

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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The Greater Broward
Chamber of Commerce
etc.

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- ☒ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

Signature _____

Requested by: _____

Name _____

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ARTICLES OF INCORPORATION
of
The Greater Broward Chamber of Commerce, Inc.
(A Florida Corporation Not For Profit)

We, the undersigned Subscribers to, these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together for the purpose of constituting an organization to operate in accordance with the laws of a non-profit corporate firm, pursuant to the applicable provisions of the Statutes of the State of Florida relative to corporations and a not for profit; and we hereby covenant and agree as follows:

ARTICLE I
Name

The Greater Broward Chamber of Commerce, Inc.

The name and address of this principal corporation is, 16254 SW 18th Place, Miramar, Florida 33027, in Broward County. The Corporation is organized pursuant to the Florida Corporation Code.

ARTICLE II
Term of Existence

The duration of this corporation shall be perpetual; no stock.

ARTICLE III
Purpose

The purpose of the corporation shall be: to cultivate, promote, promulgate and extend educational and charitable works towards business growth, expansion, development, promotion, consultation, and facilitation through business counseling and facilitation, management and leadership development, resource referral and networking opportunities, and other initiatives that fosters and/or generates business expansion; to teach and help business people of all race, creed and colors; to adopt, and establish By-laws and management of affairs, in accordance with the law and not inconsistent with these Articles of Incorporation; take, manage and dispose of property, real and personal of the Corporation. To borrow money, contract debts, and lease bonds, notes and debentures, and secure payments for the performance of its obligations. To do all acts necessary or expedient for the administration of the affairs and attainment of the purpose of the corporation, including the establishment of committees, seminars, activities, etc. oriented to organizational principles foreign and domestic, national and international.

This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. The corporation is organized under the Non-Profit Public Benefit Corporation Law, for charitable and educational purposes to aid businesses, start up organizations, and individuals towards self-sufficiency through business endeavors. The programs will consist of but shall not be limited to: Seminars, Outreach Advocacy Programs, Technology and Entrepreneurship Training, Investment, Employment Fairs, Literacy Counseling, Job Training, Job Placement and Acquisition Mentoring, Resource Identification and other efforts as identified to meet the needs of our business community.

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To raise the economic, educational and social levels of the business community of Broward County, Florida, and other similar communities, who are substantially under served and are disproportionately excluded from the technological and economic prosperity of South Florida, by promoting inclusion and participation for all segments. To expand the opportunities available to the business community by empowering them in developing skills necessary for success; to provide financial resources to assist in the growth, acquisition, and implementation of business initiatives. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either along or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies. In furtherance, but not in limitation, of the foregoing charitable, and educational purposes, the corporation shall have the following powers: To solicit, collect, and receive money and other assets, and to administer funds and contributions received by grant, gift, deed bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expand, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purpose above mentioned; to borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for monies borrowed, or in payment for property acquired or for any of the purposes of the corporation, and to secure a payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation; to invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock, and any other securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible, all as the Corporation's Board of Directors shall deem advisable, and as may be permitted by law; to provide advice, support, credit, funds, capital, gifts and all other lawful forms of assistance, financial and otherwise, to or for use in business enterprises owned, or destined to be owned; to furnish management, administrative and other business advice, support, training and technical assistance to businesses and groups in order to enable them to develop necessary skills to successfully operate business ventures; to encourage and voluntarily assist and businesses and groups to organize, create, acquire, obtain financing for, own, manage and operate business enterprises; to obtain information and conduct research, studies and analysis of the problems of said business community, and prepare and publish reports as to any and all matters that may be of use in furthering the efforts of said businesses and groups to eliminate failure, folding, and bankruptcy to conduct educational and other efforts and to foster the establishment of sound and constructive relationships between the various components of Broward County communities, and other similar communities, including but not limited to educational, religious, social, governmental, business and financial communities. To aid, support and assist persons or organizations seeking to expand the opportunities for business ownership by individuals and groups in organizing, creating, acquiring, obtaining financing for, and managing the enterprise. To conduct educational activities designed to provide instruction or training of said individuals and groups for the purpose of improving or developing their capabilities, language and job skills, and the instruction of the public or subjects useful to said individuals and groups, and beneficial to the community as a whole; to engage in any and all other activities which will directly or indirectly improve the welfare and economic conditions of the business community; and to exercise all other rights and power conferred upon corporations formed under the General Non-profit Corporation Law of the State of Florida provided however, that the Company shall not engage in any activities or exercise any powers, including those specifically mentioned herein that are not in furtherance of the specific and primary charitable, and educational purposes of the Corporation.

