash, credit cards, checks, money orders and reward notes

### **Section 20 – Investigation of Assets**

Expenditure and Income Books are subject to be checked by the President, Secretary, and Treasurer every 6 months. However, President and all members of the Board of Directors are authorized to look at the organization financial status at any time as needed.

Members are encouraged to request for reports of the organization expenditure and income provided by the treasurer.

## **Article VI** **Impeachment**

### **Section 21 – Members**

Members, who do not follow the Hoi Ai Huu Bien Hoa By-Laws, or act in harmful ways to the organization will be judged by the Board of Directors. If found guilty, their memberships will be taken away by 2/3 of the Board of Directors votes.

### **Section 22 – Members**

Members, who do not follow the Hoi Ai Huu Bien Hoa By-Laws, or act in harmful ways to the organization will be impeached. If found guilty by the majority votes of an emergency member meeting, his or her seat will be replaced.

## **Article VII** **Amendments**

### **Section 23 – Proposals**

Members have rights to propose changes of any articles, sections of Hoi Ai Huu Bien Hoa By-Laws. Their proposals must be sent to the Board of Directors one month before the Board of Directors holding their regular meetings

### **Section 24 – Amending**

Any amendments require 2/3 votes of all members who attends the general assembly held by the Board of Directors



**Article VIII**  
**Dismissal**

**Section 25 – Dismissal of Hoi Ai Huu Bien Hoa**

By 2/3 votes of all members attending the general assembly, Hoi Ai Huu Bien Hoa will be dismissed and discontinued.

**Section 26 – Final Judgement of Assets**

By 2/3 votes of all members attending the general assembly, Hoi Ai Huu Bien Hoa Assets will be used as follows:

- 1). Pay all debts.
- 1). Donate the rest of assets to other charities.

**Article IX**  
**Legal Responsibility**

Hoi Ai Huu Bien Hoa is a non profit and charity organization. Hoi Ai Huu Bien Hoa is not responsible for any members who are involved in lawsuits related to any types of conflicts between them and does not accept any results from lawsuits between its members.

2). Vice President of Domestic Affairs

- Assist the president to execute all of the organization cultural, social and charitable activities.
- Become president in case of being authorized by the President or clearly evidenced that the president could no longer execute the works of the organization.
- Represent the organization in public affairs authorized by the President.

3). Vice President of Public Affairs

- Assist the president in public relationships with other organizations.
- Represent the organization in public affairs authorized by the President

4). Secretary

- Files and keeps tract of all documents.
- Takes notes during the Board of Directors meetings and prepare all reports to be available to members.
- Represent the organization in public affairs authorized by the President

5). Treasurer

- Responsibility includes: Keep tract of the organization expenses and incomes, assets and financial files.
- Summarize the financial status of the organization in all of the Board of Directors meetings.
- Work with the secretary to file the annual income tax.
- Represent the organization in public affairs authorized by the President

### **Section 13 – Responsibilities and Rights of Committee Officers**

- Write and execute all activities related to their own environments and responsibilities.
- Report to the Board of Directors all activities in process.

### **Section 14 – Meeting and Decision**

The Board of Directors shall meet in every two months and in emergencies or when requested by 2/3 of the board members.

Final decisions are based on 2/3 of the board members.

### **Section 15 – Activities**

The Board of Directors shall organize annual activities such as:

- 1). New Year Festivals.
- 2). Semi-Annual Member Gathering Day.
- 3). Social, cultural and customary ceremonies.

## **Section 16 – Requirements for Selecting Board of Directors and Committee Officers**

All members of the Board of Directors shall be selected during the general election day by voluntary running for a position or either by members' votes or raising hands. The result will be based upon the majority votes.

The Committee Officers shall be appointed by the President.

## **Section 17 – Replacement of Members of the Board of Directors**

In the event the President is unable to perform his or her duties and responsibilities, he or she shall be replaced in accordance with the following:

- 1). Vice President of Domestic Affairs
- 2). Vice President of Public Affairs
- 3). Secretary
- 4). Treasurer

All of other seats will be replaced by an emergency member meeting to select new members

## **Article IV** **Elections**

## **Section 18 – Rights and Procedures**

All members must be 18 years of age in order to run for or to be recommended for a board of directors' seat, to recommend a candidate for a board of directors' seat and to vote.

Either by votes or raising hands in an election, candidates win by most popular votes.

## **Article V** **Assets**

## **Section 19 – Summary**

Assets of the organization include donations and fundraisers through all of social, cultural and customary events.

- 1). Donations

- Cash, credit cards, checks, gifts, land and properties.

- 2). Fundraisers