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SECRETARY OF STATE

FEB 2 5 2016 S. PRATHER

COVER LETTER

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

World BASC Organization Inc

305-444-7775

jgagel@jgagel.com

	(PROPOSED CORPO	RATE NAME – <u>MUST IN</u>	CLUDE SUFFIX)
closed is an original a	and one (1) copy of the Arti	cles of Incorporation and	a check for:
\$70.00	□ \$78.75	□\$78.75	\$87.50
Filing Fee	Filing Fee &	Filing Fee	Filing Fee,
	Certificate of Status	& Certified Copy	Certified Copy & Certificate
		ADDITIONAL COPY REQUIRE	
FROM:	James Gagel, Esq		
FROM:	Name (Printed or typed)		
	255 Aragon Avenue, 2nd floor		
	The state of the s	Address	-
	Coral Gables, FI 33134		

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

E-mail address: (to be used for future annual report notification)

City, State & Zip

Daytime Telephone number

16 FEB 25 PM 2. 17 PM

ARTICLES OF INCORPORATION OF

World BASC Organization, Inc.

- **ARTICLE 1.** Name. The name of the Corporation is World BASC Organization, Inc. The acronym BASC stands for "Business Alliance for Secure Commerce". The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.
- **ARTICLE 2. Address.** The address of the principal office of the Corporation is 2305 NW 107TH Avenue, Suite 2M57 Doral FL, 33172 US.
- **ARTICLE 3.** Initial Registered Office and Agent. The address of the registered office in the State of Florida is 255 Aragon Avenue 2nd Floor, Coral Gables, FL 33134. The name of the registered agent at such address is James Gagel, Esq.
- **ARTICLE 4. Members.** The corporation may have members and may issue membership certificates. The corporation shall not issue shares of stock. The admission, classes, rights and obligations of the members shall be governed by the bylaws.
- ARTICLE 5. Not For Profit. The corporation is a Not For Profit Corporation under Florida Statutes Chapter 617, the Florida Non For Profit Corporation Act. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these Articles, under law and under 26 USCA 501(c)(3). No member shall have any vested right, interest, or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law, and under 26 USCA 501(c)(3)
- **ARTICLE 6. Duration.** The duration of the corporation is perpetual.
- **ARTICLE 7. Purposes.** The corporation is organized and operated exclusively for charitable, scientific, and educational purposes. For such purposes, the corporation may:
- (a) Engage in the promotion of the security and integrity of the international trade supply chain through training, education, and certification of its worldwide members in supply chain security and related areas, in cooperation with customs, law enforcement, NGOs, and other local, regional and international business and government entities.
- (b) Promote the development and implementation of prevention and protection measures aimed at preventing the use of the international trade supply chain as a means of financing illicit

activities such as terrorism, smuggling, drug trafficking and others, including intellectual property violations and others that threaten the security of countries.

- (c) Raise public awareness and knowledge of safe and secure international commerce by pursuing and supporting research, conducting forums, delivering lectures, teaching seminars, and preparing and distributing instructional materials.
- (d) Enter into contracts, memorandums of understanding, and other agreements with public and private entities, in furtherance of its purposes.
- (e) Enlist members, and establish rules, guidelines, and standards, issue certifications, conduct audits, and generate revenue through membership fees and other activities in furtherance of its purposes.
- (f) Conduct and promote activities and operations commonly conducted and promoted by chartable, scientific and educational organizations formed under 26 USCA 501(c)(3)
- (e) Perform all acts necessary and incidental for the accomplishment of the foregoing purposes to the extent allowed by the Florida Non Profit Corporation Act.
- **ARTICLE 8. Powers.** Solely for the above purposes, the corporation shall have the following powers:
- (a) To exercise all rights and powers conferred by the laws of the State of Florida on Not For Profit corporations including, but not limited to, those set forth in Florida Statutes Chapter 617, and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease, or otherwise, any property of any sort or nature (without limitation as to its amount or value), and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.
- (b) To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which Not For Profit corporations may be incorporated under the Florida Not For Profit Corporation Act.
- (c) To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.
- **ARTICLE 9. Limitation.** No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of, or be distributable to, its members, directors or officers, but 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 Article 7 (Purposes) of these Articles.

ARTICLE 10. Tax Exempt Status. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under 26 USCA § 501(a) as an organization described in 26 USCA § 501(c)(3) and which is other than a private foundation as defined in 26 USCA § 509. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 USCA § 501(c)(3).

ARTICLE 11. Dissolution. On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively 26 USCA § 170(c)(1) or 26 USCA § 170(c)(2)(B) and is described in 26 USCA § 509(a)(1), (2) or (3).

ARTICLE 12. Board of Directors. There shall be a board of directors consisting of at least three individuals. The initial directors shall be appointed by the incorporator. After that, each director shall be elected in the manner and at the times set forth in the bylaws. Any director may be removed in accordance with the provisions of the bylaws.

The names and addresses of the persons who are to serve as the initial Directors are:

Director, Chairman of the Board of Directors: Alvaro Alpizar Antillon

Address: 2305 NW 107th Ave. Suite 2M57 Doral FL 33172

Director, Vice Chairman of the Board of Directors: Jose Nelton Gonzalez

Address: 2305 NW 107th Ave. Suite 2M57 Doral FL 33172

Director: Raul Saldias

Address: 2305 NW 107th Ave. Suite 2M57 Doral FL 33172

Director, Treasurer of the Board of Directors: Juan Francisco Toruño

Address: 2305 NW 107th Ave. Suite 2M57 Doral FL 33172

Director, Secretary of the Board of Directors: Marisela Valenzuela

Address: 2305 NW 107th Ave. Suite 2M57 Doral FL 33172

ARTICLE 13. Officers. The officers of the corporation may consist of an International President, an Executive Director, one or more Vice Presidents, a Secretary, a Treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors, and may be removed by the board of directors at such a time and in such a manner as may be prescribed by the bylaws or by law.

The names and addresses of the persons who are to serve as the initial officers are:

International President: Fermín Cuza

Address: 2305 NW 107th AVE Suite 2M57 Doral FL 33172, US

Executive Director: Fernando Duque

Address: 2305 NW 107th AVE Suite 2M57 Doral FL 33172, US

ARTICLE 14. Incorporator. The name and street address of the incorporator is: James Gagel, Esq., 255 Aragon Avenue 2nd Floor Coral Gables, FL. 33134

ARTICLE 15. Bylaws. The bylaws of the corporation are to be made and adopted by the General Assembly, Board of Directors and Members and may be altered, amended or rescinded by the General Assembly.

ARTICLE 16. Amendment. The General Assembly may amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, as provided by the bylaws.

ARTICLE 17. Indemnification and Civil Liability Immunity. The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

IN WITNESS WHEREOF, the undersigned, for the purpose of filing these Articles of Incorporation under the laws of the State of Florida, does make, file, and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Miami, Miami-Dade County, Florida, and this 22nd day of February, 2016

Andrea Viteri

Witness

James Gagel, Esq.

Incorporator

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 617 of the Florida Not for Profit Corporation Act, the undersigned submits the following statement in accepting the designation as Registered Agent and registered office of World BASC Organization, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

- 1. Name of the Corporation:
 World BASC Organization, Inc.
- Name and street address of the registered agent:
 James Gagel, Esq
 255 Aragon Avenue 2nd Floor
 Coral Gables, Florida 33134

I, the undersigned person, having been named as Registered Agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 22nd day of February, 2016.

James Gagel, Esq. Registered Agent