ARTICLE IV

Powers

To the end of the foregoing objectives and purposes and any related business and charitable purposes and may be carried out, performed and accomplished this corporation shall have the power to engage only in such activities as shall not constitute business unrelated to its, benevolent, charitable, literary and educational purposes. It shall engage only in such activities as are permitted to be carried on by a corporation whose income is exempt from taxation pursuant to Section 501(c)(3), Florida Statutes, and contributions to which are deductible pursuant to Section 107(c)(2) of the Internal Revenue Code of 1986 or corresponding provisions of any future United States Internal Revenue Code. Subject to provisions of Section 741.07 Florida Statutes and to any rules or by-laws which may be adopted by the Board of Directors. This corporation shall not act to use any of its assets or apply to activities which constitute carrying on of propaganda, attempting to influence legislation or participating in or intervening in any political campaign on behalf of any candidate for public office, nor shall any part of its earnings or assets inure to the benefit of any private member, except for reasonable compensation for services actually rendered. Subject to the foregoing limitations and subject specifically, the provisions of Florida Statutes 617.0105, this corporation shall have all of the powers and rights set forth in Florida Statutes Section 617.021. The purposes set forth in Article II herein shall likewise be constructed as powers.

The Corporation shall have the power either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other entities; to accomplish those activities are such as to further, accomplish, foster, or attain any of such purpose notwithstanding any thing herein to the contrary, the corporation exempt purposes of organization set fourth in section 501(c)(3) of the Internal Revenue Code.

ARTICLE V

Qualification of Membership

The qualification of the members and the manner of their admissions are as follows, to-wit: Such persons shall be qualified to become members as shall be approved by a majority of the Board of Directors and admissions to membership shall be by such majority vote; and the membership of the corporation shall consist at all times of the members of the Board of Directors then in office.

ARTICLE VI

Subscribers and Incorporators

The names and addresses of the subscribers and incorporators are:

<u>Name</u>	<u>Address</u>
Lee Hawkins	16254 SW 18 th Place Miramar, Florida 33027
Eric Haynes	4701 NW 21 st Street Lauderdale Lakes, Florida 33311

Clydia Robinson

8408 Miramar Parkway
Miramar, Florida 33025

Regina Lanier

17024 NW 20th Street
Pembroke Pines, Florida 33028

ARTICLE VII

Management

The President of the corporation will manage the business of the corporation and shall have direct operational responsibilities for the corporation.

ARTICLE VIII

Officers

The affairs of this corporation shall be administered by its officers, which shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be members of the Board of Directors, and such other assistants or administrative officers as are determined by the Board of Directors from time to time. The Board of Directors shall appoint the officers and the officers shall serve at the pleasure of the Board of Directors; provided, however, that any person dealing with the corporation shall be entitled to rely upon the documents signed on behalf of the corporation by its President, with its corporate seal thereto affixed and attested to by its Secretary. The initial officers of this Corporation shall be as follows:

Lee Hawkins	President
Regina Lanier	Vice President
Clydia Robinson	Secretary
Eric Haynes	Treasurer

ARTICLE IX

Board of Directors

The Board of Directors is that group of persons vested with the management of both the spiritual and secular business and affairs of this cooperation, subject to the law, the Articles of Incorporation and the By-Laws. The name and street address of the initial directors of this corporation, who shall hold office for the first year or until his/her successor or successors are elected and have qualified shall be:

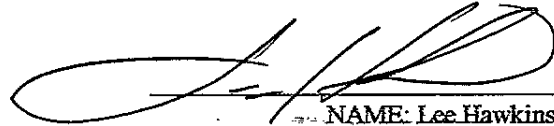
Lee Hawkins	16254 SW 18 th Place Miramar, Florida 33027
Eric Haynes	4701 NW 21 st Street Lauderdale Lakes, Florida 33311
Clydia Robinson	8408 Miramar Parkway Miramar, Florida 33025
Regina Lanier	17024 NW 20 th Street Pembroke Pines, Florida 33028

