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ACCOUNT NO. : 072100000032

REFERENCE : 471374 7197286

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 8, 1999

ORDER TIME : 11:53 AM

ORDER NO. : 471374-005

CUSTOMER NO: 7197286

CUSTOMER: Ms. Julia Sala  
SHUTTS & BOWEN LLP  
SHUTTS & BOWEN LLP  
Suite 200o  
200 East Broward Boulevard  
Fort Lauderdale, FL 33301

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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DOMESTIC FILING

NAME: GREATER FORT LAUDERDALE  
INTERNATIONAL BUSINESS  
COUNCIL, INC.

EFFECTIVE DATE:

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-11/08/99--01090--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (1 Certified Copy)  
XX PLAIN STAMPED COPY (1 Plain Copy)  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

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**ARTICLES OF INCORPORATION  
of  
THE GREATER FORT LAUDERDALE  
INTERNATIONAL BUSINESS COUNCIL, INC.  
(a Florida corporation, not for profit)**

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DIVISION OF CORPORATIONS

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The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**Name and Location of Principal Office**

The name of the corporation is The Greater Fort Lauderdale International Business Council, Inc., a Florida corporation, not for profit. The address of the principal office of the corporation is 512 N. E. 3<sup>rd</sup> Avenue Fort Lauderdale, FL 33301.

**ARTICLE II**

**Term**

The corporation shall exist perpetually until dissolved by due process of law.

**ARTICLE III**

**Incorporators**

The name and address of the incorporator of these Articles of Incorporation is John Copelan, Jr., c/o Shutts & Bowen LLP, 200 E. Broward Boulevard Suite 2000 Fort Lauderdale, FL 33301.

**ARTICLE IV**

**General Purposes**

The purposes for which the corporation is organized are exclusively within the meaning of section 501(c)(6) of the internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue Law.

## **ARTICLE V**

### **Activities Not Permitted**

Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate 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.

## **ARTICLE VI**

### **Dedication and Distribution of Assets**

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

## **ARTICLE VII**

### **Management of Corporate Affairs**

(a.) **Board of Directors.** The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have ten (10) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaw but shall never be less than three (3). The method of selection of Directors is stated on the Bylaws of this corporation.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first Members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
(1) Thomas L. Paradis	Greater Fort Lauderdale Chamber of Commerce 512 N. E. 3 <sup>rd</sup> Avenue Fort Lauderdale, FL 33301
(2) Holly Studt	Merrill Lynch Corporation 240 S. E. Spanish Trail Boca Raton, FL 33432
(3) Dolph DuMont	Manadu Corporation 1531 S. E. 13 <sup>th</sup> Street Fort Lauderdale, FL 33316
(4) John Bauer	Basic Foods International POB 22948 Southside Sta. Fort Lauderdale, FL 33335
(5) John Copelan	Shutts & Bowen 200 East Broward Blvd. Suite 2000 Fort Lauderdale, FL 33301

- |                      |   |
|----------------------|---|
| (6) Michael Langley  | The Broward Alliance<br>350 S. E. 2 <sup>nd</sup> Street, Ste. 400<br>Fort Lauderdale, FL 33301                     |
| (7) Carole Patella   | The World Trade Center Ft. Lauderdale<br>200 East Las Olas Blvd. Ste 100<br>Fort Lauderdale, FL 33301               |
| (8) Stephen Queior   | The Greater Fort Lauderdale<br>Chamber of Commerce<br>512 N. E. 3 <sup>rd</sup> Avenue<br>Fort Lauderdale, FL 33301 |
| (9) Charles Jackson  | Florida Medical Providers<br>6175 N. W. 153 <sup>rd</sup> Street<br>Miami Lakes, FL 33014                           |
| (10) Bernard Schutte | Digital Media Network<br>One Financial Plaza, 22 <sup>nd</sup> Fl.<br>Fort Lauderdale, FL 33301                     |

(b) **Corporate Officers.** The Board of Directors shall elect the following Officers: President, Vice President, Treasurer, and Secretary and such other Officers as the Bylaws of the corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

## **ARTICLE VIII**

### **Indemnification**

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he or she is or shall be made a party by reason of his or her being or having been a Director or Officer of the corporation (whether or not he or she is a Director or Officer of the corporation at the time he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him or her) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

## **ARTICLE IX**

### **Membership**

The membership of the corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The Directors shall from time to time prescribe form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

## **ARTICLE X**

### **Bylaws**

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

## **ARTICLE XI**

### **Amendments to Articles of Incorporation**

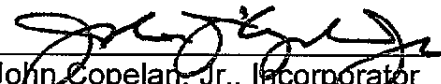
An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

## **ARTICLE XII**

### **Initial Registered Office and Agent**

The name and address of the initial registered agent of the corporation is Corporation Service Company 1201 Hays Street Tallahassee, FL 32301.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 4<sup>th</sup> day of November, 1999, for the purpose of forming the corporation not for profit under the laws of the State of Florida.

  
John Copelan, Jr., Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

DATED THIS 8<sup>th</sup> DAY OF NOVEMBER, 1999.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
Secretary for  
CORPORATION SERVICE COMPANY  
(Registered Agent)  
Deborah D. Skipper  
as its agent

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