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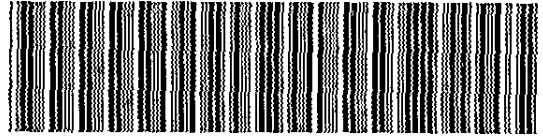
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W03-26955
4/9/26

TRANSMITTAL LETTER

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

SUBJECT: A M E R I C A C O N T I N E N T A L 2 0 0 0
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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 of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Raymark A. Clement
Name (Printed or typed)

4773 NW 116 Terrace
Address

Coral Springs, FL. 33076
City, State & Zip

(954) - 227 - 3660
Daytime Telephone number

E-mail: Raymarkclement@aol.com

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 19, 2003

RAYMARK A. CLEMENT
4773 NW 116 TERR
CORAL SPRINGS, FL 33076

SUBJECT: AMERICA CONTINENTAL 2000
Ref. Number: W03000026955

We have received your document for AMERICA CONTINENTAL 2000 and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return the original and one copy of 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 (850) 245-6884.

Shawn Logan
Document Specialist
New Filings Section

Letter Number: 803A00052031

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SEP 29 PM 3:15
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AMERICA CONTINENTAL 2000, INC.**

I, the undersigned natural person over the age of 18, acting as incorporator, adopt the following Articles of Incorporation of America Continental 2000, Inc.:

**ARTICLE I
NAME**

The name of the Corporation is: America Continental 2000, Inc.

**ARTICLE II
NONPROFIT CORPORATION**

The Corporation is a private voluntary nonprofit organization. When it dissolves, all of its assets will be distributed to the State of Florida or an organization exempt from taxes under Internal Revenue Code Section 501 (c)(3) for one or more purposes exempt under the Florida franchise tax. The Corporation succeeds an unincorporated charitable association of the same name located in Coral Springs, Florida. The incorporator have been authorized to execute these Articles of Incorporation by consent of a majority of the unincorporated association's members.

**ARTICLE III
DURATION**

The Corporation will continue in perpetuity.

**ARTICLE IV
PURPOSES**

The purposes for organizing the Corporation are to perform charitable activities within the meaning of Internal Revenue Code Section 501 (c)(3) and Chapter 496, F.S. Specifically, the Corporation is organized to provide disaster relief and development assistance to the continents of North and South America in the form of engineering and other technical consulting, advice, and assistance; the providing of equipment and materials necessary to carry out that advice; and other organizational and consulting services designed to assist local organization and governments in preparing for and responding to disasters of all kinds including disasters caused by terrorism, environmental contamination, and water drought.

**ARTICLE V
STATEMENT OF COMMITMENT**

America Continental 2000, Inc. knows that all the contributions are a proof of trust in our goals and programs for a better America. In accordance with the purposes stated in the ARTICLE IV of this incorporation, we pledge to be honest and responsible in our administration, making well informed management decisions with regards to all expenditures and distributions of funds, resources, and contributions, without unreasonable cost for administration, promotion, advertising, publicity and fund-raising; keeping our audited financial statements in accordance with the full practice of generally accepted accounting principles by and independent CPA company. Therefore, the audited financial statement will be available to the public upon request. We have an independent Board of Directors that has official control of all the funds. Furthermore, the identities of all the donors is confidential, we don't lend, sell rent or exchange this information on our mailing lists.

ARTICLE VI POWERS

Except as these Articles otherwise provide, the Corporation has all the powers in compliance with chapter 617, F.S., (not for profit). Moreover, the Corporation has all the powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate directors, or officer for services rendered to or for the Corporation in furtherance of one or more of its purposes and as may be provided in the Bylaws.

ARTICLES VII RESTRICTIONS AND REQUIREMENTS

- A. The Corporation may not pay dividends or other corporate income to its directors, or officers, otherwise accrue distributable profits, or permit the realization of private gain. The Corporation may not take any action prohibited by the Chapter 617, Florida Statutes (F.S.). The Corporation may not engage in any activities, except to insubstantial degree, that do not further its purposes as set forth in these Articles.

- B. The Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501 (c)(3) and related regulations, ruling and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170 (c)(2) and related regulations, ruling and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation may not:
 - 1. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by

Internal Revenue Code and related regulations, ruling and procedures, except to an insubstantial degree.

2. Serve a private interest other than one clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, ruling and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
5. Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, ruling and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Corporation's assets will be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the Corporation's net earnings to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business, except as a secondary purpose related to the Corporation's primary, exempt purposes.

ARTICLE VIII
MEMBERSHIP

The Corporation will have no members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is:

4773 NW 116 TERRACE
CORAL SPRINGS FL. 33076

The name of the initial registered agent at this office is RAYMARK A. CLEMENT

ARTICLE X

MANAGING BODY OF CORPORATION

The management of the corporation is vested in its Board of Directors and such Committees of the board that the board may, from time-to-time, establish. The bylaws will provide the qualifications, manner of selection, duties, terms and other matters relating to the Board of Directors. The initial Board will consist of three (4) persons. The initial Board will consist of the following persons at the following addresses:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Raymark A. Clement	President, CEO	4773 NW 116 Terrace Coral Springs, Fl. 33076
James M. Kanter	Vice-President, Director - Federal Government Relations	2701 Ponce De Leon Boulevard Suite 300 Coral Gables, Florida 33134 (work)
Julio Chen	Director-International Affairs	14801 SW 141 Terrace Miami, Fl. 33196
Giovanni Carlucci	Director-Ocean Freight	13472 N.W. 8th. Terrace Miami, Fl. 33182

ARTICLE XI **LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except as otherwise provided by a Florida statute.

ARTICLE XII **INDEMNIFICATION**

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by provisions of the Florida Statutes governing indemnification. As the bylaws provide, the Board may define the requirements and limitations for the Corporation to indemnify directors, officers or others related to the Corporation.

ARTICLE XIII **CONSTRUCTION**

All references in these Articles, statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE XIV **INCORPORATOR**

The name and post-office address of the incorporator is:

<u>Name of Incorporator</u>	<u>Address</u>
Raymark A. Clement	4773 NW 116 Terrace Coral Springs, Florida 33076

ARTICLE XV **ACTION BY WRITTEN CONSENT**

- A. Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by fewer than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest-dated consent delivered to the Corporation. Delivery must be made by hand, or by certified registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.
- B. The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action requires documents to be filed with the secretary of state, the filed documents will state that the written-consent procedures have been properly followed.
- C. A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

ARTICLE XVI **SPONSORS**

The Corporation will have sponsors. They can be individuals or corporations in or out the United States of America. Their voluntary contributions of money, staff time or in-kind support will be tax deductible as allowed by law.

ARTICLE XVII
PROMOTERS

The Corporation will have promoters to help us with the promotion of our programs. They can be individuals or Corporations in or out of the United States of America. Their voluntary contributions of money, staff time or in kind support will be tax deductible as allowed by law.

ARTICLE XVIII
VOLUNTARY CONTRIBUTIONS

The Corporation will receives some portion of its annual revenue from the private sector (demonstrating its private nature) and will receives voluntary contributions of money, staff time, or in-kind support from the general public including sponsors and promoters (demonstrating its voluntary nature).

ARTICLE XIX
REGISTRATION WITH THE USAID

The Corporation is planning to comply with all the regulations stated in the Title 22 of the Code of Federal Regulations (CFR), Part 203-Registration of Agencies for Voluntary Foreign Aid.

IN WITNESS WHEREOF, I have hereunto set my hand, this 15 day of September, 2003.



Raymark A. Clement, President
Incorporator & Initial Registered Agent

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