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February 2, 2000

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

Re: Articles of Incorporation of German American Business Chamber of  
Florida, Inc.  
Our File No. 3679.001

Dear Secretary of State:

Enclosed please find the original and one copy of the Articles of Incorporation along with our firm check in the amount of \$78.75. After filing of same, please return to us the original and a certified copy in the enclosed self-addressed, stamped envelope.

Very truly yours,

  
Claudio Riedi, Esq.

CR/kd  
Enclosures

FILED  
00 FEB -7 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2-14  
2000

**GERMAN AMERICAN BUSINESS CHAMBER OF FLORIDA, INC.**

**ARTICLES OF INCORPORATION**

BY THESE ARTICLES OF INCORPORATION the undersigned incorporator forms a corporation under Florida law.

1. NAME. The name of the corporation is German American Business Chamber of Florida, Inc.

2. PRINCIPAL OFFICE; ELECTION OF DIRECTORS. The principal place of business and mailing address of this corporation is c/o GATC, Inc., 100 N. Biscayne Blvd., Suite 1202, Miami, FL 33132-2306. The method of election of directors shall be set forth in the Bylaws.

3. PURPOSES.

(a) The purposes for which this corporation is organized are the following:

- (i) To facilitate the cooperation of various Florida associations dedicated to promotion of German American businesses and social ties.
- (ii) To provide a vehicle for the integration of various Florida associations dedicated to the promotion of German-American trade, with the goal of close cooperation and exchange of information and ideas between the members.
- (iii) To explore ways of conforming the business procedures of the members and to achieve increased uniformity between the goals and purposes of the various members.
- (iv) To otherwise promote and foster business, trade and cultural exchanges between the United States and/or Germany.
- (v) To represent towards third parties the Florida organizations dedicated to the advancement of German American business.
- (vi) To conduct any other business that is legal and lawful under the laws of the state of Florida for Not-for-profit corporations.

(b) This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this

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 this article. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. On the dissolution of this corporation, the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated as a business chamber and that shall at the time qualify as exempt organizations under § 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively as business chambers

4. MEMBERS. The qualifications for membership and the manner of admission of members shall be regulated by the bylaws.

5. REGISTERED AGENT/ REGISTERED AGENT'S OFFICE. The initial registered office of the corporation is c/o Baur, Woodbridge, Reus & Klein, P.A., 100 N. Biscayne Blvd., 21<sup>st</sup> Fl., Miami, Florida 33132-2306. The initial registered agent at that address is Claudio Riedi, Esq.

6. DIRECTORS. The corporation shall have three (3) directors initially. The number of directors may be changed from time to time in the bylaws.

7. INCORPORATORS. The name and address of the incorporator is Claudio Riedi, Esq., Baur, Woodbridge, Reus & Klein, P.A., 100 N. Biscayne Blvd., 21<sup>st</sup> Fl., Miami, Florida 33132-2306.

8. BYLAWS. The bylaws of the corporation shall be adopted by the Board of Directors.

DATED February 1, 2000.

C. Riedi  
Claudio Riedi, Incorporator

**GERMAN AMERICAN BUSINESS CHAMBER OF FLORIDA, INC.**

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, CLAUDIO RIEDI, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 1st day of February, 2000.

Criedi  
CLAUDIO RIEDI, ESQ.

FILED  
00 FEB -7 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA