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BASIC AMENDMENT

INTERNATIONAL BUSINESS COUNCIL OF SOUTH FLORIDA, INC

Certificate of Status	0
Certified Copy	0
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Restated Art.

06/18/03

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**RESTATED
ARTICLES OF INCORPORATION
OF
INTERNATIONAL BUSINESS COUNCIL OF SOUTH FLORIDA, INC.
(a Florida Not For Profit Corporation)**

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Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), the Articles of Incorporation of International Business Council of South Florida, Inc. (the "Corporation"), a Florida not for profit corporation, are hereby restated in their entirety as follows:

ARTICLE I - NAME

The name of the Corporation is International Business Council of South Florida, Inc.

ARTICLE II - ADDRESS

The street address of the Corporation is 111 E. Las Olas Boulevard, Askew Tower, Suite 823, Fort Lauderdale, Florida 33301, and its mailing address is P.O. Box 21024, Fort Lauderdale, Florida 33335

ARTICLE III - 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 IV - ELECTION OF DIRECTORS

The method of the election of the directors of the Corporation (the "Directors") shall be as stated in the Bylaws of the Corporation.

ARTICLE V - LIMITATIONS ON CORPORATE POWERS

The Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt form Federal income tax under section 501(c)(6) of the internal Revenue Code of 1986, as amended, or the corresponding provision of any future United State Internal Revenue Law (collectively, the "Code") or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

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.

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

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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 Code, or to the Federal, State, or local government for exclusive public purposes.

ARTICLE VI - BYLAWS

Any matters permitted by Section 617.0202(2) of the Act to be set forth in these Articles of Incorporation will be set forth in the Bylaws of the Corporation, as amended from time to time as provided therein, provided that the Bylaws of the Corporation need not set forth any matters not required by the Act to be set forth therein.

ARTICLE VII - 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 is entitled to as a matter of law.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Interstate Registered Agent Corporation
c/o Holland & Knight LLP
701 Brickell Avenue
Suite 3000
Miami, Florida 33131

Attached hereto is the certificate required by Section 617.1007(3) of the Act.

IN WITNESS WHEREOF, the undersigned has, pursuant to the direction of the Board of Directors of the Corporation, executed these Restated Articles of Incorporation this 16th day of June, 2003.


Thomas L. Paradis, President

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CERTIFICATE

**Pursuant to Section 617.1007(3)
of
The Florida Not For Profit Corporation Act**

The Restated Articles of Incorporation of International Business Council of South Florida, Inc., to which this Certificate is attached does not contain an amendment to the Articles of Incorporation requiring member approval and such Restated Articles of Amendment were duly adopted by a majority of the Board of Directors of the Corporation entitled to vote at a meeting duly called and held on April 15, 2003.


Thomas L. Paradis, President


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STATEMENT OF REGISTERED AGENT

The undersigned hereby accepts its appointment as the registered agent for International Business Council of South Florida, Inc. in the State of Florida. The undersigned is familiar with, and accepts, the obligations of registered agent in the State of Florida as provided in Florida Statutes, Chapter 617.

Interstate Registered Agent Corporation

By: 
Name: TIMOTHY C. LEIKNER
Title: VICE PRESIDENT