The number of directors of this corporation shall not be less than three (3) at any time. Until further amendment of the By-Laws, the number of Directors may vary from time to time between a minimum of three (3) and a maximum of nine (9) with the amount to be determined by the vote of two-thirds (2/3) of the incumbent directors. The Board of Directors shall be elected as provided in the by-laws of the corporation.

ARTICLE X

Principal Office and Registered Agent

The address of the registered office is 16254 SW 18th Place, Miramar, Florida 33027, in Broward County. The registered agent, at said office is: Lee Hawkins. I hereby accept designation as Registered Agent.



NAME: Lee Hawkins
ADDRESS: 16254 SW 18th Place
Miramar, Florida 33027

ARTICLE XI

Amendments

The power to alter, amend, or repeal the Articles of Incorporation of this corporation is vested in the Board of Directors. Such action must be taken as specified in the Articles of Incorporation, or pursuant to a Resolution approved by a majority of the Directors.

ARTICLE XII

By-laws

The Board of Directors shall provide the By-laws for the conduct of its business and the business of this corporation as the Board of Directors may deem necessary from time to time. Such By-laws may be amended, altered or rescinded by a majority of its vote of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XIII

Dissolution

Upon dissolution of the Corporation, the Board of Directors shall after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the corporation in such manner, to such organization exclusively for the purpose of the corporation or corporations organized and operated exclusively for charitable, educational, or business purposes. No person, firm or corporation shall ever receive any dividends or profit from the undertakings of this corporation; and upon dissolution of this corporation. Assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code or shall be distributed to the Federal, State or Local government for public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the corporation is then located exclusively for such purposes.

No part of the net earnings of the organization shall inure to the benefits of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the clause hereto. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (*including the publishing or distribution of statements*) any political campaign on behalf of any candidate for public office not withstanding any other provision of these Articles, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation. The Corporation will exercise only those rights and powers conferred by the laws of the State of Florida upon non-profit corporation.

CONFLICT OF INTEREST

Section 10.1 Conflict of Interest Any director, officer, or key employee who has an interest in a contract, salary negotiation, or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (*other than to present factual information or to respond to questions*) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and where applicable, the abstention from voting and participation, and whether a quorum was present.

IN WITNESS WHEREOF, we, the undersigned subscribers, having hereunto, set our hands and seals this 11th day of December 2000, for the purpose of constituting a corporation operated in corporate nonprofit form, pursuant to, the applicable sections of the Statutes of State of Florida.


Lee Hawkins


Regina Lanier


Clydia Robinson


Eric Haynes

Before me, the undersigned authority, authorized to take acknowledgments in the state and county set forth above personally appeared:

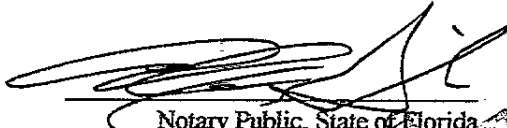
Lee Hawkins, Regina Lanier, Eric Haynes and Clydia Robinson

known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State of Florida and County of Dade this 11th day of December, 2000.



Alexandria Gibson
My Commission CC828093
Expires April 19, 2003


Notary Public, State of Florida
My commission expires:

The foregoing was adopted in a regular business meeting of the

The Greater Broward Chamber of Commerce

by a majority affirmative vote of the members present and voting in accordance with the constitution and by-laws of the corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 11th day of December, 2000.


President & CEO
Chairman of the Board

Before me, in the State of Florida, in the County of Miami-Dade, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared:

Lee Hawkins and Regina Lanier

known to me and known by me to be the President and Chairman of the Board of the Greater Broward Chamber of Commerce and the persons who executed the foregoing, and they acknowledge before me that they executed it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the state and county aforesaid, this 11th day of December, 2000.



Alexandria Gibson
My Commission CC828093
Expires April 19, 2003


Notary Public, State of Florida