

ROGERS, MORRIS & ZIEGLER

ATTORNEYS AT LAW

DWIGHT L. ROGERS (1886-1954)
JOHN E. MORRIS (1886-1955)
JOHN E. MORRIS, JR. (1920-1985)
DWIGHT L. ROGERS, JR.
ROBERT E. ZIEGLER
J. PATRICK DYAL
ROMNEY C. ROGERS*
RUSSELL A. WHITE
DANA ZIEGLER HOLDING
MARK F. BOOTH
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*ALSO ADMITTED TO GEORGIA BAR
**ALSO ADMITTED TO CALIFORNIA BAR

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FORT LAUDERDALE, FLORIDA 33301

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November 16, 2000

NO000000007793

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

100003472311--3
-11/21/00--01035--011
*****78.75 *****78.75

Re: Articles of Incorporation of American Chamber of Christians in
Business of Miami-Dade County, Inc. (Non-Profit Corporation)

Gentlemen:

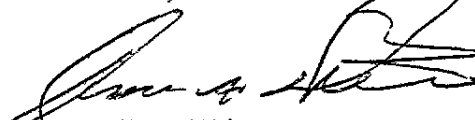
Please find enclosed for filing an original and one copy of the Articles of Incorporation of American Chamber of Christians in Business of Miami-Dade County, Inc. Also enclosed is a check payable to Florida Secretary of State in the amount of \$78.75 representing your fee.

Please return the certified copy of the Articles of Incorporation to the undersigned when filed.

Thank you for your prompt attention to this matter.

Very truly yours,

ROGERS, MORRIS & ZIEGLER


Russell A. White

RAW:mt
Enclosures

FILED
00 NOV 20 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Feb
11/27

ARTICLES OF INCORPORATION
OF
AMERICAN CHAMBER OF CHRISTIANS IN BUSINESS
OF MIAMI-DADE COUNTY, INC.
(Non-Profit Corporation)

FILED
00 NOV 20 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Location

The name of this Corporation shall be AMERICAN CHAMBER OF CHRISTIANS IN BUSINESS OF MIAMI-DADE COUNTY, INC., a non-profit organization, and the principal office address of the Corporation is 780 N. W. 42 Avenue, Suite 603, Miami, Florida 33126.

ARTICLE II

Purposes

This Corporation is being organized to provide a forum for Christian business people to meet in a Chamber of Commerce in Miami-Dade County, Florida. The purposes for which the Corporation is organized are exclusively within the meaning of Section 501(c)(6) of the Internal Revenue Code as now in effect or as it may be amended.

ARTICLE III

Powers

The Corporation shall have the powers of non-profit corporations authorized by Florida Statutes, and is organized pursuant to the provisions of the Florida Not for Profit Corporation Act.

ARTICLE IV

Name and Residence of Incorporator

Marc Stockwell
6790 S. W. 56 Street, Suite 200
Miami, Florida 33155

ARTICLE V

Term of Existence

This Corporation shall have perpetual existence.

ARTICLE VI

Management and Time of Election

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of three members.

Directors shall be elected by the Voting Members in accordance with the By-Laws at the regular annual meeting of the membership of the Corporation to be held at 9:00 a.m. on the 2nd Monday of September of each year. Directors shall be elected to serve for a term of one year.

All officers shall be elected by the Board of Directors in accordance with the By-Laws at the regular annual meeting of the Board of Directors on the 2nd Monday of September of each year, to be held immediately following the annual meeting of the membership. The Board of Directors shall elect from among the members a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable.

ARTICLE VII

Initial Officers

The names of the officers who shall serve until the first election are as follows:

<u>Office</u>	<u>Name</u>
President	Marc Stockwell
Secretary and Treasurer	Joe Pruna

ARTICLE VIII

Initial Directors

The following persons shall constitute the first Board of Directors:

<u>Name</u>	<u>Address</u>
Marc Stockwell	c/o The Trumpeter Magazine 6790 S.W. 56th Street Suite 200 Miami, Florida 33155
Joe Pruna	c/o Ocean Bank 780 N. W. 42 Avenue, Suite 603 Miami, Florida 33126
Steve James	c/o WMCU 330 Biscayne Boulevard Miami, Florida 33132
Rolando Bichara	c/o Ocean Bank 780 N.W. 42 Avenue, Suite 600 Miami, Florida 33126

ARTICLE IX

By-Laws

By-Laws for the Corporation shall be initially adopted by the first Board of Directors of the Corporation. During the first year of existence of the Corporation, the Board of Directors shall have the power and authority to alter and amend the By-Laws by a

majority vote of such Board; thereafter, the By-Laws of this Corporation may be made, altered, amended or rescinded as set out in said By-Laws.

ARTICLE X

Amendment to Articles of Incorporation


These Articles of Incorporation may only be amended by a majority vote of the members of the first Board of Directors of the Corporation; for the first year of existence of the Corporation; thereafter, any majority of the members of the Corporation may propose amendments to the Articles of Incorporation; provided, however, that an affirmative vote of a majority of the qualified Voting Members of the Corporation shall be necessary to adopt such proposed amendments.

ARTICLE XI

DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations as described in the Internal Revenue Code of 1954, in accord with applicable sections thereof, and any prior or future law, or to the federal, state or local government for exclusive public purpose. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the organization is then located, exclusively for such purposes.

WITNESS the hand and seal of the incorporator in the County of Miami-Dade, State of Florida this 2nd day of November, 2000.



Marc Stockwell

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

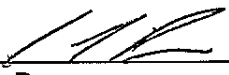
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That AMERICAN CHAMBER OF CHRISTIANS IN BUSINESS OF MIAMI-DADE COUNTY, INC., a non-profit corporation desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, located at 780 N. W. 42 Avenue, Suite 603, Miami, Florida 33126, has named JOE PRUNA, located at 780 N. W. 42 Avenue, Suite 603, Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state..

ACKNOWLEDGMENT

The undersigned, having been named to accept service of process for the above named Corporation at the place designated in this certificate, hereby accepts to act in this capacity and hereby agrees to comply with the provisions of said Act relative to keeping said office open.

DATED this 14 day of November, 2000.



Joe Pruna
Registered Agent

FILED
00 NOV 20 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA